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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

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
)	

**THIRD 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
FEBRUARY 1, 2010 THROUGH MAY 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: February 1, 2010 through May 31, 2010, inclusive

Fees Requested: \$644,939.25

Expenses Requested: \$7,592.26

Total Amount Requested: \$652,531.51

Amount Paid to Date: \$457,177.77¹

Net Amount to be Requested: \$114,022.65

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

PRIOR APPLICATIONS

Date Application Filed	Docket No.	Compensation Period	Fees Requested	Expenses Requested	Fees Allowed	Expenses Allowed	Hold-Back (if any)
11/16/09	4459	June 1, 2009 to September 30, 2009	\$4,593,910.50	\$85,047.77	\$4,479,062.50	\$84,569.10	\$447,906.25
3/17/10	5296	October 1, 2009 to January 31, 2010	\$1,148,977.75	\$31,103.29	\$1,118,312.88	\$27,868.83	\$111,831.29

¹ Although this amount includes Kramer Levin's fees in respect of the professional services rendered and expenses incurred between May 1, 2010 and May 31, 2010 (80% of the fees in the amount of \$80,096.20 and 100% of the expenses in the amount of \$1,234.89), 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 May fees and expenses by the hearing date on this Fee Application.

**SUMMARY OF THIRD INTERIM FEE APPLICATION OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP FOR SERVICES RENDERED FOR THE PERIOD
FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours²</u>	<u>Rate³</u>	<u>Amount</u>
Eckstein, Kenneth H.	Bankruptcy	1980	Partner	2.1	\$950	\$1,995.00
Mayer, Thomas Moers	Bankruptcy	1982	Partner	66.2	\$950	\$62,890.00
Rogoff, Adam C.	Bankruptcy	1989	Partner	.2	\$850	\$170.00
Novogrod, John C.	Individual Client Group	1968	Partner	30.8	\$825	\$25,410.00
Bentley, Philip	Bankruptcy	1985	Partner	35.8	\$795	\$28,461.00
Reznick, Allan E.	Corporate	1982	Partner	7.5	\$795	\$5,962.50
Herzog, Barry	Tax	1992	Partner	20.8	\$785	\$16,328.00
Warren, Charles S.	Environment	1965	Partner	20.4	\$770	\$15,708.00
Dienstag, Abbe L.	Corporate	1983	Partner	19.2	\$750	\$14,400.00
Godman, James P.	Real Estate	1991	Partner	.4	\$750	\$300.00
Horowitz, Gregory A.	Litigation	1991	Partner	1.0	\$750	\$750.00
Caton, Amy	Bankruptcy	2000	Partner	49.0	\$710	\$34,790.00
Stevenson, John A.	Paris	N/A	Partner	4.0	\$685	\$2,740.00
Stoopack, Helayne O.	Tax	1982	Special Counsel	21.0	\$715	\$15,015.00
Maspetiol-Lunven, Geraldine	Paris	N/A	Counsel	.4	\$600	\$240.00
Rigel, Blake	Corporate	2002	Associate	7.1	\$695	\$4,934.50
Finger, Toni	Environment	2000	Associate	.3	\$690	\$207.00
Rokeach, Tzvi	Real Estate	1999	Associate	3.7	\$690	\$2,553.00
Folb, Kerri	Corporate	2001	Associate	15.2	\$680	\$10,336.00
Taylor, Jeffrey	Corporate	2001	Associate	1.5	\$680	\$1,020.00
Neuthaler, Howard	Individual Client Group	1999	Associate	24.6	\$670	\$16,482.00
Macksoud, Lauren M.	Bankruptcy	2004	Associate	109.1	\$630	\$68,733.00
Rosensaft, Jodi	Corporate	2004	Associate	53.6	\$630	\$33,768.00
Blabey, David E.	Bankruptcy	2005	Associate	27.0	\$615	\$16,605.00
Carruzzo, Fabien	Corporate	2005	Associate	1.2	\$615	\$738.00
Blades, Melissa	Tax	2005	Associate	7.7	\$585	\$4,504.50
Sharret, Jennifer	Bankruptcy	2008	Associate	273.3	\$505	\$138,016.50
Webber, Amanda	Corporate	2008	Associate	1.8	\$505	\$909.00
Lee, Antonia S.	Corporate	2009	Associate	4.5	\$455	\$2,047.50
Daggan, Clinton N.	Environment	2010	Associate	20.9	\$390	\$8,151.00
Friedman, Joshua	Bankruptcy	N/A	Associate	140.1	\$390	\$54,639.00
Chaikin, Rebecca B.	Bankruptcy	N/A	Paralegal	215.6	\$275	\$59,298.50

² Please note that non-working travel time and preparation of the monthly statements is billed at 50%.

³ Please note that per agreement with the Fee Examiner, paralegals' billing rates are reduced to \$275 per hour.

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours²</u>	<u>Rate³</u>	<u>Amount</u>
Ruggiu, Carole	Paris	N/A	Paralegal	3.6	\$275	\$990.00
Wierman, Lauren E.	Bankruptcy	N/A	Paralegal	24.2	\$275	\$6,670.00
Guerrero, Fernando	Technology Services	N/A	Specialist	.2	\$140	\$28.00
Colbourne, Paul E.	Managing Attorney	N/A	Other Timekeeper	4.1	\$110	\$451.00
Gregory, Brandon	Managing Attorney	N/A	Other Timekeeper	2.5	\$100	\$250.00
SUBTOTAL				1220.6		\$656,491.00
				<i>Less 50% Travel Reduction on Matter 31</i>	--	<i>(\$2,086.75)</i>
				<i>Less 50% Monthly Statement Reduction on Matter 20</i>	--	<i>(\$10,235.00)</i>
				<i>Plus Research Services</i>	5.5	<i>\$770.00</i>
TOTAL				1226.1		\$644,939.25

Blended hourly rate for attorneys is \$606.76

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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 third 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 February 1, 2010, through and including May 31, 2010 (the “**Third Interim Fee Period**”), and for reimbursement of its actual and necessary expenses incurred during the Third Interim Fee Period. In support of the Application, the Applicant respectfully represents as follows:

PRELIMINARY STATEMENT

1. Throughout the Third 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. The Applicant's work in these cases has been focused on preserving the New GM Stock and Warrants for distribution to unsecured creditors, analyzing significant claims and trying to ensure that distributions occur 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 for the benefit of 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 Third 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 potential sources of recovery for the Committee, including the Bank Loan and Nova Scotia litigations;
- Negotiating the implementation of an alternative dispute resolution procedure designed to expedite review and ultimate resolution of unsecured claims;
- Preparing for potential future asbestos claims litigation, especially regarding estimation of asbestos claims;
- Investigating various defenses to significant claims;
- Responding to hundreds of distinct calls to the Committee's telephone hotline and emails submitted through the Committee's website from general unsecured creditors;
- 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 the 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 Robert T. Schmidt regarding compliance with same is attached hereto as **Exhibit “A.”**

5. The Applicant seeks interim allowance of fees for professional services rendered during the Third Interim Fee Period in the aggregate amount of \$644,939.25 (the “**Third Interim Fees**”) and reimbursement of expenses incurred in connection with rendition of those services in the aggregate amount of \$7,592.26 (the “**Third Interim Expenses**”).

6. During the Third Interim Fee Period the Applicant’s attorneys and paraprofessionals expended a total of 1,226.1 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 Third Interim Fee Period. 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 Third 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 **Exhibit “D-1”** is a summary of the Applicant’s time billed during the Third 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 Third 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**”)⁴ 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 was held on April 29, 2010.

14. On March 17, 2010, the Applicant filed its second interim fee application [Docket No. 5296] (the “**Second Interim Fee Application**”) 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 \$1,149,758.75 and the interim allowance of the reimbursement for actual and necessary expenses in the amount of \$31,383.31. On May 18, 2010, the Applicant filed a supplement to its Second Interim Fee Application [Docket No. 5790] (the “**Second Interim Supplement**”) amending the compensation sought for an allowance of \$1,148,977.75 in fees and \$31,103.29 in expenses. A hearing on the Second Interim Fee Application was held on June 29, 2010.

15. 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 Third Interim Fee Period, the Applicant provided the appropriate notice parties with the following monthly fee statements:

⁴ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the First Interim Fee Application.

- For February 1, 2010 through February 28, 2010, fees of \$164,553.00 and expenses of \$1,928.96 (“**February Statement**”);
- For March 1, 2010 through March 31, 2010, fees of \$194,505.00 and expenses of \$3,527.19 (“**March Statement**”);
- For April 1, 2010 through April 30, 2010, fees of \$202,771.50 and expenses of \$2,333.02 (“**April Statement**”); and
- For May 1, 2010 through May 31, 2010, fees of \$100,120.25 and expenses of \$1,234.89 (“**May Statement**” and together with the February Statement, the March Statement and the April Statement, collectively, “**Monthly Statements**”).

16. In total, the Applicant has submitted Monthly Statements during the Third Interim Fee Period for fees of \$661,949.75 and expenses of \$9,024.06. As of the date of this Application, no notice party has objected to the Applicant’s Monthly Statements for the Third Interim Fee Period.

17. 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 \$58,158.75 in fees and \$4,537.41 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 \$17,010.50 in fees and \$1,431.80 in expenses. Accordingly, the Applicant hereby seeks allowance of fees incurred for the Third Interim Fee Period in the amount of \$644,939.25, and the reimbursement of actual and necessary expenses incurred for the Third Interim Fee Period in the amount of \$7,592.26.

18. 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 February Statement, the Applicant received a

payment of \$133,496.36⁵, representing 80% of fees (\$131,642.40) and 100% of expenses (\$1,928.96) requested. With respect to the March Statement, the Applicant received a payment of \$159,131.19, representing 80% of fees (\$155,604.00) and 100% of expenses (\$3,527.19). With respect to the April Statement, the Applicant received a payment of \$164,550.22, representing 80% of fees (\$162,217.20) and 100% of expenses (\$2,333.02). With respect to the May Statement, the Applicant has not yet received any payments.⁶

19. 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 \$114,022.65, representing 20% of the Third Interim Fees (reflecting the deduction of the additional write-offs).

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Third 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

21. On June 1, 2009 (the "**Petition Date**"), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.⁷ 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.

⁵ This payment was \$75.00 less than the amount the Applicant was owed for the February Statement.

⁶ Kramer Levin anticipates receiving payment of 80% of fees and 100% of expenses for the May Statement by the hearing date on this Application.

⁷ On October 9, 2009, two additional Debtor affiliates filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

22. 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 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.⁸

23. 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

24. During the Third 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 Third 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

⁸ 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 and a representative of the asbestos committee now serves as an ex officio member.

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

25. 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.

26. The Applicant respectfully submits that its services throughout the Third Interim Fee Period warrant this Court's approval of its requested fees and expenses, including the payment of any "hold-back" of the Third Interim Fees (as ultimately ordered by the Court at a hearing on the Third Interim Fee Application).

A. Case Administration

Billing Code: 00001

(Fees: \$11,285.50 / Hours Billed: 26.0)

27. During the Third 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 time to the administrative tasks necessary for the efficient day-to-day management of these cases, including, but not limited to: internal organizational meetings; monitoring calendars of critical dates; routine communications and correspondence; 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.

28. 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: \$3,7722.50 / Hours Billed: 7.2)

29. During the Third Interim Fee Period, the Committee 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.

30. In addition, the Applicant continued monitoring various other adversary proceeding commenced in these cases to determine any impact on the Debtors' estate, including one commenced by the Saturn class action plaintiffs against New GM.

C. Automatic Stay Matters/Relief

Billing Code: 00003

(Fees: \$826.00 / Hours Billed: 1.6)

31. During the Third Interim Fee Period, the Applicant reviewed, analyzed, summarized and provided recommendations to the Committee with respect to the legal and financial aspects of various stipulations to modify the automatic stay (specifically the Westchester Fire Insurance Company and Natixis stipulations).

D. Insurance and Other Business Issues

Billing Code: 00004

(Fees: \$2,757.00 / Hours Billed: 3.8)

32. During the Third Interim Fee Period, the Debtors and the Committee continued to address various issues related to the Debtors excess insurance policies. The Debtors maintain various primary and excess insurance policies providing general liability coverage. The Committee has worked with the Debtors to review the insurance policies and analyze whether such policies have value. The Applicant has discussed the issues at length with the Committee and representatives of the Asbestos Committee, which was formed during the Third Interim Fee Period.

E. Meetings With Debtors/Other Major Constituents

Billing Code: 00005

(Fees: \$24,087.50 / Hours Billed: 34.0)

33. During the Third 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, asbestos and product liability claims, Alix's restructured fees, 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's professionals met with the Debtors' professionals on February 5, 2010 and February 23, 2010. In addition, on February 24, 2010, the Applicant attended a meeting with the full Committee, the Debtors and their professionals. During this meeting, the parties spent several hours discussing case progress, including regarding environmental negotiations, unsecured claim allowance and asset disposition. Moreover, to adequately prepare for this meeting and 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. Claims Administration and Objections
Billing Code: 00007
(Fees: \$46,070.00 / Hours Billed: 81.4)

34. During the Third Interim Fee Period the Applicant continued to devote a significant amount of time to researching and analyzing optimal procedures for estimation and ultimate resolution of unsecured claims. The Applicant discussed modifications to the proposed alternative dispute resolution procedures (designed to expedite and streamline the claims reconciliation process) with the Debtors and filed a statement in support of the proposed alternative dispute resolution procedures. The Applicant, together with FTI, periodically conferred with the Debtors on the status of claims submitted through the alternative dispute resolution procedures. The Applicant also researched, analyzed and provided recommendations to the Committee regarding late-filed claims.

35. The Applicant has worked closely with its financial advisors, FTI Consulting, Inc., and the Debtors to monitor the claims reconciliation process. During the Second Interim Fee Period, 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 drafted and filed an objection to the Nova Scotia bondholder motion and argued such motion before Judge Gerber. During the Third Interim Fee Period, the Applicant 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. The Applicant has also devoted time to related issues, including Canadian claims

and Canadian counsel issues. The Applicant worked with conflicts counsel to devise a strategy to object to the claims filed by the Nova Scotia bondholders.

36. The Applicant has worked extensively on issues related to the Deutsche Bank Setoff Motion. In November of 2009, Deutsche Bank filed a motion for relief from the automatic stay to effectuate a setoff, related to a debt of \$24 million that Deutsche Bank claims is owed by the Debtors arising from an interest rate swap entered into in 2004-05. Deutsche Bank also claims that the Debtor owes it a debt of \$24 million related to U.S. dollar and Euro bonds acquired between November 2004 and January 2006. The Debtors opposed this Setoff Motion. The Applicant has reviewed and analyzed the Deutsche Bank setoff motion and the objection filed by the Debtors, including as it relates to a potential settlement between New GM and Old GM on issues related to GM Strausburg and other environmental issues,. The Applicant has kept the Committee abreast of the status of negotiations between New GM and Old GM on these issues.

37. In addition, throughout the Third Interim Fee Period, the Applicant reviewed and analyzed several different claim settlements, including claims related to rejection of leveraged leases and related tax indemnity agreement claims⁹ and analyzed pleadings relating to other significant claims (including that of NUMMI).

G. Corporate & Securities Matters
Billing Code: 00008
(Fees: \$2,747.00 / Hours Billed: 4.4)

38. During the Third Interim Fee Period, the Applicant spent time reviewing and analyzing the sale agreement regarding the issuance of additional/ adjustment shares.

⁹ Certain entries in the time detail for the Third Interim Fee Application refer to the tax indemnity agreement claims as "TIA."

H. Creditor Communications
Billing Code: 00009
(Fees: \$17,305.50 / Hours Billed: 30.0)

39. During the Third 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 many concerned general unsecured creditors on a variety of issues related to the Debtors bankruptcy cases.

40. The Applicant maintained its website with Epiq Bankruptcy Solutions at www.motorsliquidationcreditorscommittee.com (the "**Committee Website**"), which was created to ease the administrative burden of communicating with thousands of creditors. The Applicant spent time 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 contact information for the primary parties in the Debtors' bankruptcy cases, and access to key court documents in the Debtors' bankruptcy cases.

41. 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 Third Interim Fee Period, the Applicant responded to hundreds of phone calls and e-mails and scores of faxes and letters.

I. Committee Meetings/Communications
Billing Code: 00010
(Fees: \$37,046.50 / Hours Billed: 62.6)

42. During the Third Interim Fee Period, the Applicant conducted 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.

43. 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 sent to and approved by the Committee. When appropriate, in lieu of in-person or telephonic meetings, the Applicant corresponded with Committee members electronically.

J. Environmental Issues

Billing Code: 00015

(Fees: \$28,360.00 / Hours Billed: 48.6)

44. As previously discussed in the First and Second Interim Fee Applications, 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 Third 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 assembled a small team of environmental lawyers to better understand the Debtors' environmental liabilities, participate in negotiations and monitor 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. The Applicant reviewed and analyzed the various environmental claims filed against the Debtors' estates. Finally, the Applicant analyzed and commented on the environmental issues contained

in chapter 11 plan term sheets exchanged between the Debtors and the Committee, in preparation for analyzing the environmental term sheets to be provided by Treasury. The Applicant also researched and analyzed issues related to environmental trusts.

K. Hearings

Billing Code: 00016

(Fees: \$33,476.00 / Hours Billed: 64.3)

45. During the Third Interim Fee Period, the Court held six 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 hearing with respect to the Alternative Dispute Resolution motion;
- the hearing with respect to first interim fee applications;
- the hearing with respect to the Saturn adversary proceeding;
- several omnibus hearings with respect to retentions of professionals;
- several omnibus hearings with respect to claims objections, automatic stay matters and rejection motions.

46. 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.

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

L. Executory Contracts/Leases

Billing Code: 00018

(Fees: \$10,380.00 / Hours Billed: 18.2)

48. During the Third Interim Fee Period, the Applicant reviewed and analyzed various motions and stipulations relating to rejection or assumption of executory contracts.

Specifically, the Applicant reviewed and analyzed a stipulation to assume and assign the ACE insurance policy to New GM and New GM's motion for declaratory relief regarding the assumption and assignment of an agreement with Knowledge Learning Corporation/Kindercare. Each of these transactions implicated issues with New GM and the Committee reviewed these transactions carefully to ensure that there was no potential adverse impact on the Debtors' estates.

M. Fee Applications and Fee Examiner Issues
Billing Code: 00019
(Fees: \$124,773.00 / Hours Billed: 285.3)

49. During the Third Interim Fee Period, the Applicant drafted and filed the Second Interim Fee Application. In addition, the Applicant drafted estimated monthly budgets for the Fee Examiner.

50. The Applicant also devoted a substantial amount of time responding to the Fee Examiner's requests for additional information and ultimate objection to the Applicant's First Interim Application. The Applicant engaged in discussions with the Fee Examiner, including providing a substantial letter response to the Fee Examiner's Initial Report followed by several telephonic conversations to clarify additional issues. After the Fee Examiner filed the Report and Limited Objection (the "**Fee Examiner Report**"), the Applicant drafted and filed a detailed response (the "**Response**"), that included preparing various exhibits. It was necessary for the Applicant to spend a significant amount of time responding to the Fee Examiner Report, which questioned the role of the Committee, the Applicant's billing structure as well as specific objections to numerous time entries. The Response contained an issue-by-issue refutation of the objections raised in the Fee Examiner Report, along with detailed exhibits responding to certain questioned entries. In addition, in preparation for the hearing on the First Interim Fee Application, the Applicant prepared various exhibits comparing fees charged in comparable

cases. Prior to the filing of the April Monthly Statement, the Applicant voluntarily wrote off \$20,729.50 for fees in preparing the Response and exhibits thereto for the hearing.

51. At the hearing on the First Interim Fee Application, this Court ultimately sustained certain of the Fee Examiner's objections in part and overruled certain other of the Fee Examiner's objections. In light of this Court's ruling and the Applicant's voluntary write-off in preparing the Response, the Applicant submits that all such remaining requested time should be approved.

N. Monthly Fee Statements

Billing Code: 00020

(Fees: \$20,470.00 / Hours Billed: 61.4)

52. During the Third Interim Fee Period, the Applicant prepared, reviewed and served each of the Monthly Statements in accordance with the Order Establishing Procedures for Interim Monthly Compensation for Professionals. This includes review of time entries by the bankruptcy professionals to ensure compliance with local rules, United States Trustee Guidelines and this Court's rulings for the First and Second Interim Fee Applications. In addition, in order to provide a clear comprehensive picture of the Applicant's work on a specific issue, the Applicant also reviewed the time entries with a goal of billing tasks relating to that specific issue to the same matter. The Applicant maintains that it is necessary to have multi-level review of these Monthly Statements to ensure compliance with the various guidelines and to ensure that no privileged or confidential information is inadvertently disclosed.

53. As indicated in the Court's July 6, 2010 ruling on the Second Interim Fee Applications, the Applicant is billing time spent in connection with this review at 50% (and the billed time reflects this reduction). The Applicant notes that Kramer Levin does not charge for time spent by professionals recording their time on a daily basis or entering edits to the time entries.

O. Appellate Issues
Billing Code: 00022
(Fees: \$909.00 / Hours Billed: 1.8)

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

P. Tax Issues
Billing Code: 00023
(Fees: \$20,510.00 / Hours Billed: 29.4)

55. During the Third Interim Fee Period, the Applicant analyzed and commented on the tax issues contained in the chapter 11 plan term sheet. In addition, the Applicant reviewed and edited the tax portions of the draft general unsecured creditor trust agreement.

Q. International Issues
Billing Code: 00025
(Fees: \$6,417.00 / Hours Billed: 11.7)

56. During the Third Interim Fee Period, the Applicant researched and analyzed various issues involving GM Strasbourg, a non-Debtor subsidiary of Motors Liquidation Company in France (specifically with regard to the Debtors' potential exposure to liability).

R. Retention of Professionals
Billing Code: 00026
(Fees: \$7,689.00 / Hours Billed: 14.9)

57. The Applicant reviewed, analyzed and summarized for the Committee various applications to retain professionals during the Third Interim Fee Period – specifically, Deloitte Tax (providing tax advisory services to the Debtors), Plante & Moran (providing accounting and consulting services to the Debtors) and Caplin and Drysale (counsel to the Asbestos Committee). In addition, during this period, Applicant analyzed proposed modifications to the AlixPartners' fee arrangement and incentive compensation structure.

S. Plan and Disclosure Statement

Billing Code: 00027

(Fees: \$141,342.50 / Hours Billed: 210.50)

58. During the Third Interim Fee Period, the Applicant spent a substantial amount of time researching and drafting a general unsecured creditors trust (the “**GUC Trust**”) agreement (a form of which would likely be an exhibit to a chapter 11 plan). The Committee anticipates that the GUC Trust will hold and manage distributions to general unsecured creditors. In connection with drafting the GUC Trust agreement, the Applicant researched applicable corporate, securities, tax and bankruptcy law that could impact the plan’s distributions to general unsecured creditors.

59. The Applicant continued to review and analyze the chapter 11 plan term sheet, which was received in January 2010. In addition, as described in other sections of the Application, the Applicant analyzed the tax and environmental implications of the plan term sheet.

60. The Applicant also reviewed the Debtors’ motion to extend the exclusive periods and drafted and filed a statement on behalf of the Committee regarding the extension of exclusivity.

T. Travel

Billing Code: 00031

(Fees: \$4,173.50 / Hours Billed: 6.8)

61. 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 and the offices of Weil Gotshal and Manges, LLP (as bankruptcy counsel to the Debtors) for meetings with the Debtors. 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: \$30,016.50 / Hours Billed: 78.5)

62. During the Third 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 various 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.

63. In addition to the specific motions discussed in other sections of this Application, during the Third Interim Fee Period, the Applicant focused on the following types of motions: motions to modify the automatic stay, claims objections and a motion by New GM to enforce the 363 sale order.

W. Tort/Asbestos Issues

Billing Code: 00035

(Fees: \$73,020.50 / Hours Billed: 124.4)

64. During the Third Interim Fee Period, the Applicant spent a substantial amount of time analyzing the status of asbestos claims and liabilities in the Debtors' cases. The Applicant researched asbestos estimation issues and prepared for the possibility of future litigation regarding asbestos claims. To assist in the estimation process, the Applicant interviewed various potential asbestos experts for the Committee. The Committee ultimately voted to retain the firm of Bates White, LLC as its asbestos expert and the Applicant prepared the retention application papers for Bates White, LLC.

65. During the Third Interim Fee Period, the United States Trustee appointed an official asbestos committee and reconstituted the Committee (removing the asbestos representative on the Committee to the official asbestos committee). In addition, the Court approved the retention of the futures asbestos representative. The Applicant discussed these appointments with the Committee and the United States Trustee. In addition, the Applicant also analyzed asbestos insurance and other related issues.

X. Other Asset Sales and Analysis

Billing Code: 00040

(Fees: \$4,166.00 / Hours Billed: 6.7)

66. During the Third Interim Fee Period, the Applicant, reviewed and analyzed the sale documents and related issues for the Pittsburgh plant. In addition, the Applicant discussed with the Debtors the sale of a Wilmington assembly plant to Fisker.

Y. Wind Down Issues

Billing Code: 00041

(Fees: \$4,940.50 / Hours Billed: 7.1)

67. The Applicant, in consultation with FTI, devoted time to issues surrounding the orderly wind-down of the Debtors' estates. Most significantly, the Applicant analyzed the proposed wind-down budget.

Z. Research Services

(Fees: \$770.00 / Hours Billed: 5.5)

68. Throughout the Third Interim Fee Period, where appropriate and cost-efficient, the Applicant's library professionals assisted with various research projects. While the Applicant traditionally bills these research services as an expense, consistent with the Fee Examiner's request in connection with the Second Interim Fee Application, the Applicant has agreed to bill research services as part of the requested fees.

STATEMENT OF KRAMER LEVIN

69. 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 and tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

70. The professional services performed by the Applicant on behalf of the Committee during the Third Interim Fee Period required an aggregate expenditure of 1,226.1 recorded hours by the Applicant's members, counsel, associates and paraprofessionals. Of the aggregate time expended, 278.8 recorded hours were expended by partners and counsel of the Applicant, 691.6 recorded hours were expended by associates, and 255.7 recorded hours were expended by paraprofessionals of the Applicant.

71. During the Third Interim Fee Period, the Applicant's hourly billing rates for attorneys ranged from \$390 to \$950 per hour. Non-working travel and preparation of Monthly Statements time was billed at 50%. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$606.76 per hour (based upon 970.4 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 \$526.00. 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 professional and paraprofessional who performed services in these cases during the Third 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

72. As set forth in Exhibit “C” hereto, the Applicant has disbursed \$7,592.26 as expenses incurred in providing professional services during the Third 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.¹⁰ 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.

73. 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

¹⁰ To the extent the cost of the meal was over \$20, the Applicant has limited its request for reimbursement to \$20; where the charge is less than \$20, the Applicant seeks reimbursement of the actual charge.

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

74. In addition, following this Court's ruling in connection with the Second Interim Fee Application, the Applicant is only seeking reimbursement for late-night meals and transportation expenses where the professional worked at least six hours on this case during that particular day/evening.

75. 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.

76. 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 or in-person meetings were required. These disbursements are not included in the Applicant's overhead for the purpose of setting billing rates.

77. The Applicant has made every effort to minimize its disbursements in these cases. The actual expenses incurred while 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

78. 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).

79. 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

80. 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 Third Interim Fee Period in the aggregate amount of \$644,939.25, and (b) the reimbursement for actual and necessary expenses the Applicant incurred during the Third Interim Fee Period in the amount of \$7,592.26; (ii) authorizing and directing the Debtors to pay the Applicant \$114,022.65, representing all unpaid amounts for the Third Interim Fee Period; and (iii) granting such other relief as is just.

Dated: August 5, 2010
New York, New York

/s/ Robert T. Schmidt
Robert T. Schmidt

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Thomas Moers Mayer
Robert T. Schmidt
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
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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 August 5, 2010, I caused a true and complete copy of the *Third 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 February 1, 2010 through May 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; (vi) the Chair of the Committee, David Vanaskey, Jr., Wilmington Trust Company; (vii) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (viii) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.).

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

Dated: August 5, 2010
New York, New York

/s/ Jennifer Sharret
Jennifer Sharret

KRAMER LEVIN NAFTALIS & FRANKEL LLP
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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 Robert T. Schmidt

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Thomas Moers Mayer
Robert T. Schmidt
1177 Avenue of the Americas
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(212) 715-9100

*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

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

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

I, Robert T. Schmidt, 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 third 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 August 5, 2010 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing February 1, 2010 through and including May 31, 2010 (the “**Third 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: August 5, 2010
New York, New York

/s/ Robert T. Schmidt
Robert T. Schmidt

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Thomas Moers Mayer
Robert T. Schmidt
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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>Hours¹¹</u>	<u>Rate¹²</u>	<u>Amount</u>
Eckstein, Kenneth H.	Bankruptcy	1980	Partner	2.1	\$950	\$1,995.00
Mayer, Thomas Moers	Bankruptcy	1982	Partner	66.2	\$950	\$62,890.00
Rogoff, Adam C.	Bankruptcy	1989	Partner	.2	\$850	\$170.00
Novogrod, John C.	Individual Client Group	1968	Partner	30.8	\$825	\$25,410.00
Bentley, Philip	Bankruptcy	1985	Partner	35.8	\$795	\$28,461.00
Reznick, Allan E.	Corporate	1982	Partner	7.5	\$795	\$5,962.50
Herzog, Barry	Tax	1992	Partner	20.8	\$785	\$16,328.00
Warren, Charles S.	Environment	1965	Partner	20.4	\$770	\$15,708.00
Dienstag, Abbe L.	Corporate	1983	Partner	19.2	\$750	\$14,400.00
Godman, James P.	Real Estate	1991	Partner	.4	\$750	\$300.00
Horowitz, Gregory A.	Litigation	1991	Partner	1.0	\$750	\$750.00
Caton, Amy	Bankruptcy	2000	Partner	49.0	\$710	\$34,790.00
Stevenson, John A.	Paris	N/A	Partner	4.0	\$685	\$2,740.00
Stoopack, Helayne O.	Tax	1982	Special Counsel	21.0	\$715	\$15,015.00
Maspetiol-Lunven, Geraldine	Paris	N/A	Counsel	.4	\$600	\$240.00
Rigel, Blake	Corporate	2002	Associate	7.1	\$695	\$4,934.50
Finger, Toni	Environment	2000	Associate	.3	\$690	\$207.00
Rokeach, Tzvi	Real Estate	1999	Associate	3.7	\$690	\$2,553.00
Folb, Kerri	Corporate	2001	Associate	15.2	\$680	\$10,336.00
Taylor, Jeffrey	Corporate	2001	Associate	1.5	\$680	\$1,020.00
Neuthaler, Howard	Individual Client Group	1999	Associate	24.6	\$670	\$16,482.00
Macksoud, Lauren M.	Bankruptcy	2004	Associate	109.1	\$630	\$68,733.00
Rosenshaft, Jodi	Corporate	2004	Associate	53.6	\$630	\$33,768.00
Blabey, David E.	Bankruptcy	2005	Associate	27.0	\$615	\$16,605.00
Carruzzo, Fabien	Corporate	2005	Associate	1.2	\$615	\$738.00
Blades, Melissa	Tax	2005	Associate	7.7	\$585	\$4,504.50
Sharret, Jennifer	Bankruptcy	2008	Associate	273.3	\$505	\$138,016.50
Webber, Amanda	Corporate	2008	Associate	1.8	\$505	\$909.00
Lee, Antonia S.	Corporate	2009	Associate	4.5	\$455	\$2,047.50
Daggan, Clinton N.	Environment	2010	Associate	20.9	\$390	\$8,151.00
Friedman, Joshua	Bankruptcy	N/A	Associate	140.1	\$390	\$54,639.00
Chaikin, Rebecca B.	Bankruptcy	N/A	Paralegal	215.6	\$275	\$59,298.50
Ruggiu, Carole	Paris	N/A	Paralegal	3.6	\$275	\$990.00
Wierman, Lauren E.	Bankruptcy	N/A	Paralegal	24.2	\$275	\$6,670.00
Guerrero, Fernando	Technology Services	N/A	Specialist	.2	\$140	\$28.00

¹¹ Please note that non-working travel time and preparation of the monthly statements is billed at 50%.

¹² Please note that per agreement with the Fee Examiner, paralegals' billing rates are reduced to \$275 per hour.

<u>Timekeeper Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u> ¹¹	<u>Rate</u> ¹²	<u>Amount</u>
Colbourne, Paul E.	Managing Attorney	N/A	Other Timekeeper	4.1	\$110	\$451.00
Gregory, Brandon	Managing Attorney	N/A	Other Timekeeper	2.5	\$100	\$250.00
SUBTOTAL				1220.6		\$656,491.00
<i>Less 50% Travel Reduction on Matter 31</i>				--		<i>(\$2,086.75)</i>
<i>Less 50% Monthly Statement Reduction on Matter 20</i>				--		<i>(\$10,235.00)</i>
<i>Plus Research Services</i>				5.5	\$140	\$770.00
TOTAL				1226.1		\$644,939.25

EXHIBIT C

Summary and Detail of Disbursements

Summary of Expenses -- Third Interim Period

Description	Amount
Telecopier	21.00
Velobindings	202.50
Tabs	174.00
Photocopying	1,342.20
Color Copies	38.00
Postage	0.44
Long-Distance Tel.	400.99
Lexis/Nexis Online Research	241.73
Westlaw Online Research	299.93
Courtlink Searches	346.62
Messenger/ Courier	302.10
Corp. Documents & Materials	630.66
Transportation	1,116.32
Meals/In-House	318.64
Meals/ T & E	75.00
Document Retrieval Fees	302.08
Transcript Fees	1,286.40
Dept Mtg/ Other Mtgs	560.08
Other Fees	(66.43)
Total	\$7,592.26

Transportation Detail -- Third Interim Period

Date	Description	Hours Worked	Amount
2/1/2010	CAR SERVICE J. Sharret, late night	8.9	\$75.00
2/2/2010	CAR SERVICE J. Sharret, late night	7.7	\$75.00
2/23/2010	CAR SERVICE J. Sharret, late night	7.4	\$75.00
2/23/2010	CAR SERVICE T. Mayer, A. Caton and J. Sharret, From Office to Meeting with Debtors	Meeting	\$34.90
2/24/2010	CAB FARE J. Sharret, From Office to Meeting with Debtors	Meeting	\$10.00
2/24/2010	CAB FARE J. Sharret, From Meeting with Debtors to Office	Meeting	\$7.00
2/24/2010	CAR SERVICE J. Sharret, late night	6.1	\$75.00
3/15/2010	CAR SERVICE J. Sharret, late night home	7.8	\$75.00
3/24/2010	CAR SERVICE L. Wierman, late night home	7.9	\$56.10
4/8/2010	CAR SERVICE J. Sharret, late night	10.2	\$75.00
4/11/2010	CAR SERVICE A. Dienstag, late night	6	\$75.00
4/19/2010	CAR SERVICE J. Sharret, late night	7.9	\$75.00
4/19/2010	CAB FARE R. Chaikin, late night	8.5	\$8.40
4/22/2010	CAR SERVICE J. Sharret, late night	7.4	\$75.00
4/26/2010	CAR SERVICE J. Sharret, late night	7.6	\$75.00
4/27/2010	CAR SERVICE J. Sharret, late night	11.7	\$75.00
4/28/2010	CAB FARE R. Chaikin, late night	7.9	\$9.50
4/28/2010	CAR SERVICE J. Sharret, late night	9.2	\$75.00
4/28/2010	SUBWAY FARE Managing Attorney, roundtrip to US Trustee office to serve Committee's Professionals' Responses to Examiner Reports	Service	\$4.50
4/30/2010	CAB FARE R. Chaikin, late night (incurred on 3/17/10)	10.3	\$10.92
5/6/2010	CAR SERVICE J. Sharret, late night	7.6	\$75.00
Total		140.1	\$1,116.32

Meals Detail -- Third Interim Period

Date	Description	Hours Worked	Amount
2/1/2010	MEALS/IN-HOUSE J. Sharret, late night	8.9	\$20.00
2/2/2010	MEALS/IN-HOUSE J. Sharret, late night	7.7	\$20.00
2/23/2010	MEALS/IN-HOUSE J. Sharret, late night	7.4	\$20.00
2/24/2010	MEALS/IN-HOUSE J. Sharret, late night	6.1	\$20.00
3/15/2010	MEALS/IN-HOUSE J. Sharret, late night	7.8	\$20.00
3/17/2010	MEALS/IN-HOUSE R. Chaikin, late night	10.3	\$19.22
4/8/2010	MEALS/IN-HOUSE J. Friedman, late night	7.8	\$19.85
4/8/2010	MEALS/IN-HOUSE J. Sharret, late night	10.2	\$20.00
4/19/2010	MEALS/IN-HOUSE R. Chaikin, late night	8.5	\$19.57
4/19/2010	MEALS/IN-HOUSE J. Sharret, late night	7.9	\$20.00
4/22/2010	MEALS/IN-HOUSE J. Sharret, late night	7.4	\$20.00
4/26/2010	MEALS/IN-HOUSE J. Sharret, late night	7.6	\$20.00
4/27/2010	MEALS/IN-HOUSE J. Sharret, late night	11.7	\$20.00
4/28/2010	MEALS/IN-HOUSE J. Sharret, late night	9.2	\$20.00
5/6/2010	IN-HOUSE/MEALS J. Sharret, late night	7.6	\$20.00
5/25/2010	IN-HOUSE/MEALS J. Friedman, late night	6.1	\$20.00
Total		132.2	\$318.64

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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

March 25, 2010

MOTORS LIQUIDATION COMPANY

When remitting,
please reference:
Invoice Number: 539897
068000

FOR PROFESSIONAL SERVICES rendered through February 28, 2010,
as per the attached detail.

DISBURSEMENTS AND OTHER CHARGES 1,663.96

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. 539897
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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	4.50
VELOBINDINGS	7.50
TABS	9.00
PHOTOCOPYING	161.50
POSTAGE	0.44
LONG-DISTANCE TEL.	293.77
WESTLAW ON-LINE RESEARCH	107.04
LEXIS/NEXIS ON-LINE RESEARCH	70.53
MESSENGER/COURIER	84.49
CORP. DOCUMENTS & MATERIALS	199.07
TRANSPORTATION	351.90
MEALS/IN-HOUSE	80.00
MEALS/T & E	75.00
DEPT MTG/OTHER MTGS	<u>219.22</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES	<u>\$1,663.96</u>

DETAIL OF DISBURSEMENTS AND OTHER CHARGES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
02/12/10	TELECOPIER	4.50
02/09/10	VELOBINDINGS	7.50
02/09/10	TABS	9.00
02/01/10	PHOTOCOPYING	12.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00001 CASE ADMINISTRATIONMarch 25, 2010
Invoice No. 539897

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
02/04/10	PHOTOCOPYING	55.80
02/04/10	PHOTOCOPYING	28.80
02/09/10	PHOTOCOPYING	18.60
02/09/10	PHOTOCOPYING	10.90
02/11/10	PHOTOCOPYING	5.00
02/23/10	PHOTOCOPYING	30.40
02/18/10	POSTAGE	0.44
02/25/10	LONG-DISTANCE TEL. – CONFERENCE	242.91
02/25/10	LONG-DISTANCE TEL. – CONFERENCE	22.04
02/25/10	LONG-DISTANCE TEL. – CONFERENCE	28.82
02/03/10	WESTLAW ON-LINE RESEARCH	15.72
02/03/10	WESTLAW ON-LINE RESEARCH	4.45
02/03/10	WESTLAW ON-LINE RESEARCH	73.51
02/11/10	WESTLAW ON-LINE RESEARCH	13.36
02/23/10	LEXIS/NEXIS ON-LINE RESEARCH	70.53
02/04/10	FEDERAL EXPRESS Vedder Price, P C	7.98
02/04/10	FEDERAL EXPRESS U.S. Attorney's Office, S.D.N.Y.	7.98
02/04/10	FEDERAL EXPRESS US Trustee, SDNY	7.98
02/04/10	FEDERAL EXPRESS General Motors, LLC	11.57
02/04/10	FEDERAL EXPRESS Weil,Gotshal & Manges LLP	7.98
02/04/10	FEDERAL EXPRESS Motors Liquidation Company	11.57
02/04/10	FEDERAL EXPRESS Cadwalader, Wickersham & Taft	7.98
02/04/10	FEDERAL EXPRESS US Department of the Treasury	9.50
02/26/10	FEDERAL EXPRESS	11.95

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
02/02/10	MA WEST BUSINESS-SEC (RESEARCH SERVICES)	199.07
02/01/10	CAR SERVICE J. Sharret, late night (8.9)	75.00
02/02/10	CAR SERVICE J. Sharret, late night (7.7)	75.00
02/23/10	CAR SERVICE J. Sharret, late night (7.4)	75.00
02/23/10	CAR SERVICE T. Mayer, A. Caton and J. Sharret, From Office to Meeting with Debtors	34.90
02/24/10	CAB FARE J. Sharret, From Office to Meeting with Debtors	10.00
02/24/10	CAB FARE J. Sharret, From Meeting with Debtors to Office	7.00
02/24/10	CAR SERVICE J. Sharret, late night (6.1)	75.00
02/01/10	MEALS/IN-HOUSE J. Sharret, late night (8.9)	20.00
02/02/10	MEALS/IN-HOUSE J. Sharret, late night (7.7)	20.00
02/23/10	MEALS/IN-HOUSE J. Sharret, late night (7.4)	20.00
02/24/10	MEALS/IN-HOUSE J. Sharret, late night (6.1)	20.00
02/23/10	MEALS/ T & E Business Dinner, 3 Attendees: T. Mayer, D. Vanaskey, and M. Williams	75.00
02/01/10	DEPT. MTG. Food for Plan Term Sheet & Other Plan Issues Meeting	109.61
02/04/10	DEPT. MTG. Food for GM Committee Call.	<u>109.61</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES		<u>\$1,663.96</u>

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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

April 30, 2010

MOTORS LIQUIDATION COMPANY

When remitting,
please reference:
Invoice Number: 542290
068000

FOR PROFESSIONAL SERVICES rendered through March 31, 2010,
as per the attached detail.

DISBURSEMENTS AND OTHER CHARGES 2,829.19

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. 542290
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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	4.50
VELOBINDINGS	67.50
TABS	51.00
PHOTOCOPYING	688.70
LONG-DISTANCE TEL.	54.73
WESTLAW ON-LINE RESEARCH	192.89
COURTLINK SEARCHES	346.62
MESSENGER/COURIER	130.06
CORP. DOCUMENTS & MATERIALS	431.59
TRANSPORTATION	131.10
MEALS/IN-HOUSE	39.22
DOCUMENT RETRIEVAL FEES	302.08
TRANSCRIPT FEES	150.50
DEPT MTG/OTHER MTGS	246.55
OTHER FEES (net difference)	<u>(7.85)</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES	<u>\$2,829.19</u>

DETAIL OF DISBURSEMENTS AND OTHER CHARGES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
03/15/10	TELECOPIER	4.50
03/17/10	VELOBINDINGS	45.00
03/25/10	VELOBINDINGS	22.50
03/17/10	TABS	18.00
03/25/10	TABS	30.00
03/25/10	TABS	3.00
03/01/10	PHOTOCOPYING	0.10
03/01/10	PHOTOCOPYING	38.60
03/02/10	PHOTOCOPYING	0.30
03/03/10	PHOTOCOPYING	16.00
03/03/10	PHOTOCOPYING	11.60
03/10/10	PHOTOCOPYING	0.10
03/12/10	PHOTOCOPYING	3.60
03/15/10	PHOTOCOPYING	27.00
03/17/10	PHOTOCOPYING	67.80
03/18/10	PHOTOCOPYING	18.40
03/19/10	PHOTOCOPYING	0.20
03/23/10	PHOTOCOPYING	0.30
03/24/10	PHOTOCOPYING	51.80
03/24/10	PHOTOCOPYING	12.40
03/24/10	PHOTOCOPYING	90.60
03/25/10	PHOTOCOPYING Binders of sample expert reports	326.90
03/25/10	PHOTOCOPYING	23.00
03/29/10	LONG-DISTANCE TEL. – CONFERENCE	21.58
03/29/10	LONG-DISTANCE TEL. – CONFERENCE	33.15
03/16/10	WESTLAW ON-LINE RESEARCH	5.98
03/24/10	WESTLAW ON-LINE RESEARCH	11.38

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
03/25/10	WESTLAW ON-LINE RESEARCH	175.53
03/16/10	COURTLINK SEARCHES	3.62
03/18/10	COURTLINK SEARCHES	0.30
03/19/10	COURTLINK SEARCHES	342.70
03/03/10	FEDERAL EXPRESS	12.82
03/03/10	FEDERAL EXPRESS	13.53
03/03/10	FEDERAL EXPRESS	9.32
03/03/10	FEDERAL EXPRESS	9.32
03/18/10	FEDERAL EXPRESS	12.82
03/18/10	FEDERAL EXPRESS	13.53
03/18/10	FEDERAL EXPRESS	9.32
03/18/10	FEDERAL EXPRESS	9.32
03/25/10	FEDERAL EXPRESS	8.05
03/25/10	FEDERAL EXPRESS	8.05
03/25/10	FEDERAL EXPRESS	12.31
03/25/10	FEDERAL EXPRESS	11.67
03/11/10	MA WEST BUSINESS-SEC (RESEARCH SERVICES)	229.17
03/16/10	MA WEST BUSINESS-SEC (RESEARCH SERVICES)	202.42
03/15/10	CAR SERVICE J. Sharret, late night home	75.00
03/24/10	CAR SERVICE L. Wierman, late night home	56.10
03/15/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
03/17/10	MEALS/IN-HOUSE R. Chaikin, late night	19.22
03/31/10	PACER DOCUMENT RETRIEVAL	56.96
03/31/10	PACER DOCUMENT RETRIEVAL	51.12
03/31/10	PACER DOCUMENT RETRIEVAL	26.16
03/31/10	PACER DOCUMENT RETRIEVAL	41.92
03/31/10	PACER DOCUMENT RETRIEVAL	10.88

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
03/31/10	PACER DOCUMENT RETRIEVAL	11.60
03/31/10	PACER DOCUMENT RETRIEVAL	35.92
03/31/10	PACER DOCUMENT RETRIEVAL	42.72
03/31/10	PACER DOCUMENT RETRIEVAL	24.80
03/15/10	TRANSCRIPT FEES – VERITEXT	150.50
03/16/10	DEPT MTG/OTHER MTGS Food for 3/15 internal meeting re GUC Trust Agreement	134.10
03/19/10	DEPT MTG/OTHER MTGS Food for 3/16 Committee Conference Call	112.45
03/10/10	ANNUL CHQ MAITRE CHABERT OTHER FEES - VENDOR- ANNUL CHQ MAITRE CHABERT EUROS Reimbursement	-54.28
03/29/10	OTHER FEES – VENDOR: GTC EUROS (incurred in November by KL Paris) Retrieval of documents filed with Trade and Company Registry in Strasbourg.	39.61
03/29/10	INFOGREFFE (FRENCH LEGAL RESEARCH)	<u>6.82</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES		<u>\$2,829.19</u>

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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

May 28, 2010

MOTORS LIQUIDATION COMPANY

When remitting,
please reference:
Invoice Number: 544528
068000

FOR PROFESSIONAL SERVICES rendered through April 30, 2010,
as per the attached detail.

DISBURSEMENTS AND OTHER CHARGES 1,864.22

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. 0000544528 DRAFT
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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	9.00
VELOBINDINGS	127.50
TABS	114.00
PHOTOCOPYING	344.00
COLOR COPIES	38.00
LONG-DISTANCE TEL.	27.10
LEXIS/NEXIS ON-LINE RESEARCH	143.21
MESSENGER/COURIER	32.72
TRANSPORTATION	558.32
MEALS/IN-HOUSE	159.42
TRANSCRIPT FEES	273.50
DEPT MTG/OTHER MTGS	<u>37.45</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES	<u>\$1,864.22</u>

DETAIL OF DISBURSEMENTS AND OTHER CHARGES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/15/10	TELECOPIER	4.50
04/15/10	TELECOPIER	4.50
04/28/10	VELOBINDINGS	15.00
04/28/10	VELOBINDINGS	15.00
04/30/10	VELOBINDINGS	7.50
04/30/10	VELOBINDINGS	15.00
04/30/10	VELOBINDINGS	75.00
04/28/10	TABS	26.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/28/10	TABS	26.00
04/30/10	TABS	41.00
04/30/10	TABS	21.00
04/08/10	PHOTOCOPYING	1.50
04/14/10	PHOTOCOPYING	0.60
04/14/10	PHOTOCOPYING	0.70
04/14/10	PHOTOCOPYING	0.40
04/16/10	PHOTOCOPYING	104.10
04/27/10	PHOTOCOPYING	0.50
04/28/10	PHOTOCOPYING	7.00
04/28/10	PHOTOCOPYING	24.80
04/28/10	PHOTOCOPYING	14.20
04/28/10	PHOTOCOPYING	27.10
04/28/10	PHOTOCOPYING	163.10
04/30/10	COLOR COPIES	38.00
04/20/10	LONG-DISTANCE TEL. – CONFERENCE	27.10
04/04/10	LEXIS/NEXIS ON-LINE RESEARCH	57.06
04/07/10	LEXIS/NEXIS ON-LINE RESEARCH	52.89
04/08/10	LEXIS/NEXIS ON-LINE RESEARCH	16.62
04/08/10	LEXIS/NEXIS ON-LINE RESEARCH	16.64
04/16/10	FEDERAL EXPRESS	32.72
04/08/10	CAR SERVICE J. Sharret, late night	75.00
04/11/10	CAR SERVICE A. Dienstag, late night	75.00
04/19/10	CAR SERVICE J. Sharret, late night	75.00
04/19/10	CAB FARE R. Chaikin, late night	8.40
04/22/10	CAR SERVICE J. Sharret, late night	75.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/26/10	CAR SERVICE J. Sharret, late night	75.00
04/27/10	CAR SERVICE J. Sharret, late night	75.00
04/28/10	CAB FARE R. Chaikin, late night	9.50
04/28/10	CAR SERVICE J. Sharret, late night	75.00
04/28/10	SUBWAY FARE Managing Attorney, roundtrip to US Trustee office to serve Committee's Professionals' Responses to Examiner Reports	4.50
04/30/10	CAB FARE R. Chaikin, late night (incurred on 3/17/10)	10.92
04/08/10	MEALS/IN-HOUSE J. Friedman, late night	19.85
04/08/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/19/10	MEALS/IN-HOUSE R. Chaikin, late night	19.57
04/19/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/22/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/26/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/27/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/28/10	MEALS/IN-HOUSE J. Sharret, late night	20.00
04/16/10	TRANSCRIPT FEES – VERITEXT	273.50
04/20/10	DEPT. MTG. Food for 4/19/10 meeting re GUC Trust	<u>37.45</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES		<u>\$1,864.22</u>

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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

June 24, 2010

MOTORS LIQUIDATION COMPANY

When remitting,
please reference:
Invoice Number: 546563
068000

FOR PROFESSIONAL SERVICES rendered through May 31, 2010,
as per the attached detail.

DISBURSEMENTS AND OTHER CHARGES 1,234.89

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. 0000546563 DRAFT
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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	3.00
PHOTOCOPYING	148.00
LONG-DISTANCE TEL.	25.39
LEXIS/NEXIS ON-LINE RESEARCH	27.99
MESSENGER/COURIER	54.83
TRANSPORTATION	75.00
MEALS/IN-HOUSE	40.00
TRANSCRIPT FEES	862.40
DEPT MTG/OTHER MTGS	56.86
OTHER FEES	<u>(58.58)</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES	<u>\$1,234.89</u>

DETAIL OF DISBURSEMENTS AND OTHER CHARGES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
05/12/10	TELECOPIER	3.00
05/03/10	PHOTOCOPYING	4.00
05/05/10	PHOTOCOPYING	25.00
05/06/10	PHOTOCOPYING	1.10
05/07/10	PHOTOCOPYING	0.20
05/21/10	PHOTOCOPYING	42.40
05/21/10	PHOTOCOPYING	10.80
05/24/10	PHOTOCOPYING	4.90
05/26/10	PHOTOCOPYING	59.60

GENERAL MOTORS CREDITORS COMMITTEE
068000-00001 CASE ADMINISTRATION

June 24, 2010
Invoice No. 0000546563

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
05/25/10	LONG-DISTANCE TEL. – CONFERENCE	20.80
05/25/10	LONG-DISTANCE TEL. – CONFERENCE	4.59
05/24/10	LEXIS/NEXIS ON-LINE RESEARCH	27.99
05/05/10	FEDERAL EXPRESS Weil, Gotshal & Manges LLP	9.41
05/05/10	FEDERAL EXPRESS Godfrey & Kahn S C	13.66
05/05/10	FEDERAL EXPRESS Office of the US Trustee, SDNY	9.41
05/05/10	FEDERAL EXPRESS Motors Liquidation Company	12.94
05/21/10	FEDERAL EXPRESS U S Bankruptcy Court, SDNY	9.41
05/06/10	CAR SERVICE J. Sharret, late night	75.00
05/06/10	IN-HOUSE/MEALS J. Sharret, late night	20.00
05/25/10	IN-HOUSE/MEALS J. Friedman, late night	20.00
05/05/10	TRANSCRIPT FEES – VERITEXT	326.90
05/05/10	TRANSCRIPT FEES – VERITEXT	167.30
05/24/10	TRANSCRIPT FEES – VERITEXT	249.20
05/28/10	TRANSCRIPT FEES – VERITEXT	119.00
05/24/10	DEPT MTG/OTHER MTGS Food for Committee Call	56.86
05/26/10	OTHER FEES French vendor refund	<u>-58.58</u>
TOTAL DISBURSEMENTS AND OTHER CHARGES		<u>\$1,234.89</u>

EXHIBIT D-1

Summary of Time by Billing Category

Matter Number	Matter Name	Hours	Fees
068000-00001	Case Administration	26.0	\$11,285.50
068000-00002	General Adversary Proceedings	7.2	\$3,722.50
068000-00003	Automatic Stay Matters/ Relief	1.6	\$826.00
068000-00004	Insurance and Other Business Operations	3.8	\$2,757.00
068000-00005	Meetings with Debtors/ Other Major Constituents	34.0	\$24,087.50
068000-00007	Claims Administration & Objections	81.4	\$46,070.00
068000-00008	Corporate & Securities Matters	4.4	\$2,747.00
068000-00009	Creditor Communications	30.0	\$17,305.50
068000-00010	Committee Meetings/ Communications	62.6	\$37,046.50
068000-00015	Environmental Issues	48.6	\$28,360.00
068000-00016	Hearings	64.3	\$33,476.00
068000-00018	Executory Contracts	18.2	\$10,380.00
068000-00019	Fee Applications and Fee Examiner Issues	285.3	\$124,773.00
068000-00020	Monthly Fee Statements	61.4	\$20,470.00
068000-00022	Appellate Issues	1.8	\$909.00
068000-00023	Tax Issues	29.4	\$20,510.00
068000-00025	International Issues	11.7	\$6,417.00
068000-00026	Retention of Professionals	14.9	\$7,689.00
068000-00027	Plan & Disclosure Statement	210.5	\$141,342.50
068000-00031	Travel	6.8	\$4,173.50
068000-00032	Motions	78.5	\$30,016.50
068000-00035	Tort/ Asbestos Issues	124.4	\$73,020.50
068000-00040	Other Asset Sales and Analysis	6.7	\$4,166.00
068000-00041	Wind-Down Issues	7.1	\$4,940.50
N/A	Research Services	5.5	\$770.00
	Total	1,226.1	\$657,261.00

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

July 30, 2010

GENERAL MOTORS CREDITORS COMMITTEE
C/O WILMINGTON TRUST COMPANY
520 MADISON AVENUE
NEW YORK, NY 10022
ATTN: JAMES MCGINLEY

When remitting,
please reference:

Invoice Number: 546563
068000

FOR PROFESSIONAL SERVICES rendered from February 1, 2010 through May 31, 2010,
as per the attached time detail.

FEES	\$656,491.00
LESS 50% DISCOUNT ON TRAVEL MATTER 31	(2,086.75)
LESS 50% DISCOUNT ON MATTER 20 PER AGREEMENT	(10,235.00)
PLUS RESEARCH SERVICES	<u>770.00</u>
TOTAL FEES	\$644,939.25
DISBURSEMENTS AND OTHER CHARGES	<u>7,592.26</u>
INVOICE TOTAL	<u>\$652,531.51</u>

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. 546563
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

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
SHARRET, JENNIFER	ASSOCIATE	2.70	1,363.50
MACKSOUD, LAUREN M	ASSOCIATE	9.90	6,237.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>13.40</u>	<u>3,685.00</u>
TOTAL		<u>26.00</u>	<u>\$11,285.50</u>

SUMMARY OF DISBURSEMENTS AND OTHER CHARGES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	21.00
VELOBINDINGS	202.50
TABS	174.00
PHOTOCOPYING	1,342.20
COLOR COPIES	38.00
POSTAGE	0.44
LONG-DISTANCE TEL.	400.99
WESTLAW ON-LINE RESEARCH	299.93
LEXIS/NEXIS ON-LINE RESEARCH	241.73
COURTLINK SEARCHES	346.62
MESSENGER/COURIER	302.10
CORP. DOCUMENTS & MATERIALS	630.66
CAB FARES	1,116.32
MEALS/IN-HOUSE	318.64
MEALS/T & E	75.00
DOCUMENT RETRIEVAL FEES	302.08

GENERAL MOTORS CREDITORS COMMITTEE
068000-00001 (CASE ADMINISTRATION)

July 30, 2010
Invoice No. 546563

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TRANSCRIPT FEES	1,286.40
DEPT MTG/OTHER MTGS	560.08
OTHER FEES	(66.43)
TOTAL DISBURSEMENTS AND OTHER CHARGES	<u>\$7,592.26</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/10	SHARRET, JENNIFER	Review case calendar	0.30	151.50
02/02/10	CHAIKIN, REBECCA B.	Update case calendar (.8) and outlook alerts (.2).	1.00	275.00
02/08/10	CHAIKIN, REBECCA B.	Update contact list and email macros (.1); Assemble names and entities to run for supplemental conflicts check (.5).	0.60	165.00
02/10/10	CHAIKIN, REBECCA B.	Review case update emails.	0.20	55.00
02/11/10	SHARRET, JENNIFER	C/f with A. Caton re: case status.	0.10	50.50
02/17/10	CHAIKIN, REBECCA B.	Update case calendar.	0.40	110.00
02/19/10	MACKSOUD, LAUREN M	Confer with FTI regarding status of matters	0.50	315.00
02/22/10	MACKSOUD, LAUREN M	Review (.4) and comment (.4) on FTI presentation re case update.	0.80	504.00
02/23/10	CHAIKIN, REBECCA B.	Update case calendar.	0.50	137.50
02/24/10	CHAIKIN, REBECCA B.	Organize and send case files to records.	0.40	110.00
02/26/10	CHAIKIN, REBECCA B.	Update case calendar.	0.20	55.00
03/04/10	CHAIKIN, REBECCA B.	Update contact list and case calendar (.8); organize case files (.8).	1.60	440.00
03/08/10	CHAIKIN, REBECCA B.	Update email macros to reflect asbestos committee changes (.2); update case calendar (.2).	0.40	110.00
03/18/10	MACKSOUD, LAUREN M	Call with FTI regarding share distributions.	0.80	504.00
03/23/10	CHAIKIN, REBECCA B.	Update case calendar.	0.20	55.00
03/23/10	MACKSOUD, LAUREN M	Reviewing docket to check for recent filings of significance, including motions for relief from	1.40	882.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
		the automatic stay, Omnibus claims objections, contract rejections, and expert retention applications (1.2); reviewing upcoming schedule of hearings and meetings (.2).		
03/24/10	MACKSOUD, LAUREN M	Analyze issues related to status of open issues of case and timing for possible plan confirmation.	0.80	504.00
03/26/10	CHAIKIN, REBECCA B.	Organize case files and send served fee applications to records.	0.40	110.00
03/29/10	MACKSOUD, LAUREN M	Reviewing status of case (.5), conferring with J. Sharret regarding same (.1).	0.60	378.00
03/29/10	SHARRET, JENNIFER	Review 8-k re: New GM's delay in filing 10-k and drafting Committee update email re: same.	0.50	252.50
03/30/10	MACKSOUD, LAUREN M	Call with FTI regarding 10-k.	0.80	504.00
03/31/10	SHARRET, JENNIFER	Various emails to J. Friedman and R. Chaikin re open case items and recently filed pleadings.	0.20	101.00
04/04/10	SHARRET, JENNIFER	Drafting email to T. Mayer and A. Caton re: open GM items.	0.30	151.50
04/07/10	CHAIKIN, REBECCA B.	Email to J. Sharret re open items.	0.20	55.00
04/13/10	CHAIKIN, REBECCA B.	Update case calendar.	0.90	247.50
04/16/10	SHARRET, JENNIFER	Reviewing email from FTI re open case items.	0.20	101.00
04/19/10	MACKSOUD, LAUREN M	Reviewing New GM's 10-k report (1.4), conferring with J. Sharret regarding status of case (.8), reviewing recent emails from FTI, J. Sharret and various committee members re general case issues (.9).	3.10	1,953.00
04/19/10	SHARRET, JENNIFER	C/f with L. Macksoud re: case issues and next steps	0.80	404.00
04/22/10	SHARRET, JENNIFER	Review FTI report on case update	0.30	151.50
04/22/10	MACKSOUD, LAUREN M	Reviewing FTI's general case update report (.8), conferring with FTI regarding same (.3).	1.10	693.00
04/28/10	CHAIKIN, REBECCA B.	File Epiq's various affidavits of service.	0.10	27.50
05/06/10	CHAIKIN, REBECCA B.	Update case calendar.	1.80	495.00
05/14/10	CHAIKIN, REBECCA B.	Review case update email.	0.10	27.50
05/20/10	CHAIKIN, REBECCA B.	Update case calendar (.3), organize case files (.9).	1.20	330.00
05/21/10	CHAIKIN, REBECCA B.	Update case calendar (.9) and outlook alerts (.3).	1.20	330.00
05/24/10	CHAIKIN, REBECCA B.	Update case calendar (.5), review case update emails from J. Sharret (.2), draft list of open	1.00	275.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00001 (CASE ADMINISTRATION)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/25/10	CHAIKIN, REBECCA B.	items and organize case documents (.3). Email J. Sharret re Lexis and Westlaw billing (.1); update case calendar (.5).	0.60	165.00
05/26/10	CHAIKIN, REBECCA B.	Update case calendar with new adjournments.	<u>0.40</u>	<u>110.00</u>
TOTAL			<u>26.00</u>	<u>\$11,285.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	0.40	380.00
CATON, AMY	PARTNER	1.60	1,136.00
SHARRET, JENNIFER	ASSOCIATE	1.00	505.00
MACKSOUD, LAUREN M	ASSOCIATE	0.60	378.00
FRIEDMAN, JOSHUA	ASSOCIATE	2.90	1,131.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>0.70</u>	<u>192.50</u>
TOTAL		<u>7.20</u>	<u>\$3,722.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/11/10	CATON, AMY	Review memo re UCC-3 action and proceeds (.7), email w/ D. Fisher re same (.1).	0.80	568.00
02/17/10	CATON, AMY	T/c D. Fisher re UCC-3 discovery and email to J. Sharret re same.	0.50	355.00
02/19/10	CHAIKIN, REBECCA B.	Review time details for JP Morgan discovery.	0.70	192.50
03/01/10	SHARRET, JENNIFER	T/c w/ A. Caton re adversary proceeding.	0.20	101.00
03/05/10	SHARRET, JENNIFER	Reviewing DIP order re: bank defendants jurisdiction and email to A. Caton and T. Mayer re: same.	0.30	151.50
03/05/10	MACKSOUD, LAUREN M	Reviewing correspondence from conflicts counsel regarding JP Morgan litigation.	0.60	378.00
03/16/10	MAYER, THOMAS MOERS	Emails from/to E. Fisher re procedural issues in JP Morgan lawsuit.	0.10	95.00
03/16/10	CATON, AMY	Review email from Butzel re JPMorgan action.	0.30	213.00
03/17/10	MAYER, THOMAS MOERS	Conference call with E. Fisher, A. Caton re procedural issues in JP Morgan lawsuit.	0.30	285.00
05/05/10	FRIEDMAN, JOSHUA	Reviewing Saturn materials for 5/6 hearing (.8) t/c E. Lederman re: same (.2); t/c J. Sharret re: same (.1).	1.10	429.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00002 (GENERAL ADVERSARY PROCEEDINGS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/06/10	FRIEDMAN, JOSHUA	Summarizing Saturn hearing (.9); calls and emails with J. Sharret re: same (.2)	1.10	429.00
05/06/10	SHARRET, JENNIFER	Call w/ Weil re claims involved in Saturn adversary proceeding and review same.	0.50	252.50
05/14/10	FRIEDMAN, JOSHUA	Beginning to review (.4) and summarize (.3) pleadings re: MCM and BMW pretrial conferences.	<u>0.70</u>	<u>273.00</u>
TOTAL			<u>7.20</u>	<u>\$3,722.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
FOLB, KERRI	ASSOCIATE	0.30	204.00
SHARRET, JENNIFER	ASSOCIATE	1.00	505.00
FRIEDMAN, JOSHUA	ASSOCIATE	<u>0.30</u>	<u>117.00</u>
TOTAL		<u>1.60</u>	<u>\$826.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/10	SHARRET, JENNIFER	Review Westchester stipulation to lift stay.	0.20	101.00
02/09/10	SHARRET, JENNIFER	Draft summary of stipulation on Westchester.	0.50	252.50
02/18/10	FOLB, KERRI	Review revised Westchester stip.	0.30	204.00
04/15/10	FRIEDMAN, JOSHUA	Review National Fire insurance stipulation	0.30	117.00
04/15/10	SHARRET, JENNIFER	Reviewing National Fire insurance stipulation	0.20	101.00
04/16/10	SHARRET, JENNIFER	Email with Weil re Natl XLs stipulation	<u>0.10</u>	<u>50.50</u>
TOTAL			<u>1.60</u>	<u>\$826.00</u>

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

July 30, 2010
Invoice No. 546563

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
REZNICK, ALLAN E.	PARTNER	2.20	1,749.00
MACKSOUD, LAUREN M	ASSOCIATE	<u>1.60</u>	<u>1,008.00</u>
TOTAL		<u>3.80</u>	<u>\$2,757.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	REZNICK, ALLAN E.	Review "All Sums" insurance memo (.2) and related research (.4).	0.60	477.00
02/02/10	REZNICK, ALLAN E.	T/c D. Berz re environmental stop loss.	0.20	159.00
02/04/10	REZNICK, ALLAN E.	T/c D. Berz re timing and environmental stop loss.	0.30	238.50
02/17/10	REZNICK, ALLAN E.	T/c D. Berz re environmental stop loss.	0.10	79.50
03/02/10	REZNICK, ALLAN E.	Review and respond to L. Macksoud email re insurance issues.	0.40	318.00
03/03/10	MACKSOUD, LAUREN M	Conferring with A. Reznick regarding insurance policies (.6), conferring with committee member regarding same (1.0).	1.60	1,008.00
03/05/10	REZNICK, ALLAN E.	Review various short emails re insurance issues; v/m D. Berz re same.	0.50	397.50
03/15/10	REZNICK, ALLAN E.	Review D. Berz update on insurance issues.	<u>0.10</u>	<u>79.50</u>
TOTAL			<u>3.80</u>	<u>\$2,757.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	9.00	8,550.00
CATON, AMY	PARTNER	9.00	6,390.00
WARREN, CHARLES S	PARTNER	2.50	1,925.00
ROSENSAFT, JODI	ASSOCIATE	1.50	945.00
SHARRET, JENNIFER	ASSOCIATE	5.50	2,777.50
MACKSOUD, LAUREN M	ASSOCIATE	4.80	3,024.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>1.70</u>	<u>476.00</u>
TOTAL		<u>34.00</u>	<u>\$24,087.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/05/10	MAYER, THOMAS MOERS	Meeting at Weil Gotshal with S. Karotkin, M. Meises, A. Caton re plan issues (1.0); emails to Committee re meeting with Debtors on Feb. 23, T. Stenger re meeting with Alix on Feb. 16 (.1).	1.10	1,045.00
02/05/10	CATON, AMY	Prep for (2.2) and meeting w/ S. Karotkin and T. Mayer (1.0) re plan term sheet.	3.20	2,272.00
02/10/10	MACKSOUD, LAUREN M	Emails with Debtors and Committee re scheduling committee meeting with debtors.	0.50	315.00
02/10/10	MAYER, THOMAS MOERS	Multiple emails from/to T. Stenger, Committee members re rescheduling meeting with Debtors team.	0.30	285.00
02/11/10	MAYER, THOMAS MOERS	Emails from Committee members and to/from T. Stenger re meetings now set for Feb. 23, 24.	0.30	285.00
02/12/10	MAYER, THOMAS MOERS	Emails to/from B. Bressler re Feb. 24 meeting, emails to Weil, FTI, Alix and conference L. Macksoud re meeting.	0.30	285.00
02/17/10	MAYER, THOMAS MOERS	Emails from/to T. Stenger re organizing next week's meetings.	0.10	95.00

GENERAL MOTORS CREDITORS COMMITTEE

July 30, 2010

068000-00005 (MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS) Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/18/10	SHARRET, JENNIFER	T/c with A. Phillips re upcoming meeting with the Debtors; prepare for same.	0.40	202.00
02/19/10	CHAIKIN, REBECCA B.	Create spreadsheet of 2/24 meeting attendees.	0.60	168.00
02/22/10	MAYER, THOMAS MOERS	Call with S. Karotkin re agenda, materials for Feb. 24 meeting with Committee.	0.10	95.00
02/23/10	MACKSOUD, LAUREN M	Confer w/ A. Caton, J. Sharret regarding meeting with debtors (.3), review notes and materials from same (.5).	0.80	504.00
02/23/10	SHARRET, JENNIFER	Confer with A. Caton and L. Macksoud re meeting with debtors (.3) Prep for same (.7) and attend meeting with Debtors re plan (1.5).	2.50	1,262.50
02/23/10	MAYER, THOMAS MOERS	Meeting with Alix, Weil Gotshal, FTI, KL re Plan issues and renegotiated Alix agreement (1.5); post-meeting report to D. Vanaskey of Wilmington Trust and counsel M. Williams (.3).	1.80	1,710.00
02/23/10	CHAIKIN, REBECCA B.	Edit spreadsheet of 2/24 meeting attendees and contact some members to verify attendance (.5); Assemble and organize materials for the meeting (.6).	1.10	308.00
02/23/10	CATON, AMY	Review Debtor draft presentation to Committee (.5); confer with L. Macksoud and J. Sharret re debtor meeting (.3) prep for same (.6) and meet w/ Debtors and AP re plan structure and case issues (1.5); mtg w/ FTI re meeting with debtors (.4).	3.30	2,343.00
02/24/10	MAYER, THOMAS MOERS	Meeting of Committee and committee professionals with Alix and Weil Gotshal teams re progress in environmental negotiations, unsecured claim allowance, demolition and asset disposition.	2.00	1,900.00
02/24/10	SHARRET, JENNIFER	Prep for (.5) and participate in (2.0) meeting with debtors re plan, claims and other case issues.	2.50	1,262.50
02/24/10	WARREN, CHARLES S	Prep for (.5) and participate in Meeting with Committee for briefing by MLC and Weil on status of issues (2.0).	2.50	1,925.00
02/24/10	MACKSOUD, LAUREN M	Meeting with debtors re plan and remaining case issues (2.0), preparation for same (.9).	2.90	1,827.00
02/24/10	ROSENSAFT, JODI	Listen to portion of meeting with Debtors re plan and remaining case issues (.7); analyze plan issues affecting securities (.8).	1.50	945.00

GENERAL MOTORS CREDITORS COMMITTEE
 068000-00005 (MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS) Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/24/10	CATON, AMY	Prep for (.5) and meet w/ Debtors, Committee re plan, case update (2.0)	2.50	1,775.00
04/30/10	SHARRET, JENNIFER	Review emails from T. Mayer and Weil re setting up Committee meeting with Debtors.	0.10	50.50
05/07/10	MAYER, THOMAS MOERS	Calls with A. Phillips, FTI team re preparation for Monday meeting at Weil Gotshal (.5); emails to/from S. Karotkin re FTI's participation, issues to be discussed at meeting and agreement on agenda for same (.3).	0.80	760.00
05/10/10	MAYER, THOMAS MOERS	Meeting with A. Phillips (.5) to review agenda for meeting with A. Phillips, S. Karotkin, T. Stenger (1.5) re timing to plan, status environmental negotiations, negotiations with US Treasury over Alix's restructured fees, issues related to bank & Nova Scotia litigation, FTI's fees, asbestos; possible solution with New GM, post-meeting review with A. Phillips (.2).	2.20	2,090.00
05/14/10	MACKSOUD, LAUREN M	Reviewing email from T. Mayer summarizing meeting with debtors (.3), reviewing emails from committee members in response to same (.3).	<u>0.60</u>	<u>378.00</u>
TOTAL			<u>34.00</u>	<u>\$24,087.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	2.40	2,280.00
CATON, AMY	PARTNER	10.00	7,100.00
RIGEL, BLAKE	ASSOCIATE	7.10	4,934.50
CARRUZZO, FABIEN	ASSOCIATE	1.20	738.00
WEBBER, AMANDA	ASSOCIATE	0.50	252.50
SHARRET, JENNIFER	ASSOCIATE	27.80	14,039.00
MACKSOUD, LAUREN M	ASSOCIATE	21.10	13,293.00
FRIEDMAN, JOSHUA	ASSOCIATE	5.70	2,223.00
CHAIKIN, REBECCA B.	PARALEGAL	3.60	990.00
COLBOURNE, PAUL E.	OTHER TKPR	<u>2.00</u>	<u>220.00</u>
TOTAL		<u>81.40</u>	<u>\$46,070.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	SHARRET, JENNIFER	Review settlement agreement on leveraged lease (.6) and conference with Weil, FTI and Alix re: same (.6); review comments on ADR procedures (2.0); email w/ A. Caton re: same (.1)	3.30	1,666.50
02/01/10	CATON, AMY	Review ADR emails and issues w J. Sharret.	0.20	142.00
02/02/10	CATON, AMY	Review J. Sharret summary re lease rejection claims.	0.20	142.00
02/02/10	SHARRET, JENNIFER	T/c with P. Falabella re: ADR procedures (.1); revise statement in support of ADR procedures (.3) and emails with D. Retter re: same (.2). Emails w/ A. Caton re: TIA and leveraged lease claims (.2).	0.80	404.00
02/03/10	SHARRET, JENNIFER	Review research on TIA cases (3.0); draft email to A. Caton re: same (.3).	3.30	1,666.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/03/10	SHARRET, JENNIFER	Emails with R. Berkowitz re: Deutsche Bank setoff motion.	0.30	151.50
02/03/10	CHAIKIN, REBECCA B.	Review (.3) and file (.1) Committee Statement in Support of the ADR Procedures.	0.40	110.00
02/04/10	CHAIKIN, REBECCA B.	Draft cover letter (.2) and send courtesy copy of ADR Statement to Court (.3), serve same (1.0); draft (.4) and file affidavit of service of same (.1).	2.00	550.00
02/04/10	COLBOURNE, PAUL E.	Deliver ADR Statement to Judge Gerber.	2.00	220.00
02/04/10	CATON, AMY	Review information in prep for call on TIA settlement (.8), call w/ E. Lederman and J. Sharret re same (.7); conf. re questions for same w/ J. Sharret (.2). Review Nova Scotia documents (.8).	2.50	1,775.00
02/04/10	SHARRET, JENNIFER	Draft summary of TIA issues (.4); coordinate service of ADR statement (.1). Call with E. Lederman and A. Caton re: TIA issues (.7); conf. with A. Caton re: same (.2).	1.40	707.00
02/05/10	RIGEL, BLAKE	Tele conference J. Sharret re TIA claims.	0.30	208.50
02/05/10	SHARRET, JENNIFER	T/c and email with B. Rigel re: TIA claims.	0.40	202.00
02/10/10	CHAIKIN, REBECCA B.	Review claims objection motions for Committee Members' claims.	0.30	82.50
02/10/10	RIGEL, BLAKE	Correspondence with J. Sharret re leveraged leases (.3); Review tax indemnity agreement (.7); Tax research re leveraged leases (1.3).	2.30	1,598.50
02/11/10	MACKSOUD, LAUREN M	Review memorandum on Canadian claims in order to share same with conflicts counsel.	3.10	1,953.00
02/11/10	CHAIKIN, REBECCA B.	Revisions to Memo re Canadian claims debt.	0.40	110.00
02/11/10	SHARRET, JENNIFER	T/c with B. Riegel re: TIA (.9); emails with J. Santambrogio re: leveraged lease settlement (.3).	1.20	606.00
02/11/10	RIGEL, BLAKE	Tele conf. J. Sharret re TIA.	0.90	625.50
02/12/10	SHARRET, JENNIFER	T/c with B. Rigel re: TIA claim (.7); t/c w/ A. Caton re: same (.2)	0.90	454.50
02/12/10	RIGEL, BLAKE	Review indemnity calculations w/ J. Sharret.	0.70	486.50
02/12/10	CATON, AMY	Review TIA settlement (.2) and discuss same w/ J. Sharret (.2); call w/ Debtors and leveraged lease attys re same (.8).	1.20	852.00
02/17/10	SHARRET, JENNIFER	Voicemails with FTI re: TIA claims and drafting summary of same.	0.30	151.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/17/10	MACKSOUD, LAUREN M	Review set off motions (.6), confer with debtors' counsel regarding same (.3).	0.90	567.00
02/18/10	SHARRET, JENNIFER	Review TIA documents (.3) and t/c with FTI re: same (.3).	0.60	303.00
02/18/10	RIGEL, BLAKE	Correspondence with J. Sharret re leveraged leases.	0.20	139.00
02/19/10	RIGEL, BLAKE	Review settlement summary of leveraged lease claims (1.5); Tele conf. J. Sharret (.1), S. Joffe (.3) re same.	1.90	1,320.50
02/19/10	SHARRET, JENNIFER	T/c with A. Togut re: Deutsche Bank issue.	0.10	50.50
02/19/10	MACKSOUD, LAUREN M	Review revisions to ADR order (.7), confer with J. Sharret regarding same (.4).	1.10	693.00
02/19/10	SHARRET, JENNIFER	T/c with B. Rigel re: TIA claim (.1); review leveraged lease settlement agreement (1.1). C/f with L. Macksoud re: ADR procedures (.4).	1.60	808.00
02/23/10	MACKSOUD, LAUREN M	Call with MLC's conflicts counsel regarding setoff motion.	0.50	315.00
02/23/10	RIGEL, BLAKE	Tele conf. J. Sharret re: TIA settlement.	0.20	139.00
02/23/10	SHARRET, JENNIFER	T/c with B. Rigel re: TIA settlement issues	0.20	101.00
02/24/10	SHARRET, JENNIFER	Conference call re: TIA claims (.3) and revise summary of same (.3); email with A. Caton re: same (.1).	0.70	353.50
02/24/10	RIGEL, BLAKE	Tele conf. Alix Partners and FTI re: TIA settlement.	0.30	208.50
02/25/10	CATON, AMY	Review TIA settlement summary and comments to same	0.20	142.00
02/25/10	RIGEL, BLAKE	Review committee summary re: TIA.	0.30	208.50
03/01/10	SHARRET, JENNIFER	Review leveraged lease settlement (.3) and revising summary of same (.5).	0.80	404.00
03/02/10	SHARRET, JENNIFER	Review settlement agreements on leveraged leases.	0.80	404.00
03/02/10	CATON, AMY	Email w/ FTI re Nova Scotia and Alix fees.	0.20	142.00
03/03/10	SHARRET, JENNIFER	Review GECC omnibus agreement (.6); review draft motion and orders re: same (.4)	1.00	505.00
03/04/10	SHARRET, JENNIFER	Review leveraged lease settlement motion.	0.60	303.00
03/11/10	MACKSOUD, LAUREN M	Conference call with FTI regarding status of various open claims matters	0.80	504.00
03/12/10	MACKSOUD, LAUREN M	Confer with debtors' counsel regarding setoff motion	0.90	567.00
03/18/10	SHARRET, JENNIFER	T/c with Togut Segal re: rejection claims.	0.20	101.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/18/10	CHAIKIN, REBECCA B.	Assemble Bar DATE Motion and related documents for J. Sharret.	0.20	55.00
03/18/10	CATON, AMY	T/c Butzel re JP Morgan/ GM Nova Scotia suits (.5); email w/ FTI re same (.2).	0.70	497.00
03/23/10	CATON, AMY	Search for Canadian counsel for GM Nova Scotia issues, including calls to references, etc.	1.00	710.00
03/31/10	CATON, AMY	Calls to Canadian counsel re Nova Scotia issues and potential retention of same counsel.	0.60	426.00
04/01/10	SHARRET, JENNIFER	T/c with J. Santambrogio re: ADR status.	0.20	101.00
04/01/10	CATON, AMY	Calls to Canadian firms re potential hiring as Canadian counsel for GM Nova Scotia.	0.40	284.00
04/08/10	SHARRET, JENNIFER	Reviewing summary of ADR process and t/c with J. Santambrogio re: same.	0.50	252.50
04/09/10	CATON, AMY	Review emails from J. Sharret re Canadian counsel issues, respond to same	0.20	142.00
04/12/10	CATON, AMY	Review issues on Canadian counsel with J. Sharret	0.20	142.00
04/12/10	SHARRET, JENNIFER	Review issues on Canadian counsel with A. Caton re: potential claims obj.	0.20	101.00
04/14/10	CATON, AMY	Review issues on Canadian counsel.	0.20	142.00
04/20/10	SHARRET, JENNIFER	Reviewing analysis of proposed settlement of claims in ADR procedure.	0.40	202.00
04/20/10	CATON, AMY	Review proposed ADR procedures from FTI (.2); review J. Sharret's response re same (.1).	0.30	213.00
04/21/10	CATON, AMY	Review emails from FTI re ADR settlement issues.	0.20	142.00
04/21/10	SHARRET, JENNIFER	Participate in conference call with members of FTI and Alix re: ADR claims.	0.70	353.50
04/22/10	SHARRET, JENNIFER	Reviewing FTI email summary re: ADR procedures and circulating same to Committee.	0.40	202.00
04/26/10	MACKSOUD, LAUREN M	Reviewing proposed settlement agreement with Royal Bank of Scotland (.4), reviewing proof of claim and all relevant ISDA and SWAP documents (.8), conferring with FTI regarding same (.3), drafting summary and recommendation to committee regarding Royal Bank of Scotland settlement (.6).	2.10	1,323.00
04/27/10	SHARRET, JENNIFER	Emails to FTI and Butzel Long re Canadian counsel.	0.20	101.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/28/10	SHARRET, JENNIFER	T/c with Togut Segal (Debtors conflicts counsel) re: settlement of aircraft rejection claims (.3); email with FTI re: same (.1)	0.40	202.00
04/30/10	FRIEDMAN, JOSHUA	Reviewing and summarizing motions re: NUMMI for May 5, 2010 hearing.	0.90	351.00
05/03/10	SHARRET, JENNIFER	T/c with Togut re: Sun Trust settlement and emails with FTI re: same.	0.30	151.50
05/04/10	SHARRET, JENNIFER	Reviewing claims to be settled through ADR.	0.10	50.50
05/05/10	SHARRET, JENNIFER	Reviewing stipulation of settlement on Sun Trust claim and emails w/ Togut re same.	0.40	202.00
05/05/10	MACKSOUD, LAUREN M	Call with FTI regarding Nova Scotia related claims and status of investigation by conflicts counsel.	0.80	504.00
05/06/10	SHARRET, JENNIFER	Drafting summary of SunTrust settlement and confer with FTI re: same.	0.50	252.50
05/10/10	SHARRET, JENNIFER	Research re: 548 re potential claims objection.	0.60	303.00
05/10/10	FRIEDMAN, JOSHUA	Research re: fraudulent conveyance re claims objection (1.2) and write up findings (.3).	1.50	585.00
05/12/10	MAYER, THOMAS MOERS	Call with M. Williams re reaction to funding Nova Scotia litigation.	0.20	190.00
05/14/10	FRIEDMAN, JOSHUA	Reviewing (.2) and summarizing (.8) Bermudez motion for late proof of claim.	1.00	390.00
05/14/10	MACKSOUD, LAUREN M	Conferring with J. Sharret regarding status of ADR proceedings and late filed claims.	0.70	441.00
05/14/10	SHARRET, JENNIFER	Reviewing summaries of ADR mailings (.3); c/f call with FTI, Weil and Alix re: ADR claims and other claim issues (1.2); t/c with L. Macksoud re: claim issues (.7); email to T. Mayer and A. Caton re Bermudez motion (.2).	2.40	1,212.00
05/18/10	MACKSOUD, LAUREN M	Conferring with FTI and J. Sharret regarding late filed claims	0.80	504.00
05/18/10	SHARRET, JENNIFER	Preliminary review FTI analysis on late-filed claims (.2); C/f with L. Macksoud and FTI re: late filed claims (.8).	1.00	505.00
05/19/10	MACKSOUD, LAUREN M	Call with Debtors' conflicts counsel regarding Deutsche Bank setoff motion and their response thereto	1.30	819.00
05/20/10	SHARRET, JENNIFER	Responding to email from T. Mayer re: claims traders in GM case	0.20	101.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/20/10	MACKSOUD, LAUREN M	Reviewing Deutsche Bank setoff motion and Debtors' response to same (.8), drafting summary of same (1.5).	2.30	1,449.00
05/20/10	MAYER, THOMAS MOERS	Nova Scotia Litigation: Call with S. Karotkin re Alix decision re Scotia litigation (.1); call with B. Seidel re same (.2); detailed email to Committee outlining litigation (.3); emails to/from A. Caton, G. Horowitz, FTI re Nova Scotia litigation (.4).	1.00	950.00
05/21/10	SHARRET, JENNIFER	Reviewing research on late filed claims and drafting summary re same for Committee.	0.50	252.50
05/21/10	CHAIKIN, REBECCA B.	Search emails to UCC for references to Nova Scotia.	0.30	82.50
05/21/10	FRIEDMAN, JOSHUA	Reviewing (.6) and summarizing (1.2) workers compensation claims objections for May 27 hearing.	1.80	702.00
05/21/10	FRIEDMAN, JOSHUA	Review of NUMMI pleadings.	0.50	195.00
05/21/10	CATON, AMY	Review Nova Scotia docs (.5); call w/ Butzel to discuss litigation strategy for same (1.0); review follow-up emails from FTI re same (.2)	1.70	1,207.00
05/22/10	MACKSOUD, LAUREN M	Analyze uniform commercial code provisions regarding Deutsche Bank setoff motion and the allegations regarding claim to swap proceeds.	0.80	504.00
05/23/10	MACKSOUD, LAUREN M	Reviewing emails from debtors' conflict counsel regarding setoff motion (.2), reviewing Master Sale Agreement and schedules thereto regarding factual allegation in motion regarding contract to be setoff (1.4).	1.60	1,008.00
05/24/10	WEBBER, AMANDA	Review of disclosure schedules to GM sale agreement regarding whether a swap agreement between GM and Deutsche Bank was transferred as a Purchased Contract to New GM; correspondence with L. Macksoud regarding same.	0.50	252.50
05/24/10	CARRUZZO, FABIEN	Reviewed Deutsche Bank motion and related objections regarding set-off issues (.1); discussed swap related issues with L. Macksoud and T. Mayer (.5); conference call with debtor's counsel re Deutsche Bank motion (.6).	1.20	738.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/24/10	MACKSOUD, LAUREN M	Meeting with T. Mayer and F. Carruzzo regarding Deutsche Bank setoff motion (.5), call with Debtors' conflicts counsel regarding same (.6), preparation for same (.2), drafting support and reservation of rights related to Debtors objection re same (.4).	1.70	1,071.00
05/24/10	MAYER, THOMAS MOERS	Meeting with L. Macksoud, F. Carruzzo to discuss Deutsche Bank setoff motion (.5); conference call with S. Ratner and R. Milin of Togut & Segal, L. Macksoud and F. Carruzzo re defenses to Deutsche Bank and issues connected with each (.5), prepare for same (.2).	1.20	1,140.00
05/26/10	MACKSOUD, LAUREN M	Conferring with FTI regarding status of negotiations between New GM and Old GM regarding Deutsche Bank setoff, Strasbourg and other environmental issues.	0.60	378.00
05/27/10	MACKSOUD, LAUREN M	Reviewing chart prepared by FTI regarding potential settlement of claims with New GM (.8), conferring with J. Sharret regarding same (.3).	1.10	693.00
05/27/10	SHARRET, JENNIFER	C/f with L. Macksoud re: potential settlement of claims with New GM	<u>0.30</u>	<u>151.50</u>
TOTAL			<u>81.40</u>	<u>\$46,070.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
TAYLOR, JEFFREY	ASSOCIATE	1.50	1,020.00
WEBBER, AMANDA	ASSOCIATE	0.80	404.00
MACKSOUD, LAUREN M	ASSOCIATE	<u>2.10</u>	<u>1,323.00</u>
TOTAL		<u>4.40</u>	<u>\$2,747.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/05/10	WEBBER, AMANDA	Review the master sale and purchase agreement re: adjustment share provision (.3); correspondence with L. Macksoud and J. Taylor regarding the same (.5).	0.80	404.00
03/05/10	MACKSOUD, LAUREN M	Confer with A. Webber regarding sale agreement and additional 2% stock distribution.	0.50	315.00
03/08/10	MACKSOUD, LAUREN M	Review sale agreement section 3.2 (.5), conferring with J. Taylor regarding same (.3), drafting summary of same (.8).	1.60	1,008.00
03/08/10	TAYLOR, JEFFREY	Discussions w/ L. Macksoud (.3) and A. Webber (.6) re Adjustment Shares provision in Asset Purchase Agreement; review APA re same (.6).	<u>1.50</u>	<u>1,020.00</u>
TOTAL			<u>4.40</u>	<u>\$2,747.00</u>

GENERAL MOTORS CREDITORS COMMITTEE
068000-00009 (CREDITOR COMMUNICATIONS)

July 30, 2010
Invoice No. 546563

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	0.20	190.00
CATON, AMY	PARTNER	2.90	2,059.00
SHARRET, JENNIFER	ASSOCIATE	11.10	5,605.50
MACKSOUD, LAUREN M	ASSOCIATE	13.80	8,694.00
FRIEDMAN, JOSHUA	ASSOCIATE	1.80	702.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>0.20</u>	<u>55.00</u>
TOTAL		<u>30.00</u>	<u>\$17,305.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	SHARRET, JENNIFER	T/c with creditor re plan status.	0.80	404.00
02/02/10	CATON, AMY	T/c creditor re trade claim treatment.	0.30	213.00
02/05/10	SHARRET, JENNIFER	T/c with creditor re case update.	0.10	50.50
02/08/10	SHARRET, JENNIFER	T/c with creditors re case schedule.	0.50	252.50
02/12/10	SHARRET, JENNIFER	T/c with bondholders re claims.	0.40	202.00
02/16/10	SHARRET, JENNIFER	T/c with creditor re case status.	0.20	101.00
02/16/10	MACKSOUD, LAUREN M	Return calls to creditors re case issues.	0.70	441.00
02/18/10	SHARRET, JENNIFER	T/c with bondholder re plan timing.	0.50	252.50
02/18/10	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors re case and plan status.	1.10	693.00
02/24/10	CATON, AMY	Call w/ GM bondholder re bar date issues, etc.	0.30	213.00
02/25/10	SHARRET, JENNIFER	T/c with creditor re case update.	0.10	50.50
03/03/10	MACKSOUD, LAUREN M	Respond to calls and emails from general unsecured creditors re case status.	1.20	756.00
03/04/10	SHARRET, JENNIFER	T/c with creditors re claims administration status.	0.40	202.00
03/05/10	SHARRET, JENNIFER	T/c with creditor re case status.	0.20	101.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00009 (CREDITOR COMMUNICATIONS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/08/10	MACKSOUD, LAUREN M	Confer with general unsecured creditors regarding case status.	0.40	252.00
03/09/10	SHARRET, JENNIFER	T/c with various creditors re plan status.	0.90	454.50
03/10/10	SHARRET, JENNIFER	T/c with creditor re claims administration status.	0.20	101.00
03/10/10	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors re case status.	0.80	504.00
03/11/10	SHARRET, JENNIFER	Draft update to Committee website.	0.80	404.00
03/12/10	SHARRET, JENNIFER	T/c with creditor re case status	0.10	50.50
03/15/10	SHARRET, JENNIFER	T/c with creditor re plan status.	0.50	252.50
03/15/10	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors re status of case, plan and stock distribution.	1.00	630.00
03/16/10	MAYER, THOMAS MOERS	Email to bondholder re claims under bonds.	0.20	190.00
03/17/10	MACKSOUD, LAUREN M	Confer with unsecured creditors regarding status of case.	0.70	441.00
03/19/10	MACKSOUD, LAUREN M	Return calls and emails to general unsecured creditors re plan and case status.	0.80	504.00
03/19/10	SHARRET, JENNIFER	T/c with GM creditors re claims administration.	0.60	303.00
03/22/10	MACKSOUD, LAUREN M	Confer with bondholders regarding status of bond debt.	1.20	756.00
03/23/10	MACKSOUD, LAUREN M	Confer with bondholders regarding status of claims.	0.80	504.00
03/24/10	MACKSOUD, LAUREN M	Call with creditor's attorney regarding pension matters.	0.50	315.00
03/25/10	SHARRET, JENNIFER	T/c with creditors re case status.	0.20	101.00
03/25/10	CATON, AMY	T/c two bondholders re status of GM.	0.70	497.00
04/02/10	SHARRET, JENNIFER	T/c with counsel to creditor re plan.	0.20	101.00
04/07/10	SHARRET, JENNIFER	T/c with creditors re status of case.	0.50	252.50
04/08/10	CATON, AMY	Calls w/ 3 bondholders re GM 10-k filing (1.0); review documentation for same (.2)	1.20	852.00
04/09/10	SHARRET, JENNIFER	Phone calls with various creditors re case status.	0.30	151.50
04/13/10	SHARRET, JENNIFER	Phone call with creditor re plan status and follow up with Weil re same.	0.20	101.00
04/15/10	SHARRET, JENNIFER	T/c with creditor re plan.	0.20	101.00
04/15/10	CATON, AMY	Call w/ bondholder re outstanding questions on plan timing, environmental and asbestos issues	0.40	284.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00009 (CREDITOR COMMUNICATIONS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/19/10	SHARRET, JENNIFER	Responding to creditor inquiries from website re case status.	0.30	151.50
04/19/10	MACKSOUD, LAUREN M	Returning calls and emails to general unsecured creditors re status of case.	1.10	693.00
04/21/10	SHARRET, JENNIFER	T/c with creditor re plan.	0.10	50.50
05/03/10	SHARRET, JENNIFER	T/c with creditor re case status (.2); revisions to website re: claims traders (.1)	0.30	151.50
05/04/10	MACKSOUD, LAUREN M	Call with general unsecured creditor regarding dealer issues.	0.40	252.00
05/11/10	SHARRET, JENNIFER	T/c with creditor re plan status (.2); revisions to website on claims trading (.2)	0.40	202.00
05/12/10	SHARRET, JENNIFER	T/c with creditors re status of plan.	0.40	202.00
05/13/10	FRIEDMAN, JOSHUA	T/c and email with firm interested in acquiring claims (.4); discussions with L. Macksoud re: same (.1)	0.50	195.00
05/14/10	SHARRET, JENNIFER	T/c with creditor re case status.	0.30	151.50
05/18/10	SHARRET, JENNIFER	T/c with creditor re case schedule.	0.20	101.00
05/20/10	MACKSOUD, LAUREN M	Responding to calls from unsecured creditors regarding status of case, bond related questions and questions related to press release from treasury regarding environmental settlement (2.1), conferring with FTI and C. Warren regarding same (.2).	2.30	1,449.00
05/27/10	CHAIKIN, REBECCA B.	Conf. and emails with J. Sharret, J. Friedman re GM hotline.	0.20	55.00
05/27/10	MACKSOUD, LAUREN M	Conferring with bondholder regarding status of case, answering general questions regarding same.	0.80	504.00
05/27/10	FRIEDMAN, JOSHUA	Calls and emails with R. Chaikin and J. Sharret re: GM hotline (.2); review spreadsheet re: same (.3).	0.50	195.00
05/27/10	SHARRET, JENNIFER	C/f and emails with J. Friedman and R. Chaikin re: returning GM creditor calls and GM hotline	0.20	101.00
05/28/10	SHARRET, JENNIFER	T/c with creditor re: retiree questions and other case issues.	1.00	505.00
05/28/10	FRIEDMAN, JOSHUA	Returning creditor calls re status of case.	<u>0.80</u>	<u>312.00</u>
TOTAL			<u>30.00</u>	<u>\$17,305.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	PARTNER	0.60	477.00
MAYER, THOMAS MOERS	PARTNER	6.50	6,175.00
CATON, AMY	PARTNER	4.50	3,195.00
HERZOG, BARRY	PARTNER	1.20	942.00
WARREN, CHARLES S	PARTNER	2.10	1,617.00
ROSENSAFT, JODI	ASSOCIATE	2.60	1,638.00
FOLB, KERRI	ASSOCIATE	1.30	884.00
SHARRET, JENNIFER	ASSOCIATE	25.50	12,877.50
MACKSOUD, LAUREN M	ASSOCIATE	10.30	6,489.00
FRIEDMAN, JOSHUA	ASSOCIATE	4.80	1,872.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>3.20</u>	<u>880.00</u>
TOTAL		<u>62.60</u>	<u>\$37,046.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	SHARRET, JENNIFER	Draft Committee update email re: ADR and Hilco retention.	1.40	707.00
02/02/10	CATON, AMY	O/c J. Sharret re agenda for Cmte call (.2); review J. Sharret draft updates to Committee (.3).	0.50	355.00
02/03/10	SHARRET, JENNIFER	Draft agenda for Committee call; emails to committee professionals re: same.	0.40	202.00
02/04/10	ROSENSAFT, JODI	Prep for (.3) and attend committee call to discuss securities issues of plan (1.2).	1.50	945.00
02/04/10	WARREN, CHARLES S	Attend portion of call with Committee on plan structure.	0.80	616.00
02/04/10	HERZOG, BARRY	Attend committee call to report on tax issues.	1.20	942.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/04/10	MAYER, THOMAS MOERS	Review agenda & other prep for meeting (.7); lead meeting re Butzel Long report on litigation against banks, litigation against Nova Scotia bondholders, report on plan term sheet (1.3).	2.00	1,900.00
02/04/10	MACKSOUD, LAUREN M	Attend committee call (1.2), preparation for same (.1).	1.30	819.00
02/04/10	CHAIKIN, REBECCA B.	Assemble and organize materials for committee call.	0.80	220.00
02/04/10	SHARRET, JENNIFER	Draft annotated agenda (.9) and emails/tc with members and professionals re: preparation for committee meeting (.4); prep for (.3) and participate in Committee call (1.2)	2.80	1,414.00
02/04/10	CATON, AMY	Prep for (.3) and attend Committee call (1.2).	1.50	1,065.00
02/04/10	FOLB, KERRI	Participate on Committee call re environment issues.	1.30	884.00
02/11/10	SHARRET, JENNIFER	Draft update email to Committee re: pending motions (Ace, MSPA issues, Westchester stip).	0.50	252.50
02/12/10	MACKSOUD, LAUREN M	Review update to committee (.1), draft email to committee regarding meeting with debtors (.5).	0.60	378.00
02/12/10	WARREN, CHARLES S	Review environment report to Committee.	0.30	231.00
02/12/10	SHARRET, JENNIFER	Revise draft case update email to Committee	1.00	505.00
02/18/10	SHARRET, JENNIFER	Draft minutes from prior committee calls (.6); review email summaries re: pending motions (.3).	0.90	454.50
02/19/10	MACKSOUD, LAUREN M	Review and revise meeting minutes	0.70	441.00
02/23/10	SHARRET, JENNIFER	Prep for meeting with Committee.	0.50	252.50
02/24/10	ROSENSAFT, JODI	Post-Debtors meeting committee call.	1.10	693.00
02/24/10	MAYER, THOMAS MOERS	Committee meeting following meeting with Debtors to discuss future negotiations with Treasury, retention of asbestos expert, status of lawsuit against JPMorgan.	1.00	950.00
02/24/10	SHARRET, JENNIFER	Meeting with committee after Debtors meeting.	1.00	505.00
02/24/10	CATON, AMY	Meet w/ Committee after debtors meeting (1.0); review list of (follow-up) tasks for same (.3).	1.30	923.00
02/24/10	MACKSOUD, LAUREN M	Prep (.3) and participate (1.0) in conference call with committee after meeting with debtors.	1.30	819.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/25/10	SHARRET, JENNIFER	Draft minutes from 2/23 meeting.	0.60	303.00
03/01/10	MACKSOUD, LAUREN M	Reviewing draft of FTI presentation to committee (.6), conferring with FTI regarding same (.3).	0.90	567.00
03/01/10	SHARRET, JENNIFER	Draft update email to Committee (.4) and revise meeting minutes (.2).	0.60	303.00
03/01/10	CHAIKIN, REBECCA B.	Assemble revised meeting minutes.	0.20	55.00
03/08/10	SHARRET, JENNIFER	Schedule GM Committee call (.2); draft Committee update email re: asbestos and hearing (.8)	1.00	505.00
03/11/10	SHARRET, JENNIFER	Attention to 3/16 committee call (.1); draft Committee update email (.4); drafting agenda (.1).	0.60	303.00
03/12/10	SHARRET, JENNIFER	Revise agenda for upcoming GM call (.6); draft update email re: meeting, APS fee structure, Deloitte retention and asbestos issues (1.2); Revise email to Committee and circulating same (.1).	1.90	959.50
03/15/10	SHARRET, JENNIFER	Prep for GM Committee call	0.30	151.50
03/15/10	CHAIKIN, REBECCA B.	Assemble and organize materials for committee call (1.0), emails to J. Sharret re same (.1).	1.10	302.50
03/16/10	FRIEDMAN, JOSHUA	Prepare for (.2) and attend portion of Committee call to take minutes (.6).	0.80	312.00
03/16/10	WARREN, CHARLES S	Attend portion of call with Committee to discuss environmental issues.	0.50	385.00
03/16/10	SHARRET, JENNIFER	Prep for (.4) and participate in (1.1) GM Committee call (junior level associate responsible for analyzing the various motions scheduled for omnibus hearings and daily administration of the case).	1.50	757.50
03/16/10	MACKSOUD, LAUREN M	Call with creditors committee (midlevel associate responsible for certain issues including investigation of large claims, i.e. Nova Scotia) (1.1), preparation for same (.9).	2.00	1,260.00
03/16/10	CHAIKIN, REBECCA B.	Edits to Committee meeting minutes.	0.10	27.50
03/16/10	MAYER, THOMAS MOERS	Prepare for (.2) and lead (1.1) telephonic meeting of GM Creditors Committee re [a] fee examiner, [b] formation of new asbestos committee, retention of asbestos expert, [c] progress of JPMorgan litigation, [d] progress of environmental settlements.	1.30	1,235.00

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03/16/10	CATON, AMY	Prep for (.1) and attend portion of Committee call to address Nova Scotia issues (.9).	1.00	710.00
03/16/10	BENTLEY, PHILIP	Participate in portion of committee conf call to discuss asbestos expert.	0.60	477.00
03/17/10	FRIEDMAN, JOSHUA	Draft minutes of Committee Call	1.10	429.00
03/19/10	MACKSOUD, LAUREN M	Reviewing and commenting on draft report to committee re case update.	0.80	504.00
03/22/10	SHARRET, JENNIFER	T/c with D. Retter re: Delphi issues	0.30	151.50
03/29/10	SHARRET, JENNIFER	T/c with M. Williams re: status of case	0.20	101.00
04/01/10	SHARRET, JENNIFER	T/c with E. Lederman re Law Debenture/ Delphi inquiry and follow up email re: same.	0.20	101.00
04/22/10	MACKSOUD, LAUREN M	Reviewing report to committee regarding pension issues.	0.60	378.00
04/26/10	SHARRET, JENNIFER	Review and revise email to Committee re: pending fee applications (1.1) and various t/cs and emails with T. Mayer re: same (.3)	1.40	707.00
04/27/10	SHARRET, JENNIFER	Drafting email update to Committee re pleadings for fee application and Royal Bank of Scotland settlement.	0.40	202.00
05/05/10	SHARRET, JENNIFER	T/c with K. Martorana re: status of case issues	0.30	151.50
05/06/10	SHARRET, JENNIFER	Drafting update email to Committee (re: summary of settlement agreement, hearing update and status of appeals).	0.70	353.50
05/12/10	SHARRET, JENNIFER	Reviewing draft emails to Committee re: next steps in case and responding to emails from M. Williams and T. Mayer re: same.	0.30	151.50
05/12/10	MAYER, THOMAS MOERS	Draft email to committee re May 10 KL/FTI/Weil/Alix meeting, dispatch to M. Williams for comment and check as to availability of client for committee meeting.	0.50	475.00
05/13/10	SHARRET, JENNIFER	Revising draft email to Committee re: open case items (.5), including emails with M. Williams re: comments to same (.2).	0.70	353.50
05/14/10	SHARRET, JENNIFER	Email to Committee re ADR claims.	0.30	151.50
05/17/10	MACKSOUD, LAUREN M	Reviewing 3/16 meeting minutes.	0.20	126.00
05/17/10	SHARRET, JENNIFER	Revising 3-16 committee minutes.	0.30	151.50
05/18/10	SHARRET, JENNIFER	Emails with T. Mayer, A. Caton, L. Macksoud and FTI re upcoming committee call.	0.20	101.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/20/10	MAYER, THOMAS MOERS	Conference call with FTI and J. Sharret re FTI report on case progress (Environmental settlements, claims settlements, cash, budget for emergence, timeline to confirmation) to be presented to Committee at meeting on May 24.	0.60	570.00
05/20/10	SHARRET, JENNIFER	C/f with FTI and T. Mayer re: case update presentation to Committee (environment, timeline, budget and other issues)	0.60	303.00
05/21/10	SHARRET, JENNIFER	Drafting agenda for Committee call (.5); emails and calls with FTI re: agenda and open items (.4); reviewing FTI case update report (.4); Call with A. Caton re: bank litigation update to Committee (.2)	1.50	757.50
05/21/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 5/24 Committee Meeting.	0.90	247.50
05/21/10	MACKSOUD, LAUREN M	Call with FTI regarding update to be sent to committee.	0.40	252.00
05/21/10	FRIEDMAN, JOSHUA	Review updates to Committee from FTI, including case update and late filed claims analysis.	0.50	195.00
05/21/10	CATON, AMY	Call w/ J. Sharret re update to Committee from Butzel re adversary case.	0.20	142.00
05/24/10	WARREN, CHARLES S	Participate in portion of Committee call re environmental issues.	0.50	385.00
05/24/10	MACKSOUD, LAUREN M	Call with creditors' committee (.9), preparation for same (.3) and post-call discussion w. J. Sharret re same (.3)	1.50	945.00
05/24/10	SHARRET, JENNIFER	Prep for Committee call (1.1); participate in Committee call re: Nova Scotia, plan and other case issues and claims (.9) post-call discussion with L. Macksoud re same (.3)	2.30	1,161.50
05/24/10	MAYER, THOMAS MOERS	Prepare for (.2) and lead (.9) telephonic creditors committee meeting re Environmental Settlement, Nova Scotia litigation, status of bank litigation, extension of exclusive period, asbestos litigation.	1.10	1,045.00
05/24/10	FRIEDMAN, JOSHUA	Prepare for (.6) and attend (.9) committee call.	1.50	585.00
05/25/10	CHAIKIN, REBECCA B.	Edit committee meeting attendance sheet.	0.10	27.50
05/25/10	FRIEDMAN, JOSHUA	Draft minutes from 5/24 committee call	0.90	351.00

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05/26/10	SHARRET, JENNIFER	Reviewing MSPA re: questions from prior Committee call and email with T. Swett re: same (.3); emails with M. Moseley re: New GM issues (.1)	0.40	202.00
05/27/10	SHARRET, JENNIFER	Draft email to Committee re: hearing update.	<u>0.40</u>	<u>202.00</u>
TOTAL			<u>62.60</u>	<u>\$37,046.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	0.60	570.00
WARREN, CHARLES S	PARTNER	14.20	10,934.00
FINGER, TONI	ASSOCIATE	0.30	207.00
FOLB, KERRI	ASSOCIATE	12.20	8,296.00
SHARRET, JENNIFER	ASSOCIATE	0.40	202.00
DAGGAN, CLINTON N	ASSOCIATE	<u>20.90</u>	<u>8,151.00</u>
TOTAL		<u>48.60</u>	<u>\$28,360.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	WARREN, CHARLES S	Review environmental insurance filing (.3); telephone FTI re filing (.2).	0.50	385.00
02/02/10	WARREN, CHARLES S	Telephone conference w/ Weil on environmental trusts.	0.30	231.00
02/03/10	WARREN, CHARLES S	Confer w/ K. Folb on environmental trust.	0.30	231.00
02/03/10	FOLB, KERRI	Research re: ASARCO environment trusts (.8); conf with C. Warren re environmental trust (.3).	1.10	748.00
02/04/10	WARREN, CHARLES S	Conference call with FTI, Weil and Alix on environmental issues and sites.	0.80	616.00
02/04/10	FOLB, KERRI	Call with debtors' professionals re environment issues and sites.	0.80	544.00
02/08/10	FOLB, KERRI	Research re: ASARCO trustees (.8); email to T. Mayer re same (.2).	1.00	680.00
02/10/10	WARREN, CHARLES S	Conference call with Debtors on environmental site (.6); review memo on environmental insurance (.2).	0.80	616.00
02/10/10	FOLB, KERRI	Conf call with Debtors re environmental site.	0.60	408.00
02/17/10	WARREN, CHARLES S	Environmental site conference call with Debtors.	0.50	385.00

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068000-00015 (ENVIRONMENTAL ISSUES)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/17/10	MAYER, THOMAS MOERS	Attend portion of call with Debtors re environmental progress.	0.20	190.00
02/17/10	FOLB, KERRI	Conf call with Debtors re environment site.	0.60	408.00
02/23/10	WARREN, CHARLES S	Review environmental presentation to Committee (.3); telephone D. Berz on environmental issues (.7).	1.00	770.00
02/23/10	FOLB, KERRI	Review GM update for environment information.	0.50	340.00
02/24/10	FOLB, KERRI	Review claims summary, conf with C. Warren and email to Hansen re same.	0.50	340.00
02/25/10	FOLB, KERRI	Review unsecured environmental claims (.6), research superfund sites re: multi-PRP (1.4).	2.00	1,360.00
02/26/10	WARREN, CHARLES S	Messages to T. Mayer on funding of environmental trust.	0.30	231.00
03/01/10	WARREN, CHARLES S	Review list of environmental claims (.1); telephone D. Berz on status of environmental issues (.7).	0.80	616.00
03/02/10	FOLB, KERRI	Review summary of environmental claims re: multi-PRP sites.	0.70	476.00
03/03/10	DAGGAN, CLINTON N	Review Summary of Environmental Claims Received list (.8). Compare list to earlier memorandum to determine if certain sites had multiple PRPs (1.6). Check findings against documents on motorsliquidation.com website (.8).	3.20	1,248.00
03/03/10	WARREN, CHARLES S	Conference call with MLC and Weil on environmental site (.5); telephone FTI re call with Debtors (.3).	0.80	616.00
03/03/10	FOLB, KERRI	Research re: claims summary, multi-PRP sites (1.0); conf call with Debtors re same (.5).	1.50	1,020.00
03/04/10	DAGGAN, CLINTON N	Continue to review Summary of Environmental Claims Received list to determine if certain sites are multi-PRP sites (1.3). Compare list to EPA's List of Noticed Parties at CERCLIS sites (1.2).	2.50	975.00
03/05/10	DAGGAN, CLINTON N	Continue to review Summary of Environmental Claims Received list to determine if certain sites are multi-PRP sites (.9). Check findings against documents on EPA website (.4).	1.30	507.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/08/10	DAGGAN, CLINTON N	Continue searching for information on superfund sites listed on Excel spreadsheet summary to determine if certain sites are sole or multi PRP sites (2.4). Meet with K. Folb and C. Warren regarding same (.3). Revise spreadsheet on superfund sites (1.3).	4.00	1,560.00
03/08/10	WARREN, CHARLES S	Confer on superfund sites with K. Folb and C. Daggan.	0.30	231.00
03/08/10	FOLB, KERRI	Conf with C. Warren, C. Daggan re superfund sites.	0.30	204.00
03/09/10	DAGGAN, CLINTON N	Review list of sites where EPA wants MLC to cover the full cost of remediation (1.4). Search EPA website and CERCLIS for additional information (1.1). Draft e-mail to C. Warren re same (.3). Conf. w/ K. Folb re environmental sites memo (.2) and corrections to same (.8).	3.80	1,482.00
03/09/10	FOLB, KERRI	Review C. Daggan environment memo (.4); conf with C. Daggan re same (.2).	0.60	408.00
03/10/10	WARREN, CHARLES S	Environmental conference call with MLC, Weil and FTI on status of sites.	0.30	231.00
03/10/10	FOLB, KERRI	Conf call with Weil, MLC and FTI re status of environment issues.	0.50	340.00
03/12/10	WARREN, CHARLES S	Telephone D. Berz on status of sites.	0.50	385.00
03/15/10	WARREN, CHARLES S	Review latest information on environmental site costs (.4); conf. K. Folb re same (.1).	0.50	385.00
03/15/10	DAGGAN, CLINTON N	Receive documents from K. Folb regarding number of GM-owned Superfund sites that have claims attached to them. Draft email to C. Warren describing the documents.	0.20	78.00
03/15/10	FOLB, KERRI	Conf with C. Warren re environmental site costs (.1); review number of owned sites (.3).	0.40	272.00
03/16/10	WARREN, CHARLES S	Telephone FTI on costs at sites.	0.30	231.00
03/17/10	FOLB, KERRI	Conf call with Debtors re environment sites (1.0); follow up with C. Daggan re same (.1)	1.10	748.00
03/17/10	WARREN, CHARLES S	Conference call on environmental sites with Debtors and FTI.	1.00	770.00
03/17/10	DAGGAN, CLINTON N	Conference call with Debtors re environment issues and take notes during call on issues affecting unsecured creditors.	0.80	312.00
03/19/10	WARREN, CHARLES S	Review FTI environmental summary.	0.30	231.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/24/10	DAGGAN, CLINTON N	Conference call with Debtors re environment sites, take notes on same.	0.50	195.00
03/24/10	WARREN, CHARLES S	Environmental sites conference call with MLC and FTI.	0.50	385.00
04/06/10	WARREN, CHARLES S	Telephone D. Berz on environmental issues.	0.50	385.00
04/14/10	DAGGAN, CLINTON N	Prepare for (.2) and attend weekly conference call with C. Warren and Debtors re environment site status to take minutes on the discussion (.5).	0.70	273.00
04/14/10	WARREN, CHARLES S	Environmental conference call with Debtors on status of negotiations.	0.50	385.00
04/21/10	DAGGAN, CLINTON N	Conference call with C. Warren and Debtors re resolution status of environment issues and take minutes on matters affecting creditors committee.	0.30	117.00
04/21/10	WARREN, CHARLES S	Telephone with MLC and Weil on status of discussions with the government on environmental costs.	0.30	231.00
05/03/10	WARREN, CHARLES S	Telephone Weil on negotiations with government on environmental sites.	0.30	231.00
05/05/10	DAGGAN, CLINTON N	Participate in and take minutes during conference call with C. Warren and MLC re: update on environmental negotiations with government (.5); review minutes of same (.2).	0.70	273.00
05/05/10	WARREN, CHARLES S	Telephone MLC, Weil and FTI on government negotiations re environmental negotiations.	0.50	385.00
05/06/10	DAGGAN, CLINTON N	Edit minutes from March through May conference calls re environment issues.	0.80	312.00
05/06/10	WARREN, CHARLES S	Confer with J. Sharret on status of environmental issues.	0.30	231.00
05/06/10	MAYER, THOMAS MOERS	Conference J. Sharret re questions by M. Williams re status of environmental issues (.1), review FTI's latest report on environmental negotiations (.2), emails to/from C. Warren and M. Williams re same (.1).	0.40	380.00
05/06/10	SHARRET, JENNIFER	T/c with M. Williams re: environmental issues; follow up c/f and t/c with T. Mayer and C. Warren re: same.	0.30	151.50
05/12/10	DAGGAN, CLINTON N	Participate in and take minutes during conference call with C. Warren and MLC re: update on environmental negotiations (.5). Organize notes after conference call (.2).	0.70	273.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/12/10	WARREN, CHARLES S	Telephone with MLC, Weil and FTI on environmental discussions with the government.	0.50	385.00
05/18/10	WARREN, CHARLES S	Review articles on environmental costs (.2); telephone Weil re same articles (.3).	0.50	385.00
05/18/10	SHARRET, JENNIFER	Reviewing environmental costs article	0.10	50.50
05/19/10	DAGGAN, CLINTON N	Participate in and take minutes during conference call with C. Warren and MLC re: environmental funding.	0.40	156.00
05/19/10	WARREN, CHARLES S	Telephone MLC, Weil and FTI on environmental funding developments (.4); conf. T. Finger re J. Sharret environment email (.1).	0.50	385.00
05/19/10	FINGER, TONI	Review email from J. Sharret re: environmental matters at certain site (.1), conf with C. Warren re: J. Sharret email (.1); and review email from C. Daggan and C. Warren re: environmental matters at certain site (.1)	0.30	207.00
05/21/10	DAGGAN, CLINTON N	Edit and revise minutes from 5/19 conference call and send to C. Warren for review.	0.30	117.00
05/26/10	DAGGAN, CLINTON N	Participate in and take minutes during conference call with C. Warren and MLC re environmental sites.	0.40	156.00
05/26/10	WARREN, CHARLES S	Prep for and participate in telephone conference with MLC and FTI on environmental sites.	0.50	385.00
05/28/10	DAGGAN, CLINTON N	Edit and revise notes from 5/26 environment conference call.	<u>0.30</u>	<u>117.00</u>
TOTAL			<u>48.60</u>	<u>\$28,360.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	5.50	5,225.00
SHARRET, JENNIFER	ASSOCIATE	25.40	12,827.00
MACKSOUD, LAUREN M	ASSOCIATE	17.10	10,773.00
FRIEDMAN, JOSHUA	ASSOCIATE	1.70	663.00
CHAIKIN, REBECCA B.	PARALEGAL	14.40	3,960.00
GUERRERO, FERNANDO	OTHER TKPR	<u>0.20</u>	<u>28.00</u>
TOTAL		<u>64.30</u>	<u>\$33,476.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/08/10	CHAIKIN, REBECCA B.	Review hearing agenda (.4), review emails from J. Sharret re same (.1).	0.50	137.50
02/08/10	SHARRET, JENNIFER	Emails to R. Chaikin re: GM hearings (.2) and prep for same (.3).	0.50	252.50
02/09/10	MACKSOUD, LAUREN M	Preparation for hearing on ADR procedures (1.4), confer with debtors' counsel regarding same (.4).	1.80	1,134.00
02/09/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 2/10 hearing.	1.50	412.50
02/19/10	CHAIKIN, REBECCA B.	Prepare materials for 2/23 hearing (.3), conf. L. Macksoud re same (.1).	0.40	110.00
02/19/10	MACKSOUD, LAUREN M	Prepare for hearing on 2/23 (.8), confer with R. Chaikin regarding same (.1), review binder for same (.6).	1.50	945.00
02/22/10	MACKSOUD, LAUREN M	Preparation for hearing on alternative dispute resolution procedures: review blackline of ADR procedures (1.0), review debtors reply to objections (1.2), confer with debtors' counsel regarding status of objections (.7), confer with committee members regarding same (1.4).	4.30	2,709.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/23/10	MACKSOUD, LAUREN M	Attend omnibus hearing re: ADR procedures, proofs of claims, and Omnibus claims objections.	2.80	1,764.00
03/01/10	MACKSOUD, LAUREN M	Prepare for 3/2 hearing including review of all pleadings scheduled to be heard.	2.10	1,323.00
03/01/10	SHARRET, JENNIFER	Prep for 3/2 hearing: review hearing agenda (.2) and revise summary chart (.9).	1.10	555.50
03/01/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 3/2 hearing.	0.80	220.00
03/02/10	MACKSOUD, LAUREN M	Attending hearing re, inter alia: omnibus objection to claims, motion in aid of implementation of 363 transaction, automatic stay motions, and objections to proofs of claims (2.2), draft email to committee with summary of hearing (1.0) and t/c J. Sharret re same (.1).	3.30	2,079.00
03/02/10	SHARRET, JENNIFER	T/c with L. Macksoud re summary of hearing (.1) and review hearing update (.2).	0.30	151.50
03/08/10	MACKSOUD, LAUREN M	Confer with J. Sharret regarding hearing status (.1); review summary of pending hearing matters (.4).	0.50	315.00
03/08/10	SHARRET, JENNIFER	Review notice of cancellation of GM hearing and adjourned/ resolved matters.	0.20	101.00
04/07/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 4/8 hearing.	0.70	192.50
04/08/10	SHARRET, JENNIFER	Prep for (2.1) and participate in GM hearing (2.8) re Caplin retention, Stasko and Lee automatic stay motions, Lee and Hardee claims, and asbestos rep.; drafting summary of hearing for Committee (.7)	5.60	2,828.00
04/08/10	MAYER, THOMAS MOERS	Final review of pleadings to prepare for (.5) and attend portion of (1.0) hearing re nunc-pro-tunc retention of Caplin & Drysdale by Asbestos Committee.	1.50	1,425.00
04/27/10	SHARRET, JENNIFER	Reviewing agenda for 4-29 hearing and emails with E. Lederman re same.	0.30	151.50
04/28/10	GUERRERO, FERNANDO	Prepare: Bates White proposed retention order for Court.	0.20	28.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/28/10	CHAIKIN, REBECCA B.	Confs. J. Sharret re binders and materials needed for 4/29 hearing (.8); Confs. copy center re materials (.2); assemble and organize different binders and other materials needed for 4/29 hearing re: first and second interim fee applications, ADR Procedures, Bates White Retention, claims objections, etc. (6.8).	7.80	2,145.00
04/28/10	SHARRET, JENNIFER	T/c with E. Lederman re: agenda for 4/29 hearing (.1); reviewing filed agenda (.2); preparation for next day hearing on fee applications, claims objection, Bates White retention including review of exhibits for hearing (3.9).	4.20	2,121.00
04/29/10	MAYER, THOMAS MOERS	At court for hearing on 1st Interim Fee Applications & Fee Examiner, U.S. Trustee's opposition to same (3.3); attend telephonically court's release of decision re same (.5); draft email for J. Sharret to review, revise and dispatch to Committee re same (.2).	4.00	3,800.00
04/29/10	CHAIKIN, REBECCA B.	Set up Courtcall appearance for Judge Gerber's decision re fee applications, emails to J. Sharret and Court clerk re same.	0.40	110.00
04/29/10	SHARRET, JENNIFER	Prep for (1.0) and attend hearing on fee applications, Bates White retention and claims objections (3.2); participate telephonically in Judge Gerber's ruling on fee applications (1.1); Various emails with R. Chaikin re coordinating court call appearance for Judge Gerber's decision on fees (.2).	5.50	2,777.50
04/30/10	CHAIKIN, REBECCA B.	Return Caplin paralegal's call re Judge Gerber's 4/29 ruling.	0.10	27.50
05/03/10	SHARRET, JENNIFER	Email with Weil re: upcoming hearings	0.10	50.50
05/05/10	SHARRET, JENNIFER	Reviewing 5/6 hearing agenda	1.10	555.50
05/05/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 5/6 hearing.	0.60	165.00
05/06/10	FRIEDMAN, JOSHUA	Preparation for (.2) and attend (1.1) portion of hearing telephonically regarding Saturn class action.	1.30	507.00
05/06/10	SHARRET, JENNIFER	Prep for (.4) and attend hearing on Rabinowitz retention and Saturn adversary proceeding (2.5); listening to Judge's ruling in adversary proceeding via court call (1.2).	4.10	2,070.50
05/21/10	FRIEDMAN, JOSHUA	Email with Weil re: status of May 27 hearing.	0.30	117.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00016 (HEARINGS)July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/24/10	MACKSOUD, LAUREN M	Call with Debtors' counsel regarding status of case and 5/27 hearing.	0.60	378.00
05/25/10	SHARRET, JENNIFER	Reviewing agenda for hearing on 5/27 and emails to J. Friedman and R. Chaikin re: same.	0.20	101.00
05/26/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 5/27 hearing.	1.20	330.00
05/27/10	SHARRET, JENNIFER	Prep for (1.3) and participate in hearing on exclusivity, claims objections, and adversary proceedings (.7); conf. L. Macksoud re same (.2).	2.20	1,111.00
05/27/10	CHAIKIN, REBECCA B.	Assemble and organize materials for 6/1 hearing.	0.40	110.00
05/27/10	MACKSOUD, LAUREN M	Conferring with J. Sharret regarding hearing outcome.	0.20	126.00
05/27/10	FRIEDMAN, JOSHUA	Review hearing update.	<u>0.10</u>	<u>39.00</u>
TOTAL			<u>64.30</u>	<u>\$33,476.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
REZNICK, ALLAN E.	PARTNER	4.00	3,180.00
ROGOFF, ADAM C	PARTNER	0.20	170.00
SHARRET, JENNIFER	ASSOCIATE	11.60	5,858.00
MACKSOUD, LAUREN M	ASSOCIATE	1.40	882.00
WIERMAN, LAUREN E	PARALEGAL	<u>1.00</u>	<u>290.00</u>
TOTAL		<u>18.20</u>	<u>\$10,380.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/10	SHARRET, JENNIFER	Review Ace stipulation	0.30	151.50
02/03/10	MACKSOUD, LAUREN M	Call with debtors to discuss ACE stipulation (.7), call with A. Reznick and J. Sharret in preparation for same (.3), review stipulation (.4)	1.40	882.00
02/03/10	SHARRET, JENNIFER	Review Ace stipulation to assume and assign contract (.3) call with A. Reznick and L. Macksoud re same (.3), and conference call with Debtors re: same (.7).	1.30	656.50
02/03/10	REZNICK, ALLAN E.	Review Ace Assignment and Assumption Agreement (1.4); conference L. Macksoud and J. Sharret re same (.3); conf call J. Smolinsky, E. Lederman, L. Macksoud and J. Sharret re Ace Assignment and Assumption Agreement and implementation (.7).	2.40	1,908.00
02/05/10	SHARRET, JENNIFER	Revise stipulation on Ace contract and mark-up same.	0.50	252.50
02/12/10	SHARRET, JENNIFER	T/c with Togut re: Kindercare motion.	0.20	101.00
02/17/10	SHARRET, JENNIFER	C/f with A. Rogoff re: Kindercare.	0.20	101.00
02/17/10	ROGOFF, ADAM C	Review Kindercare contract issues with J. Sharret.	0.20	170.00
02/19/10	SHARRET, JENNIFER	Review Kindercare/ Knowledge Learning	0.10	50.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
		issues.		
02/22/10	SHARRET, JENNIFER	Emails to A Rogoff, A. Caton, and F. Oswald re: Kindercare motion	0.30	151.50
02/23/10	SHARRET, JENNIFER	Review pleadings and supporting documents re Kindercare issues (3.5), emails and calls to N. Moss and F. Oswald re: Kindercare (.3).	3.80	1,919.00
02/24/10	SHARRET, JENNIFER	Emails and calls with A. McMullen re Kindercare motion.	0.30	151.50
03/03/10	SHARRET, JENNIFER	T/c with N. Moss re: Kindercare.	0.20	101.00
03/04/10	SHARRET, JENNIFER	Review adjournment of Kindercare motion	0.20	101.00
03/23/10	REZNICK, ALLAN E.	Review Ace Assumption Order; conf J. Sharret re same.	0.20	159.00
03/24/10	SHARRET, JENNIFER	Review revised Ace stipulation (.4) and email with E. Lederman re: comments to same (.2).	0.60	303.00
04/02/10	SHARRET, JENNIFER	Reviewing Kindercare objection (.5), c/f with New GM and Togut re: same (.3) and drafting statement re: assumption motion (.8).	1.60	808.00
04/09/10	REZNICK, ALLAN E.	Emails to T. Swett and L. Macksoud re Ace stipulation (.7); v/m K. McClay re same (.1).	0.80	636.00
04/12/10	REZNICK, ALLAN E.	Review ACE Stip (.2) and conference call with J. Sharret and K. McClay regarding stipulation re assumption of Ace Umbrella Policy by New GM (.4).	0.60	477.00
04/12/10	SHARRET, JENNIFER	Phone call with Caplin and A. Reznick re Ace stip.	0.40	202.00
04/23/10	SHARRET, JENNIFER	T/c with J. Sgroi of New GM re: Kindercare motion (.1); revising UCC limited objection to New GM Kindercare motion (.3).	0.40	202.00
04/25/10	SHARRET, JENNIFER	Emails with Togut re: statement on Kindercare/New GM motion (.2); email with A. Caton re: same (.2)	0.40	202.00
04/26/10	SHARRET, JENNIFER	T/c with A. Caton re: Committee's statement re Kindercare/New GM motion (.3) and coordinate filing of same (.1); review emails from New GM re: adjournment of hearing on same (.1)	0.50	252.50
04/26/10	WIERMAN, LAUREN E	Conference with J. Sharret re Kindercare statement (.1), prepared and filed same (.9).	1.00	290.00
05/25/10	SHARRET, JENNIFER	Reviewing Kindercare settlement and email to N. Moss and F. Oswald at Togut Segal re: same	<u>0.30</u>	<u>151.50</u>
TOTAL			<u>18.20</u>	<u>\$10,380.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
ECKSTEIN, KENNETH H.	PARTNER	2.10	1,995.00
MAYER, THOMAS MOERS	PARTNER	22.40	21,280.00
CATON, AMY	PARTNER	3.10	2,201.00
SHARRET, JENNIFER	ASSOCIATE	73.40	37,067.00
MACKSOUD, LAUREN M	ASSOCIATE	15.30	9,639.00
FRIEDMAN, JOSHUA	ASSOCIATE	60.00	23,400.00
CHAIKIN, REBECCA B.	PARALEGAL	104.40	28,710.00
COLBOURNE, PAUL E.	OTHER TKPR	2.10	231.00
GREGORY, BRANDON	OTHER TKPR	<u>2.50</u>	<u>250.00</u>
TOTAL		<u>285.30</u>	<u>\$124,773.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	MAYER, THOMAS MOERS	Call with B. Williamson, fee examiner re role and addressing committee.	0.20	190.00
02/02/10	SHARRET, JENNIFER	T/c with B. Williamson re addressing committee.	0.20	101.00
02/03/10	CHAIKIN, REBECCA B.	Update spreadsheet of fees by matter charged in December in anticipation of March budget estimate.	0.30	82.50
02/08/10	CHAIKIN, REBECCA B.	Estimate March budget.	0.50	137.50
02/09/10	CHAIKIN, REBECCA B.	Review draft January fees and compare to March budget estimation.	0.30	82.50
02/12/10	SHARRET, JENNIFER	C/f with R. Chaikin re: monthly budget.	0.20	101.00
02/12/10	CATON, AMY	Review monthly draft budget.	0.20	142.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/12/10	CHAIKIN, REBECCA B.	Conf. w/ J. Sharret re March budget estimate (.2); update cover letter to examiner and finalize budget chart (.4); email and fax same to fee examiner (.3); update electronic records of submitted fee statements (.2).	1.10	302.50
02/16/10	SHARRET, JENNIFER	Review fee auditor report, conf. w/ R. Chaikin re same.	0.20	101.00
02/16/10	CHAIKIN, REBECCA B.	Review Fee Auditor Status Report, conf. w/ J. Sharret re same.	0.30	82.50
02/17/10	SHARRET, JENNIFER	Emails w/ R. Chaikin and Epiq re: Epiq invoices.	0.40	202.00
02/17/10	CHAIKIN, REBECCA B.	Emails with J. Sharret and Epiq re fees.	0.20	55.00
02/22/10	CHAIKIN, REBECCA B.	Draft 2nd Interim Fee Application.	4.50	1,237.50
02/23/10	CHAIKIN, REBECCA B.	Draft template (3.1) and revisions (.7) Second Interim Fee Application.	3.80	1,045.00
02/24/10	CHAIKIN, REBECCA B.	Drafting 2nd Interim Fee Application.	3.80	1,045.00
03/02/10	MACKSOUD, LAUREN M	Revision to monthly fee application.	1.40	882.00
03/04/10	SHARRET, JENNIFER	Reviewing Epiq fee statements and emails with Epiq re same.	0.40	202.00
03/04/10	CHAIKIN, REBECCA B.	April budget estimate.	0.30	82.50
03/10/10	SHARRET, JENNIFER	Conf. J. Friedman re fee application (.3); review and revise second interim fee application (1.4).	1.70	858.50
03/11/10	MACKSOUD, LAUREN M	Draft language for Second interim fee application	0.60	378.00
03/12/10	FRIEDMAN, JOSHUA	Meeting with J. Sharret re: Feb invoice (.6); preparation of same (.7)	1.30	507.00
03/12/10	SHARRET, JENNIFER	Draft second interim fee application.	0.40	202.00
03/15/10	SHARRET, JENNIFER	Draft second interim fee application	4.50	2,272.50
03/15/10	MACKSOUD, LAUREN M	Review Second Interim fee application	0.60	378.00
03/15/10	CHAIKIN, REBECCA B.	Finalize April budget (.3), draft cover letter (.2), email and fax to examiner (.2); revisions to 2nd interim fee application (.7).	1.40	385.00
03/15/10	CATON, AMY	Review monthly budget proposal (.2); tc A. Phillips re examiner letter (.2)	0.40	284.00
03/16/10	SHARRET, JENNIFER	Revise second interim fee application (2.3) and various c/fs with A.Caton, T. Mayer and R. Chaikin re: same (1.5).	3.80	1,919.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/16/10	CHAIKIN, REBECCA B.	File FTI's 2nd Interim Fee App (.5); KL's 2nd Interim Fee App: multiple confs. w/ J. Sharret (1.1), final review of time detail, write-offs and edits to Application (.8).	2.40	660.00
03/16/10	MAYER, THOMAS MOERS	Call with A. Phillips of FTI re documents for fee examiner.	0.20	190.00
03/17/10	SHARRET, JENNIFER	C/f with R. Chaikin re: interim fee application (1.1) and revise same (2.3) review Weil's January monthly fee statement (.2) review Weil's interim fee application (.4)	4.00	2,020.00
03/17/10	CHAIKIN, REBECCA B.	KL 2nd Interim Fee Application: multiple conferences w/ J. Sharret, F. Arias (1.1); further edits to Application, multiple proof reads (5.2); finalize application (.4), create TOC (.6), create TOA (.7), assemble single pdf to file (.6); file Application (.3); prepare service of KL, FTI and Butzel Fee Apps (1.4)	10.30	2,832.50
03/18/10	CHAIKIN, REBECCA B.	Serve Interim Fee Applications to Court, UST, etc (1.1), save Application in KL electronic and hard copy records (.2).	1.30	357.50
03/18/10	COLBOURNE, PAUL E.	Deliver Interim Fee Applications to Judge and Trustee.	2.10	231.00
03/22/10	CHAIKIN, REBECCA B.	File Epiq of affidavit of service of interim fee applications.	0.20	55.00
03/26/10	CHAIKIN, REBECCA B.	Organize records-keeping for 3rd interim fee statements.	0.40	110.00
03/30/10	CHAIKIN, REBECCA B.	Update budget estimate chart with final february billing figures, begin may budget estimate.	0.40	110.00
03/31/10	SHARRET, JENNIFER	Review fee auditor report (.3) and emails to T. Mayer, A. Caton, J. Friedman and R. Chaikin re: same (.1).	0.40	202.00
04/01/10	SHARRET, JENNIFER	T/c with R. Chaikin and J. Friedman re: fee auditor report and next steps (.1); review report and initial comments (.6).	0.70	353.50
04/01/10	CHAIKIN, REBECCA B.	Review fee auditor report and make initial comments (.7); t/c J. Sharret and J. Friedman re same (.1); begin to assemble rebuttal information (.5).	1.30	357.50
04/01/10	FRIEDMAN, JOSHUA	T/c with J. Sharret and R. Chaikin re: fee auditor report and next steps	0.10	39.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/02/10	SHARRET, JENNIFER	Reviewing fee auditor's report (1.3) conf with R. Chaikin and J. Friedman re response to fee examiner (1.0).	2.30	1,161.50
04/02/10	CHAIKIN, REBECCA B.	Response to fee auditor: Confs. w/ J. Sharret and J. Friedman to coordinate response (1.0); review back-up retrieval (.6); review various guidelines (.4), create charts and assemble rebuttal information, locate Committee pleadings, etc. (3.3).	5.30	1,457.50
04/02/10	FRIEDMAN, JOSHUA	Conf with R. Chaikin and J. Sharret re: response to fee examiner	1.00	390.00
04/04/10	SHARRET, JENNIFER	Drafting outline of response to fee auditor	0.50	252.50
04/04/10	FRIEDMAN, JOSHUA	Research re fee application standards and role of committee (3.0) and draft response to initial review of Kramer Levin's first fee application (2.8)	5.80	2,262.00
04/05/10	MAYER, THOMAS MOERS	Review letter from Fee Examiner raising issues with fees & outline of KL response (.5); call with B. Williamson re schedule for responding (.2).	0.70	665.00
04/05/10	CHAIKIN, REBECCA B.	Response to Fee Examiner's letter re First Interim Fee Application: conf. F. Arias re back up needed from accounting (.1), create billing rate comparison chart (1.0), review transcripts of all hearings for evidence of committee work and worth (4.3), calculate time spent by professionals working on fee application preparation and website updates (.8).	6.20	1,705.00
04/06/10	CHAIKIN, REBECCA B.	Response to Fee Examiner Letter: create charts for explanations of car service and meals disbursements (2.9) and taxi disbursements (1.2), C/f with T. Mayer re calling fee auditor (.1), draft key notes for response (.4).	4.60	1,265.00
04/07/10	FRIEDMAN, JOSHUA	Draft response to fee auditor (7.2); conf. R. Chaikin re same (.3).	7.50	2,925.00
04/07/10	MAYER, THOMAS MOERS	Conference with J. Sharret re detailed review of Fee Examiner's extensive letter raising issues with fees and proposed issue-by-issue refutation.	1.00	950.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/07/10	CHAIKIN, REBECCA B.	Response to Fee Examiner Letter: Edit outline of response and notes (1.5); conf. J. Friedman re response and information needed for back up (.3); Conf. M. Usdan and D. Pelletier re Lexis and Westlaw contracts (.4); Review and calculate time billed by attorneys for legal research and DIP memo drafting (.9).	3.10	852.50
04/07/10	SHARRET, JENNIFER	C/f with T. Mayer re: Fee Examiner letter on First Interim Fee Application and discussing outline of response to same	1.00	505.00
04/08/10	FRIEDMAN, JOSHUA	Drafting response to fee auditor (6.9), conf. J. Sharret re same (.5), conf. R. Chaikin re same (.4).	7.80	3,042.00
04/08/10	SHARRET, JENNIFER	Revising initial report to fee auditor (2.6) and c/f with T. Mayer (.5) and c/f with J. Friedman re: same (.5).	3.60	1,818.00
04/08/10	CHAIKIN, REBECCA B.	Response to Fee Examiner Letter: Meet w/ J. Friedman re coordinating information needed for response (.4); meet w/ M. Usdan re Westlaw contract, including full explanation of how firm is billed and charges passed on to clients (.8); locate various documents and information needed by J. Sharret for her sections of the response (1.0); locate chart of negotiated sale issues (.1), investigate comparable firm billing rates and summer associate billing calculations (.9), review meals, taxi, car service charts and request additional information from accounting (.3), review lexis and westlaw back up (.1).	3.60	990.00
04/08/10	MAYER, THOMAS MOERS	Review and revise J. Sharret's draft of letter responding to Fee Examiner's preliminary objections (.5), conf w/ J. Sharret re same (.5).	1.00	950.00
04/09/10	FRIEDMAN, JOSHUA	Editing and finishing drafting sections of response to Fee Auditor's Initial Report (5.5); confs. with R. Chaikin and J. Sharret re: same (.7).	6.20	2,418.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/09/10	CHAIKIN, REBECCA B.	Response to Fee Examiner letter: numerous quick conferences with J. Friedman and J. Sharret re questions (.7); create chart of photocopy expenses over \$300 (.4), create chart of time spent on legal research (.9), edit meals, taxi and car service charts and determine projects each billing attorney worked on during the day of the disbursement (3.6), determine time billed on KL retention application (.7).	6.30	1,732.50
04/09/10	SHARRET, JENNIFER	Revising and finalizing response to fee examiner.	2.00	1,010.00
04/09/10	MAYER, THOMAS MOERS	Final edits to J. Sharret's draft letter responding to Fee Examiner's informal objection, authorize dispatch (1.0); review email from K. Stadler with Maue analysis of time entries (.1).	1.10	1,045.00
04/12/10	FRIEDMAN, JOSHUA	Reviewing fee auditor's details for vague and repetitive entries	1.10	429.00
04/13/10	FRIEDMAN, JOSHUA	Prepare for (1.4) and call w/ K. Stadler, J. Sharret and T. Mayer re: fee auditor report (.5).	1.90	741.00
04/13/10	SHARRET, JENNIFER	Prep for (.7) and attend (.5) t/c with fee auditor re: fee auditor report and sending supplemental information.	1.20	606.00
04/13/10	MAYER, THOMAS MOERS	Conference with J. Sharret and review our detailed response to Fee Examiner's informal objection to prepare for call with K. Stadler (.5); call with K. Stadler and J. Sharret re examiner report (.5).	1.00	950.00
04/13/10	CHAIKIN, REBECCA B.	Draft May budget estimate (.2), update meals, taxi and car service charts for response to fee examiner (.8).	1.00	275.00
04/15/10	SHARRET, JENNIFER	Reviewing fee auditor's draft response and drafting outline of KL response	1.40	707.00
04/15/10	FRIEDMAN, JOSHUA	Review and revise monthly budget estimate	0.40	156.00
04/15/10	MAYER, THOMAS MOERS	Review draft report by Fee Examiner.	1.00	950.00
04/15/10	CHAIKIN, REBECCA B.	Finalize (.3) and send (.3) May budget estimate to fee examiner.	0.60	165.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/16/10	MAYER, THOMAS MOERS	Conference with K. Eckstein re Fee Examiner report (.1); conference with J. Sharret re preparing preliminary and formal rebuttal to draft report (.2); further review of Fee Examiner's draft report to prepare for call with K. Stadler, counsel to Fee Examiner (.2); call K. Stadler (.2), post-call conference J. Sharret re preparation of final response (.1).	0.80	760.00
04/16/10	CHAIKIN, REBECCA B.	Comments to Draft Fee Examiner Report re KL First Interim Fee Application.	3.50	962.50
04/16/10	SHARRET, JENNIFER	Preparing response to fee examiner (.8); phone call with FTI re fee auditor (.2); phone call with fee examiner and T. Mayer (.4).	1.40	707.00
04/17/10	MAYER, THOMAS MOERS	Further review of Fee Examiner's draft objection to fees (.3), compose and dispatch email with detailed response (.7).	1.00	950.00
04/19/10	CHAIKIN, REBECCA B.	Response to Draft Fee Examiner Report: chart of detail for research services and other meetings disbursements (2.4); meet with J. Sharret and J. Friedman to coordinate next steps for response (.5), Review Exhibits to Examiner report and identify duplicate questioned entries (5.6).	8.50	2,337.50
04/19/10	SHARRET, JENNIFER	T/c with T. Mayer and K. Stadler re: first interim fee application (.4); review exhibits to interim fee application in preparation for call with K. Stadler (1.0); t/c with K. Stadler re; draft objection to first interim fee application (.7); c/f with R. Chaikin and J. Friedman re: drafting supplemental response to first interim fee application (.5); revising supplemental response to fee examiner (1.9).	4.50	2,272.50
04/19/10	MAYER, THOMAS MOERS	Prepare for (.5) and participate in (.5) call with Fee Examiner & counsel and J. Sharret; post-call conference with J. Sharret re need to rebut Examiner report, including compilation of emails, phone records and other materials relating to support for time entries (.3), call with N. Tortorella re phone/email compilations (.1).	1.40	1,330.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00019 (FEE APPLICATIONS AND FEE EXAMINER ISSUES)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/19/10	MACKSOUD, LAUREN M	Reviewing examiner's motion regarding fees (1.2), reviewing Kramer Levin's letter responses (.6), drafting language regarding work performed on environmental matters (.6) reviewing time sheets regarding same (.5).	2.90	1,827.00
04/19/10	FRIEDMAN, JOSHUA	Draft sections of response to fee auditor, including re legal research (2.1); Conf with J. Sharret and R. Chaikin re: drafting supplemental response to fee auditor (.5).	2.60	1,014.00
04/20/10	FRIEDMAN, JOSHUA	Draft sections of response to fee auditor, including re: depositions/ discovery	1.20	468.00
04/20/10	CHAIKIN, REBECCA B.	Review fee examiner Exhibits D-H and mark responses to specific questioned entries.	5.10	1,402.50
04/20/10	SHARRET, JENNIFER	Revising response to fee auditor re: depositions, and reviewing mark-up of exhibits.	2.60	1,313.00
04/21/10	SHARRET, JENNIFER	T/c with K. Stadler re: report on first interim fee application.	0.20	101.00
04/21/10	MACKSOUD, LAUREN M	Drafting sections of response to fee examiner's motion.	1.30	819.00
04/22/10	SHARRET, JENNIFER	Reviewing fee auditor report (.6) and outlining response (1.6); Meeting with J. Friedman and R. Chaikin re: response to fee auditor (.5).	2.70	1,363.50
04/22/10	CHAIKIN, REBECCA B.	Meeting with J. Sharret and J. Friedman re outlining response to fee auditor report (.5); Determine percentage of hours expended by partners, associates (.4); initiate creation of fee comparison chart (.2); review (.3) and comment on (.7) final draft of fee auditor report; locate informational back up (.3).	2.40	660.00
04/22/10	FRIEDMAN, JOSHUA	Preparation for (1.0) and meeting with J. Sharret and R. Chaikin re: outlining response to fee auditor (.5); Review (.8) and analysis of (.4) filed first interim fee apps of debtors' professionals; beginning to draft pleading/ response to fee auditor (1.4).	4.10	1,599.00
04/23/10	MACKSOUD, LAUREN M	Drafting and revising response to fee auditor challenge (1.9), conferring w/ J. Sharret (.6) and J. Friedman (.8) re same.	3.30	2,079.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/23/10	CHAIKIN, REBECCA B.	Confs. w/ J. Sharret re Response to Exhibit D of Fee Examiner Report (.9); Conf. E. Schindel re response to Exhibit D (.5); confs. HR Department, TSG, etc re access to attorney emails (.1); Draft response chart to Exhibit D (4.1).	5.60	1,540.00
04/23/10	SHARRET, JENNIFER	Preparing response to fee auditor (2.8) including confs. R. Chaikin (.9), J. Friedman (.3) and L. Macksoud (.6), emails with all KL professionals working on case (.3), UST and Fee Examiner re extension of objection deadline (.2).	5.10	2,575.50
04/23/10	FRIEDMAN, JOSHUA	Drafting response to fee auditor (2.2); meeting with L. Macksoud re: same (.8)	3.00	1,170.00
04/25/10	FRIEDMAN, JOSHUA	Drafting preliminary response to the fee auditor	6.20	2,418.00
04/25/10	SHARRET, JENNIFER	Revising response to Fee Examiner's objection	1.80	909.00
04/26/10	MACKSOUD, LAUREN M	Reviewing and editing revised draft of fee auditor response.	2.50	1,575.00
04/26/10	CHAIKIN, REBECCA B.	Draft chart of Response to Exhibit D of Fee Examiner Report.	2.20	605.00
04/26/10	SHARRET, JENNIFER	T/c with FTI re: response to interim fee application (.3); review and comment on FTI response (.4); emails with K. Cooperman of Butzel Long re their response to fee auditor (.2); emails to/from T. Mayer re: response to fee auditor (1.0); revising response to fee auditor (2.9), meeting w/ M. Makinde and A. Chan re response to Examiner Ex. G (.3).	5.10	2,575.50
04/26/10	FRIEDMAN, JOSHUA	Response to fee examiner exhibit G.	5.30	2,067.00
04/26/10	MAYER, THOMAS MOERS	Call B. Williamson re status of his report, further attempt to negotiate resolution of outstanding items (.5); calls/emails J. Sharret, M. Eisenband re conversation with Williamson (.2); email to Creditors' Committee re status of Fee Examiner's report and response, request for Committee position (.2), follow-up emails and calls with M. Williams, committee members Quentin Brown, David Jury, T. Kennedy (.3); call with S. Karotkin re Weil Gotshal responses (.2); calls with J. Sharret re preparation of response (.3); review and revise response to examiner report (2.6).	4.30	4,085.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/26/10	CATON, AMY	Review fee auditor response (.4); draft insert on DIP issues (.9)	1.30	923.00
04/27/10	SHARRET, JENNIFER	Revisions to Response to fee auditor (6.9) and various conferences with T. Mayer throughout day re: revisions (1.3); coordinate filing and service of response statement (2.3); reviewing draft Wilmington response (.3).	10.80	5,454.00
04/27/10	CHAIKIN, REBECCA B.	Finalize response to Exhibit D (.6); draft parts of response to Exhibit G (2.3); review, edit and create table of contents for Response statement (.9); finalize response and exhibit G (1.6) confs. w/ J. Sharret re response (.4); file FTI Response to fee examiner (.2).	6.00	1,650.00
04/27/10	FRIEDMAN, JOSHUA	Draft part of response to fee auditor Exhibit G	4.50	1,755.00
04/27/10	MACKSOUD, LAUREN M	Reviewing and revising response to fee auditor's objection (2.6), conferring with J. Sharret regarding same (.1).	2.70	1,701.00
04/27/10	MAYER, THOMAS MOERS	Further draft, revise response to Fee Examiner's Objection, including review and incorporation of K. Eckstein's comments (3.0); further calls, emails M. Williams re filing by Wilmington Trust in support, potential Committee support (.2); call with FTI re compiling chart of Committee fees vs. Debtor fees in other major chapter 11 cases (.2); conference S. Zide (.3) and conference S. Zide, Y. Chernyak, P. Reilly, A. Chouprouta re compiling charts comparing Committee Counsel's fees as fractions of Debtors' counsel fees and book value of estate assets in GM, Chrysler, Delphi and Dana cases (.7); review of next draft of response by J. Sharret (.6), revise and final sign-off (.4).	5.40	5,130.00
04/27/10	CATON, AMY	Review response to fee examiner (.3); meet w/ J. Sharret, T. Mayer to discuss edits to same (.5); meet w/ K. Eckstein, T. Mayer, P. Pearlman to discuss hearing (.2)	1.00	710.00
04/27/10	ECKSTEIN, KENNETH H.	Review response to fee auditor objection (1.8); c/w T. Mayer re same (.3)	2.10	1,995.00
04/28/10	SHARRET, JENNIFER	Reviewing Wilmington and Law Debenture responses (.3); assisting with coordination of service of same (.1); t/c with FTI and T. Mayer re: fee examiner (.3); revisions to exhibits for first interim fee application (3.9)	4.60	2,323.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/28/10	MAYER, THOMAS MOERS	2x Calls with B. Williamson in last attempt to explore settlement (.5); review FTI chart comparing committee counsel fees from final fee applications in large cases (.2), review and revise Kramer Levin prepared charts comparing committee counsel fees as fraction of Debtors' counsel's fees, book value of assets, across sample cases (1.0); review Examiner's reports, Weil Gotshal responses and other materials for hearing (1.0); call with S. Karotkin re charts (.1).	2.80	2,660.00
04/28/10	GREGORY, BRANDON	Deliver binders of Committee professionals' responses to fee examiner reports to US Trustee and Court.	2.50	250.00
04/29/10	CHAIKIN, REBECCA B.	Conf. w/ J. Sharret re preemptive supplement to 2nd Interim Fee Application, review disbursements charged during same.	0.30	82.50
04/30/10	SHARRET, JENNIFER	Reviewing second interim fee detail (1.3); c/f with J. Friedman re: amendments (.5); t/c with R. Chaikin (.3) and C. Arnold (.1) re: back-up for same	2.20	1,111.00
05/03/10	SHARRET, JENNIFER	T/c with J. Friedman re: second interim fee application (.1); calculating amount of approved first interim fees and email to fee examiner re same (.4).	0.50	252.50
05/04/10	SHARRET, JENNIFER	T/c with R. Brooks of Weil re: first interim fee order (.2); revising spreadsheet of Kramer Levin fees for first interim fee order (.2) and email with Fee Examiner re: same (.2); emails w/FTI and Butzel re fee app (.4).	1.00	505.00
05/06/10	CHAIKIN, REBECCA B.	Update monthly budget estimation chart.	0.50	137.50
05/07/10	MAYER, THOMAS MOERS	Conference J. Sharret re reviewing and improving internal billing procedures in response to Fee Examiner's Objections.	0.50	475.00
05/07/10	SHARRET, JENNIFER	Conf with T. Mayer re: billing procedures	0.50	252.50
05/10/10	CHAIKIN, REBECCA B.	June budget estimate.	0.20	55.00
05/11/10	SHARRET, JENNIFER	T/c with fee examiner re: calculation of hold-back and recalculating same; email to US Trustee re same.	0.40	202.00
05/12/10	CATON, AMY	Review proposed June budget estimate	0.20	142.00
05/12/10	CHAIKIN, REBECCA B.	Finalize and send June budget estimate to examiner.	0.50	137.50

GENERAL MOTORS CREDITORS COMMITTEE
068000-00019 (FEE APPLICATIONS AND FEE EXAMINER ISSUES)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/18/10	SHARRET, JENNIFER	T/c with R. Chaikin re; second interim fee supplement statement (.2); finalize and circulate same to fee examiner (.9).	1.10	555.50
05/18/10	CHAIKIN, REBECCA B.	Supplement to Second Interim Fee Application: Draft statement (.8); Conf. J. Sharret re same (.2); Confs. F. Arias re same (.5); Finalize and file statement and exhibits (1.0).	2.50	687.50
05/19/10	CHAIKIN, REBECCA B.	File Epiq Affidavit of Service of Supplement to Second Interim Fee Application.	0.10	27.50
05/21/10	CHAIKIN, REBECCA B.	Review April time detail (1.3); review disbursements and compare to back up receipts (1.1). Send courtesy copy of Supplement to Second Interim Fee Application to Court and US Trustee.	2.60	715.00
05/24/10	CHAIKIN, REBECCA B.	Begin draft template of Third Interim Fee Application and compose notes for same.	<u>0.90</u>	<u>247.50</u>
TOTAL			<u>285.30</u>	<u>\$124,773.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
CATON, AMY	PARTNER	1.50	1,065.00
SHARRET, JENNIFER	ASSOCIATE	4.00	2,020.00
FRIEDMAN, JOSHUA	ASSOCIATE	17.50	6,825.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>38.40</u>	<u>10,560.00</u>
TOTAL		<u>61.40</u>	<u>\$20,470.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/10/10	CHAIKIN, REBECCA B.	Review January time detail re compliance with guidelines	1.50	412.50
02/11/10	CHAIKIN, REBECCA B.	Email J. Sharret re January bill (.1); Update binder of submitted fee statements (.3); draft January Fee Statement letter (.1).	0.50	137.50
02/22/10	CHAIKIN, REBECCA B.	Review January disbursement detail.	0.10	27.50
02/23/10	SHARRET, JENNIFER	Review January fee detail.	0.40	202.00
03/01/10	CHAIKIN, REBECCA B.	Review January time detail.	1.60	440.00
03/02/10	CHAIKIN, REBECCA B.	Conf. J. Sharret, L. Macksoud and F. Arias re time entries	0.20	55.00
03/03/10	CHAIKIN, REBECCA B.	Finalize (1.2) and mail (.2) January Fee Statement.	1.40	385.00
03/03/10	CATON, AMY	Review January fee statement and comments to same.	0.50	355.00
03/04/10	CHAIKIN, REBECCA B.	Review February time detail re guideline compliance.	1.40	385.00
03/05/10	CHAIKIN, REBECCA B.	Review February time detail re guideline compliance.	1.70	467.50
03/10/10	SHARRET, JENNIFER	C/f with J. Friedman re: February invoice	0.20	101.00
03/11/10	FRIEDMAN, JOSHUA	Review February Fee statement.	1.20	468.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00020 (MONTHLY FEE STATEMENTS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/12/10	SHARRET, JENNIFER	C/f with J. Friedman re: February invoice (.6) and revise same (.4)	1.00	505.00
03/16/10	CATON, AMY	Review and edit February fee statement.	0.80	568.00
03/19/10	CHAIKIN, REBECCA B.	Review February time detail (.2); meet w/ J. Friedman re same (.3).	0.50	137.50
03/19/10	FRIEDMAN, JOSHUA	Reviewing February invoice (.9); meeting with R. Chaikin re same (.3)	1.20	468.00
03/22/10	FRIEDMAN, JOSHUA	Review and editing February invoice (.4); confs J. Sharret and R. Chaikin re same (.3)	0.70	273.00
03/22/10	CHAIKIN, REBECCA B.	Review fee detail (1.1), confs. J. Sharret and J. Friedman re same (.3).	1.40	385.00
03/23/10	CHAIKIN, REBECCA B.	Review February time detail.	1.70	467.50
03/24/10	CHAIKIN, REBECCA B.	Conf w/ J. Sharret re fee statement (.1), review detail (.8).	0.90	247.50
03/25/10	CHAIKIN, REBECCA B.	Final review of fee detail (.6); draft fee statement letter, finalize and mail to appropriate parties (.8).	1.40	385.00
04/13/10	CHAIKIN, REBECCA B.	Review march fee statement.	1.20	330.00
04/14/10	CHAIKIN, REBECCA B.	Review March bill re guideline compliance.	2.00	550.00
04/22/10	CHAIKIN, REBECCA B.	Review March fee detail.	1.00	275.00
04/29/10	FRIEDMAN, JOSHUA	Review mark up of March invoice	5.30	2,067.00
04/30/10	CHAIKIN, REBECCA B.	Confs. J. Sharret re March bill	0.40	110.00
04/30/10	FRIEDMAN, JOSHUA	Review mark up of March invoice (3.6); c/f with J. Sharret re: amendments (.5).	4.10	1,599.00
04/30/10	SHARRET, JENNIFER	Reviewing March invoice (.7).	0.70	353.50
05/03/10	CHAIKIN, REBECCA B.	Review March fee detail for compliance with Trustee Guidelines (5.3); assemble and review back up for March disbursements (.6).	5.90	1,622.50
05/03/10	SHARRET, JENNIFER	Reviewing March invoice.	0.80	404.00
05/04/10	CHAIKIN, REBECCA B.	Review March time detail and back up for disbursements (2.5), meetings and t/cs with J. Sharret re same (.2)	2.70	742.50
05/04/10	SHARRET, JENNIFER	Review March invoice.	0.30	151.50
05/05/10	CHAIKIN, REBECCA B.	Draft march fee statement (.4), finalize (1.2) and serve to appropriate parties (.6).	2.20	605.00
05/05/10	SHARRET, JENNIFER	Reviewing finalized March fee statement.	0.30	151.50
05/10/10	CHAIKIN, REBECCA B.	Review April time detail.	1.60	440.00
05/14/10	CHAIKIN, REBECCA B.	Review April fee detail re guideline compliance and matter category.	3.80	1,045.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00020 (MONTHLY FEE STATEMENTS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/19/10	CHAIKIN, REBECCA B.	Review April time detail.	0.40	110.00
05/20/10	CHAIKIN, REBECCA B.	Review April time detail.	1.40	385.00
05/21/10	FRIEDMAN, JOSHUA	Review disbursements and emails/calls re: same with R. Chaikin, F. Arias (.4); Review April time detail (1.1).	1.50	585.00
05/24/10	FRIEDMAN, JOSHUA	Review mark up of April fee detail and disbursements	1.60	624.00
05/24/10	CHAIKIN, REBECCA B.	Draft April fee statement (.1), review disbursements and back up receipts (.4), review April fee detail and mark up proposed write-offs (.4).	0.90	247.50
05/25/10	SHARRET, JENNIFER	C/f with J. Friedman re: April fee statement.	0.30	151.50
05/26/10	FRIEDMAN, JOSHUA	Review April time detail (1); emails to J. Sharret, F. Arias and R. Chaikin re: same (.2)	1.20	468.00
05/27/10	CHAIKIN, REBECCA B.	Review April detail (.3) and finalize disbursement detail (.3).	0.60	165.00
05/27/10	CATON, AMY	Review and edit April fee statement.	0.20	142.00
05/27/10	FRIEDMAN, JOSHUA	Review April statement.	<u>0.70</u>	<u>273.00</u>
TOTAL			<u>61.40</u>	<u>\$20,470.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
SHARRET, JENNIFER	ASSOCIATE	<u>1.80</u>	<u>909.00</u>
TOTAL		<u>1.80</u>	<u>\$909.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/30/10	SHARRET, JENNIFER	Reviewing decisions on appeals to 363 sale.	0.20	101.00
05/03/10	SHARRET, JENNIFER	Reviewing and summarizing district court decisions on appeals of 363 sale	1.00	505.00
05/04/10	SHARRET, JENNIFER	Reviewing district court decisions on appeals of 363 sale	0.10	50.50
05/06/10	SHARRET, JENNIFER	Updating appeals chart	<u>0.50</u>	<u>252.50</u>
TOTAL			<u>1.80</u>	<u>\$909.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
HERZOG, BARRY	PARTNER	7.00	5,495.00
STOOPACK, HELAYNE O.	SPEC COUNSEL	14.70	10,510.50
BLADES, MELISSA	ASSOCIATE	<u>7.70</u>	<u>4,504.50</u>
TOTAL		<u>29.40</u>	<u>\$20,510.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	STOOPACK, HELAYNE O.	Review plan term sheet issues list.	0.30	214.50
02/01/10	BLADES, MELISSA	Research re: tax issues, potential DOF treatment for Trust.	1.90	1,111.50
02/02/10	STOOPACK, HELAYNE O.	Review term sheet issues, disc. B. Herzog re same.	0.40	286.00
02/03/10	HERZOG, BARRY	Disc. w/ M. Blades re: Disputed Ownership Fund reporting requirements.	0.70	549.50
02/17/10	BLADES, MELISSA	Research re: trust agreement tax issues (Disputed Ownership Fund/Liquidating Trust).	1.70	994.50
02/18/10	BLADES, MELISSA	Research re: tax treatment of trust agreement (2.2); research re: attribute reduction (1.8). Conference with B. Herzog re: same (.1).	4.10	2,398.50
03/11/10	HERZOG, BARRY	Rev. and mark draft GUC trust agreement.	1.10	863.50
03/12/10	STOOPACK, HELAYNE O.	Review GUC trust agreement.	3.20	2,288.00
03/15/10	HERZOG, BARRY	Mark draft GUC trust agreement (.7); disc. same w/H. Stoopack (.2); related emails to H. Stoopack (.3)	1.20	942.00
03/16/10	STOOPACK, HELAYNE O.	Revisions to tax issues in Trust Agreement.	3.60	2,574.00
03/17/10	STOOPACK, HELAYNE O.	Consideration & revisions to Trust Agreement (2.5); discussions with B. Herzog re same (.7).	3.20	2,288.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00023 (TAX ISSUES)July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/17/10	HERZOG, BARRY	Disc. liquidating trust w/H. Stoopack (.7); review Trust Agreement (.4).	1.10	863.50
03/18/10	STOOPACK, HELAYNE O.	Disc. B. Herzog (1.1) and t/c Stuart Goldring (1.2) re tax issues re liquidating trusts and disputed ownership funds; review and mark revised Trust Agreement (1.2).	3.50	2,502.50
03/18/10	HERZOG, BARRY	Review mark of GUC trust agreement (.6); discs w/H. Stoopack (1.1) and Weil (1.2) re: same.	2.90	2,276.50
03/29/10	STOOPACK, HELAYNE O.	Review revised GUC Trust Agreement.	<u>0.50</u>	<u>357.50</u>
TOTAL			<u>29.40</u>	<u>\$20,510.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	0.30	285.00
CATON, AMY	PARTNER	1.50	1,065.00
STEVENSON, JOHN A.	PARTNER	4.00	2,740.00
MASPETIOL-LUNVEN, GERALD	COUNSEL	0.40	240.00
SHARRET, JENNIFER	ASSOCIATE	0.80	404.00
MACKSOUD, LAUREN M	ASSOCIATE	1.10	693.00
RUGGIU, CAROLE	PARALEGAL	<u>3.60</u>	<u>990.00</u>
TOTAL		<u>11.70</u>	<u>\$6,417.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	CATON, AMY	Review GM Strasbourg letter and discuss update for same w J. Sharret.	0.40	284.00
02/02/10	SHARRET, JENNIFER	Review GM Strasbourg issues (.5); c/f w/ A. Caton and T. Mayer re: same (.3)	0.80	404.00
02/02/10	CATON, AMY	Conference call with T. Mayer and J. Sharret re: GM Strasbourg	0.30	213.00
02/02/10	MAYER, THOMAS MOERS	Conference with A. Caton and J. Sharret re GM Strasbourg.	0.30	285.00
03/11/10	CATON, AMY	Call w/ FTI to discuss Strasbourg issues (.5); email to KL France re issues for same (.3).	0.80	568.00
03/12/10	STEVENSON, JOHN A.	Confer with C. Ruggiu re Strasbourg; review updates on Strasbourg.	0.50	342.50
03/15/10	MACKSOUD, LAUREN M	Conferring with FTI regarding Strasbourg (.5), reviewing memo regarding same (.6).	1.10	693.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00025 (INTERNATIONAL ISSUES)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/15/10	STEVENSON, JOHN A.	Document review (.4); conf/ C. Ruggiu re Strasbourg (.2) telephone call with client re Strasbourg (.6); follow-up email to client re same (.1); research re liquidation payment priorities (.7)	2.00	1,370.00
03/15/10	RUGGIU, CAROLE	Conf J. Stevenson re situation of GM Strasbourg (.2), participate in telephone conference with J. Stevenson and client re same (.6).	0.80	220.00
03/18/10	MASPETIOL-LUNVEN, GERALD	Confer with J. Stevenson and C. Ruggiu re Strasbourg.	0.40	240.00
03/18/10	STEVENSON, JOHN A.	Confer with C. Ruggiu and G. Maspetioli-Lunven re Strasbourg (.4) and review ad hoc proceeding w/ a special representative (.6); conference call with client and C. Ruggiu re Strasbourg (.5).	1.50	1,027.50
03/18/10	RUGGIU, CAROLE	Research re special representative (1.9), conf J. Stevenson and G. Maspetioli-Lunven concerning GM Strasbourg (.4), participate in telephone conference with J. Stevenson and client re Strasbourg issues (.5).	<u>2.80</u>	<u>770.00</u>
TOTAL			<u>11.70</u>	<u>\$6,417.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
CATON, AMY	PARTNER	2.90	2,059.00
HERZOG, BARRY	PARTNER	0.60	471.00
SHARRET, JENNIFER	ASSOCIATE	7.10	3,585.50
FRIEDMAN, JOSHUA	ASSOCIATE	3.40	1,326.00
CHAIKIN, REBECCA B.	PARALEGAL	0.90	247.50
TOTAL		<u>14.90</u>	<u>\$7,689.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/03/10	SHARRET, JENNIFER	Prep for (.2) and participate in (.5) conference call w/ A. Caton and FTI re: Alix fees.	0.70	353.50
03/03/10	CATON, AMY	Review original APS fee structure (.6); prep for (.2) and call w/ (.5) FTI re same.	1.30	923.00
03/04/10	SHARRET, JENNIFER	Review emails from FTI re Alix fee issues.	0.30	151.50
03/04/10	CATON, AMY	Review and edit FTI suggestions to comments to APS re fees.	0.60	426.00
03/08/10	FRIEDMAN, JOSHUA	Review (.4) and summarizing (1.6) motion to appoint Deloitte Tax and engagement letter	2.00	780.00
03/10/10	SHARRET, JENNIFER	Reviewing Alix fee proposal (.8). Reviewing draft motion to retain Deloitte tax (.5) and emails to B. Herzog re: same (.2).	1.50	757.50
03/11/10	SHARRET, JENNIFER	Call w/ FTI re Alix Partner retention issues and other case issues (.8); review Alix Partner Retention amendments/proposal (1.1).	1.90	959.50
03/11/10	HERZOG, BARRY	Review Deloitte retention agreement.	0.60	471.00
03/14/10	FRIEDMAN, JOSHUA	Review (.3) and summarize (1.1) Plante & Moran's retention application	1.40	546.00
03/15/10	SHARRET, JENNIFER	Reviewing summary of retention application for Plante & Moran	0.10	50.50
03/15/10	CATON, AMY	Draft bullets re APS fee structure	0.80	568.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/16/10	SHARRET, JENNIFER	Review Plante & Moran retention application	0.30	151.50
04/01/10	SHARRET, JENNIFER	Review objection to Caplin and Drysdale retention (.5); emails to T. Mayer, A. Caton and M. Williams re same (.3).	0.80	404.00
05/25/10	SHARRET, JENNIFER	Reviewing amendment to retention letter with AP Services (.6), conf. R. Chaikin re same (.1).	0.70	353.50
05/25/10	CHAIKIN, REBECCA B.	Assemble and Organize Alix Retention Orders and Engagement Letters (.8), t/cs. J. Sharret re same (.1)	0.90	247.50
05/26/10	SHARRET, JENNIFER	Reviewing revised Alix retention agreement (.3) and t/c with A. Caton re: same (.2); email to T. Mayer re: engagement terms and next steps (.1).	0.60	303.00
05/26/10	CATON, AMY	O/c J. Sharret re revised structure of AP Services fee letter and response to same	0.20	142.00
05/28/10	SHARRET, JENNIFER	T/c with J. Santambrogio and A. Phillips of FTI re: Alix retention.	<u>0.20</u>	<u>101.00</u>
TOTAL			<u>14.90</u>	<u>\$7,689.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
DIENSTAG, ABBE L.	PARTNER	19.20	14,400.00
MAYER, THOMAS MOERS	PARTNER	10.20	9,690.00
CATON, AMY	PARTNER	4.10	2,911.00
NOVOGROD, JOHN C.	PARTNER	30.80	25,410.00
HERZOG, BARRY	PARTNER	12.00	9,420.00
WARREN, CHARLES S	PARTNER	1.30	1,001.00
STOOPACK, HELAYNE O.	SPEC COUNSEL	6.30	4,504.50
NEUTHALER, HOWARD	ASSOCIATE	24.60	16,482.00
ROSENSAFT, JODI	ASSOCIATE	49.50	31,185.00
FOLB, KERRI	ASSOCIATE	1.40	952.00
WEBBER, AMANDA	ASSOCIATE	0.50	252.50
SHARRET, JENNIFER	ASSOCIATE	40.90	20,654.50
LEE, ANTONIA S	ASSOCIATE	4.50	2,047.50
MACKSOUD, LAUREN M	ASSOCIATE	2.50	1,575.00
FRIEDMAN, JOSHUA	ASSOCIATE	1.00	390.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>1.70</u>	<u>467.50</u>
TOTAL		<u>210.50</u>	<u>\$141,342.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	ROSENSAFT, JODI	Meeting with T. Mayer, L. Macksoud, J. Sharret, A. Caton, B. Herzog, K. Folb and C. Warren re plan term sheet (1.0); correspondence with J. Sharret relating to proposed structure of GUC trust (.8).	1.80	1,134.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/10	MACKSOUD, LAUREN M	Review term sheet and issues list (1.2), discuss plan term sheet and potential structures for liquidating trusts with J. Rosensaft, J. Sharret, A. Caton, B. Herzog, K. Folb and C. Warren (1.0).	2.20	1,386.00
02/01/10	SHARRET, JENNIFER	Draft issues list on plan (.5); prep for (.5) and participate in (1.5) meeting with L. Macksoud, J. Rosensaft, A. Caton, B. Herzog, K. Folb and C. Warren re: plan; draft chart of observation on term sheet (.9)	3.40	1,717.00
02/01/10	CATON, AMY	Review plan term sheet (.3); meet w L. Macksoud, T. Mayer, J. Sharret, J. Rosensaft, B. Herzog, K. Folb and C. Warren to discuss comments to same (1.0).	1.30	923.00
02/01/10	FOLB, KERRI	Review term sheet and (.4) conf with T. Mayer, J. Sharret, C. Warren, A. Caton, J. Rosensaft, B. Herzog and L. Macksoud re environmental issues re: plan (1.0).	1.40	952.00
02/01/10	WARREN, CHARLES S	Review term sheet (.3) and meeting with T. Mayer, L. Macksoud, J. Sharret, J. Rosensaft, K. Folb, A. Caton and B. Herzog on structure of environmental trusts (1.0).	1.30	1,001.00
02/01/10	HERZOG, BARRY	Review plan term sheet (.3); review related tax issues (1.0). meeting w/ T. Mayer, L. Macksoud, J. Sharret, A. Caton, J. Rosensaft, K. Folb and C. Warren on plan term sheet (1.0)	2.30	1,805.50
02/01/10	MAYER, THOMAS MOERS	Participate in meeting with A. Caton, C. Warren, B. Herzog, J. Sharret, J. Rosensaft, L. Macksoud and K. Folb re term sheet.	1.00	950.00
02/02/10	NOVOGROD, JOHN C.	Conf with T. Mayer and J. Sharret re General Motors plan (1.0); conf with H. Neuthaler re same (.3); review of Delaware trust law re business trusts and related issues (.3).	1.60	1,320.00
02/02/10	WEBBER, AMANDA	Correspondence with J. Sharret regarding GM continuing reporting obligations and research re: same.	0.50	252.50
02/02/10	SHARRET, JENNIFER	C/f w/ T. Mayer and J. Novogrod re trust (1.0). Review and revise issues list (2.1). Emails w/ A. Webber re: reporting issues (.3)	3.40	1,717.00
02/02/10	ROSENSAFT, JODI	Review plan term sheet issues list (.6); related calls and correspondence with J. Sharret, L. Macksoud (.2).	0.80	504.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/10	NEUTHALER, HOWARD	Conf. J. Novogrod re business trust (.3); research re same (.6); review term sheet re same (.5); review precedent GUC Trust agreements (.6).	2.00	1,340.00
02/02/10	CATON, AMY	O/c T. Mayer re plan issues, Weil mtg (.2); review plan term sheet chart (.4).	0.60	426.00
02/02/10	HERZOG, BARRY	Disc. w/ T. Mayer re: GUC trust structure (.3); revisions to tax section of GUC Trust (1.1).	1.40	1,099.00
02/02/10	MAYER, THOMAS MOERS	Conferences with J. Sharret and J. Novogrod re structuring General Unsecured Creditors Trust (1.0); Call and email with B. Herzog re tax issues concerning disputed ownership trusts (.3); Call with S. Karotkin re plan term sheet and scheduling Friday meeting (.2).	1.50	1,425.00
02/02/10	CHAIKIN, REBECCA B.	Assemble and organize Liquidating Trust Agreements in similar chapter 11 cases.	0.50	137.50
02/03/10	NOVOGROD, JOHN C.	Review form of trust instruments (.4); research applicable to tax and trust law (1.1).	1.50	1,237.50
02/03/10	SHARRET, JENNIFER	C/f with M. Williams and T. Mayer re: plan term sheet. (.5). Revise plan issues list (1.8)	2.30	1,161.50
02/03/10	MAYER, THOMAS MOERS	Call with M. Williams, J. Sharret to go through punch list of items on term sheet, approve for distribution to Committee in preparation for Feb. 4 call.	0.50	475.00
02/03/10	CATON, AMY	Review plan term sheet and DIP issues pertaining to same.	0.70	497.00
02/05/10	CATON, AMY	Edit plan term sheet issues list and circulate.	1.50	1,065.00
02/08/10	MAYER, THOMAS MOERS	Call with T. Stenger re setting up Alix/Weil/FTI/KL meeting to negotiate schedule plan and other issues (.2); various emails re: claims summary given to bondholders (.4); emails to S. Karotkin, FTI re scheduling meeting (.2); review and revise term sheet issues list with J. Sharret (.3), call with M. Williams to approve distribution of same (.2).	1.30	1,235.00
02/08/10	SHARRET, JENNIFER	C/f with T. Mayer re: plan issues list (.3), revising same and email to Weil Gotshal (.5).	0.80	404.00
02/12/10	MAYER, THOMAS MOERS	Call with J. Novogrod re drafting General Unsecured Creditor Trust Document.	0.10	95.00
02/12/10	NOVOGROD, JOHN C.	Telconf. with T. Mayer re creditors' trust agreement (.1); review of trust materials (.8).	0.90	742.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/15/10	NOVOGROD, JOHN C.	Review of forms of liquidating trust agreements and Section 468 materials.	1.50	1,237.50
02/16/10	NOVOGROD, JOHN C.	GUC Trust meeting with J. Sharret, J. Rosensaft, B. Herzog and H. Neuthaler (1.0); further review of trust models and term sheets. (1.7)	2.70	2,227.50
02/16/10	ROSENSAFT, JODI	Meeting with J. Novogrod, H. Neuthaler, B. Herzog and J. Sharret re: GUC trust (1.0); related correspondence (.1).	1.10	693.00
02/16/10	HERZOG, BARRY	Attend portion of meeting with J. Novogrod, H. Neuthaler, J. Sharret and J. Rosensaft to discuss GUC trust.	0.50	392.50
02/16/10	SHARRET, JENNIFER	Meeting with B. Herzog, J. Rosensaft, H. Neuthaler and J. Novogrod re: GUC Trust agreement (1.0); follow-up re: same (.4)	1.40	707.00
02/16/10	NEUTHALER, HOWARD	Prepare for (.5) and participate in (1.0) conf. w. J. Novogrod, B. Herzog, J. Rosensaft and J. Sharret re GUC Trust.	1.50	1,005.00
02/17/10	NEUTHALER, HOWARD	Draft trust agreement (1.4); e-mails team re same (.1).	1.50	1,005.00
02/18/10	NEUTHALER, HOWARD	Draft trust agreement.	1.70	1,139.00
02/18/10	MAYER, THOMAS MOERS	Call with C. Warren re environmental issues re plan.	0.30	285.00
02/19/10	NEUTHALER, HOWARD	Draft trust agreement.	2.00	1,340.00
02/22/10	NOVOGROD, JOHN C.	Begin review and revision of first draft of disputed ownership trust fund (1.4); c/f w/ H. Neuthaler re: same (.5)	1.90	1,567.50
02/22/10	NEUTHALER, HOWARD	Draft trust agreement (1.7); conf. J. Novogrod re same. (.5)	2.20	1,474.00
02/23/10	NOVOGROD, JOHN C.	Continue review and revisions to draft Disputed Ownership Trust Fund Agreement.	2.00	1,650.00
02/24/10	NOVOGROD, JOHN C.	Continue review and revision of draft trust agreement (1.4); confs with H. Neuthaler and J. Sharret re same (.3).	1.70	1,402.50
02/24/10	SHARRET, JENNIFER	Phone call with H. Neuthaler and J. Novogrod re GUC Trust (.3); emails with J. Rosensaft re plan (.1).	0.40	202.00
02/24/10	NEUTHALER, HOWARD	Draft trust agreement (.2); conf. J. Novogrod re same (.3).	0.50	335.00
02/26/10	ROSENSAFT, JODI	Correspondence with R. Gietz of Weil re trust agreement.	0.10	63.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/26/10	NEUTHALER, HOWARD	Revise draft trust agreement (1.7); telcon J. Sharret re same (.3).	2.00	1,340.00
02/26/10	SHARRET, JENNIFER	T/c with H. Neuthaler re: Trust agreement	0.30	151.50
03/01/10	NEUTHALER, HOWARD	Conf. J. Novogrod re Trust Agreement.	0.20	134.00
03/01/10	NOVOGROD, JOHN C.	Begin review of revised trust agreement (.8); conf with H. Neuthaler re same (.2).	1.00	825.00
03/02/10	ROSENSAFT, JODI	Correspondence with R. Gietz of Weil to coordinate No-Action letter logistics and timing.	0.10	63.00
03/02/10	NOVOGROD, JOHN C.	Continued review of GUC Trust Agreement.	0.90	742.50
03/03/10	NOVOGROD, JOHN C.	Continued review of revised trust agreement (.7); conf with H. Neuthaler re same (.1).	0.80	660.00
03/03/10	SHARRET, JENNIFER	Reviewing XO no-action letters	0.40	202.00
03/03/10	NEUTHALER, HOWARD	Conf. J. Novogrod re trust agreement (.1); revise same (.1); e-mail J. Sharret, J. Rosensaft, and B. Herzog re same (.1).	0.30	201.00
03/03/10	ROSENSAFT, JODI	Review No-Action Letter research (.1); related calls and correspondence with A. Dienstag and R. Gietz to coordinate call w/ Weil and corporate team re no-action letter (.1), calls and correspondence w/ J. Sharret and A. Dienstag re no-action letter precedent and effect on current strategy (.1).	0.30	189.00
03/03/10	FRIEDMAN, JOSHUA	Research re: SEC No-Action Letters	1.00	390.00
03/11/10	ROSENSAFT, JODI	Call with Weil corporate counsel, T. Mayer, A. Dienstag and J. Sharret re no-action letter (1.0); calls and emails with T. Mayer and A. Dienstag re call with Weil (.8); email T. Mayer and J. Sharret re GUC trust structure (.6); review and comment on draft GUC trust agreement (1.1).	3.50	2,205.00
03/11/10	SHARRET, JENNIFER	Participate in call w/ T. Mayer, A. Dienstag, J. Rosensaft and Weil re: GM trust issues (.9); reviewing trust agreement (.2) and drafting issues list re: same (.7)	1.80	909.00
03/11/10	DIENSTAG, ABBE L.	T/c w/T. Mayer, J. Rosensaft, R. Dietz, K. Dixon re no-action letter for trust certificates trading.	1.00	750.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/11/10	MAYER, THOMAS MOERS	Participate in call with Weil Gotshal's securities partners, J. Rosensaft, A. Dienstag, J. Sharret re status of General Unsecured Creditors' Trust and role of New GM in connection with same.	0.80	760.00
03/12/10	NEUTHALER, HOWARD	Review J. Sharret questions and comments re draft trust agreement; review trust agreement re same.	0.50	335.00
03/12/10	SHARRET, JENNIFER	Reviewing trust agreement to draft list of open issues	1.30	656.50
03/14/10	NOVOGROD, JOHN C.	Review of draft trust agreement and J. Sharret's comments on same in preparation for 3/15 meeting re draft agreement.	3.00	2,475.00
03/15/10	NOVOGROD, JOHN C.	Preparation for (1.7) and participation in (1.8) conference with T. Mayer, A. Dienstag, H. Stoopack, J. Sharret, J. Rosensaft and H. Neuthaler re GUC Trust.	3.50	2,887.50
03/15/10	DIENSTAG, ABBE L.	Attend portion of conference call w/ T. Mayer, J. Rosensaft, J. Novogrod, H. Neuthaler, J. Sharret, H. Stoopack re GUC trust (1.2); c/w J. Rosensaft separately re same (.1).	1.30	975.00
03/15/10	SHARRET, JENNIFER	Prepare for (.6) and participate in (1.8) meeting w/ T. Mayer, A. A. Dienstag, J. Rosensaft, H. Neuthaler, J. Novogrod and H. Stoopack re: Trust agreement	2.40	1,212.00
03/15/10	NEUTHALER, HOWARD	Prepare for (1.0) and participate in (1.8) conf. T. Mayer, A. Dienstag, J. Novogrod, H. Stoopack, J. Sharret and J. Rosensaft re GUC Trust agreement.	2.80	1,876.00
03/15/10	STOOPACK, HELAYNE O.	Review B. Herzog comments on Trust Agreement (.2), attend majority of internal mtg. w/ T. Mayer, J. Sharret, A. Dienstag, H. Neuthaler, J. Novogrod and J. Rosensaft re: same (1.4).	1.60	1,144.00
03/15/10	MAYER, THOMAS MOERS	Review draft of trust agreement and J. Sharret's detailed memo on open points to prepare for internal meeting on trust agreement (.5); participate in internal meeting (1.8).	2.30	2,185.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/15/10	ROSENSAFT, JODI	Review GUC Trust Agreement and related documents (3.4); meeting with T. Mayer, A. Dienstag, H. Stoopack, J. Sharret, H. Neuthaler, H. Novogrod re: GUC Trust Agreement and GUC Trust structure (1.8); conf/ A. Dienstag re same (.1).	5.30	3,339.00
03/16/10	NOVOGROD, JOHN C.	Review new draft of GUC trust agreement.	1.10	907.50
03/16/10	NEUTHALER, HOWARD	Revise draft GUC Trust agreement.	2.50	1,675.00
03/16/10	SHARRET, JENNIFER	Research re: liquidating trust	0.20	101.00
03/17/10	SHARRET, JENNIFER	T/c with H. Neuthaler re: Trust Agreement (.2); c/f with J. Rosensaft re: same (.4).	0.60	303.00
03/18/10	NEUTHALER, HOWARD	Revise GUC Trust Agreement (1.0); telcon J. Sharret re same (.4); e-mail B. Herzog and H. Stoopack re same (.1).	1.50	1,005.00
03/18/10	SHARRET, JENNIFER	C/f with H. Neuthaler re: trust agreement (.4) and drafting revisions for same (1.2)	1.60	808.00
03/19/10	NEUTHALER, HOWARD	Review tax comments to GUC Trust Agreement.	0.30	201.00
03/19/10	SHARRET, JENNIFER	Reviewing Trust Agreement and various emails re: same	1.10	555.50
03/19/10	ROSENSAFT, JODI	Correspondence with A. Dienstag re GUC Trust tax issue (.1) and J. Sharret re: GUC Trust agreement exhibit (.2); correspondence with Weil corporate team re: GUC trust structure and documentation (.3); draft rider to GUC Trust Agreement (.7).	1.30	819.00
03/22/10	NEUTHALER, HOWARD	Revise GUC Trust agreement.	1.00	670.00
03/22/10	NOVOGROD, JOHN C.	Revise amended GUC Trust Agreement.	1.60	1,320.00
03/22/10	ROSENSAFT, JODI	Review and Revise GUC Trust Agreement (1.8); related correspondence with H. Neuthaler and J. Sharret re GUC trust revisions (.7).	2.50	1,575.00
03/23/10	NOVOGROD, JOHN C.	Continued revision of draft GUC trust agreement.	1.30	1,072.50
03/24/10	NOVOGROD, JOHN C.	Continued revision of revised trust agreement.	1.50	1,237.50
03/24/10	SHARRET, JENNIFER	Revising Trust Agreement	1.00	505.00
03/25/10	SHARRET, JENNIFER	Review revised trust agreement (.2) and draft comments re: same (.6).	0.80	404.00
03/25/10	NEUTHALER, HOWARD	Review J. Novogrod comments on draft GUC trust agreement (.2); conf. J. Novogrod re same (.4); revise same (.4).	1.00	670.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/25/10	NOVOGROD, JOHN C.	Conf with H. Neuthaler re GUC Trust Agreement.	0.40	330.00
03/26/10	NOVOGROD, JOHN C.	Review of H. Neuthaler revised GUC trust (.6) and exchange of e-mails with J. Sharret re GUC trust (.1).	0.70	577.50
03/26/10	SHARRET, JENNIFER	Review and draft comments to GUC Trust agreement (.6), emails w/ J. Novogrod re same (.1).	0.70	353.50
03/29/10	SHARRET, JENNIFER	Reviewing Trust Agreement and mark-up of same	0.40	202.00
03/29/10	ROSENSAFT, JODI	Correspondence with A Caton, L. Macksoud and J. Sharret re: no action letter.	0.30	189.00
04/01/10	ROSENSAFT, JODI	Review changes to trust agreement (1.6); related calls and correspondence with J. Sharret (.2).	1.80	1,134.00
04/01/10	SHARRET, JENNIFER	Reviewing Trust Agreement	0.40	202.00
04/02/10	SHARRET, JENNIFER	Revising Trust Agreement	0.10	50.50
04/04/10	SHARRET, JENNIFER	Revising Trust Agreement	1.00	505.00
04/05/10	STOOPACK, HELAYNE O.	Review (.3) and mark (.5) revised GUC Trust.	0.80	572.00
04/06/10	NOVOGROD, JOHN C.	Review of revised GUC Trust agreement	1.20	990.00
04/06/10	NEUTHALER, HOWARD	Review revised draft of GUC Trust.	0.30	201.00
04/07/10	DIENSTAG, ABBE L.	C/w J. Rosensaft re securities law issues in connection with the GUC trust (treatment of convenience class, raising additional admin expenses) (.5); review trust provisions (.2)	0.70	525.00
04/07/10	STOOPACK, HELAYNE O.	E-mail to J. Sharret and A. Dienstag re: GUC Trust.	0.30	214.50
04/07/10	NEUTHALER, HOWARD	Conf. J. Novogrod and e-mail J. Sharret re GUC Trust.	0.30	201.00
04/07/10	SHARRET, JENNIFER	T/c with J. Rosensaft re: Trust Agreement (.5); emails with H. Stoopack re: same (.2); revising Trust Agreement (.7).	1.40	707.00
04/07/10	ROSENSAFT, JODI	Meeting with A. Dienstag re: GUC Trust Agreement and related securities law issues (.5); reviewing and commenting on GUC Trust Agreement (.6); call with J. Sharret re: GUC Trust Agreement comments (1.1); correspondence with J. Sharret and H. Neuthaler re: GUC Trust Agreement revisions (.4)	2.60	1,638.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/08/10	DIENSTAG, ABBE L.	Begin review of trust agreement.	0.50	375.00
04/08/10	NEUTHALER, HOWARD	Revise draft GUC Trust Agreement re transfers at death; e-mails J. Rosensaft re same.	0.50	335.00
04/11/10	DIENSTAG, ABBE L.	Partial mark-up of GUC Trust Agreement, with extensive revisions and analysis and testing of distribution formulas.	6.00	4,500.00
04/13/10	DIENSTAG, ABBE L.	Continue review and substantial mark-up of GUC trust (1.9); confs. T. Mayer, J. Sharret re same (.8); t/c J. Rosensaft re same (.3).	3.00	2,250.00
04/13/10	MAYER, THOMAS MOERS	Conferences J. Sharret (.3), calls A. Dienstag, J. Rosensaft re GUC Trust Agreement (.7).	1.00	950.00
04/13/10	ROSENSAFT, JODI	Revising GUC Trust Agreement (1.9); calls and email correspondence with T. Mayer, J. Sharret and A. Dienstag re: GUC Trust Agreement revisions and timing (.7).	2.60	1,638.00
04/13/10	SHARRET, JENNIFER	C/f with T. Mayer re: GUC Trust (.3) and review emails with T. Mayer, J. Rosensaft and A. Dienstag re: same (.2).	0.50	252.50
04/14/10	ROSENSAFT, JODI	Revising GUC Trust Agreement draft (3.4); calls and email correspondence with A. Dienstag, J. Sharret and A. Lee re: revisions to GUC Trust Agreement (.4).	3.80	2,394.00
04/14/10	DIENSTAG, ABBE L.	E/ms J. Rosensaft re revisions to GUC Trust Agreement.	0.20	150.00
04/14/10	SHARRET, JENNIFER	Reviewing revised Trust Agreement	0.50	252.50
04/15/10	ROSENSAFT, JODI	Revisions to GUC Trust Agreement draft (3.2); calls and email correspondence with A. Dienstag and J. Sharret re: revisions to GUC Trust Agreement (.4)	3.60	2,268.00
04/15/10	LEE, ANTONIA S	Proof and edit defined terms list for trust agreement.	2.20	1,001.00
04/15/10	DIENSTAG, ABBE L.	Continuing review and revision to GUC Trust Agreement.	0.30	225.00
04/16/10	DIENSTAG, ABBE L.	Finish review of draft GUC Trust Agreement (2.7) and internally distribute same with observations (.3).	3.00	2,250.00
04/16/10	STOOPACK, HELAYNE O.	E-mails with A. Dienstag, J. Sharret and J. Rosensaft re: trust agreement.	0.30	214.50
04/16/10	ROSENSAFT, JODI	Revising GUC Trust Agreement (2.5); email correspondence with A. Dienstag and J. Sharret re: same (.1)	2.60	1,638.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/16/10	SHARRET, JENNIFER	Emails with A. Dienstag and J. Rosensaft re Trust Agreement.	0.50	252.50
04/19/10	ROSENSAFT, JODI	Review GUC Trust Agreement issues to prep for meeting (.5); meeting with J. Sharret, A. Dienstag, B. Herzog and H. Stoopack re: GUC Trust Agreement (1.4); revising Trust Agreement (2.8).	4.70	2,961.00
04/19/10	STOOPACK, HELAYNE O.	Disc. B. Herzog re trust (.1), mtg. B. Herzog, J. Rosensaft., J. Sharret and A. Dienstag re: trust agreement (1.4).	1.50	1,072.50
04/19/10	DIENSTAG, ABBE L.	C/w J. Rosensaft, J. Sharret, B. Herzog, H. Stoopack re GUC Trust, particularly role of Trustee in wind down and other drafting issues.	1.30	975.00
04/19/10	HERZOG, BARRY	Meeting w/ A. Dienstag, H. Stoopack, J. Rosensaft and J. Sharret re GUC trust (1.4); related disc. w/H. Stoopack (.1).	1.50	1,177.50
04/19/10	SHARRET, JENNIFER	Review revisions to Trust Agreement (.9); meeting with B. Herzog, H. Stoopack, A. Dienstag and J. Rosensaft re: GUC Trust Agreement tax and corporate issues (1.4)	2.30	1,161.50
04/20/10	LEE, ANTONIA S	Revise cross references and add definitions to Article I of GUC Trust Agreement	2.30	1,046.50
04/20/10	DIENSTAG, ABBE L.	E/ms J. Rosensaft on GUC trust provisions relating to securities elections.	0.10	75.00
04/20/10	ROSENSAFT, JODI	Revising draft GUC Trust Agreement and drafting riders thereto (1.9); email correspondence with A. Dienstag and J. Sharret re: GUC Trust Agreement language (.2).	2.10	1,323.00
04/21/10	ROSENSAFT, JODI	Revising GUC Trust Agreement (1.6); circulating draft to internal working group (T. Mayer, A. Dienstag, J. Sharret) (.1)	1.70	1,071.00
04/22/10	ROSENSAFT, JODI	Telephone conference with J. Sharret re: revisions to Trust Agreement (.7); revising Trust Agreement (1.3); sending draft Trust Agreement to Weil (.1)	2.10	1,323.00
04/22/10	SHARRET, JENNIFER	Reviewing and mark-up of Trust Agreement (2.1); c/f with J. Rosensaft re: revisions to Trust Agreement (.7); circulating agreement to Committee (.1).	2.90	1,464.50
04/28/10	HERZOG, BARRY	Review and mark draft liquidation trust agreement.	1.50	1,177.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/29/10	HERZOG, BARRY	Revisions to GUC trust agreement.	1.20	942.00
04/30/10	HERZOG, BARRY	Comments to GUC trust agreement.	0.30	235.50
05/01/10	SHARRET, JENNIFER	Reviewing email from K. Martorana re: GUC Trust Agreement and follow-up emails to J. Rosensaft re: same.	0.30	151.50
05/03/10	ROSENSAFT, JODI	Revising GUC Trust Agreement per B. Herzog tax comments (.5); email correspondence with J. Sharret re: tax comments (.1)	0.60	378.00
05/03/10	STOOPACK, HELAYNE O.	Review B. Herzog comments on GUC Trust.	0.30	214.50
05/03/10	SHARRET, JENNIFER	Reviewing email from J. Rosensaft re GUC Trust.	0.10	50.50
05/04/10	SHARRET, JENNIFER	Review B. Herzog's comments to GUC Trust Agreement.	0.90	454.50
05/04/10	ROSENSAFT, JODI	Call with K. Martorana re: GUC Trust Agreement.	0.30	189.00
05/07/10	DIENSTAG, ABBE L.	E/m T. Mayer re affiliate status of proposed GUC Trust.	0.10	75.00
05/12/10	MAYER, THOMAS MOERS	Calls with G. Sanborn of Barclays re securities to be distributed in plan.	0.50	475.00
05/13/10	SHARRET, JENNIFER	Reviewing Debtors' motion to extend exclusivity period.	0.30	151.50
05/14/10	HERZOG, BARRY	Review status update on plan discussions.	0.20	157.00
05/17/10	ROSENSAFT, JODI	Call with A. Phillips, J. Santambrogio and J. Sharret re: GUC Trust structure (.5); Call with B. Herzog and J. Sharret re: tax call with FTI on GUC Trust structure (.1).	0.60	378.00
05/17/10	SHARRET, JENNIFER	Drafting statement on exclusivity (1.9); c/f w/T. Mayer re same (.1); participate in call w/ J. Rosensaft and FTI re GUC Trust (.5); conf. J. Rosensaft and B. Herzog re tax issues in GUC trust (.1).	2.60	1,313.00
05/17/10	MACKSOUD, LAUREN M	Reviewing statement of committee regarding debtors' request for exclusivity, conferring with J. Sharret regarding same.	0.30	189.00
05/18/10	STOOPACK, HELAYNE O.	Disc. Barry Herzog re: GUC tax issues (.6), conf. call with B. Herzog, S. Goldring, B. Collins, D. Houlf, A. Pers re: GUC tax issues (.9).	1.50	1,072.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/18/10	HERZOG, BARRY	Conference call with D. Houlf, A. Pérs, S. Goldring, H. Stoopack and B. Collins to discuss IRS ruling request (.9); discuss same with H. Stoopack (.6).	1.50	1,177.50
05/20/10	SHARRET, JENNIFER	Review revisions to Plan (.5). Reviewing responses filed re: exclusivity motion (.3);	0.80	404.00
05/24/10	MAYER, THOMAS MOERS	Post-creditors' committee call with S. Karotkin, J. Sharret re position on exclusive period.	0.10	95.00
05/24/10	SHARRET, JENNIFER	Revise exclusivity pleading (1.1), conf. R. Chaikin re filing same (.2).	1.30	656.50
05/24/10	CHAIKIN, REBECCA B.	File Committee Statement and Reservation of Rights re Exclusivity Extension Motion (.1), send courtesy copies to Court and US Trustee and draft cover letters (.3), conf. Managing Attorney's office re delivery (.1); calls to Court deputy and clerks re filing (.3); emails and calls J. Sharret re same (.2). File Epiq Affidavit of Service re Committee Statement re Exclusivity Extension motion (.2).	1.20	330.00
05/25/10	ROSENSAFT, JODI	Calls and correspondence with R. Gietz re: GUC Trust and No-Action Letter (.3); call with A. Dienstag re: No-Action Letter logistics (.1).	0.40	252.00
05/26/10	ROSENSAFT, JODI	Meeting with T. Mayer, B. Herzog and J. Sharret re: GUC Trust/litigation asset tax issue (.5); correspondence with R. Gietz and C. Dixon re: GUC trust (.1); call with A. Dienstag re: litigation tax issue and preparation for call with Weil corporate counsel (.2)	0.80	504.00
05/26/10	SHARRET, JENNIFER	C/f with T. Mayer, B. Herzog and J. Rosensaft re: tax issues in GUC Trust (.5), prepare for same (.2).	0.70	353.50
05/26/10	HERZOG, BARRY	Meeting with J. Sharet, T. Mayer and J. Rosensaft to discuss litigation claim and GUC trust (.5); discuss same with M. Goodman (.3); analysis of GUC trust re litigation claim (.8).	1.60	1,256.00
05/26/10	MAYER, THOMAS MOERS	Meeting with J. Rosensaft, B. Herzog, J. Sharret re plan structures, tax implications for assets in GUC trust.	0.50	475.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/27/10	ROSENSAFT, JODI	Call with C. Dixon, R. Gietz re: no action letter (1.5); conf. A. Dienstag re same (.3); meeting with T. Mayer re: no action letter substance and logistics (.3).	2.10	1,323.00
05/27/10	DIENSTAG, ABBE L.	T/c w/ J. Rosensaft, R. Gietz, C. Dixon re proposed no-action letter to the SEC (1.5); c/w J. Rosensaft re same (.2).	1.70	1,275.00
05/27/10	MAYER, THOMAS MOERS	Conference with J. Rosensaft re her call with C. Dixon & R. Gietz of Weil Gotshal re no action letter.	<u>0.30</u>	<u>285.00</u>
TOTAL			<u>210.50</u>	<u>\$141,342.50</u>

GENERAL MOTORS CREDITORS COMMITTEE
068000-00031 (TRAVEL)

July 30, 2010
Invoice No. 546563

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	1.10	1,045.00
SHARRET, JENNIFER	ASSOCIATE	3.70	1,868.50
MACKSOUD, LAUREN M	ASSOCIATE	<u>2.00</u>	<u>1,260.00</u>
TOTAL		<u>6.80</u>	<u>\$4,173.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/05/10	MAYER, THOMAS MOERS	Travel to and from Weil for meeting.	0.40	380.00
02/23/10	MAYER, THOMAS MOERS	Travel to Weil Gotshal for meeting with Debtors.	0.20	190.00
02/23/10	MACKSOUD, LAUREN M	Travel to and from courthouse for omnibus hearing.	0.80	504.00
02/24/10	SHARRET, JENNIFER	Travel to/from meeting with debtors.	0.60	303.00
03/02/10	MACKSOUD, LAUREN M	Travel to and from southern district court house for hearing.	1.20	756.00
04/08/10	MAYER, THOMAS MOERS	Return travel to office from Court.	0.50	475.00
04/08/10	SHARRET, JENNIFER	Travel from Court for Hearing.	0.50	252.50
04/29/10	SHARRET, JENNIFER	Travel to and from Court for hearing on fee applications, Bates White retention, and other matters	1.30	656.50
05/06/10	SHARRET, JENNIFER	Travel to/ from hearing.	0.80	404.00
05/27/10	SHARRET, JENNIFER	Travel back from court hearing.	<u>0.50</u>	<u>252.50</u>
TOTAL			<u>6.80</u>	<u>\$4,173.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
SHARRET, JENNIFER	ASSOCIATE	11.10	5,605.50
MACKSOUD, LAUREN M	ASSOCIATE	3.40	2,142.00
FRIEDMAN, JOSHUA	ASSOCIATE	40.60	15,834.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>23.40</u>	<u>6,435.00</u>
TOTAL		<u>78.50</u>	<u>\$30,016.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/10	SHARRET, JENNIFER	Review motion for payment of administrative expense (.4); t/c with Debtors re: same (.1); draft summary and recommendation to the Committee (.5). Review motion to settle 363 sale issues between New GM (.7).	1.70	858.50
02/03/10	CHAIKIN, REBECCA B.	Update memos and summaries of items scheduled for 2/11 and 3/2 hearings.	1.70	467.50
02/04/10	SHARRET, JENNIFER	Review of motions/objections on docket for upcoming hearing.	0.20	101.00
02/08/10	CHAIKIN, REBECCA B.	Draft remaining summaries of pleadings scheduled for 2/10 hearing.	3.10	852.50
02/09/10	SHARRET, JENNIFER	Review recently filed motions re examiner, notice of adjournment (.3) and draft update for Committee re: same (.4).	0.70	353.50
02/11/10	CHAIKIN, REBECCA B.	Update tracking chart (.9) and draft motion summaries of items docketed for 3/2 and 3/10 hearings (3.2).	4.10	1,127.50
02/16/10	MACKSOUD, LAUREN M	Confer with J. Sharret regarding outstanding motions for 3/2 hearing.	0.60	378.00
02/16/10	SHARRET, JENNIFER	C/f with L. Macksoud re: pending motions for 3/2 hearing.	0.40	202.00
02/19/10	MACKSOUD, LAUREN M	Review stipulation related to lease.	0.80	504.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/24/10	SHARRET, JENNIFER	Review calendar and summaries of upcoming motions (.5); email with J. Wine and B. Benfeld re upcoming motions (.1).	0.60	303.00
02/25/10	CHAIKIN, REBECCA B.	Update motions tracking chart (1.0), hearing summaries charts (1.0) and draft missing summaries of motions to be heard on 3/2 (3.0).	5.00	1,375.00
02/26/10	CHAIKIN, REBECCA B.	Summarize certain motions to be heard at 3/10 hearing.	0.40	110.00
03/01/10	CHAIKIN, REBECCA B.	Draft summaries of certain motions to be heard at upcoming hearings including motions for relief from stay and objections to proofs of claim.	0.50	137.50
03/03/10	MACKSOUD, LAUREN M	Meeting w/ J. Friedman and R. Chaikin re system for drafting motion summaries and keeping track of new filings.	0.80	504.00
03/03/10	FRIEDMAN, JOSHUA	Meeting with L. Macksoud and R. Chaikin re: system for drafting motion summaries and keeping track of new filings.	0.80	312.00
03/03/10	CHAIKIN, REBECCA B.	Conf. W/ L. Macksoud and J. Friedman re summarizing motions and motion tracking chart, etc (.8); update motion tracking chart and summary charts and case calendar (.6).	1.40	385.00
03/05/10	MACKSOUD, LAUREN M	Review docket to determine significance of various motions recently filed, including adversary case complaint, lease rejections, and proofs of claim stipulation.	1.20	756.00
03/05/10	CHAIKIN, REBECCA B.	Update motion tracking chart and motion summary charts with new and adjourned matters.	0.50	137.50
03/12/10	SHARRET, JENNIFER	Reviewing draft summaries of status of recently filed motions and applications.	0.50	252.50
03/18/10	CHAIKIN, REBECCA B.	Update motion tracking chart (.5), case calendar (.4), outlook alerts (.4) with new and adjourned matters.	1.30	357.50
03/19/10	CHAIKIN, REBECCA B.	Update motion summaries charts (.9), conf. w/ J. Friedman re same (.1).	1.00	275.00
03/22/10	FRIEDMAN, JOSHUA	Review and summarize recently filed motions including Zinn (1.5), Trafelet (1.2), Stutzman (.8) and C&D (1.0).	4.50	1,755.00
03/24/10	FRIEDMAN, JOSHUA	Review and summarize motions scheduled for upcoming hearing including Stasko motion.	0.70	273.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/25/10	FRIEDMAN, JOSHUA	Finish reviewing and summarizing motions for April 8th hearing including Lee motion and LAS retention application.	1.00	390.00
03/30/10	CHAIKIN, REBECCA B.	Update case calendar and motion tracking chart.	1.00	275.00
03/31/10	CHAIKIN, REBECCA B.	Update motion summary charts.	0.50	137.50
04/01/10	SHARRET, JENNIFER	Review summary of recently filed motions for upcoming hearing.	0.30	151.50
04/01/10	CHAIKIN, REBECCA B.	Email to J. Sharret and J. Friedman re motion summary charts.	0.10	27.50
04/01/10	FRIEDMAN, JOSHUA	Reviewing and summarizing motions for upcoming hearings	2.80	1,092.00
04/02/10	SHARRET, JENNIFER	C/f with J. Friedman re: pending motions including Zinn and Stasko motions, Caplin & Drysdale and LAS retention motion (.5); revising summary of same (.6).	1.10	555.50
04/02/10	CHAIKIN, REBECCA B.	Update case calendar and motion tracking chart with adjournments.	0.20	55.00
04/02/10	FRIEDMAN, JOSHUA	Finished reviewing and summarizing motions for upcoming hearings including Debtors' response to Zinn motion (.4); Debtors' opposition to Stasko motion (.6), US Trustee's objection to Caplin & Drysdale's motion (.8), and LAS retention motion (.6); met with J. Sharret re: same (.5).	2.90	1,131.00
04/12/10	FRIEDMAN, JOSHUA	Reviewing and summarizing motions for 4/29 hearing including Sidner, Paikai and O'Connor motions (3.8), Debtors objection to Towns' proof of claim (.8) and Debtors' twelfth omnibus objection to claims (.7).	5.30	2,067.00
04/14/10	FRIEDMAN, JOSHUA	Reviewing and summarizing recently filed motions including Judge Buchwald's Memorandum & Order (2.4); continued review of motions scheduled for April 29, 2010 and creation of new chart for May 27, 2010 summaries (.4)	2.80	1,092.00
04/21/10	SHARRET, JENNIFER	Reviewing calendar of motions scheduled for April 29 (.2); c/f with J. Friedman re: motions scheduled for April 29 (.6); emails with Weil re motions likely to be adjourned (.3).	1.10	555.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/21/10	FRIEDMAN, JOSHUA	Meeting w. J. Sharret re: all upcoming motions and Apr. 29 hearing (.6); Review and draft detailed summary of motions scheduled for Apr. 29 hearing (including Campbell stip; various orders, etc.) (1.5).	2.10	819.00
04/23/10	SHARRET, JENNIFER	Revising motion summaries for April 29 hearing.	0.80	404.00
04/26/10	SHARRET, JENNIFER	Revising summary of motions scheduled for April 29 and circulating to Committee.	0.60	303.00
05/10/10	CHAIKIN, REBECCA B.	Update case calendar (.4), motion tracking chart (.5) and summaries charts (.4).	1.30	357.50
05/18/10	FRIEDMAN, JOSHUA	Reviewing recently filed motions: Zinn Stipulation (.3); Notice of Adjournment re: Friedman (.1); summarizing same (.5).	0.90	351.00
05/21/10	SHARRET, JENNIFER	Reviewing case calendar and emails with R. Chaikin and J. Friedman re: motions scheduled for May 27	0.30	151.50
05/24/10	SHARRET, JENNIFER	Emails with J. Friedman re: New GM motion to enforce the sale order	0.20	101.00
05/24/10	FRIEDMAN, JOSHUA	Reviewing motions for 5/27 and 6/1 hearings including various responses to claims objections (1.1) draft summaries of same (1.5); calls/emails with C. Rosen and R. Brooks re: same (.3).	2.90	1,131.00
05/25/10	FRIEDMAN, JOSHUA	Reviewing (.4) and summarizing (.6) objections to motion enforcing 363 sale order; calls and emails with C. Rosen and R. Brooks re: status of upcoming motions (.4); Reviewing motions for 6/1 hearing re exclusivity (.7) and PWC Presentment (.5), draft summary of exclusivity motion (1.8); draft summary of PNC motion (.8); edit motion summaries (1.0);	6.20	2,418.00
05/26/10	SHARRET, JENNIFER	Revising summary of motions scheduled for hearing on May 27 and circulate to Committee (.4); meeting with J. Friedman re same (.3).	0.70	353.50
05/26/10	FRIEDMAN, JOSHUA	Continued summary of motions for 5/27 hearing: review various responses to claims objections (Kentucky, Ohio, Mississippi) (1.8), draft summaries of same (1.6), edit and include recommendations for same (2.4); meeting with J. Sharret re: same (.3)	6.10	2,379.00

GENERAL MOTORS CREDITORS COMMITTEE
068000-00032 (MOTIONS)

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/27/10	SHARRET, JENNIFER	Reviewing New GM's response to motion to enforce sale order and emails from J. Friedman re: same (.4) emails to Weil re: same (.1) and t/c with Togut (.1)	0.60	303.00
05/27/10	CHAIKIN, REBECCA B.	Update motion tracking chart.	1.30	357.50
05/27/10	FRIEDMAN, JOSHUA	Review (.4) and summarize (.5) New GM's response to motion to enforce 363 sale order, revisions re: same (.4); review proofs of claim re: same (.3).	1.60	624.00
05/28/10	SHARRET, JENNIFER	Reviewing pleadings filed for next omnibus hearings (.5); reviewing documents for New GM 363 motion (.4); t/c with N. Moss re: same (.2) and email to T. Mayer and A. Caton re: conflict counsel issues (.2)	<u>1.30</u>	<u>656.50</u>
TOTAL			<u>78.50</u>	<u>\$30,016.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	PARTNER	35.20	27,984.00
MAYER, THOMAS MOERS	PARTNER	5.20	4,940.00
CATON, AMY	PARTNER	6.50	4,615.00
REZNICK, ALLAN E.	PARTNER	1.30	1,033.50
WARREN, CHARLES S	PARTNER	0.30	231.00
HOROWITZ, GREGORY A.	PARTNER	1.00	750.00
SHARRET, JENNIFER	ASSOCIATE	12.60	6,363.00
BLABEY, DAVID E	ASSOCIATE	27.00	16,605.00
MACKSOUD, LAUREN M	ASSOCIATE	2.10	1,323.00
FRIEDMAN, JOSHUA	ASSOCIATE	0.40	156.00
WIEMAN, LAUREN E	PARALEGAL	23.20	6,380.00
CHAIKIN, REBECCA B.	PARALEGAL	<u>9.60</u>	<u>2,640.00</u>
TOTAL		<u>124.40</u>	<u>\$73,020.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/10/10	BENTLEY, PHILIP	Discs T. Mayer, A. Caton re asbestos estimation issues (.4), renew documentation re same (.9), and trade emails w. T. Mayer and A. Caton re same (.2).	1.50	1,192.50
02/10/10	MAYER, THOMAS MOERS	Call with T. Swett at Caplin & Drysdale re asbestos organization and other issues (.5); call with A. Caton re retaining asbestos expert (.3), calls with P. Bentley, J. Sharret re same (.2).	1.00	950.00
02/10/10	SHARRET, JENNIFER	Attention to asbestos issues and t/c with T. Mayer re: same	0.30	151.50
02/10/10	CATON, AMY	Research tort expert and discuss same w/ P. Bentley, T. Mayer (1.5); email to S. Karotkin re same (.3).	1.80	1,278.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/11/10	BENTLEY, PHILIP	Conf call with S. Karotkin, T. Swett, and T. Mayer re: asbestos claims/experts (.4) and discs with T. Mayer and J. Sharret re asbestos estimation (.3); review docs re asbestos (1.1).	1.80	1,431.00
02/11/10	SHARRET, JENNIFER	Review 10-k re: asbestos liabilities (.8); c/f with T. Mayer and P. Bentley re: asbestos estimation (.3).	1.10	555.50
02/11/10	MAYER, THOMAS MOERS	Conference with J. Sharret, P. Bentley re status of asbestos claims, UCC's retention of experts for same (.3); call with S. Karotkin, T. Swett, J. Sharret, P. Bentley re organizing asbestos committee or other representation, planned call to D. Adams re same (.4).	0.70	665.00
02/11/10	CATON, AMY	Review asbestos expert, asbestos Cmte issues w/ J. Sharret (.5); o/c P. Bentley re same (.2)	0.70	497.00
02/11/10	MACKSOUD, LAUREN M	Confer with J. Sharret regarding asbestos committee and representative.	0.80	504.00
02/12/10	BENTLEY, PHILIP	Review materials re GM's asbestos exposure.	0.50	397.50
02/16/10	BENTLEY, PHILIP	Emails and voicemails re selection of estimation expert.	0.20	159.00
02/16/10	MAYER, THOMAS MOERS	Attempt to reach S. Karotkin (.1), call with B. Masumoto re appointment of asbestos committee (.3), emails from/to T. Swett re status of asbestos committee (.1), email from D. Adams requesting names of asbestos lawyers and plaintiffs involved in case (.2), email to and call with T. Swett re providing same (.3).	1.00	950.00
02/16/10	CATON, AMY	O/c P. Bentley re asbestos expert and research re same.	0.50	355.00
02/17/10	BENTLEY, PHILIP	Review estimation expert candidates, and trade emails and voicemails re same (.9); discs potential expert, T. Mayer and A. Caton re same (.2).	1.10	874.50
02/17/10	MAYER, THOMAS MOERS	Conference with L. Macksoud re status of asbestos motion, email from/to D. Adams re list of asbestos plaintiffs and lawyers.	0.20	190.00
02/19/10	BENTLEY, PHILIP	T/c potential asbestos expert.	0.20	159.00
02/23/10	BENTLEY, PHILIP	Review potential estimation experts' CVs, etc (.5) and t/c and email J. Sharret re same (.2).	0.70	556.50
03/01/10	BENTLEY, PHILIP	TCs C. Bates and J. Sharret re selection on asbestos expert	0.10	79.50

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/03/10	BENTLEY, PHILIP	Trade emails re asbestos expert selection	0.10	79.50
03/04/10	MAYER, THOMAS MOERS	Call from Diana Adams re reformation of UCC in light of formation of Asbestos Committee (.2), call Cooney re same (.1), emails Cooney, Adams re facilitating transition (.1).	0.40	380.00
03/05/10	MACKSOUD, LAUREN M	Reviewing US Trustee notices regarding asbestos committee (.3) Confer w/ J. Sharret re same (.1).	0.40	252.00
03/05/10	SHARRET, JENNIFER	Review filings re appointment of asbestos committee and official committee member changes (.4); conf. L. Macksoud re same (.1).	0.50	252.50
03/05/10	REZNICK, ALLAN E.	Conference L. Macksoud re asbestos coverage.	0.10	79.50
03/08/10	BENTLEY, PHILIP	Discs J. Sharret and trade emails re asbestos expert retention	0.20	159.00
03/08/10	MAYER, THOMAS MOERS	Conferences and emails w/ J. Sharret, P. Bentley, M. Williams re setting up meeting to discuss re-formation of Committee after transfer of asbestos tort claimant to asbestos committee, retention of Asbestos Expert.	0.30	285.00
03/11/10	BENTLEY, PHILIP	Trade emails with C. Bates re retention.	0.10	79.50
03/12/10	BENTLEY, PHILIP	Review emails re asbestos expert for upcoming committee call.	0.10	79.50
03/15/10	BENTLEY, PHILIP	Discs J. Sharret re asbestos expert retention	0.10	79.50
03/16/10	BENTLEY, PHILIP	T/c and emails C. Bates re retention.	0.30	238.50
03/17/10	SHARRET, JENNIFER	C/f with P. Bentley re: asbestos estimation and retention of expert	0.20	101.00
03/17/10	BENTLEY, PHILIP	Discs and email J. Sharret re asbestos estimation	0.20	159.00
03/18/10	BENTLEY, PHILIP	Discs C. Bates, J. Sharret and D. Blabey re asbestos estimation (.6), and work on same (1.0).	1.60	1,272.00
03/18/10	SHARRET, JENNIFER	T/c with P. Bentley re: tort/ asbestos issues (.6) and reviewing bar date material re: same (.4).	1.00	505.00
03/18/10	BLABEY, DAVID E	Discuss asbestos estimation with P. Bentley (.6); review background literature on asbestos estimation (1.6); conf. L. Wierman re expert reports (.3).	2.50	1,537.50
03/18/10	WIERMAN, LAUREN E	Conf. D. Blabey re expert reports.	0.30	82.50
03/19/10	BENTLEY, PHILIP	Conf call C. Bates re estimation (1.5), discs D. Blabey re same (.1), review materials and emails re same (1.9).	3.50	2,782.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/19/10	CHAIKIN, REBECCA B.	Assemble Asbestos Expert Applications and Retention Letters in sample cases (.5); prepare retention application for Bates White (3.2).	3.70	1,017.50
03/19/10	BLABEY, DAVID E	Read literature on asbestos estimation (1.0); meet with expert witness (1.7); discuss insurance coverage with L. Macksoud (.2); memo to P. Bentley re strategy from expert meeting (.8).	3.70	2,275.50
03/19/10	WIERMAN, LAUREN E	Research expert reports for D. Blabey (2.3), reviewed electronic documents on docket (1.1).	3.40	935.00
03/19/10	MACKSOUD, LAUREN M	Conferring with D. Blabey regarding status of asbestos insurance coverage (.9).	0.90	567.00
03/19/10	SHARRET, JENNIFER	Emails with R. Chaikin re: drafting retention application for Committee's asbestos expert (.2) and emails with Bates Whites re: same (.2); Emails to Weil re: Committee retention of asbestos expert and next steps (.2); emails with P. Bentley and D. Blabey re: asbesetos issues in case (.2);	0.80	404.00
03/20/10	BENTLEY, PHILIP	Trade emails re asbestos estimation.	0.30	238.50
03/22/10	CHAIKIN, REBECCA B.	Bates White Retention Application: tel. conf. w/ J. Sharret (.2); draft declaration, order and edits to application (2.4); edit engagement letter (1.3); confirm ready for Bates White review and email to Bates White (.2).	4.10	1,127.50
03/22/10	BENTLEY, PHILIP	Analyze asbestos estimation issues (.6), review materials re same (1.9), and discs with A. Caton re same (.2).	2.70	2,146.50
03/22/10	BLABEY, DAVID E	Review expert reports on asbestos from W.R. Grace case with L. Wierman.	0.30	184.50
03/22/10	SHARRET, JENNIFER	Reviewing draft retention application for Bates White (1.4) and t/c with R. Chaikin re: same (.2); email to P. Bentley re: status of asbestos issues (.2); t/c with K. Maclay re: next steps re: asbestos (.3)	2.10	1,060.50
03/22/10	WIERMAN, LAUREN E	Reviewed expert witness reports (2.5) and coordinated same with D. Blabey (.3).	2.80	770.00
03/23/10	BENTLEY, PHILIP	Conf call with C. Bates re estimation (.5), and discs G. Horowitz (.2) and A. Caton (.8) and D. Blabey re same (.5), review and analyze asbestos estimation pleadings (2.7)	4.70	3,736.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/23/10	BLABEY, DAVID E	Search for estimation motions in other cases (1.0); call with expert witness (1.7) and follow-up discussion with P. Bentley (.5).	3.20	1,968.00
03/23/10	HOROWITZ, GREGORY A.	Meet with D. Blabey re asbestos estimation issues.	1.00	750.00
03/23/10	SHARRET, JENNIFER	Various emails re: confidential agreement for present asbestos committee	0.40	202.00
03/23/10	CATON, AMY	Review asbestos claim info from FTI and analyze same (.8); call to A. Rosenberg re same (.4); discuss same w/ P. Bentley, expert testimony issues (.8); draft email re same to FTI (.4)	2.40	1,704.00
03/23/10	WIERMAN, LAUREN E	Reviewed expert witness reports (2.1), separated and organized initial documents for D. Blabey to review (.7).	2.80	770.00
03/24/10	BENTLEY, PHILIP	Conf D. Blabey and A. Caton re asbestos issues (.8), and conf call with FTI re same (.4); review and analyze asbestos legal issues (including 524(g) and 105, and estimation issues) (1.5)	2.70	2,146.50
03/24/10	BLABEY, DAVID E	Review asbestos expert reports from W.R. Grace (1.9) and discuss same with L. Wierman (.1); discuss research issues with P. Bentley (.1) and review case law on estimation (5.0); review motions relating to estimation from other bankruptcy cases (.5).	7.60	4,674.00
03/24/10	SHARRET, JENNIFER	Attention to asbestos Bates Whites engagement letter and email with Committee chair re: same	0.50	252.50
03/24/10	CATON, AMY	O/c P. Bentley re asbestos claim issues and FTI analysis (.4); call w/ FTI re same (.7).	1.10	781.00
03/24/10	WIERMAN, LAUREN E	Reviewed expert witness reports with D. Blabey to organize necessary documents (2.0). Assembled boxes of expert reports (5.9).	7.90	2,172.50
03/25/10	SHARRET, JENNIFER	T/c with P. Bentley (.2) and J. Smolinsky (.3) re: asbestos confidentiality issues; revise declaration for asbestos expert (.4)	0.90	454.50
03/25/10	BENTLEY, PHILIP	Conf call with C. Bates re asbestos estimation (.7), confs J. Sharret re same (.2); t/c J. Smolinsky re same (.3); t/c w/ D. Blabey re asbestos estimation research (.3); analyze asbestos estimation issues (.5)	2.00	1,590.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/25/10	BLABEY, DAVID E	Review case law on estimation (2.5) and discuss research with P. Bentley (.3); call with expert witness (.9).	3.70	2,275.50
03/25/10	WIERMAN, LAUREN E	Created index and binders for expert witness reports and prepared for duplication (1.2). Created index of additional expert witness documents and materials from case room (2.0).	3.20	880.00
03/26/10	BLABEY, DAVID E	Review case law on estimation.	2.00	1,230.00
03/26/10	BENTLEY, PHILIP	Discs K. Pasquale and R. Grinberg, re asbestos issues.	1.10	874.50
03/26/10	WIERMAN, LAUREN E	Organize sample expert witness reports and materials.	2.80	770.00
03/27/10	BLABEY, DAVID E	Draft memo on estimation issues.	1.00	615.00
03/29/10	BENTLEY, PHILIP	Conf call with Weil re asbestos estimation (.5), and discs and emails w/ J. Sharret and D. Blabey re same (.4).	0.90	715.50
03/29/10	SHARRET, JENNIFER	T/c with S. Karotkin, J. Smolinsky and P. Bentley re: asbestos issues (.5); revising Bates White's retention application and circulating to Debtors, UST and Fee Auditor (1.0)	1.50	757.50
03/30/10	CHAIKIN, REBECCA B.	Brief edits to Bates White Retention application.	0.10	27.50
04/01/10	BENTLEY, PHILIP	T/c R. Grinberg re asbestos issues.	0.10	79.50
04/02/10	BENTLEY, PHILIP	Trade emails with D. Blabey re asbestos estimation.	0.10	79.50
04/05/10	BENTLEY, PHILIP	Conf with T. Mayer re asbestos issues (.5), and work on same (.2).	0.70	556.50
04/05/10	MAYER, THOMAS MOERS	Conference with P. Bentley re litigation strategy concerning estimation of asbestos claims (.5); review US Trustee's Objection to Caplin & Drysdale's nunc pro tunc retention, call Steve Karotkin re same (.3).	0.80	760.00
04/06/10	BENTLEY, PHILIP	Trade emails with D. Blabey re asbestos issues.	0.10	79.50
04/06/10	SHARRET, JENNIFER	Reviewing Caplin's response re: retention application and emails to T. Mayer and A. Caton re: same.	0.20	101.00
04/07/10	SHARRET, JENNIFER	Emails to R. Chaikin re: Bates Whites retention application	0.20	101.00
04/07/10	MAYER, THOMAS MOERS	Prepare for hearing on Caplin & Drysdale nunc pro tunc retention: review their application and conference with J. Sharret re same.	0.50	475.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/07/10	CHAIKIN, REBECCA B.	Finalize Bates White retention application (.5); draft notice of same (.2) call Chambers to ask if can add same to hearing docket (.1).	0.80	220.00
04/08/10	BENTLEY, PHILIP	Trade emails with D. Blabey re asbestos issues.	0.10	79.50
04/08/10	MAYER, THOMAS MOERS	Post-hearing conference with E. Inselbuch., T. Swett, S. Karotkin re organizing asbestos estimation litigation, obtaining access to database.	0.30	285.00
04/09/10	BENTLEY, PHILIP	T/c T. Mayer re asbestos issues.	0.10	79.50
04/09/10	CHAIKIN, REBECCA B.	Review time details for discussions between T. Mayer and D. Adams re asbestos representation.	0.30	82.50
04/12/10	CHAIKIN, REBECCA B.	Finalize Bates White retention application and file same.	0.40	110.00
04/12/10	SHARRET, JENNIFER	Emails with US Trustee and Fee Examiner re Bates Whites's retention and coordinate filing of same.	0.50	252.50
04/13/10	BENTLEY, PHILIP	T/c C. Bates (.3) and trade emails (.3) re asbestos issues.	0.60	477.00
04/14/10	CHAIKIN, REBECCA B.	File Epiq affidavit of service re Bates White retention application.	0.20	55.00
04/15/10	SHARRET, JENNIFER	T/c with Asbestos Committee Counsel re: pending motions	0.40	202.00
04/22/10	BENTLEY, PHILIP	T/c J. Sharret re asbestos issues.	0.10	79.50
04/22/10	SHARRET, JENNIFER	T/c with with P. Bentley, FTI re: asbestos issues.	0.20	101.00
04/23/10	BENTLEY, PHILIP	Review correspondence with Bates re retention.	0.10	79.50
04/23/10	SHARRET, JENNIFER	Email with P. Bentley re Bates White retention.	0.10	50.50
04/26/10	BENTLEY, PHILIP	TC C. Bates, and trade multiple emails, re retention issues raised by PI	0.90	715.50
04/27/10	BENTLEY, PHILIP	Conf call with debtors and PI committee's counsel (.3), and T/c C. Bates (.5), and trade emails with C. Bates re estimation and related issues (.3).	1.10	874.50
04/28/10	BENTLEY, PHILIP	Trade emails w/ R. Grinberg and D. Blabey re estimation issues	0.10	79.50
04/30/10	SHARRET, JENNIFER	T/c and email with R. Grinberg re: Bates Whites retention and compensation issues	0.40	202.00

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/30/10	FRIEDMAN, JOSHUA	Review and summarize motion to employ asbestos consultants.	0.40	156.00
05/05/10	BENTLEY, PHILIP	Trade emails with C. Bates re estimation	0.10	79.50
05/05/10	SHARRET, JENNIFER	T/c with K. Maclay re: asbestos/committee issues (.5), email GUC documents to same (.1)	0.60	303.00
05/06/10	BENTLEY, PHILIP	Trade emails with C. Bates re estimation issues	0.10	79.50
05/10/10	BENTLEY, PHILIP	T/c and trade emails with T. Mayer re asbestos issues	0.20	159.00
05/11/10	SHARRET, JENNIFER	T/c with R. Grinberg of Bates Whites re: asbestos issues	0.20	101.00
05/11/10	BENTLEY, PHILIP	Conf call with C. Bates & R. Grinberg re asbestos estimation	0.50	397.50
05/11/10	BLABEY, DAVID E	Call with C. Bates to discuss data collection.	0.20	123.00
05/12/10	SHARRET, JENNIFER	Emails to D. Blabey re asbestos issues.	0.10	50.50
05/17/10	BENTLEY, PHILIP	Review emails from D. Blabey re recent asbestos developments	0.10	79.50
05/17/10	SHARRET, JENNIFER	T/c with FTI re: asbestos issues and email T. Mayer re same.	0.30	151.50
05/21/10	BENTLEY, PHILIP	Trade emails with C. Bates re asbestos estimation	0.10	79.50
05/24/10	WARREN, CHARLES S	Telephone Weil on asbestos insurance recovery case.	0.30	231.00
05/24/10	REZNICK, ALLAN E.	T/cs Weil re asbestos claims, environmental insurance and filing deadlines (.3); v/m and conference L. Kellner re asbestos claims and filing deadline (.3).	0.60	477.00
05/25/10	REZNICK, ALLAN E.	T/c C. Warren (.1) and L. Kellner (.2) re Asbestos claims and statute of limitations issues.	0.30	238.50
05/26/10	REZNICK, ALLAN E.	T/c L. Kellner re asbestos claims and strategy (.2) t/c C. Warren re same (.1).	0.30	238.50
05/27/10	BENTLEY, PHILIP	Conf C. Bates and R. Grinberg (3.0) and notes and discs w/ D. Blabey (.3) re asbestos estimation	3.30	2,623.50
05/27/10	BLABEY, DAVID E	Attend portion of meeting with C. Bates, R. Grinberg, and P. Bentley to discuss expert analysis (2.5), discuss same with P. Bentley (.3)	2.80	1,722.00
05/28/10	SHARRET, JENNIFER	Emails to D. Blabey re: asbestos claims	0.10	50.50
TOTAL			<u>124.40</u>	<u>\$73,020.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
GODMAN, JAMES P.	PARTNER	0.40	300.00
ROKEACH, TZVI	ASSOCIATE	3.70	2,553.00
SHARRET, JENNIFER	ASSOCIATE	<u>2.60</u>	<u>1,313.00</u>
TOTAL		<u>6.70</u>	<u>\$4,166.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/06/10	GODMAN, JAMES P.	Teleconf w/ J. Sharret re Pittsburgh sale issues.	0.10	75.00
05/06/10	SHARRET, JENNIFER	Emails with FTI re Pittsburgh sale.	0.20	101.00
05/11/10	SHARRET, JENNIFER	Email to T. Rokeach and J. Godman re: Pittsburgh sale	0.20	101.00
05/14/10	ROKEACH, TZVI	Review real estate purchase contract for Pittsburgh Stamping plant (2.4); memo to J. Sharret and J. Godman re: same (.4).	2.80	1,932.00
05/17/10	GODMAN, JAMES P.	Brief review of T. Rokeach's memo on PSA issues.	0.20	150.00
05/17/10	ROKEACH, TZVI	Continued drafting memo to J. Sharret and J. Godman re: issues pertaining to the Pittsburgh Stamping property sale.	0.60	414.00
05/18/10	ROKEACH, TZVI	Various e-mails to/from J. Sharret re: issues in connection with Pittsburgh sale.	0.30	207.00
05/18/10	SHARRET, JENNIFER	Review Pittsburgh sale docs (1.0); review real estate comments on same (.5); follow up emails w/FTI and Weil re Fisker and other sales (.5).	2.00	1,010.00
05/18/10	GODMAN, JAMES P.	Brief review of J. Sharret's response to T. Rokeach's comments.	0.10	75.00
05/27/10	SHARRET, JENNIFER	Emails with Weil, FTI and T. Rokeach re: Fisker and other sales	<u>0.20</u>	<u>101.00</u>
TOTAL			<u>6.70</u>	<u>\$4,166.00</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
MAYER, THOMAS MOERS	PARTNER	2.40	2,280.00
CATON, AMY	PARTNER	1.40	994.00
SHARRET, JENNIFER	ASSOCIATE	<u>3.30</u>	<u>1,666.50</u>
TOTAL		<u>7.10</u>	<u>\$4,940.50</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/14/10	CATON, AMY	Review FTI presentation on budget (.4); o/c same and prep for call w T. Mayer, J. Sharret (.5)	0.90	639.00
04/14/10	SHARRET, JENNIFER	Review wind-down budget materials (.5); C/f with T. Mayer and FTI re: wind-down budget (.5); c/f w/ T. Mayer re: wind-down budget (.2).	1.20	606.00
04/14/10	MAYER, THOMAS MOERS	Review wind-down budget materials and FTI update (.5), conferences with A. Caton (.2), J. Sharret (.2) re professional fee projections for GUC Trust, MLC; participate in conference call with FTI re Debtors' request for Committee sign-off on winddown budget (.5).	1.40	1,330.00
04/22/10	SHARRET, JENNIFER	T/c with FTI re: wind-down budget post-Effective date.	0.20	101.00
05/03/10	SHARRET, JENNIFER	C/f with A. Caton re: wind-down budget (.1); t/c with FTI re: same (.1)	0.20	101.00
05/04/10	SHARRET, JENNIFER	Emails to T. Mayer and FTI re wind-down.	0.20	101.00
05/05/10	MAYER, THOMAS MOERS	Prep for (.2) and conference with A. Caton, J. Sharret, A. Phillips and FTI team re outstanding wind down issues (.8).	1.00	950.00
05/05/10	SHARRET, JENNIFER	Prep for (.5) and participate in conference call with T. Mayer, A. Caton and FTI re: wind-down budget (.8)	1.30	656.50

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

July 30, 2010
Invoice No. 546563

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/05/10	CATON, AMY	Call w/ T. Mayer, J. Sharret and FTI re wind down issues.	0.50	355.00
05/07/10	SHARRET, JENNIFER	C/f with T. Mayer and FTI re: wind-down issues	0.20	101.00
TOTAL			<u>7.10</u>	<u>\$4,940.50</u>

SUMMARY OF SERVICES

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>AMOUNT</u>
LIBRARIAN	RESEARCH SERVICES	5.5	770.00
TOTAL		<u>5.5</u>	<u>\$770.00</u>

DETAIL OF SERVICES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/03/10	LIBRARIAN	Pull case bearing on GM claim from Bloomberg, Courtlink.	0.2	28.00
03/11/10	LIBRARIAN	Search Westlaw and Pacer for sample liquidation trusts with 1.468 provision.	1.5	210.00
03/16/10	LIBRARIAN	Pull case from Westlaw for L. Macksoud.	0.1	14.00
03/16/10	LIBRARIAN	Search Livedgar, Pacer, Courtlink for more sample liquidating trusts with 1.468b treatment.	1.4	196.00
03/18/10	LIBRARIAN	Pull the retention application(s) for the Asbestos Expert(s) in WR Grace.	0.4	56.00
03/19/10	LIBRARIAN	Pull more retention application(s) for the Asbestos Expert(s) in WR Grace.	0.4	56.00
03/25/10	LIBRARIAN	Set up GM SEC filings alert.	0.2	28.00
04/26/10	LIBRARIAN	Research SDNY Bankruptcy Guidelines for Fee Applications.	1.0	140.00
04/27/10	LIBRARIAN	Locate 10-Ks for various debtors.	0.2	28.00
04/28/10	LIBRARIAN	Locate Lehman Brothers 2008 10-K.	0.1	14.00
TOTAL			<u>5.5</u>	<u>\$770.00</u>