

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

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

-----X
: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **09-50026 (REG)**
: **(Jointly Administered)**
-----X

**APPLICATION OF THE DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a)
AND 328(a) AND FED. R. BANKR. P. 2014(a) FOR AUTHORITY TO EMPLOY
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE DEBTORS,
NUNC PRO TUNC TO THE COMMENCEMENT DATE**

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

General Motors Corporation (“**GM**”) and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), submit this application (the “**Application**”) for authority to employ and retain Weil, Gotshal & Manges LLP (“**WG&M**” or the “**Firm**”) as attorneys for the Debtors, nunc pro tunc to June 1, 2009 (the “**Commencement Date**”), the date on which the Debtors’ chapter 11 cases were filed, pursuant to sections 327(a) and 328(a) of title 11, United States Code (the “**Bankruptcy Code**”)

and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and respectfully represent:

Jurisdiction

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Retention of WG&M

2. The Debtors seek Court approval pursuant to sections 327(a) and 328(a) of the Bankruptcy Code to employ and retain WG&M as their attorneys in connection with the commencement and prosecution of their chapter 11 cases, nunc pro tunc to the Commencement Date. The Debtors request that the Court approve the retention of WG&M, under a general retainer, as their attorneys, to perform the extensive legal services that will be required during these chapter 11 cases in accordance with WG&M’s normal hourly rates in effect when services are rendered and WG&M’s normal reimbursement policies. In support of this Application, the Debtors are submitting the Affidavit of Stephen Karotkin, a member of WG&M (the “**Karotkin Affidavit**”), attached hereto as Exhibit “A.” A proposed order is attached hereto as Exhibit “B.”

3. The Debtors have been informed that Harvey R. Miller, Stephen Karotkin, and Joseph H. Smolinsky, members of WG&M, as well as other members of, counsel to, and associates of WG&M who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York.

4. The Debtors have selected WG&M as their attorneys because of the Firm’s extensive knowledge of the Debtors’ business and financial affairs, its extensive general

experience and knowledge, and, in particular, WG&M's recognized expertise in the field of debtors' protections, creditors' rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, WG&M currently represents or has represented, among others, the following debtors: Lehman Brothers Holdings Inc., Worldcom, Inc., Enron Corp., Global Crossing Ltd., Aleris International, Inc., Washington Mutual, Inc., General Growth Properties, Inc., Pilgrims' Pride Corp., BearingPoint, Inc., SemCrude, L.P., Vertis Holdings, Inc., LandSource Communities Development, LLC, PRC, LLC, The New York Racing Association, Silicon Graphics, Inc., Atkins Nutritionals, Inc., Footstar, Inc., Parmalat USA Corp., Loral Space & Communications Ltd., and Armstrong Worldwide Industries.

5. WG&M also is very familiar with the Debtors' businesses and financial affairs and is well qualified to provide the services required by the Debtors in their chapter 11 cases. GM has been a WG&M client for a number of years, and WG&M has rendered services on behalf of GM in connection with numerous matters, including financing transactions, mergers and acquisitions, and counseling. Prior to the Commencement Date, in the fall of 2008, the Debtors engaged WG&M to assist and advise them with respect to various restructuring and other strategic alternatives. Most recently, WG&M assisted and advised the Debtors in connection with the preparation for, and commencement of, these chapter 11 cases.

Accordingly, WG&M has the necessary background and relevant experience with the Debtors to deal effectively and efficiently with the potential legal issues and other matters that may arise in the context of these chapter 11 cases. Thus, the Debtors believe that WG&M is both well qualified and uniquely able to represent them in their chapter 11 cases in an efficient and timely manner.

6. Should the Debtors be required to retain attorneys other than WG&M in connection with the prosecution of these chapter 11 cases, the Debtors, their estates, and all parties in interest would be unduly prejudiced by the time and expense necessarily attendant to such attorneys' familiarization with the intricacies of the Debtors, their business operations, and their financial circumstances.

7. Given the magnitude and complexity of these cases, the Debtors are concurrently submitting an application to retain Jenner & Block LLP ("**Jenner**"), as general corporate and conflicts counsel to the Debtors. The Debtors also intend to file applications to employ additional attorneys and other professionals. WG&M has advised the Debtors that it intends to monitor carefully and coordinate with Jenner and the other professionals retained by the Debtors in these chapter 11 cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible. Rather than resulting in any extra expense to the Debtors' estates, it is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

Scope of Services

8. The employment of WG&M under a general retainer and in accordance with its normal hourly rates and disbursement policies in effect from time to time is appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute their chapter 11 cases. Subject to further order of this Court, it is proposed that WG&M be employed to render the following professional services:

- a. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;

- b. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- c. take all necessary action in connection with the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing;
- d. take all necessary actions in connection with a chapter 11 plan and related disclosure statement(s) and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
- e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases.

9. It is necessary for the Debtors to employ attorneys under a general retainer to render the foregoing professional services. WG&M has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

WG&M's Disinterestedness

10. To the best of the Debtors' knowledge, the members of, counsel to, and associates of, WG&M do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the Karotkin Affidavit.

11. Based upon the Karotkin Affidavit, the Debtors submit that WG&M is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that WG&M will conduct an ongoing review of its files to ensure that no disqualifying circumstances

arise, and if any new relevant facts or relationships are discovered, WG&M will supplement its disclosure to the Court.

Professional Compensation

12. As set forth in the Karotkin Affidavit, WG&M received a retainer and an advance against expenses for all services to be performed, including in preparation for and with respect to the prosecution of these chapter 11 cases. As of the Commencement Date the amount of the retainer was approximately \$5.9 million. WG&M intends to apply the retainer to any outstanding amounts relating to the period prior to the Commencement Date which were not processed through WG&M's billing system as of the Commencement Date, and to retain the balance on account of services rendered and expenses incurred subsequent to the Commencement Date.

13. The Debtors understand that WG&M hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York (the "**Local Rules**"), the guidelines established by the U.S. Trustee (the "**Guidelines**"), and further orders of this Court (the "**Orders**") for all services performed and expenses incurred after the Commencement Date.

14. Pursuant to section 328(a) of the Bankruptcy Code, the Debtors may retain WG&M on any reasonable terms and conditions. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the Orders, the Debtors propose to compensate WG&M at its customary hourly rates for services rendered that are in effect from time to time, as set forth in the Karotkin Affidavit, and to reimburse WG&M

according to its customary reimbursement policies. The Debtors respectfully submit that WG&M's rates and policies stated in the Karotkin Affidavit are reasonable.

Notice

15. Notice of this Application has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, and (xiii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
June 12, 2009

GENERAL MOTORS CORPORATION
(for itself and on behalf of its affiliated
Debtors and Debtors in Possession)

/s/ Walter G. Borst

NAME: Walter G. Borst

TITLE: Treasurer

Exhibit A

Karotkin Affidavit

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

-----X
In re : Chapter 11 Case No.
: :
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
: :
-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT ON BEHALF OF
WEIL, GOTSHAL & MANGES LLP PURSUANT TO SECTIONS 327, 328(a), 329 AND
504 OF THE BANKRUPTCY CODE AND FED. R. BANKR. P. 2014(a) AND 2016(b)**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Stephen Karotkin, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“**WG&M**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Houston, Dallas and Austin, Texas; Miami, Florida; Boston, Massachusetts; Providence, Rhode Island; Wilmington, Delaware; and Menlo Park, California; and foreign offices in London, United Kingdom; Budapest, Hungary; Warsaw, Poland; Brussels, Belgium; Frankfurt and Munich, Germany; Prague, The Czech Republic; Paris, France; Beijing, Hong Kong and Shanghai, China; and Dubai, United Arab Emirates.

2. I submit this affidavit (the “**WG&M Affidavit**”) in connection with the application dated June 12, 2009 (the “**Application**”) of General Motors Corporation (“**GM**”) and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

cases (collectively, the “**Debtors**”), for approval of the Debtors’ retention of WG&M, as their attorneys in the above-captioned chapter 11 cases, nunc pro tunc to the date of commencement of these cases (the “**Commencement Date**”), at their normal hourly rates in effect from time to time and in accordance with their normal reimbursement policies, in compliance with sections 328(a), 329, and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). Unless otherwise stated in this WG&M Affidavit, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon WG&M’s completion of further review or as additional party-in-interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. Neither I, WG&M, nor any member, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with the Debtors’ chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, WG&M, nor any member, counsel to, or associate of the Firm represents any party in interest in these chapter 11 cases in matters related to the Debtors’ chapter 11 cases.

WG&M Disclosure Procedures

4. WG&M, which employs approximately 1,300 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. WG&M has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors’ pending chapter 11 cases. Some of those entities are, or may consider

themselves to be, creditors or parties in interest in the Debtors' pending chapter 11 cases or to otherwise have interests in these cases.

5. In preparing this Affidavit, I used a set of procedures developed by WG&M to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York (the "**Local Rules**") regarding the retention of professionals by a debtor under the Bankruptcy Code (the "**Firm Disclosure Procedures**"). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Affidavit and to ascertain WG&M's connection to such parties:

- a. A comprehensive list of the types of entities who may have contacts with the Debtors was developed through discussions with the WG&M attorneys who have provided services to the Debtors and in consultation with senior management of the Debtors (the "**Retention Checklist**"). A copy of the Retention Checklist is attached as Annex "A".
- b. WG&M obtained information responsive to the Retention Checklist through several inquiries of the Debtors' senior management and review of documents provided by the Debtors to WG&M. WG&M then used that information, together with other information identified by WG&M, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the "**Potential Parties in Interest**").
- c. WG&M maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the "**Client Database**"). The Client Database includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the WG&M personnel who are or were responsible for current or former matters for such client. It is the policy of WG&M that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter

undertaken by WG&M. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. WG&M compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.¹ Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective WG&M personnel responsible for the identified client matters (the “**Client Match List**”).
- e. A WG&M attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to WG&M’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List, and making general and, if applicable, specific inquiries of WG&M personnel, WG&M verified that it does not represent and has not represented any entity on the Client Match List in connection with the Debtors or these chapter 11 cases.
- g. In addition, a general inquiry to all WG&M personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of General Motors Corporation or any of its affiliates; (ii) holds a claim against or interest adverse to General Motors Corporation or any of its affiliates; (iii) is or was an officer, director, or employee of General Motors Corporation or any of its affiliates; (iv) is related to or has any connections to bankruptcy judges in the Southern District of New York; (v) is related to or has any connections to anyone working in the Office of the U.S. Trustee for the Southern District of New York; (vi) is related to or has any connections to anyone working in the United States Department of the Treasury; and (vii) is related to or has any connections to anyone working in Export Development Canada.

WG&M’s Connections with the Debtors

6. WG&M compiled responses to the foregoing inquiries for the purposes of preparing this Affidavit. Responses to the inquiry described in paragraph 5(g) hereof reflect that,

¹ For purposes of the Firm Disclosure Procedures, WG&M considers an entity a “former client” if all matters for such client have been closed and professional time was recorded within the past two years. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Affidavit.

as of the Commencement Date, various attorneys and staff people at WG&M or their relatives own immaterial amounts of GM stock or bonds. In addition, certain attorneys have relatives who work or worked for GM or its current or former affiliates, or who are employed by the United States Government, including one WG&M partner whose son is a senior restructuring officer for the United States Department of the Treasury. In addition, the spouse of a partner of WG&M is the Chief Judge for the United States Bankruptcy Court for the Southern District of New York, and certain WG&M attorneys clerked or otherwise worked with certain Bankruptcy Judges in the Southern District of New York. None of the foregoing individuals is currently directly involved in representing the Debtors in connection with these chapter 11 cases. Details of all the foregoing will be provided upon request.

7. WG&M has rendered legal services to GM and certain of its affiliates since October 1976. During such time, WG&M has played a significant role in advising GM with respect to a number of matters. Most recently, WG&M has performed services necessary to enable the Debtors to file for protection under chapter 11. WG&M was primarily responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to the these chapter 11 cases and their commencement.

**WG&M's Connections with Parties in Interest
in Matters Unrelated to these Chapter 11 Cases**

8. Either I, or an attorney working under my supervision, reviewed the connections between WG&M and the clients identified on the Client Match List, and the connections between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that WG&M does not hold or represent an interest that is adverse to the Debtors' estates and that WG&M is a "disinterested person" as

such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. WG&M previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates), in matters unrelated to the Debtors. These disclosures, attached as Annex “B”, are the product of implementing the Firm Disclosure Procedures. An entity is listed as a “Current Client” on Annex B if WG&M has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is listed as a “Former Client” on Annex B if WG&M represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. WG&M has not represented, does not represent, and will not represent any of such entities in matters directly related to the Debtors or these chapter 11 cases.

10. To the best of my knowledge and information, the annual fees for the last twelve months paid to WG&M by any entity listed on Annex B, other than Lehman Brothers, General Electric, Thomas H. Lee Partners, AIG, Microsoft Corporation, and Citigroup did not exceed 1% of the annual gross revenue of WG&M.

11. In addition to the entities identified in Annex B, the entities identified in Annex “C” attached hereto, either (i) have a name similar to a client identified on the Client Match List or (ii) are or may be related to such a client (collectively, the “**Potential Clients**”). After a diligent effort, WG&M was unable to determine whether the similarity of names was in fact a name coincidence or whether, and to what extent, the Potential Client is related to a client identified on the Client Match List. Out of an abundance of caution, however, WG&M has

confirmed that, similar to the clients identified above, WG&M has not represented, does not represent, and will not represent any of the Potential Clients in matters directly related to the Debtors or these chapter 11 cases.

12. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between WG&M and (i) the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) or any person employed by the Office of the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers that represent or may represent the Debtors or claimants or other parties in interest in these chapter 11 cases, except as set forth herein. As part of its practice, WG&M appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in these cases. WG&M has not represented, and will not represent, any of such parties in relation to the Debtors or their chapter 11 cases. WG&M does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

13. Additionally, WG&M has represented, and may currently represent, entities which hold or may in the future hold certain of the Debtors’ debt in beneficial accounts on behalf of unidentified parties.

14. Because distressed debt is actively traded in the commercial markets, WG&M may be unaware of the actual holder of such debt at any given moment. WG&M

represents numerous entities in unrelated matters that may buy and/or sell distressed debt of chapter 11 debtors.

15. WG&M has represented the Audit Committee of the Board of Directors of GM since 2005 (the “**Audit Committee**”). WG&M attends all Audit Committee meetings and has provided legal advice to the Audit Committee concerning a variety of issues, including advice relating to disclosure and governance. In addition, between late 2005 and January 2009, WG&M represented the independent members of the GM Board of Directors in connection with several shareholder derivative actions pending in the United States District Court for the Eastern District of Michigan which were consolidated. WG&M also represented the members of the Audit Committee in connection with a class action which was pending in the United States District Court for the Eastern District of Michigan on behalf of purchasers of debt and/or equity securities of GM between February 2002 and March 2005. Both of these actions were settled and the settlements were approved by the District Court in January 2009. All fees and expenses for professional services rendered with respect to the foregoing were paid by GM.

16. Despite the efforts described herein to identify and disclose WGM’s connections with the parties in interest in these chapter 11 cases, because the Debtors are a large enterprise with numerous and complex relationships, WGM is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, WG&M will continue to apply the Firm Disclosure Procedures and if any new material relevant facts or relationships are discovered or arise, WGM will promptly file a supplemental disclosure with the Court.

WG&M Is Disinterested

17. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe WG&M does not hold or represent an interest adverse to the Debtors' estates in the matters upon which WG&M is to be employed, and WG&M is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

WG&M's Retainer, Rates, and Billing Practices

18. WG&M is not a creditor of the Debtors. During the approximate six-month period prior to the commencement of these cases, WG&M received from the Debtors an aggregate of \$54,012,221.54 for professional services performed and expenses incurred, and as advance payments to cover an estimate for the period through the Commencement Date for all professional services performed and expenses incurred, including those relating to these chapter 11 cases. WG&M has applied a portion of the advance payments received to credit the Debtors' account for WG&M's estimated charges for professional services performed and expenses incurred up to the time of the commencement of these chapter 11 cases and has reduced the balance of the credit available to the Debtors by the amount of such charges. The precise amount of such charges and expenses will be determined upon the final recording of all time and expense charges with respect to the period prior to the Commencement Date and the advance will be applied against such amount. As of the Commencement Date, WG&M estimates that it had a remaining credit balance in favor of the Debtors for future professional services to be performed and expenses to be incurred subsequent to the Commencement Date, in the approximate amount of \$5.9 million.

19. WG&M intends to charge the Debtors for services rendered in these chapter 11 cases at WG&M's normal hourly rates in effect at the time the services are rendered. WG&M's current customary US hourly rates, subject to change from time to time, are \$650 to \$950 for members and counsel, \$355 to \$640 for associates, and \$155 to \$290 for paraprofessionals.

20. WG&M also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with WG&M's normal reimbursement policies, subject to any modifications to such policies that WG&M may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines (the "**Guidelines**") established by the Office of the U.S. Trustee. WG&M's disbursement policies pass through all out of pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, WG&M will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, WG&M believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by WG&M in-house or through a third party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, and clerk fees.

21. No promises have been received by WG&M, or any member, counsel, or associate thereof, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the retainer letter between the Debtors and WG&M, dated December

10, 2008. WG&M has no agreement with any other entity to share with such entity any compensation received by WG&M or by such entity.

22. The Debtors' Application requests, pursuant to section 328(a) of the Bankruptcy Code, approval of their retention of WG&M on rates, terms, and conditions consistent with what WG&M charges non-chapter 11 debtors, namely, prompt payment of WG&M's hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, WG&M intends to apply pursuant to section 330 of the Bankruptcy Code for allowances of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines.

Coordination with Other Professionals for the Debtors

23. WG&M is aware that the Debtors have submitted, or intend to submit an application to retain Jenner & Block LLP as, inter alia, conflicts counsel to the Debtors, as well as other attorneys. WG&M intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible.

24. The foregoing constitutes the statement of WG&M pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

/s/ Stephen Karotkin

Stephen Karotkin
A Member of the Firm

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 12th day of June, 2009.

/s/ Ilusion Rodriguez

ILUSION RODRIGUEZ
NOTARY PUBLIC, State of New York
No. 01RO6188069
Qualified in Kings County
Commission Expires June 02, 2012

ANNEX A

RETENTION CHECKLIST

Retention Checklist

- Current Members of Board of Directors for General Motors Corporation
- Former Members of Board of Directors of General Motors Corporation (past 3 years)
- Affiliations of Current Members of Board of Directors of General Motors Corporation
- Current Officers of General Motors Corporation
- Former Officers of General Motors Corporation (past 3 years)
- Other Key Executives and Professionals of Affiliates
- Current Significant Shareholders (top 5%)
- Top 25 Shareholders
- Other names each of the Debtor entities are known as (including trade names and aliases (up to 8 years) (a/k/a, d/b/a, f/k/a))
- Largest 50 Bondholders
- Top 100 Unsecured Creditors as of May 29, 2009 (other than individual bondholders)
- Utility Companies
- Insurance Providers
- Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)
- Taxing Authorities
- Investments as a Limited Partnership
- Joint Venture Parties
- Former GM Entities
- Indenture Trustees (including any parties to GM municipal bond financing arrangements)
- Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)
- Governmental and State Regulatory Agencies
- Secured Creditors Other Than Major Secured Lenders
- Major Secured Lenders
- Professionals Employed
- Retention Applicants
- Major Customers
- Top 100 Suppliers
- Strategic Alliances
- Unions/Non-Debtor Parties to Collective Bargaining Agreements
- Major Litigation Claimants
- Professionals Retained by Significant Creditor Groups
- Entities in which GM owns an equity interest
- Judges for the United States Bankruptcy Court for the Southern District of New York
- United States Trustees for the Southern District of New York
- Current Members of Board of Directors of Saturn, LLC
- Affiliations of Current Members of Board of Directors of Saturn, LLC
- Former Members of Board of Directors of Saturn, LLC (past 3 years)

- Current Officers of Saturn, LLC
- Former Officers of Saturn, LLC (past 3 years)
- Current Members of Board of Directors of Saturn Distribution Corporation
- Affiliations of Current Members of Board of Directors of Saturn Distribution Corporation
- Former Members of Board of Directors of Saturn Distribution Corporation (past 3 years)
- Current Officers of Saturn Distribution Corporation
- Former Officers of Saturn Distribution Corporation (past 3 years)
- Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc.
- Affiliations of Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc.
- Former Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. (past 3 years)
- Current Officers of Chevrolet-Saturn of Harlem, Inc.
- Former Officers of Chevrolet-Saturn of Harlem, Inc.

ANNEX B

LIST OF CURRENT AND FORMER CLIENTS

Matched Entity	Relationship to Debtors	Relationship to WG&M
AIG	Insurance Provider	Current Client
AIG Global Investment Group Inc.	Largest 50 Bondholder	Affiliate of Current Client
AIG Vantage Capital LP.	Top 100 Supplier	Affiliate of Current Client
Aleris International, Inc. and affiliates	Creditor/Supplier	Current Client
AlixPartners	Retention Applicant	Current Client
American Airlines Inc.	Affiliation of Board Member	Current Client
American Intl Group Inc.	Major Secured Lender - Term Loan Secured Lender	Current Client
Amoco Corporation	Affiliation of Board Member	Affiliate of Current Client
AMR Corporation	Affiliation of Board Member	Current Client
Armando M. Codina	Current Member of Board of Directors for General Motors Corporation	Current Client
Arthur Andersen	Professional Employed	Current Client
Avenue CLO V Ltd.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Banc of America Securities LLC	Underwriting Investment Bank for GM's Securities	Current Client
Banca Intesa (Intesa BCI)	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Bank of America	Major secured Lender - Credit Revolver Secured Lender	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Bank of Montreal	Major secured Lender - Credit Revolver Secured Lender	Current Client
Bank of New York	Indenture Trustee, Major secured Lender - Credit Revolver Secured Lender	Current Client
Bank of New York Mellon Corporation	Professional Employed	Current Client is The Bank of New York
Bank of Nova Scotia	Major secured Lender - Credit Revolver Secured Lender	Current Client
Barclays Bank	Major secured Lender - Credit Revolver Secured Lender	Current Client
Barclays Bank of Kenya Limited	Counterparty to Major Contract	Affiliate of Current Client
Barclays Capital Inc.	Largest 50 Bondholder, Underwriting Investment Bank for GM's Securities	Current Client
Barclays Global Investors Limited Barclays Global Investors, National Association	Top 25 Shareholder	Affiliate of Current Client
Bear Stearns	Major secured Lender - Credit Revolver Secured Lender	Current Client
Bear Stearns International Limited	Professional Employed	Current Client
Bear, Stearns & Co. Inc.	Professional Employed	Current Client
Blackstone Group L.P.	Professional Employed, Retention Applicant	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Blue Cross Blue Shield	Top 100 Unsecured Creditor	Affiliate of Current Client
BMW Group	Major Customer, Strategic Alliance	Affiliate of Current Client
BNP Paribas	Major secured Lender - Credit Revolver Secured Lender, Professional Employed	Current Client
BNP Paribas Securities Corp.	Largest 50 Bondholder	Affiliate of Current Client
BNY GCM (Belgium)	Largest 50 Bondholder	Affiliate of Current Client
BNY Mellon Wealth Management	Top 25 Shareholder	Affiliate of Current Client
BP Amoco p.l.c.	Affiliation of Board Member	Current Client
BP Canada Energy Mktf Corp.	Utility Company	Affiliate of Current Client
BP Energy Co USA	Utility Company	Affiliate of Current Client
BP PLC - Yorktown Virginia Refinery	Affiliation of Board Member	Affiliate of Current Client
BP Products N America Inc	Utility Company	Affiliate of Current Client
BP Solar International Inc.	Affiliation of Board Member	Affiliate of Current Client
BP Trinidad & Tobago LLC	Affiliation of Board Member	Affiliate of Current Client
BT Group plc. (LSE: BT.A)	Affiliation of Board Member	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Calyon	Major secured Lender - Credit Revolver Secured Lender	Current Client
Cami Automotive, Inc.	Entity in Which GM Owns an Equity Interest - North America - Joint Venture	Current Client
Canadian Imperial Bank of Commerce (CIBC)	Major Secured Lender - Term Loan Secured Lender	Current Client
Carlyle Group	Affiliation of Board Member	Current Client
Carlyle High Yield Par IX Ltd. Carlyle High Yield Part 2008-1	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Carlyle Partners IV, L.P. Carlyle Partners V	Affiliation of Board Member	Affiliate of Current Client
Ceridian Corporation	Affiliation of Board Member	Current Client
Chrysler LLC	Affiliation of Board Member	Current Client
CIBC	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Citibank Istanbul Citibank Japan Ltd Citibank Korea Inc. Citibank N.A., Bangkok Branch Citibank N.A., Taipei Branch	Counterparty to Major Contract	Affiliate of Current Client
CitiBank, N.A.	Indenture Trustee	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Citibank, NA– NY	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Citibank, National Association (Las Vegas, NV)	Professional Employed	Affiliate of Current Client
Citicorp Securities Services Inc.	Largest 50 Bondholder	Affiliate of Current Client
Citicorp USA, Inc.	Secured Creditor Other Than Major Secured Lender	Affiliate of Current Client
Citigroup	Major secured Lender - Credit Revolver Secured Lender, Largest 50 Bondholder	Current Client
Citigroup CIB	Professional Employed	Affiliate of Current Client
Clearstream Banking	Largest 50 Bondholder	Current Client
ConEdison Solutions	Utility Company	Affiliate of Current Client
Consolidated Edison	Utility Company	Current Client
Credit Suisse	Major secured Lender - Credit Revolver Secured Lender, Professional Employed	Current Client
Credit Suisse Securities (USA) LLC	Top 25 Shareholder, Underwriting Investment Bank for GM's Securities	Affiliate of Current Client
CSAM Syndicated Loan FD	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Daewoo Motor De Puerto Rico Inc.	Entity in Which GM Owns an Equity Interest – Asia Pacific	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Daimler AG	Strategic Alliance	Current Client
Daiwa Europe (Deutschland) GmbH	Professional Employed	Affiliate of Current Client
DB Platinum Advisors	Largest 50 Bondholder	Affiliate of Current Client
Deloitte LLP	Professional Employed	Affiliate of Current Client
Deloitte Touche Tohmatsu	Professional Employed	Affiliate of Current Client
Deutsche Bank	Major secured Lender - Credit Revolver Secured Lender	Current Client
Deutsche Bank – New York	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Deutsche Bank AG	Affiliation of Board Member, Largest 50 Bondholder	Current Client
Deutsche Bank AG London	Top 100 Unsecured Creditor, Indenture Trustee	Current Client
Deutsche Bank Luxembourg S.A.	Top 100 Unsecured Creditor	Affiliate of Current Client
Deutsche Bank Securities Inc.	Underwriting Investment Bank for GM's Securities, Professional Employed	Current Client
Direct TV Group	Affiliation of Board Member	Current Client
Dresdner Bank	Major secured Lender - Credit Revolver Secured Lender	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
DuPont Automotive Co. Dupont Coatings & Color Technologies Group Dupont Safety & Protection	Affiliation of Board Member	Affiliate of Current Client
Eastman Kodak Company	Affiliation of Board Member	Current Client
Eaton Vance CDO IX Ltd. Eaton Vance CDO VIII Ltd. Eaton Vance CDO X PLC Eaton Vance FLTG RT INC TR Eaton Vance Grayson & Co Eaton Vance INSTL SR LN FD Eaton Vance Loan OPP FD Ltd. Eaton Vance Ltd. Duration Inc. Eaton Vance Medallion Floating Eaton Vance Senior Debt PF Eaton Vance Senior Floating Rate TR Eaton Vance Senior Inc. TR Eaton Vance SHT DUR DIV INC FD Eaton Vance VT FLTG RT INC FD	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Eckhard Pfeiffer	Current Member of Board of Directors for General Motors Corporation	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Ei Dupont De Nemours & Co.	Affiliation of Board Member	Affiliate of Current Client
Eli Lilly & Co.	Affiliation of Board Member	Current Client
Ellen J. Kullman	Former Member of Board of Directors for General Motors Corporation	Current Client
Enterprise Rent-A-Car	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Current Client
Erskine B. Bowles	Current Member of Board of Directors for General Motors Corporation	Current Client
European Bank for Reconstruction and Development	Joint Venture Party – Europe – Russia – GM Avtovaz	Current Client is EBRB
Evercore Partners Inc.	Professional Employed, Retention Applicant	Current Client
Federal Mogul Corp	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Fidelity ADVR SR I-ADVR HI IN Fidelity ADVR SR II-ADVR STRT Fidelity American HI YLD FD Fidelity Ballyrock CLO II Fidelity Ballyrock CLO III Fidelity CIP LLC:FID FL RATE Fidelity Puritan TR-Puritan FD Fidelity SCH ST TR-STRT INC FD Fidelity Summer ST TR-CAP & IN Fidelity Summer ST-CAP & INC F Fidelity VIP V STRT INC PF	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Fidelity Investments	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Current Client
Fidelity Management & Research Co.	Top 25 Shareholder, Largest 50 Bondholder	Affiliate of Current Client
Florida East Coast Industries, Inc.	Affiliation of Board Member	Current Client
Fortress CR INVS I Ltd	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Fortress CR INVS II Ltd	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Franklin Advisers	Largest 50 Bondholder	Affiliate of Current Client
Gasmark UGI Energy Svcs. Inc.	Utility Company	Affiliate of Current Client
GE Asset Management Inc.	Largest 50 Bondholder	Current Client
GE Capital	Affiliation of Board Member	Affiliate of Current Client
GE Capital Consumer Financial Services	Affiliation of Board Member	Affiliate of Current Client
GE Card Services	Affiliation of Board Member	Affiliate of Current Client
GE Commercial Finance	Affiliation of Board Member	Affiliate of Current Client
GE Corporate Financial Services	Secured Creditor Other Than Major Secured Lender	Affiliate of Current Client
GE Fleet Services of GE Commercial Finance	Affiliation of Board Member	Affiliate of Current Client
GE Insurance Solutions	Affiliation of Board Member	Affiliate of Current Client
GE Pen TR	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
General Electric Capital Corporation	Major Secured Lender - Term Loan Secured Lender, Counterparty to Major Contract	Current Client is G.E.C.C.
General Electric Co.	Affiliation of Board Member	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
George M.C. Fisher	Current Member of Board of Directors for General Motors Corporation	Current Client
Goldentree LN OPP III LTD Goldentree LN OPP IV LTD	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Goldman Sachs	Major secured Lender - Credit Revolver Secured Lender	Current Client
Goldman Sachs – ABS Loans 2007-I Goldman Sachs CR Parts LP	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Goldman Sachs Group Inc.	Affiliation of Board Member, Professional Employed	Current Client
Goldman, Sachs & Co.	Professional Employed	Current Client
Greenwich Capital Markets, Inc.	Underwriting Investment Bank for GM's Securities	Affiliate of Current Client
Hartford FLTING RT FD	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Hartford-FLTG BK LN SR OF HART	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Henry Schein Inc.	Affiliation of Board Member	Current Client
Hertz Corporation	Major Customer	Current Client
Highbridge Capital Management	Largest 50 Bondholder	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Highland Credit OPP CDO LTD Highland Floating Rate Fund Highland Offshore PTNRS LP Highland -PAC SEL FD FLTG RT LN	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Hitachi Data Systems Corporation	Affiliation of Board Member	Affiliate of Current Client
Hitachi Ltd.	Top 100 Supplier	Affiliate of Current Client
Home Depot Inc.	Affiliation of Board Member	Current Client
Houlihan Lokey	Professional Retained by Significant Creditors Group	Current Client
HSBC	Major secured Lender - Credit Revolver Secured Lender	Current Client
HSBC Finance Corp. HSBC Financial Corp Ltd.	Strategic Alliance	Affiliate of Current Client
Hughes Electronics Corporation	Affiliation of Board Member	Affiliate of Current Client
IFCO Systems NV	Affiliation of Board Member	Current Client
ING Bank	Major secured Lender - Credit Revolver Secured Lender	Current Client
International Council of J.P. Morgan Chase & Co.	Affiliation of Board Member	Current Client is J.P. Morgan Chase & Co.
J.P. Morgan & Co. Inc.	Professional Employed	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
J.P. Morgan Securities Inc.	Professional Employed, Largest 50 Bondholder	Affiliate of Current Client
John H. Bryan	Current Member of Board of Directors for General Motors Corporation	Current Client
JP Morgan Chase	Major secured Lender - Credit Revolver Secured Lender	Current Client
JP Morgan Chase Bank, N.A.	Secured Creditor Other than Major Lenders	Current Client
JP Morgan Whitefriars Inc.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
JPMorgan Chase & Co	Professional Employed	Affiliate of Current Client
Karen L. Katen	Current Member of Board of Directors for General Motors Corporation	Current Client
KBC Bank	Major secured Lender - Credit Revolver Secured Lender	Current Client
Kent Kresa	Current Member of Board of Directors for General Motors Corporation	Current Client
Key Safety Systems Inc.	Top 100 Supplier	Current Client
Kodak	Affiliation of Board Member	Affiliate of Current Client
Kohlberg Kravis Roberts & Company	Affiliation of Board Member	Current Client is KKR
KPMG LLP	Professional Employed, Retention Applicant	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
L3- Lincoln Variable INS PRODS	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Lazard Group LLC	Affiliation of Board Member	Current Client
Lazard Ltd.	Affiliation of Board Member, Professional Retained by Significant Creditor Group	Affiliate of Current Client
Lehman Brothers Asset Management Inc.	Top 25 Shareholder	Affiliate of Current Client
Lehman Brothers First Trust	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Lehman Brothers High Income	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Lehman Brothers Inc.	Largest 50 Bondholder	Current Client
Leucadia National Corp.	Miscellaneous	Affiliate of Current Client
Lincoln Natl Life Ins 12	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Lincoln Natl Life SA20	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
M&T Bank	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Mackay Shields Coreplusalpha Ltd.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
MacKay Shields LLC	Largest 50 Bondholder	Current Client
MacKay Shields Short Duration Alpha FD	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
MacKay-AR Public Employee Retirement System	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Magna International, Inc.	Top 100 Unsecured Creditor	Current Client
Marathon CLO I Marathon CLO II Ltd. Marathon Financing I B V	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Marsh Inc.	Insurance Provider	Affiliate of Current Client
MCI	Utility Company	Current Client
Mellon Bank	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Mellon Capital Management Corporation	Top 25 Shareholder	Affiliate of Current Client
Merck & Co. Inc.	Affiliation of Board Member	Current Client
Merrill Lynch	Major secured Lender - Credit Revolver Secured Lender	Current Client
Merrill Lynch & Co. Inc.	Affiliation of Board Member, Professional Employed	Affiliate of Current Client
Merrill Lynch Canada Finance Company	Affiliation of Board Member	Affiliate of Current Client
Merrill Lynch Cap Serv Inc.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Merrill Lynch International & Co CV	Affiliation of Board Member	Affiliate of Current Client
Merrill Lynch International Limited	Professional Employed	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Merrill Lynch Preferred Capital Trust I Merrill Lynch Preferred Capital Trust II Merrill Lynch Preferred Capital Trust III Merrill Lynch Preferred Capital Trust IV Merrill Lynch Preferred Capital Trust V Merrill Lynch Preferred Capital Trust VI	Affiliation of Board Member	Affiliate of Current Client
Merrill Lynch Preferred Funding I LP Merrill Lynch Preferred Funding II LP Merrill Lynch Preferred Funding III LP Merrill Lynch Preferred Funding IV LP Merrill Lynch Preferred Funding V LP	Affiliation of Board Member	Affiliate of Current Client
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Professional Employed, Underwriting Investment Bank for GM's Securities	Affiliate of Current Client
Microsoft Global Finance	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Minnesota Mining & Manufacturing	Affiliation of Board Member	Affiliate of Current Client
Mitsubishi Electric Corp.	Top 100 Supplier	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Morgan Stanley	Professional Employed, Major secured Lender - Credit Revolver Secured Lender	Current Client
Morgan Stanley & Co. Incorporated	Professional Employed	Affiliate of Current Client
Morgan Stanley & Co., Inc.	Top 25 Shareholder	Current Client
Morgan Stanley and Co.	Affiliation of Board Member	Current Client
Morgan Stanley Senior FD Inc.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Morgan, JP Chase & Co	Top 100 Supplier	Current Client is JP Morgan Chase & Co,
Muriel Siebert & Co., Inc.	Underwriting Investment Bank for GM's Securities	Current Client
Northrop Grumman Corporation	Affiliation of Board Member	Current Client
Oak Hill CR Part III Oak Hill CR Part IV Oak Hill CR Part V Ltd. Oak Hill Credit PTNRS II Ltd.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Oaktree - EMP RET FD CITY OF D Oaktree - GEN BRD PEN HLTH BNF Oaktree – High Yield LP Oaktree - INTL PAPER CO COMNGL Oaktree - PAC GAS & ELEC POST Oaktree CAP MGMT-HI YLD TR Oaktree Loan Fund 2X (CAY) LP Oaktree Loan Fund, L.P Oaktree-Bill & Melinda Gates Oaktree-DaimlerChrysler CORP M Oaktree-High Yield FD II LP Oaktree-San Diego CTY EMP RET Oaktree-TMCT LCC	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Oaktree Capital Management LLC	Largest 50 Bondholder	Current Client
OCM-CENT ST,SE & SW PENS PL	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
OCM-IBM PERSONAL PENS PL	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
OCM-PAC GAS & ELEC COMP RET TR	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
OCM-State Teach RET OH	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
OCM-WM POOL HIYLD FIX INT TR	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Olser, Hosking & Harcourt LLP	Professional Employed	Current Client
Oppenheimer Senior Floating Rate Fund	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Pacific Gas & Electric Company	Utility Company	Affiliate of Former Client: PG&E Corporation
Panasonic Corp.	Top 100 Supplier, Top 100 Unsecured Creditors as of May 29, 2009 (other than individual bondholders)	Current Client
Percy N. Barnevik	Former Member of Board of Directors for General Motors Corporation	Current Client
Pfizer Pfizer Foundation Pfizer Global Pharmaceuticals Pfizer Human Health Pfizer Ltd. Pfizer Pharmaceuticals Group	Affiliation of Board Member	Affiliate of Current Client
Pfizer Inc.	Affiliation of Board Member	Current Client
Philip A. Laskawy	Current Member of Board of Directors for General Motors Corporation	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Pierce, Fenner & Smith Incorporated	Underwriting Investment Bank for GM's Securities	Affiliate of Current Client
Polygon Investment Partners	Largest 50 Bondholder	Current Client
Price Waterhouse Coopers	Retention Applicant	Current Client is PricewaterhouseCoopers LLP
PUTNAM 29X-FDS TR-FLTG RT INC PUTNAM BK LN FD (CAYMAN) MSTR	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Quantum Energy Partners	Investment as an LP	Current Client
RBC Dexia Investors Services	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
RBS	Major secured Lender - Credit Revolver Secured Lender	Current Client
REAMS – Prudential Ret. Ins. & Ann.	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Royal Bank of Scotland PLC	Major Secured Lender - Term Loan Secured Lender	Current Client
San Paolo DI Torino	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Sandelman Partners, LP	Largest 50 Bondholder	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
SANKATY CR OPPTS OFF MTR IV LP SANKATY HIGH YIELD PART II LP SANKATY HY PART III LP	Major Secured Lender - Term Loan Secured Lender	Affiliate of Current Client
Shell Energy N America (Canada) Shell Energy N America (US)	Utility Company	Affiliate of Current Client
Shell Hydrogen BV	Strategic Alliance	Affiliate of Current Client
SMBC	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Societe Generale	Major secured Lender - Credit Revolver Secured Lender	Current Client
Sprint	Utility Company	Current Client is Sprint Nextel
Standard Chartered Bank	Major secured Lender - Credit Revolver Secured Lender	Affiliate of Current Client
Sumitomo Electric Industries Ltd.	Top 100 Supplier	Affiliate of Current Client
Texas Instruments, Inc.	Affiliation of Board Member	Current Client
Thomas H. Lee Partners, L.P.	Investment as an LP	Current Client
TI Automotive Ltd.	Top 100 Supplier	Current Client
Time Warner Telecom	Utility Company	Affiliate of Current Client: Time Warner, Inc.

Matched Entity	Relationship to Debtors	Relationship to WG&M
Toyota Motor Corporation	Strategic Alliance, Counterparty to Major Contract	Affiliate of Current Client
UBS AG	Major secured Lender - Credit Revolver Secured Lender	Current Client
UBS AG London	Largest 50 Bondholder	Affiliate of Current Client
UBS Global Asset Management (US) Inc.	Largest 50 Bondholder	Affiliate of Current Client
UBS Securities LLC	Underwriting Investment Bank for GM's Securities	Current Client
United States Department of Justice	Governmental and State Regulatory Agencies	Current Client
Vanguard Car Rental USA	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Current Client
Veolia Environmental SA	Strategic Alliance	Current Client
Veolia Water Partners VI LLC	Utility Company	Affiliate of Current Client
Verizon	Utility Company	Current Client is Verizon Communications Inc.
Verizon Business	Utility Company	Current Client is Verizon Business Global LLC
Verizon Communications	Utility Company	Current Client
VF Corp. VF Corporation	Affiliation of Board Member	Current Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Visteon Corp.	Top 100 Supplier	Current Client
Wachovia Corporation	Affiliation of Board Member	Affiliate of Current Client
Wellington Management Co. LLP	Largest 50 Bondholder	Current Client
WestLB	Major secured Lender - Credit Revolver Secured Lender	Current Client
Wilmington Trust Company	Indenture Trustee	Current Client
XM Satellite Radio Holdings Inc.	Entities in Which GM Owns an Equity Interest – North America – Joint Venture, Major Customer, Strategic Alliance	Current Client
XM Satellite Radio, Inc.	Major Customer	Current Client

ANNEX C

LIST OF POTENTIAL CLIENTS

Matched Entity	Relationship to Debtors	Relationship to WG&M
AAU	Insurance Provider	Potential Relation to Client
ABN AMRO, Inc.	Professional Employed, Major Secured Lender – Credit Revolver Secured Lender	Potential Relation to Client
ACE	Insurance Provider	Potential Relation to Client
AK Steel Corp	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Allianz International in Germany	Affiliation of Board Member	Potential Relation to Client
American Express Company	Affiliation of Board Member	Potential Relation to Client
Aon Inc.	Insurance Provider	Potential Relation to Client
Apollo Management, LP	Investment as an LP	Potential Relation to Client
Atrium IV Atrium V	Major Secured Lender - Term Loan Secured Lender	Potential Relation to Client
Aurelius Capital Partners LP	Major Litigation Claimant	Potential Relation to Client
Avis Budget Car Rental LLC Avis Budget Group, Inc.	Major Customer	Potential Relation to Client
Banc One Corporation	Affiliation of Board Member	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
BEHR Dayton Thermal Products	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
Blackrock Debt Strt Fd Inc Blackrock Div Inc Strt Fd Inc Blackrock Emp Ret Fd City Dal Blackrock FDS Hi Yld BD PF Blackrock Fltg Rt Inc Strt Blackrock BD FD Inc Hi Inc FD Blackrock Corp Hi Yld Fd III I Blackrock Corp Hi Yld Fd Inc Blackrock Corp Hi Yld Fd V Inc Blackrock Corp Hi Yld Fd VI In Blackrock Gbl Inv Ser Inc Str Blackrock Senior Inc Ser II Blackrock Sr Hi Fd Inc Blackrock Sr Inc Ser IV Blackrock Strt Bd Tr Blackrock Hi Inc Shrs Blackrock Hi Yld Tr Blackrock Met Inv Sr Tr Hi Yld Blackrock Mgd Ac Sr Hi Inc Pf Blackrock Multi-Strategy Fixed	Major Secured Lender - Term Loan Secured Lender	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Blue Cross Blue Shield	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
BOTM	Major Secured Lender – Credit Revolver Secured Lender	Potential Relation to Client
Canyon Cap CDO 2002-1 Ltd	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
Canyon Capital Advisers	Largest 50 Bondholder	Potential Relation to Client
Century Telephone	Utility Company	Potential Relation to Client
Chubb	Insurance Provider	Potential Relation to Client
Cobalt Group Inc.	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Coca-Cola Beverages PLC Coca-Cola Company Coca-Cola HBC Greater Europe Group of The Coca-Cola Company	Affiliation of Board Member	Potential Relation to Client
Comerica Bank	Major Secured Lender – Credit Revolver Secured Lender	Potential Relation to Client
Commerzbank AG	Major Secured Lender – Credit Revolver Secured Lender	Potential Relation to Client
Community Partnership for the Homeless, Inc.	Affiliation of Board Member	Potential Client
Consolidated	Utility Company	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Consolidated Comm.	Utility Company	Potential Relation to Client
Continental Tire	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
CSX Transportation Inc.	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Cypress Tree Intl Ln Holding C	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
Dana Holding Corporation Dana Corporation	Top 100 Unsecured Creditor, Top 100 Supplier	Potential Relation to Client
Director of Dance Theater Foundation (Alvin Ailey American Dance Theater)	Affiliation of Board Member	Potential Relation to Client
Director of the Educational Broadcasting Corp. (thirteen WNET / NY)	Affiliation of Board Member	Potential Relation to Client
Duke Energy Duke Energy Corp.	Utility Company, Strategic Alliance	Potential Relation to Client
EDS LLC	Utility Company	Potential Relation to Client
Electronic Data Systems	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Elliott International LP	Largest 50 Bondholder	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Ericsson Inc. Ericsson LM Telephone Co. Ericsson NV/SA Ericsson SpA Ericsson Telecomunicacoes S.A. LM Ericsson Telephone Co	Affiliation of Board Member	Potential Relation to Client
Ernst & Young Ernst & Young LLP Ernst & Young LLP, NY	Affiliation of Board Member, Retention Applicant	Potential Relation to Client
Exxon Mobil Oil Corp	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Fiat Spa	Top 100 Supplier	Potential Relation to Client
First Data Corporation	Affiliation of Board Member	Potential Relation to Client
First Union Corporation	Affiliation of Board Member	Potential Relation to Client
Foothill CLO I Ltd Foothill Gr Inc Foothill Grp Inc	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
Ford Motor Company	Affiliation of Board Member, Strategic Alliance	Potential Relation to Client
GMAC Re	Insurance Provider	Potential Client
Golden Knight II CLO Ltd	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Harch Clo II Ltd	Major Secured Lender - Term Loan Secured Lender	Potential Relation to Client
Hertz	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Hitachi Automotive Prods	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Client
Honigman Miller Schwartz & Cohn LLP	Retention Applicant	Potential Relation to Client
Hughes Aircraft Company	Miscellaneous	Potential Relation to Client
Icahn Enterprise Inc.	Top 100 Supplier	Potential Relation to Client
ICG Leaseback Fund I LLC	Counterparty to Major Contract	Potential Relation to Client
Key Bank	Major Secured Lender – Credit Revolver Secured Lender	Potential Relation to Client
Krispy Kreme Doughnuts Inc.	Affiliation of Board Member	Potential Relation to Client
L' Air Liquide SA	Affiliation of Board Member	Potential Relation to Client
Lexington	Insurance Provider	Potential Client
Liberty/Safeco	Insurance Provider	Potential Client
Lloyds	Major Secured Lender – Credit Revolver Secured Lender, Insurance Provider	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Loews Corporation	Affiliation of Board Member	Potential Relation to Client
M.I.T. Lincoln Laboratory Advisory Board	Affiliation of Board Member	Potential Relation to Client
McDonnell II. State Board Inv.	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
Meritage Fd Ltd.	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
Metalmark Capital LLC	Investments as a Limited Partnership	Potential Relation to Client
Mittal/Ispat Inland	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
National Car Rental National Car Sales	Other Names for General Motors Corporation	Potential Relation to Client
National City Bank	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
National Union	Insurance Provider	Potential Relation to Client
National Union Fire Insurance Company of Pittsburgh	Insurance Provider	Potential Relation to Client
Nemak SA	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
New York Life Ins GP Port Alp New York Life Ins Co GP	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
OnStar Corporation OnStar Contract Litigation OnStar Canada Corporation	Joint Venture Party-Poland-FIAT-GM Powertrain Polsk Sp. z.o.o., Major Litigation Claimant, Entity in Which GM Holds an Equity Interest - North America - Operating Entities	Potential Relation to Client
Peugeot S.A.	Top 100 Unsecured Creditor	Potential Relation to Client
Qwest	Utility Company	Potential Client
Reams - Halliburton Company	Major Secured Lender - Term Loan Secured Lender	Potential Client
Remy Inc.	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
Ryder Logistics	Top 100 Unsecured Creditor	Potential Relation to Client
Securities and Exchange Commission	Governmental and State Regulatory Agency	Potential Relation to Client
Shinnecock CLO II Ltd	Major Secured Lender - Term Loan Secured Lender	Potential Relation to Client
Stichting Bedrijfstakpens Stichting Pensionfonds Me	Major Secured Lender – Term Loan Secured Lender	Potential Relation to Client
SunTrust Banks Inc.	Affiliation of Board Member	Potential Relation to Client
Textron Inc.	Top 100 Supplier	Potential Relation to Client
Tiger Management Corp.	Top 25 Shareholder	Potential Relation to Client

Matched Entity	Relationship to Debtors	Relationship to WG&M
Travellers	Insurance Provider	Potential Client
U.S. Bank Card Services	Affiliation of Board Member	Potential Relation to Client
U.S. Bank N.A	Indenture Trustee	Potential Relation to Client
U.S. Bank Trust National Association	Counterparty to Major Contract	Potential Relation to Client
United Nations, Deputy Special Envoy for Tsunami Recovery	Affiliation of Board Member	Potential Relation to Client
US Steel Inc.	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
Valeo Sistemas Electricos S.L.	Top 100 Unsecured Creditor as of May 29, 2009 (other than individual bondholders)	Potential Relation to Client
Van Kampen Asset Management	Top 25 Shareholder	Potential Client
XL Gaps	Insurance Provider	Potential Client
Zurich	Insurance Provider	Potential Client

EXHIBIT B
PROPOSED ORDER

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

-----X
In re : Chapter 11 Case No.
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
Debtors. : (Jointly Administered)
-----X

**ORDER PURSUANT TO 11 U.S.C. § § 327(a) AND 328(a) AND
FED. R. BANKR. P. 2014(a) AUTHORIZING EMPLOYMENT OF
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE DEBTORS
NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the Application, dated June 12, 2009 (the “**Application**”), of General Motors Corporation and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 327(a) and 328(a) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the employment of Weil, Gotshal & Manges LLP (“**WG&M**”) as attorneys for the Debtors, effective as of the Commencement Date,¹ under a general retainer, all as more fully described in the Application; and upon the Affidavit of Stephen Karotkin, a member of WG&M, sworn to on June 12, 2009, attached to the Application as Exhibit “A” (the “**Karotkin Affidavit**”); and the Court being satisfied, based on the representations made in the Application and the Karotkin Affidavit, that WG&M is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

the Bankruptcy Code, and that WG&M represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, S.D.N.Y., and (xiii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "**Hearing**"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best

interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain WG&M as their attorneys in the Debtors' chapter 11 cases under a general retainer, in accordance with WG&M's normal hourly rates and disbursement policies, all as contemplated by the Application, nunc pro tunc to June 1, 2009, the date on which the Debtors commenced their chapter 11 cases; and it is further

ORDERED that WG&M shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and further Orders for all services performed and expenses incurred after the Commencement Date; and it is further

ORDERED that notice of this Application as provided herein and therein shall be deemed good and sufficient notice of the Application; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
June ____, 2009

United States Bankruptcy Judge