

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

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

**ORDER AMENDING THE TERMS OF
APPOINTMENT OF THE FEE EXAMINER**

Upon the Motion of the Fee Examiner to *Amend the Stipulation and Order with Respect to Appointment of a Fee Examiner for the Fifth and Subsequent Interim Fee Periods*,

IT IS ORDERED:

1. Commencing with the fifth interim fee period (October 1, 2010 through January 31, 2011), and proceeding for all subsequent interim fee periods (collectively, the “**Subsequent Fee Periods**”) through the conclusion of these cases and a final fee hearing:

A. The Fee Examiner’s review and assessment of fee applications shall be limited to an initial preliminary review for significant practices and omissions that could, in the view of the Fee Examiner, violate the Bankruptcy Code or the Guidelines;

B. The Fee Examiner’s practice, to date, of filing a report for each individual fee application, in the Fee Examiner’s discretion, will be suspended,

unless there have been significant practices and omissions that could, in the view of the Fee Examiner, violate the Bankruptcy Code or the Guidelines;

C. The Fee Examiner will file a single report or statement with the Court with respect to all applicable fee applications for each of the Subsequent Fee Periods, at least one week prior to any hearing that sets forth only those practices and omissions that could, in the view of the Fee Examiner, violate the Bankruptcy Code or the Guidelines or prior rulings of this Court;

D. The Fee Examiner and/or his counsel will appear at the Court's scheduled hearings on fee applications; and

E. In connection with the hearing to consider applications for final compensation pursuant to section 330(a) of the Bankruptcy Code, the Fee Examiner may file a separate report with respect to any Retained Professional as well as a comprehensive summary report;

F. The Fee Examiner will continue to recommend a "holdback" of ten percent of each professional's fees, unless and until the previously-imposed holdback requirement is modified by court order.

2. Except as modified herein, the terms and provisions of the Stipulation and Order shall remain in full force and effect. Nothing in this order or in any subsequent order should be construed as waiving any substantive right, duty, or obligation of the Fee Examiner under the Fee Examiner Order, and nothing shall be construed as waiving any right of any professional to maintain or assert any response or defense to any objection or observation raised by the Fee Examiner or the U.S. Trustee.

Dated: New York, New York
January 13, 2011.

s/ Robert E. Gerber
United States Bankruptcy Judge