

**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 9, 2011.

s/ Robert E. Gerber
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 | \$11,709.65 ¹ | \$1,170.65 | \$10,538.68 | \$387,715.62 | \$144,948.17 ² |

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 | \$0 ³ | \$0 | \$0 | \$33,226.15 | \$14,517.31 ⁴ |

Schedule A

Date: May 9, 2011

Initials: REG, USBJ

¹ Pursuant to the December 22, 2010 Fee Order, LFR was awarded \$993,243.11 of the Fees Requested.

² Pursuant to the December 22, 2010 Fee Order, LFR was awarded \$232,223.82 of the Expenses Requested.

³ Pursuant to the December 22, 2010 Fee Order, LFR was awarded \$216,583.30 of the Fees Requested.

⁴ Pursuant to the December 22, 2010 Fee Order, LFR was awarded \$18,370.15 of the Expenses Requested.