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- and -

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John Wm. Butler, Jr.  
(admitted *pro hac vice*)

Attorneys for DPH Holdings Corp.  
(f/k/a Delphi Corporation), et al.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

APPLICATION PURSUANT TO LOCAL  
BANKRUPTCY RULE 2090-1(b) FOR ADMISSION *PRO HAC VICE*

1. Kayalyn A. Marafioti (the "**Movant**"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York, and a member of the firm of Skadden, Arps, Slate, Meagher and Flom LLP ("**Skadden, Arps**"), hereby moves (the "**Application**") this Court to enter an order permitting Ron E. Meisler of Skadden, Arps (the "**Admittee**") to practice

pro hac vice before the United States Bankruptcy Court for the Southern District of New York to appear and represent DPH Holdings Corp. (f/k/a Delphi Corporation) and its affiliated reorganized debtors (collectively referred to herein as "**DPH Holdings**"), under Rule 2090-1(b) of the Local Bankruptcy Rules of the Southern District of New York. In support of the Application, the Movant states as follows:

2. Skadden, Arps has represented DPH Holdings since 2005, primarily as debtors' counsel in DPH Holdings' chapter 11 cases pending before the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York (Case No. 05-44481). Skadden, Arps has been authorized to represent DPH Holdings in those chapter 11 cases.

3. Ron E. Meisler is a member of Skadden, Arps in the firm's corporate restructuring practice. Mr. Meisler has appeared as counsel to DPH Holdings in the Bankruptcy Court for the Southern District of New York in connection with DPH Holdings' and its affiliates chapter 11 cases. Based on the annexed certification, Mr. Meisler is admitted, practicing, and in good standing as a member of the bar of the State of Illinois and the United States District Court for the Northern District of Illinois. Mr. Meisler has been practicing law since 1999. There are no disciplinary proceedings pending against Mr. Meisler.

4. The Movant requests that this Court grant this Application so that the Admittee may file pleadings and appear and be heard at hearings in the above-referenced chapter 11 cases.

5. Pursuant to the annexed certificate, the Admittee submits to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course of

these cases. In addition, as stated in the certificate, the Admittee has acquired or has access to a copy of the Local Bankruptcy Rules and is generally familiar with such rules.

6. The Applicant respectfully requests that this Court grant this Application so that the Admittee may file any pleadings and appear and be heard at any hearings in these chapter 11 cases on behalf of DPH Holdings.

7. The Admittee has submitted the fee of \$25 in connection with this Application for admission to practice pro hac vice.

WHEREFORE, Movant respectfully requests the Court enter an order, substantially in the form annexed hereto as Exhibit A: (i) permitting the Admittee to appear pro hac vice in association with the Movant as counsel for DPH Holdings in these chapter 11 cases and (ii) granting the Movant such other and further relief as is just.

Dated: New York, New York  
November 10, 2010

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for DPH Holdings Corp. (f/k/a Delphi Corporation), et al.

CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice and is in good standing in his respective jurisdictions set forth in the Application, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in preparation for, or in the course of, these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated:           New York, New York  
                  November 10, 2010

/s/ Ron E. Meisler \_\_\_\_\_  
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Telephone: (312) 407-0700

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

ORDER AUTHORIZING ADMISSION  
PRO HAC VICE OF RON E. MEISLER

UPON the Application of Kayalyn A. Marafioti, dated November \_\_, 2010, for admission pro hac vice in the above-referenced chapter 11 cases, it is hereby

ORDERED that Ron E. Meisler is admitted to practice, pro hac vice, in the above-referenced bankruptcy cases, in the United States Bankruptcy Court for the Southern District of New York, subject to payment of applicable filing fees.

Dated: New York, New York  
November \_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE