

Presentment Date and Time: May 4, 2011 at 12:00 Noon (Prevailing Eastern Time)
Objection Date and Time: May 4, 2011 at 11:00 a.m. (Prevailing Eastern Time)

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Attorneys for Fee Examiner

**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
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)
: :
Debtors. : Honorable Robert E. Gerber
: :
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**NOTICE OF PRESENTMENT OF PROPOSED ORDER GRANTING THE THIRD AND
FOURTH APPLICATIONS OF LFR INC. FOR ALLOWANCE OF INTERIM
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FROM
FEBRUARY 1, 2010 THROUGH SEPTEMBER 30, 2010**

PLEASE TAKE NOTICE that the Fee Examiner in the above-referenced chapter 11 cases, pursuant to the *Stipulation and Order with Respect to Appointment of a Fee Examiner* [Docket No. 4708] will present the attached proposed *Order Granting the Third and Fourth Applications of LFR Inc. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 through September 30, 2010* (the "**Proposed Order**") to the Hon. Robert E. Gerber, United States Bankruptcy Judge, for signature on **May 4, 2011 at 12:00 p.m. (Noon) (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Proposed Order must be made in writing and received (i) in the Bankruptcy Judge's chambers at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, Courtroom 601, (ii) by Weil, Gotshal & Manges, LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Stephen Karotkin, and Joseph H. Smolinsky); and (iii) by Godfrey & Kahn, S.C., 780 North Water Street, Milwaukee, Wisconsin 53202 (Attn: Timothy F. Nixon), **so as to be filed and received no later than May 4, 2011 at 11:00 a.m. (Prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Proposed Order, the Fee Examiner may submit the Proposed Order to the Bankruptcy Court, which may be entered with no further notice or opportunity to be heard offered to any party.

Dated: Milwaukee, Wisconsin
April 26, 2011.

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
Timothy F. Nixon (TN 2644)
Carla O. Andres (CA 3129)

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Proposed Order

**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
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)
: :
Debtors. : Honorable Robert E. Gerber
: :
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**ORDER GRANTING THE THIRD AND FOURTH APPLICATIONS OF LFR INC. FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM
FEBRUARY 1, 2010 THROUGH SEPTEMBER 30, 2010**

Upon consideration of (i) the application of LFR Inc. (“**LFR**”) seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**LFR Third Interim Fee Application**”), for the period of February 1, 2010 through May 31, 2010 (the “**Third Compensation Period**”), and (ii) the application of LFR seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**LFR Fourth Interim Fee Application**”), for the period of June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**”), pursuant to sections 330 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**”), filed by LFR, and (iii) the report and objection of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the LFR Third and Fourth Interim Fee Applications (the “**Fee Examiner’s Reports and Limited Objections**”), and (iv) the response of the Office of the

United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the LFR Third and Fourth Interim Fee Applications (“the “**U.S. Trustee Responses**”); and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the *Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures* [Docket No. 6750], and it appearing that no other or further notice need be provided; and in accordance with the global resolution reached between the Fee Examiner and LFR regarding outstanding fee issues related to LFR’s Third and Fourth Interim Fee Applications (the “**LFR Fee Resolution**”); and it appearing that the amounts set forth on **Schedule “A”** and **Schedule “B”** properly reflect the LFR Fee Resolution; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, LFR’s Third and Fourth Interim Fee Applications are granted as provided in **Schedule “A”**; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on **Schedule “A”** shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay LFR promptly by wire transfer or check all the fees and expenses allowed herein less the Holdback; 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
May ____, 2011.

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

Third Compensation Period: February 1, 2010 to May 31, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
LFR Inc.	8/05/2010 Docket No. 6539	\$1,010,871.20	\$1,004,952.76	\$100,495.27	\$904,457.49	\$387,715.62	\$377,171.99

Fourth Compensation Period: June 1, 2010 to September 30, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
LFR Inc.	11/15/2010 Docket No. 7756	\$217,990.50	\$216,583.30	\$21,658.33	\$194,924.97	\$33,226.15	\$32,887.46

Schedule A

Date: May __, 2011

Initials: __, USBJ

SCHEDULE B

Summary: All Compensation Periods

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Total Fees Requested	Total Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Total Fees Payable by Debtors	Total Expenses Requested	Total Expenses Awarded
LFR Inc.	\$2,897,182.90	\$2,881,616.44	\$288,161.64	\$2,593,454.80	\$646,781.40	\$615,859.70

Schedule B

Date: May __, 2011

Initials: __, USBJ

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