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

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In re :
MOTORS LIQUIDATION COMPANY, *et al.*, : Chapter 11 Case No.
f/k/a General Motors Corp., *et al.* : 09-50026 (REG)
: (Jointly Administered)
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**APPLICATION OF MARK BUTTITA PURSUANT TO 11 U.S.C. § 503(B) FOR
ALLOWANCE OF ADMINISTRATIVE EXPENSES INCURRED IN MAKING
A SUBSTANTIAL CONTRIBUTION IN THIS CHAPTER 11 CASE FROM
JUNE 4, 2009 THROUGH JULY 15, 2009**

Mark Buttita, in his capacity as the personal representative of Salvatore Buttita
("Buttita"), by and through his undersigned attorneys, hereby submits this interim and final

application (the “**Application**”) pursuant to sections 503(b)(3)(D) and (b)(4) of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) for the allowance of administrative expenses for actual, necessary expenses incurred by Buttita and for reasonable compensation of expenses in connection with professional services rendered by Caplin & Drysdale, Chartered (“**Caplin & Drysdale**”) as counsel to Buttita, from June 4, 2009 through July 15, 2009 (the “**Compensation Period**”) in making a substantial contribution in the above-captioned bankruptcy case. In support of this Application, Buttita relies on the declarations of John Cooney and Elihu Inselbuch, attached hereto as Exhibits A and B, respectively. In further support thereof, Buttita respectfully states as follows:

PRELIMINARY STATEMENT

1. The bankruptcy filing of General Motors Corporation and its various affiliates (collectively, the “**Debtors**” now known as Motors Liquidation Corporation “**MLC**”), including the immediately proposed sale of essentially all of their assets and on-going business enterprise to an entity sponsored, financed and directed by the United States government, represented one of the largest and most complex proceedings under the Bankruptcy Code with broad and far reaching effect not only on its hundreds of thousands of creditors, employees, customers and suppliers, but also on the economy of the nation as a whole.

2. At the time of its filing, the Debtors’ business was on the brink of collapse and was being maintained on life support only by significant financial contributions and active intervention by the federal government which had conditioned any further financial support on the rapid consummation of a sale of what it considered be the Debtors’ viable assets and business

operations. Inherent in that proposed sale were the government-sponsored buyer's proposed assumption of certain selective liabilities based upon decisions driven in part by economics and undoubtedly in part by political considerations. The favored assumed liabilities would be assured payment in full or other agreed consideration backed by the strength of the federal government. The vast majority of other creditors would be left, at best, to find their minimal prospective recoveries from whatever might result from the proceeds of the sale and the value of the remaining non-viable assets. Moreover, certain prospective creditors whose potential recourse against the Debtors had not yet ripened into cognizable bankruptcy claims faced both the substantial likelihood that the estates' assets would be fully administered and distributed before their claims ripened and being enjoined from pursuing the purchaser as the successor of the Debtors' on-going business enterprise and thus left with no possible recovery whatsoever.

3. Due to both the economic and political pressure to move the sale proceeding to an expeditious resolution and the profound effect that the sale would have on all later developments in these cases, the first weeks after the filing of the Debtors' petitions were an incredibly intensive period devoted to primarily addressing the issues presented by the proposed sale.

4. Within days after the filing of these cases, the United States Trustee formed an Official Committee of Unsecured Creditors to act as a fiduciary for the interests of all unsecured creditors in these cases. Buttita, acting through his state court counsel John Cooney, a member of the law firm of Cooney and Conway, was appointed as one of the members of that committee, and the only member of that committee who represented the interests of asbestos tort victims.

5. Given the overwhelming importance of the proposed sale, its effect on the interests of the asbestos tort victims, the rapid pace of the sale proceedings, as well as the wide variety of other interests otherwise represented on the committee as a whole, Mr. Cooney

determined that he required the assistance of counsel experienced both in complex bankruptcies and most particularly in the unique circumstances presented in the context of asbestos-related bankruptcy issues to assist him in protecting the distinctive interests of the asbestos victims in these cases in connection with the sale. On behalf of Buttita, Mr. Cooney selected Caplin & Drysdale to provide that assistance.

6. In addition to his official role on the larger creditors committee, through Caplin & Drysdale, Buttita effectively acted as a fiduciary for all asbestos victims of the Debtors. He conducted discovery specific to the Debtors' asbestos liabilities and actively opposed the proposed sale to the extent that it proposed to impermissibly affect the interests of all asbestos victims, including the due process rights of those yet unknown victims whose right to seek recovery against the purchaser as the Debtors' successor was sought to be improperly enjoined.

7. While the official creditors committee initially filed a limited objection to the sale which also asserted certain other bases for objection also asserted by Buttita, the committee withdrew its objection at the beginning of the sale hearing, thus leaving Buttita to advance all such objections himself.

8. Only slightly more than a month after the commencement of these cases, and after a multi-day, highly contested hearing, the Court ordered that the sale would be approved. That approval was, however, conditioned on certain reservations strenuously sought by Buttita for the benefit of all present and future asbestos creditors in these cases. Those reservations had significant effect on the subsequent developments in these cases that substantially benefitted the estate and its creditors.

9. In its ruling to approve the sale, the Court in part adopted Buttita's objections by specifically conditioning the sale on the inclusion of language in the approval order, applicable

only with respect to asbestos claims and demands, which limited the effect of the enforceability any resulting injunction with respect the due process rights of the asbestos tort victims.

10. The result of Buttita's efforts in obtaining that restriction provided a substantial contribution to these cases and was the material impetus for the subsequent appointment of an Official Committee of Unsecured Creditors Holding Asbestos-Related Claims as well as a legal representative for future asbestos personal injury claimants in these cases and ultimately the negotiation of a plan, overwhelmingly supported by the asbestos constituency, that provided for the separate classification of asbestos claims and the treatment of both present asbestos claims and future asbestos demands through a separate trust.

11. In recognition of that substantial contribution, Buttita seeks entry of an order, pursuant to section 503(b)(3)(D) and 503(b)(4) of the Bankruptcy Code, allowing as administrative expenses the aggregate amount of \$187,245.79 consisting of (i) \$173,272.50 for compensation for professional services rendered by, and (ii) \$13,973.29 for reimbursement for actual, necessary expenses incurred by, Caplin & Drysdale during the Compensation Period.

SUMMARY OF APPLICATION

Caplin & Drysdale, Chartered

12. In late May 2009, Caplin & Drysdale was retained as counsel to Buttita, by and through his state court counsel Mr. Cooney, in connection with the anticipated bankruptcy filing of GM and Buttita's service as a member of the UCC. *See* Inselbuch Declaration, ¶ 3. Following its retention, Caplin & Drysdale was specifically charged with representing Buttita with respect to the interests of asbestos victims of the Debtors in regard to the proposed Sale

Motion. *See id.*, ¶ 4. All services performed by Caplin & Drysdale during the Compensation Period were performed for and on behalf of Buttita. *See id.*, ¶ 5.

13. In connection with its representation of Buttita during the Compensation Period, Caplin & Drysdale incurred total fees of \$259,908.50 and expenses of \$13,973.29. *See Id.*, ¶ 6. As a professional courtesy to Buttita and Mr. Cooney and as a service to the constituency which they represented, Caplin & Drysdale voluntarily agreed to discount its total aggregate professional fees by thirty-three percent (33%). *See id.*, ¶ 7.

14. In addition to this discount, Caplin & Drysdale's charges to Cooney did not include any professional fees incurred prior to Buttita's appointment to the UCC as well as any potentially duplicative time charges when more than one attorney was involved in attending meetings or hearings. *See id.*, ¶ 7.

15. After applying these discounts and write downs, the resulting billing to Buttita was \$187,245.79, consisting of (i) \$173,272.50 in fees and \$13, 973.29 in expenses (the "**Compensation Amount**"). *See id.*, ¶ 7.

16. Buttita, through Mr. Cooney has paid the entire Compensation Amount and there is no outstanding balance owed to Caplin & Drysdale. *See id.*, ¶ 8.

17. In support of this Application, (i) a schedule setting forth the number of hours expended by each of the partners, associates and paraprofessionals of Caplin & Drysdale who rendered services charged to Buttita during the Compensation Period, their respective hourly rates, and the year of bar admission for each Caplin & Drysdale is attached hereto as Exhibit C; (ii) detailed descriptions of the expenses for which reimbursement is sought during the Compensation Period are attached hereto as Exhibit D; and (iii) detailed time records for Caplin & Drysdale professionals for the Compensation Period are attached hereto as Exhibit E.

Certification of Compliance with Applicable Guidelines

18. In preparing this Application, Buttita has complied with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 26, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense Filed Under 11 U.S.C. § 33 adopted on January 30, 1996 (the “**UST Guidelines**”), and Court’s Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (entered 8/7/2009) (Dkt. No. 3711) (the “**Administrative Order**”) (together, the Local Guidelines, UST Guidelines and the Administrative Order, the “**Guidelines**”). *See* Cooney Declaration, ¶ 9.

MLC’s Ability to Satisfy Requested Payment

19. Upon information and belief and relying on MLC’s most recent Monthly Operating Report (the “**MOR**”) and the Disclosure Statement filed in connection with its recently confirmed liquidating plan (the “**Disclosure Statement**”), MLC has approximately \$254,701.00 in assets. *See* MLC Monthly Operating Report For The Month Ended March 31, 2011, p. 5 (Filed 05/11/2011; Dkt. No. 10222); Cooney Declaration, ¶ 14. According to the MOR, MLC owes \$1,342,339.00. *See id.* Upon information and belief, MLC has paid all quarterly fees to the United States Trustee and all monthly operating reports have been filed. *See* MOR, p 21; Cooney Declaration, ¶ 16.

20. The MOR further states that (i) the amended and restated DIP Facility with the U.S. Treasury and the Export Development of Canada, which was approved by the Bankruptcy Court, dated July 5, 2009 (Dkt. No. 29269); and (ii) the proceeds that the Debtor recover from

their remaining assets will be sufficient to pay the administrative expenses of winding down their estates and administering a chapter 11 plan. *See id.* p.12 (Note 3); Cooney Declaration, ¶ 15.

21. Upon information and belief, based on the MOR and the Disclosure Statement, MLC has more than sufficient assets to satisfy the Application in full. *See* Cooney Declaration, ¶ 17, MOR, pp. 5, 12 (Note 3).

JURISDICTION AND VENUE

22. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the southern District of New York, dated July 10, 1984 (Ward, Acting C.J.). Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

23. The statutory bases for the relief sought herein are sections 503(b)(3)(D) and (b)(4) of the Bankruptcy Code.

BACKGROUND

24. Commencing on June 1, 2009 (the “**Petition Date**”) and periodically thereafter, the Debtors filed with this Court their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Thereafter, the Debtors continued to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) 1108 of the Bankruptcy Code.

25. Buttita is the son of Salvatore (“**Sam**”) Buttita, an automobile mechanic who died in 2008 as a result of asbestos induced mesothelioma. His trade required that Sam Buttita worked with and around various asbestos-containing products, including brakes, clutch head gaskets, valve gaskets, transmission parts, and other asbestos-containing automobile and truck parts and equipment marketed and sold by General Motors Corporation (“**GM**”). As of the

Petition Date, a lawsuit for his wrongful death was pending against GM in the Circuit Court of Cook County, Illinois. Buttita is represented in that matter by his state court counsel, John Cooney (“Cooney”).

26. Asbestos, as contained in various products marketed and sold by the Debtors, is an insidious and deadly health risk resulting in pneumo-pulmonary impairments, a variety of cancers and, in its most virulent form, invariably fatal mesothelioma. There is an extremely long, multi-decade, latency period between initial exposure to asbestos and the manifestation of asbestos-related diseases. As a result, many, if not most, individuals exposed to GM’s asbestos – containing products will not manifest their diseases for many years to come.

27. As a result of its production, manufacturing, and sales of numerous asbestos-containing products, GM had been, and as of the Petition Date remained, a significant defendant in asbestos personal injury litigation. Based upon its Form 10-K Disclosure filed most recent to the Petition Date, GM estimated its potential exposure for present and future asbestos-related claims as at least \$648 million. *See* General Motors Corp. Form 10-K filed March 5, 2009, pp. 206-07.

28. On June 3, 2009, Buttita, in his capacity as the personal representative of Salvatore Buttita, was appointed by the United States Trustee to serve on the Official Committee of Unsecured Creditors (the “UCC”) in these cases.¹ In that capacity, Buttita served as a representative of the interests of all asbestos victims of the Debtors and acted as a fiduciary for all unsecured creditors in these cases.

29. On the Petition Date, the Debtors also filed their Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve

¹ Buttita continued to serve as a member of the UCC until March 2, 2010 at which time he was appointed by the United States Trustee to serve as a member of the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (the “ACC”) in these cases.

(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 (the “**Sale Motion**”) (Dkt. No. 92).

30. Given its importance to the asbestos victims in these cases, including both all present asbestos tort claimants as well as all potential, but yet unknown, future claimants, Buttita, through his state court counsel Mr. Cooney, retained the services of Caplin & Drysdale to provide representation of those interests in connection with proceedings in connection with the Sale Motion.

31. Through the Sale Motion, the Debtors (“**Old GM**”) proposed the sale (the “**Sale**”) of substantially all of their assets to Vehicle Acquisition Holdings LLC (“**New GM**”), an entity sponsored by the United States Treasury established for the purpose of acquiring the on-going GM enterprise. The terms of the Sale were set forth in the Master Sale and Purchase Agreement, dated as of June 1, 2009, (including as thereafter modified and amended, the “**MPA**”).

32. Under the terms of the MPA, New GM was to acquire all properties, assets and rights of Old GM, with the exception of a limited number of excluded assets (respectively, the “**Purchased Assets**” and the “**Excluded Assets**”), existing management and employees of Old GM would become the management and employees of New GM which would continue to manufacture and sell essentially the same automobile product lines through the essentially same dealer network under the same GM banner and brand names.

33. Pursuant to the proposed Sale, New GM would selectively assume certain of the Debtors’ existing and prospective future liabilities (the “**Assumed Liabilities**”). However, as

originally proposed, it would assume only product liability claims with respect to products delivered at or after closing of the Sale transaction. Indeed, most liabilities would remain with Old GM (the “**Retained Liabilities**”), including specifically, (i) all product liability claims arising out of products delivered prior to the closing; (ii) all liability to third parties for death, personal injury, other injury to persons or damage to property arising out of asbestos exposure; (iii) all liabilities to third parties based upon contract, tort or any other basis; and (iv) all liabilities related to any implied warranty or other implied obligation under law without necessity of an express warranty or allegation, statement or writing by or attributable to GM.

34. In their memorandum of law in support of the Sale Motion (the “**Memorandum in Support**”) (Dkt. No. 105), the Debtors requested that the Court authorize the Sale free and clear of all “liens, claims, encumbrances and other interests, including specifically, “all successor liability claims.” Memorandum in Support pp. 21-22. Similarly, the proposed order with respect to the Sale (the “**Proposed Sale Order**”) also contained several provisions directed at cutting off New GM’s prospective successor liability under applicable state laws and enjoining creditors from pursuing such claims against it. *See, e.g.*, Proposed Sale Order at ¶¶ 8 and 27.

35. Buttita individually objected to the Sale Motion on numerous grounds, including that the proposed Sale impermissibly sought to affect the rights of both present asbestos claimants and future asbestos demand holders who did not yet hold “claims” within the meaning of the Bankruptcy Code, because it improperly exceeded the scope of Section 363 of the Bankruptcy Code, including by seeking an illegal injunction against future successor liability including with respect to prospective claims which will arise only after the proposed Sale closed. *See Joinder and Further Objection of Mark Buttita to Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (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 (the “**Buttita Objection**”) (Dkt. No. 2818).²

36. As asserted *inter alia* in the Buttita Objection, personal injury resulting from latent defects in GM products may not occur, and thus no “claim” for bankruptcy purposes may arise, until long after Old GM completed the proposed Sale. Similarly, and particularly with respect to its asbestos tort victims, due to the long latency period between exposure to the asbestos-containing product and the ultimate manifestation of asbestos-related disease, many if not most of the victims who have been exposed to asbestos as a result of GM’s products or in its facilities will not manifest their resulting asbestos-related disease until many years after these cases are fully administered, thus they would not presently have a “claim” that may be discharged, treated or otherwise dealt with in these cases. Indeed, in crafting Bankruptcy Code § 524(g) to deal with the unique circumstances presented by the delayed manifestation of asbestos-related diseases, Congress defined the term “demand” to refer to such future arising asbestos injuries which it expressly recognized did not yet constitute a “claim” for bankruptcy purposes. *See* 11 U.S.C. § 524(g)(5).

37. Moreover, in light of Congress’ enactment of § 524(g), the only proper and effective way to enjoin asbestos victims from pursuing their claims is to conform to the substantive and procedural protections incorporated in § 524(g), which the proposed Sale did not. *See* Buttita Objection, pp. 7-12.

² Related objections were also filed by the Ad Hoc Committee of Asbestos Personal Injury Claimants (the (“**Ad Hoc Committee**”) and by the UCC. The UCC, however, withdrew its objection at the commencement of the Sale Hearing.

38. Further, and absent compliance with the requirements of § 524(g), attempting to permanently bar future asbestos demands from seeking recovery against New GM as successor to the Debtors would violate basic notions of adequacy of notice and due process in that no form of present notice could be effective as to not yet existing claimants who may hold claims only in the future. *Id.*

39. Buttita strenuously pursued his objection, including by directing discovery, including both requests for production of documents and depositions to the Debtors, New GM, the United States Treasury, and the Debtors' Bondholders. *See* Dkt. Nos. 2379, 2384, 2387, 2390, 2609. These discovery requests ultimately resulted in the production and review of hundreds of thousands of pages of documents and the deposition of Mr. Harry Wilson as the designee of New GM.

40. Buttita also participated extensively in the Court's multi-day hearing on the Sale Motion, including in the questioning of Mr. Fredrick (Fritz) Henderson, Old GM's Chief Executive Officer, during which Buttita elicited testimony concerning Old GM's knowledge of the existence and extent of its potential asbestos liability and acknowledgement of the ineffectiveness of the notice of the Sale with respect to future asbestos demand holders. In addition, Buttita also presented extensive oral argument with respect to the issues raised in the Buttita Objection.

41. In its ruling approving the Sale Motion, the Court overruled objections asserted by various other present tort claimants, including the Consumer Victims Committee and the Individual Accident Litigants, which were also asserted by Buttita with respect to the scope of proposed protection to be afforded to New GM regarding successor liability regarding presently asserted claims. *See* Decision on Debtors Motion for Approval of (1) Sale of Assets to Vehicle

Acquisition Holdings LLC; (2) Assumption and Assignment of Related Executory Contacts; and (3) Entry into UAW Retiree Settlement Agreement (the “Sale Opinion”) (Dkt No. 2967) at 50-61.

42. However, as urged by Buttita, the Court separately addressed the issues concerning future asbestos-related personal injury claims “in light of the reality that those ailments may take many years to be discovered, during which asbestos victims would not know that they should be filing claims.” *Id.* at p 61.

43. As the Court stated in the Sale Opinion:

Where there is a separate issue is claims for future injuries that people exposed to asbestos might suffer when they don’t yet know of their ailments or the need to sue or assert a claim. The Court refers to those as “Future Claims,” while noting that they are not yet “claims” as defined in the Bankruptcy Code. Efforts to deal with such circumstances led to the enactment of section 524(g) of the Code, which inter alia authorizes injunctions, under a plan of reorganization, to enjoin actions against nondebtors by those who have a right of recovery from a trust created to address their claims, in accordance with more detailed provisions set out in section 524(g). (Those provisions also include the appointment of a future claims representative.)

The Debtors ask for findings that New GM will not be deemed to be a successor of Old GM, and ask for an injunction barring those holding Future Claims, like others, from pursuing New GM. The Asbestos Litigants contend that such an injunction would walk, talk and quack like a section 524(g) injunction...

Id. at 62.

44. The Court went on to note that, while the Asbestos Litigants counsel asserting the objection represented only individuals with present asbestos ailments and did not represent future claimants, the Court fully recognized that the notice given on this motion was not fully effective,

since without knowledge of an ailment that had not yet manifested itself, any recipient would be in no position to file a present claim. Accordingly, the Court determined that:

This objection raises classic standing and ripeness issues... The Court is doubtful that it should be erecting barriers to GM's ability to reorganize by creating hurdles at the behest of people who lack standing, but at the same time, is not of a mind to do anything that might be constitutionally suspect. The Future Claims issue, in the Court's view, are best addressed here by adding language to the injunction paragraph to which the objection has been made, applicable (only) to asbestos claims and demands, making the injunction enforceable "to the fullest extent constitutionally permissible." That limitation should address both sides' legitimate future claims concerns. The Court's order will read accordingly.

Id. at 62-63.

45. While the ordered modification to the Sale Order may have seemed minor, it created a significant prospective overhang of potential liability for New GM and had a major impact on these cases for the ultimate benefit of all asbestos victims, including both present claimants and future demand holders.

46. Specifically, after the closing of the transactions contemplated in the Sale Motion, in October 2009, counsel for the Debtors and counsel for the UCC proposed to Mr. Cooney that he, as counsel for Buttita, serve as a subcommittee of the UCC for the purpose of representing the interests of the constituency of creditors holding asbestos-related personal injury or wrongful death claims against the Debtors, and that the approval of the United States Trustee and this Court would be sought for the formation of such a subcommittee and its retention of separate counsel. Ultimately, the United States Trustee decided not to appoint such a subcommittee, but instead, on March 5, 2010 constituted an entirely separate Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (the "ACC") to represent the interests of present

asbestos claimants. *See* Dkt. No. 5206. Mr. Cooney, as Buttita's counsel, served as Chair of the ACC which retained the services of Caplin & Drysdale as committee counsel.³

47. On March 9, 2010, the Debtors filed a motion for an order appointing Dean M. Tafelet as legal representative for future asbestos personal injury claimants (the "**FCR**"). *See* Dkt. No. 5214. That application was approved by an order of the Court on April 8, 2010. *See* Dkt. No. 5459.

48. Following their respective appointments, the ACC and FCR engaged in extensive negotiations with respect to the treatment of present and future asbestos claims in connection with the Debtors' development of a liquidating plan of reorganization as well as discovery, litigation, and ultimately consensual agreement regarding the estimation of the amount of the Debtors' present and future asbestos liabilities.

49. The result of those efforts was the formulation of a liquidating plan of reorganization (the "**Plan**") which, substantially conforming to the procedures and protections incorporated in § 524(g), separately classified asbestos-related claims and provided for the establishment and funding of a separate asbestos trust for the treatment of both present and future asbestos personal injury claims pursuant to Trust Distribution Procedures for the processing, assessment and payment of those claims. The resulting plan was overwhelmingly accepted by the ballots cast by the asbestos constituency and will assure fair and equitable treatment of all such present and future asbestos claimants.

50. The Plan was confirmed by the Court on March 29, 2011 (*see* Dkt. No. 9941) and recently has been substantially consummated (*see* Dkt. No. 10151).

³ Upon his appointment as a member of the ACC, Buttita resigned as a member of the UCC.

ARGUMENT

I. Legal Basis For The Relief Requested

51. Section 503(b) of the Bankruptcy Code provides that where a creditor has made a “substantial contribution” to a chapter 11 case, such creditor shall receive an administrative expense claim equal to its actual and necessary expenses, including the reasonable fees and expenses of its attorneys. See 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4). Such an award can be made, even where the creditor claiming substantial contribution has incurred no expenses other than attorneys’ fees. *See Salomon N. Am. V. Knupfer (In re Wind N’ Wave)*, 328 B.R. 176 (B.A.P. 9th Cir. 2005) (as long as substantial contribution has been made, petitioning creditors claiming substantial contribution need not have any expense other than attorneys’ fees as a prerequisite to an award under section 503(b)).

52. To receive such a claim, a creditor must show that it rendered a substantial contribution by a preponderance of the evidence, demonstrating a credible connection between its efforts and the reorganization process. *See In re Granite Partners*, 213 B.R. 440, 446 (Bankr. S.D.N.Y. 1997) (“the substantial contribution test is applied in hindsight, and scrutinizes the actual benefit to the case. Accordingly, the application must show a “causal connection” between the service and the contribution.”) (*citing In re DP Partners Ltd. P’ship*, 106 F.667, 673 (5th Cir. 1997) (citations and quotations omitted)).

53. Further, to be compensable, the service rendered must lead to “an actual and demonstrable benefit to the debtor’s estate, the creditors and, to the extent relevant, the stockholders.” *See id.* (*quoting in re Jensen-Farley Pictures, Inc.*, 47 B.R. 557, 569 (Bankr. Utah 1985); *In re McLean Industries, Inc.*, 88 B.R. 36, 39 (Bankr. S.D.N.Y. 1988)).
Compensable services “foster and enhance – rather than retard and interrupt – the progress of

reorganization.” *See id.* (citations omitted). Generally, a substantial contribution award is made where there has been “extraordinary creditor actions which lead directly to tangible benefits to the creditors.” *In re Bayou Group, LLC*, 431 B.R. 549, 560-61 (Bankr. S.D.N.Y. 2010); *In re Dana Corp.*, 390 B.R. 100, 108 (Bankr. S.D.N.Y. 2008) (substantial contribution test satisfied when an “actual and demonstrable benefit” is shown).

54. Factors which courts have considered in determining whether a substantial contribution has been made, include the following: (1) whether the services were provided to benefit solely the client or all the parties in the case; (2) whether the services conferred a direct, significant and demonstrably positive benefit upon the estate; and (3) whether the services were duplicative of services performed by others. *See In re Best Prods. Co., Inc.*, 173 B.R. 862, 865 (Bankr. S.D.N.Y. 1994). Although extensive participation in a case is not alone sufficient to compel compensation, services that confer a significant and demonstrable benefit upon the reorganization process which have not been rendered solely on behalf of a creditor’s own interest should be compensated. *See id.* (citing *GATX Terminals Corp. v. Tarricone (In re Tarricone, Inc.)*, 83 B.R. 253, 255 (Bankr. S.D.N.Y. 1988).

55. Nor does providing a substantial contribution require that a creditor’s efforts must lead to confirmation of a plan. A substantial contribution may exist where the contribution results in the denial of confirmation, the discovery of fraud or a liquidation. *See In re Food Workshop, Inc.*, 70 B.R. 962, 967 (Bankr. S.D.N.Y. 1987) (citations omitted); *Ex parte Roberts*, 93 B.R. 442,n.2 (D.S.C. 1998) ((quoting *Pierson & Gaylen v. Creel & Atwood (Matter of Consolidated Bancshares., Inc.)*, 785 F.2d 1249, 1253 (5th Cir. 1986) (citing *H.R. Rep. No. 595, 95th Cong., 1st Sess. 355, Reprinted in 1978 U.S. Cong. & Ad. News 5787, 6311.))*).

56. In addition, although the amount to be allowed as an administrative expense must be measured in dollars and cents, the question whether the estate had been benefitted cannot be so narrowly confined; the estate may receive “other less readily calculable benefits,” *In re Am. Plumbing & Mech., Inc.*, 327 B.R. 273, 282-83 (Bankr. W.D. Tex. 2005) (quoting *In re TransAmerican Natural Gas Corp.*, 979 F.2d 1409, 1420 (5th Cir. 1992), including by providing the functions normally performed by a committee appointed under section 1102 of the Bankruptcy Code, *In re General Electrodynamics Corp.*, 368 B.R. 543, 554-56 (Bankr. N.D. Tex. 2007) (finding the applicant’s actions as a surrogate creditors’ committee that policed the debtors a substantial contribution); *see also*, *In re Texaco, Inc.*, 90 B.R. 622, 626-630 (Bankr. S.D.N.Y. 1988) (finding the work performed by shareholder attorneys, which resulted in adequate disclosure to the shareholders and elucidation of the facts, was a substantial contribution to the debtors’ chapter 11 cases).

II. Caplin & Drysdale’s Services On Behalf Of Buttita Conferred A Direct And Demonstrable Positive Benefit Upon The Estate

57. Caplin & Drysdale’s services on behalf of Buttita in connection with the Sale Motion conferred a number of important and undeniably positive benefits on the estate. In the first instance, Buttita was acting not merely on his own behalf as a present claimant or as a fiduciary for unsecured creditors generally as a member of the UCC, rather he was acting in support of the asbestos constituency as a whole, including both present asbestos creditors and yet unknown future claimants. *See In re General Electrodynamics Corp.*, 554-56 (the applicant’s actions as a surrogate creditors committee provided a substantial contribution).

58. At the time of the Court’s consideration of the Sale Motion, no official fiduciary for the interests of the asbestos tort victims had yet been appointed. Indeed, the Court had expressly denied a motion to appoint a legal representative with respect to future claims.

59. Notwithstanding, Buttita acted to represent and preserve the rights of the entire universe of asbestos tort victims in vigorously objecting to those portions of the proposed sale which threatened to adversely and improperly affect their interests, particularly with respect to the over-reaching injunction sought to insulate the purchaser from prospective liability in violation of the asbestos victims' due process rights.

60. Despite the Court's questioning of his standing to do so, Buttita succeeded in convincing the Court to modify the proposed Sale Order by the addition of a qualifying clause to preserve the asbestos victim's constitutional due process rights. At minimum, that modification created potential uncertainty and the prospect of substantial future litigation as to the purchaser's prospective continuing liability for the Debtors' asbestos liabilities, particularly with respect to future claims.

61. Rather than leaving the enforceability of the injunction contained Sale Order in question, thus jeopardizing the finances of New GM and placing the Debtors' liquidation in limbo, the protections sought and obtained by Buttita instead quickly lead to the opening of discussions with the Debtors and the UCC concerning the establishment official representation of the present and future asbestos victims in these cases, and eventually to the appointment of the ACC and the FCR as the official fiduciaries for those constituencies.

62. The ultimate result of Buttita's opposition to the Sale Motion was a negotiated resolution of the treatment of both present and future asbestos claims in these cases that was developed and incorporated in the Debtors' Plan. That resolution effectively adopted the design of § 524(g) by separately classifying and treating all asbestos victims, both present and future, pursuant to a negotiated estimate of total asbestos tort liability, through a separate trust established and funded to equitably administer and pay all such claims. That resolution also

obtained the overwhelming support of the asbestos creditors who voted to accept the Plan and benefitted not only the asbestos claimants but all of the Debtors' creditors by advancing an expeditious confirmation of the Plan and distributions to all creditors with respect to their claims.

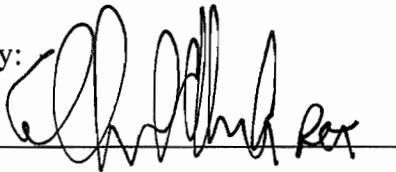
63. Buttita's contributions can not be precisely measured in dollars and cents. Rather, as recognized by the court in *In re Am. Plumbing & Mech., Inc.*, the question of whether the estate had been benefitted cannot be so narrowly confined and the estate may receive other less readily calculable benefits. Here those benefits to the estate included not only the preservation of essential constitutional rights but also resulted in the avoidance of costly and years-long litigation and the to the Debtors' successful liquidation in a manner that fairly and equitably respected the rights of all of creditors.

64. Finally, although certain other parties also advance certain other objections that were also asserted by Buttita, it was Buttita who stood alone to directly focus his efforts to defend the due process rights of all asbestos victims in these cases and successfully garnered the essential modifications to the proposed Sale Order. In short, Buttita's efforts were not duplicative of the work of other parties and were essential to the ultimate formulation of the Debtors' Plan with respect to the asbestos claimants.

CONCLUSION

For all of the reasons set forth herein, this Court should, pursuant to 11 U.S.C. §§ 503(b)(3)(D) and (b)(4), enter an order, in the form attached to as Exhibit F, allowing an administrative claim in the amount of \$187,245.79 in favor of Buttita on account of the fees and costs incurred by Buttita in making a substantial contribution in these chapter 11 cases.

Dated: New York, New York
May 13, 2011

By: 

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*Attorneys for Mark Buttita, as personal
representative of Salvatore Buttita*

Exhibit A

capacity as the personal representative of Salvatore Buttita was appointed as one of the members of the UCC, and the only member of that committee who represented the interests of asbestos tort victims.

3. Given the overwhelming importance of the proposed sale, its effect on the interests of the asbestos tort victims, the rapid pace of the sale proceedings, as well as the wide variety of other interests otherwise represented on the committee as a whole, I determined that I required the assistance of counsel experienced both in complex bankruptcies and most particularly in the unique circumstances presented in the context of asbestos related bankruptcy issues to assist him in protecting the distinctive interests of the asbestos victims in these cases in connection with the sale. On behalf of Buttita, I selected Caplin & Drysdale to provide that assistance.

4. In addition to his official role on the larger creditors committee, as described in the Application, Buttita effectively acted, through Caplin & Drysdale, as a fiduciary for all asbestos victims of the Debtors. He conducted discovery specific to the Debtors' asbestos liabilities and actively opposed the proposed sale to the extent that it proposed to impermissibly affect the interests of all asbestos victims, including the due process rights of those yet unknown victims whose right to seek recovery against the purchaser as the Debtors' successor was sought to be improperly enjoined.

5. All services performed by Caplin & Drysdale during the Compensation Period were performed for and on behalf of Buttita.

6. In connection with its representation of Buttita during the Compensation Period, Caplin & Drysdale incurred total fees of \$259,908.50 calculated in accordance with the firm's normal billing rates and actual and necessary expenses of \$13,973.29. These charges did not

include any professional fees incurred prior to Buttita's appointment to the UCC as well as any potentially duplicative time charges when more than one attorney was involved in attending meetings or hearings.

7. As a professional courtesy to Buttita and my firm and as a service to the constituency which they represented, Caplin & Drysdale voluntarily agreed to discount its total professional fees by thirty-three percent (33%). The resulting billing to Buttita was \$187,245.79, consisting of (i) \$173,272.50 in fees and \$13,973.29 in expenses (the "**Compensation Amount**").

8. Buttita, through my firm, has paid the entire Compensation Amount and there is no outstanding balance owed to Caplin & Drysdale.

9. I certify that (a) I have read the Application; (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Amended Guidelines for Fees and Disbursements for Professionals in Southern of New York Bankruptcy Cases adopted by the Court on November 26, 2009 (the "**Local Guidelines**"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense Filed Under 11 U.S.C. § 33 adopted on January 30, 1996 (the "**UST Guidelines**"), and the Court's Sixth Amended Order Pursuant to 11 U.S.C. § 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (entered 8/7/2009) (Dkt. No. 3711) (together, the Local Guidelines, UST Guidelines and the Administrative Order, the "**Guidelines**").

10. I further certify that the Application has been provided to: (a) counsel for Motors Liquidation Corporation; and (b) counsel for the Unsecured Creditors Committee.

11. I believe that the fees and expenses that I incurred on behalf of Buttita through the employment of Caplin & Drysdale are reasonable and justified in light of the circumstances of this chapter 11 case and conferred a substantial contribution upon the Debtor's estate and its creditors.

12. Further, in accordance with 18 U.S.C. § 155, neither I nor any partner, counsel or associate of my firm has entered into any agreement, express or implied, with any party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtor's assets.

13. Moreover, in accordance with 11 U.S.C. § 504, no agreement or understanding exists between me, my firm or any partner, counsel, or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with this chapter 11 case, nor will any division of fees prohibited by 11 U.S.C. § 504 be made by me or any partner, counsel or associate of my firm.

14. Upon information and belief and relying on MLC's most recent Monthly Operating Report (the "**MOR**") and the Disclosure Statement filed in connection with its recently confirmed liquidating plan (the "**Disclosure Statement**"), MLC has approximately \$254,701.00 in assets. *See* MLC Monthly Operating Report For The Month Ended March 31, 2011, p. 5 (Filed 05/11/2011; Dkt. No. 10222). According to the MOR, MLC owes \$1,342,339.00. *See id.*

15. The MOR further states that (i) the amended and restated DIP Facility with the U.S. Treasury and the Export Development of Canada, which was approved by the Bankruptcy Court, dated July 5, 2009 (Dkt. No. 29269); and (ii) the proceeds that the Debtor recover from

their remaining assets will be sufficient to pay the administrative expenses of winding down their estates and administering a chapter 11 plan. *See id.*, p.12 (Note 3).

16. Upon information and belief, MLC has paid all quarterly fees to the United States Trustee and all monthly operating reports have been filed. *See id.*, p. 21.

17. Upon information and belief, based on the MOR and the Disclosure Statement, MLC has more than sufficient assets to satisfy the Application in full. *See id.*, pp. 5, 12 (Note 3).

18. No prior application has been made to this or any other Court for the relief requested in the Application.

Dated: Chicago, Illinois
May 11, 2011



John Cooney

Exhibit B

State of New York or the District of Columbia, or both. My firm maintains offices for the practice of law at 375 Park Avenue, New York, New York 10152-3500, and One Thomas Circle, N.W., Washington, D.C. 20005-5802.

3. In late May 2009, Caplin & Drysdale was retained as counsel to Mark Buttita (“**Buttita**”), in his capacity as the personal representative of Salvatore Buttita, by and through his state court counsel John Cooney, in connection with the anticipated bankruptcy filing of GM and Buttita’s service as a member of the UCC.

4. Following its retention, Caplin & Drysdale was specifically charged with representing Buttita with respect to the interests of asbestos victims of the Debtors in regard to the proposed Sale Motion.

5. All services performed by Caplin & Drysdale during the Compensation Period were performed for and on behalf of Buttita.

6. In connection with its representation of Buttita during the Compensation Period, Caplin & Drysdale incurred total fees of \$259,908.50 calculated in accordance with the firm’s normal billing rates and actual and necessary expenses of \$13,973.29. These charges did not include any professional fees incurred prior to Buttita’s appointment to the UCC as well as any potentially duplicative time charges when more than one attorney was involved in attending meetings or hearings.

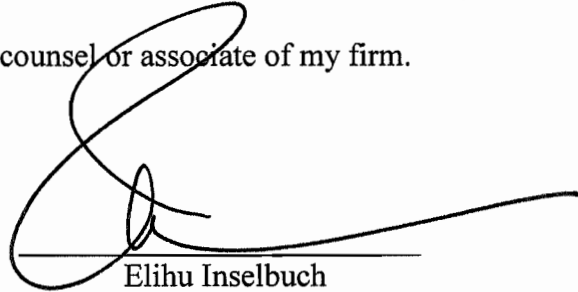
7. As a professional courtesy to Buttita and Mr. Cooney and as a service to the constituency which they represented, Caplin & Drysdale voluntarily agreed to discount its professional fees by thirty-three percent (33%). The resulting billing to Buttita was \$187,245.79, consisting of (i) \$173,272.50 in fees and (ii) \$13,973.29 in expenses (the “**Compensation Amount**”).

8. Buttita, through Mr. Cooney, has paid the entire Compensation Amount and there is no outstanding balance owed to Caplin & Drysdale.

9. Further, in accordance with 18 U.S.C. § 155, neither I nor any partner, counsel or associate of my firm has entered into any agreement, express or implied, with any party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtor's assets.

10. In accordance with 11 U.S.C. § 504, no agreement or understanding exists between me, my firm or any partner, counsel, or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with this chapter 11 case, nor will any division of fees prohibited by 11 U.S.C. § 504 be made by me or any partner, counsel or associate of my firm.

Dated: New York, NY
May 11, 2011



Elihu Inselbuch

Exhibit C

EXHIBIT C

**PROFESSIONALS RENDERING SERVICES
DURING COMPENSATION PERIOD**

Professionals	Years of Experience	Rate	Hours	Amount (\$)
Elihu Inselbuch (EI)	49	\$920	13.20	12,144.00
Peter Van Lockwood (PVNL)	45	\$840	1.80	1,512.00
Trevor W. Swett (TWS)	30	\$660	22.30	14,718.00
Ronald E. Reinsel (RER)	25	\$640	261.80	167,552.00
Leslie Kelleher (LMK)	22	\$550	.20	110.00
Rita C. Tobin (RCT)	21	\$530	41.20	21,836.00
Kevin C. Maclay (KCM)	17	\$495	12.40	6,138.00
James P. Wehner (JPW)	16	\$495	27.40	13,563.00
Andrew J. Sackett (AJS)	7	\$295	18.80	5,546.00
Erroll G. Butts (EGB)	16	\$235	4.50	1,057.50
Michael C. Greene (MCG)	9	\$235	11.50	2,702.50
David B. Smith (DBS)	7	\$235	.80	188.00
Eugenia Benetos (EB)	9	\$205	61.00	12,505.00
Marissa A. Fanone (MAF)	3	\$195	1.20	234.00
Library Staff	N/A	\$205	.50	102.50
TOTALS			478.60	\$259,908.50

Exhibit D

EXHIBIT D

Other Charges:

Air Freight & Express Mail	\$1,670.73
Outside Local Deliveries	\$95.37
Filing Fees	\$213.00
Research Material	\$435.76
Air & Train Transportation	\$888.40
Meals Related to Travel	\$924.99
Conference Meals	\$50.45
Court Reporting/Transcript Service	\$3,280.64
Outside Photocopying/Duplication Service	\$5.00
Travel Expenses - Hotel Charges	\$2,836.56
Travel Expenses - Ground Transportation	\$533.20
Travel Expenses - LD Calls on Hotel Bill	\$64.75
Local Transportation - NY	\$226.28
Database Research	\$1,744.92
Xeroxing	\$999.00
Long Distance-Equitrac In-House	\$4.24
Total	\$13,973.29

Invoice No Invoice Date Initials Trans Type TOE Code Billed Flag

Caplin & Drysdale, Chartered

Historical Invoice Reconstruction

Client 4351Matter From 000 To 000Transaction Type ExpenseInvoice Numbers From 69,188 To 69,818**4351 Mark Buttita**

Disbursements

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	TWS	E	54		06/23/2009	2398734	0.00	\$0.30	\$0.30	Photocopy
69818	08/24/2009	EI	E	01		07/01/2009	2397291	0.00	\$95.90	\$95.90	Federal Express -(8) Individual Deliveries to R.Gerber, D.Adams, GM Corporation, H.Millers, M.Feldman, M.Edelman, J.Rapisardi, & G.Novod, 6/12/09 (EI)
69818	08/24/2009	EI	E	01		07/09/2009	2402402	0.00	\$792.85	\$792.85	Federal Express -(65) Deliveries in reference to client Mark Buttita, 6/26/09 (EI)
69818	08/24/2009	EI	E	01		07/13/2009	2402754	0.00	\$345.40	\$345.40	Federal Express -(28) Individual Deliveries, 6/25/09 (EI)
69818	08/24/2009	EI	E	01		07/16/2009	2403983	0.00	\$436.58	\$436.58	Air Freight & Express Mail
69818	08/24/2009	EI	E	03		07/16/2009	2403987	0.00	\$17.60	\$17.60	Supreme Systems Inc. -(2) Courier Svc. Deliveries to Cadwalader, Taft, 6/24/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403988	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to US Attorney, 6/24/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403989	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to W.Gotshal, 6/24/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403990	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to P.Weiss, 6/24/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403991	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to US Attorney, 6/25/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403994	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to Caldwell, 6/26/09 (EI)
69818	08/24/2009	EI	E	03		07/16/2009	2403995	0.00	\$8.80	\$8.80	Supreme Systems Inc. -Courier Svc. to US Attorney, 6/26/09 (EI)
69818	08/24/2009	C&D	E	54		07/01/2009	2399382	0.00	\$23.25	\$23.25	Photocopy
69818	08/24/2009	C&D	E	50		06/30/2009	2401150	0.00	\$823.50	\$823.50	Database Research - WESTLAW by AJS on

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	C&D	E	50		06/30/2009	2401151	0.00	\$384.32	\$384.32	6/27-29 Database Research - WESTLAW by RER on 6/18
69818	08/24/2009	C&D	E	64		07/07/2009	2402033	0.00	\$0.40	\$0.40	Equitrac - Long Distance to 12123198797
69818	08/24/2009	C&D	E	64		07/07/2009	2402038	0.00	\$0.32	\$0.32	Equitrac - Long Distance to 12149694910
69818	08/24/2009	C&D	E	06		07/22/2009	2406382	0.00	\$435.76	\$435.76	Pacer Service Center -Database Research Svc., 4/1/09 - 6/30/09
69818	08/24/2009	C&D	E	54		07/07/2009	2407508	0.00	\$12.30	\$12.30	Photocopy
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69818	08/24/2009	C&D	E	54		07/07/2009	2407568	0.00	\$0.90	\$0.90	Photocopy
69818	08/24/2009	C&D	E	22		07/08/2009	2409069	0.00	\$9.60	\$9.60	Conference Meals - EB Lunch while preparing rush filing for Ad Hoc Committee
69818	08/24/2009	C&D	E	22		07/07/2009	2409070	0.00	\$20.00	\$20.00	Conference Meals - RCT lunch on 7/1 and 7/2 during days 2 and 3 of GM hearing.
69818	08/24/2009	C&D	E	38		07/01/2009	2409071	0.00	\$37.00	\$37.00	Local Transportation - NY Round trip cabs for EB & CM from office to Court to deliver pleading notebooks to RCT 6/30
69818	08/24/2009	C&D	E	38		07/08/2009	2409072	0.00	\$33.00	\$33.00	Local Transportation - EB cabs to/from court for rush filing for Ad Hoc Committee
69818	08/24/2009	C&D	E	04		07/08/2009	2409076	0.00	\$78.00	\$78.00	Filing Fees - Clerk of the Court, SDNY Emergency Motion
69818	08/24/2009	C&D	E	03		07/27/2009	2409085	0.00	\$24.97	\$24.97	Lasership, Inc -Delivery to the Ritz Carlton, 6/16/09
69818	08/24/2009	C&D	E	54		07/08/2009	2407683	0.00	\$4.50	\$4.50	Photocopy
69818	08/24/2009	C&D	E	54		07/08/2009	2407692	0.00	\$364.35	\$364.35	Photocopy
69818	08/24/2009	C&D	E	54		07/14/2009	2407969	0.00	\$4.50	\$4.50	Photocopy
69818	08/24/2009	C&D	E	54		07/14/2009	2407986	0.00	\$2.70	\$2.70	Photocopy
69818	08/24/2009	C&D	E	54		07/08/2009	2407657	0.00	\$24.75	\$24.75	Photocopy
69818	08/24/2009	C&D	E	54		07/08/2009	2407665	0.00	\$27.15	\$27.15	Photocopy
69818	08/24/2009	C&D	E	64		07/27/2009	2409185	0.00	\$0.04	\$0.04	Equitrac - Long Distance to 19174450518

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
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69818	08/24/2009	C&D	E	50		07/31/2009	2413596	0.00	\$413.22	\$413.22	Database Research - Westlaw - By AJS on 7/8-9
69818	08/24/2009	C&D	E	50		07/31/2009	2413597	0.00	\$18.42	\$18.42	Database Research - Westlaw - By RER on 7/7
69818	08/24/2009	C&D	E	50		07/31/2009	2413598	0.00	\$10.53	\$10.53	Database Research - Westlaw - By SH on 7/7-8
69818	08/24/2009	C&D	E	54		06/15/2009	2398028	0.00	\$4.80	\$4.80	Photocopy
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69818	08/24/2009	C&D	E	64		06/22/2009	2393913	0.00	\$0.72	\$0.72	Equitrac - Long Distance to 12123198797
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69818	08/24/2009	C&D	E	54		06/12/2009	2389544	0.00	\$3.15	\$3.15	Photocopy
69818	08/24/2009	C&D	E	54		06/12/2009	2389611	0.00	\$0.60	\$0.60	Photocopy
69818	08/24/2009	C&D	E	54		06/12/2009	2389631	0.00	\$3.15	\$3.15	Photocopy
69818	08/24/2009	C&D	E	64		06/28/2009	2394526	0.00	\$0.16	\$0.16	Equitrac - Long Distance to 12123198797
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69818	08/24/2009	C&D	E	64		06/28/2009	2394560	0.00	\$0.28	\$0.28	Equitrac - Long Distance to 12123198797
69818	08/24/2009	C&D	E	64		06/28/2009	2394581	0.00	\$0.16	\$0.16	Equitrac - Long Distance to 12123198797
69818	08/24/2009	C&D	E	64		06/28/2009	2394584	0.00	\$0.04	\$0.04	Equitrac - Long Distance to 19176803159
69818	08/24/2009	C&D	E	64		06/28/2009	2394667	0.00	\$1.00	\$1.00	Equitrac - Long Distance to 12123198797
69818	08/24/2009	C&D	E	64		06/28/2009	2394733	0.00	\$0.04	\$0.04	Equitrac - Long Distance to 12123198799
69818	08/24/2009	C&D	E	64		06/28/2009	2394734	0.00	\$0.04	\$0.04	Equitrac - Long Distance to 12123198798
69818	08/24/2009	C&D	E	64		06/28/2009	2394737	0.00	\$0.04	\$0.04	Equitrac - Long Distance to 17735026166
69818	08/24/2009	C&D	E	64		06/28/2009	2394760	0.00	\$0.08	\$0.08	Equitrac - Long Distance to 12127157863
69818	08/24/2009	C&D	E	64		06/29/2009	2395125	0.00	\$0.08	\$0.08	Equitrac - Long Distance to 12123198797
69818	08/24/2009	C&D	E	04		06/30/2009	2395325	0.00	\$25.00	\$25.00	Business Card -BOA Corporate Expenses, re: Filing Fee for NY Courts/USBC, 6/12/09 (AHW)

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	C&D	E	64		06/30/2009	2395560	0.00	\$0.20	\$0.20	Equitrac - Long Distance to 12123197125
69818	08/24/2009	C&D	E	64		06/30/2009	2395598	0.00	\$0.16	\$0.16	Equitrac - Long Distance to 12123082735
69818	08/24/2009	C&D	E	22		06/03/2009	2395646	0.00	\$20.85	\$20.85	Conference Meals - Meals for RER and RCT during GM organizational meeting On June 5, 2009
69818	08/24/2009	C&D	E	25		06/24/2009	2395650	0.00	\$5.00	\$5.00	Outside Photocopying/Duplication Service - FedEx/Kinko's color copies of organizational chart for RCT
69818	08/24/2009	C&D	E	38		06/03/2009	2395651	0.00	\$15.00	\$15.00	Local Transportation - NY - EB Taxis t/from Off-NY Hilton to deliver UST letter to RER
69818	08/24/2009	C&D	E	54		06/30/2009	2396373	0.00	\$7.35	\$7.35	Xeroxing
69818	08/24/2009	C&D	E	54		06/24/2009	2398754	0.00	\$2.55	\$2.55	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398799	0.00	\$3.00	\$3.00	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398804	0.00	\$2.25	\$2.25	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398811	0.00	\$2.25	\$2.25	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398813	0.00	\$3.60	\$3.60	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398821	0.00	\$2.40	\$2.40	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398833	0.00	\$6.75	\$6.75	Photocopy
69818	08/24/2009	C&D	E	54		06/24/2009	2398839	0.00	\$16.50	\$16.50	Photocopy
69818	08/24/2009	C&D	E	54		06/18/2009	2398272	0.00	\$1.35	\$1.35	Photocopy
69818	08/24/2009	C&D	E	54		06/22/2009	2398608	0.00	\$0.45	\$0.45	Photocopy
69818	08/24/2009	C&D	E	54		06/22/2009	2398624	0.00	\$63.00	\$63.00	Photocopy
69818	08/24/2009	C&D	E	54		06/29/2009	2399107	0.00	\$0.45	\$0.45	Photocopy
69818	08/24/2009	C&D	E	54		06/29/2009	2399109	0.00	\$0.60	\$0.60	Photocopy
69818	08/24/2009	C&D	E	54		06/29/2009	2399110	0.00	\$1.05	\$1.05	Photocopy
69818	08/24/2009	C&D	E	54		06/30/2009	2399273	0.00	\$28.80	\$28.80	Photocopy
69818	08/24/2009	C&D	E	54		06/30/2009	2399306	0.00	\$3.00	\$3.00	Photocopy
69818	08/24/2009	C&D	E	54		06/30/2009	2399313	0.00	\$11.40	\$11.40	Photocopy

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	C&D	E	54		06/30/2009	2399320	0.00	\$5.70	\$5.70	Photocopy
69818	08/24/2009	C&D	E	54		06/30/2009	2399333	0.00	\$42.15	\$42.15	Photocopy
69188	07/01/2009	RCT	E	38		06/16/2009	2390638	0.00	\$141.28	\$141.28	Elite Limousine Plus Inc. -Car Svc. to Residence, re: Late Organizational Mtg., 6/3/09 (RCT)
69818	08/24/2009	RCT	E	04		06/24/2009	2394195	0.00	\$110.00	\$110.00	Legal Retrieval Services, Inc. -Filing Fee, re: Amended Notice of Appearance, 6/12/09 (RCT)
69818	08/24/2009	LK	E	54		07/30/2009	2411056	0.00	\$1.35	\$1.35	Photocopy
69818	08/24/2009	LK	E	54		07/23/2009	2408731	0.00	\$2.40	\$2.40	Photocopy
69818	08/24/2009	SRB	E	54		06/16/2009	2398093	0.00	\$1.65	\$1.65	Photocopy
69818	08/24/2009	SRB	E	54		06/12/2009	2389516	0.00	\$0.60	\$0.60	Photocopy
69818	08/24/2009	SRB	E	54		06/12/2009	2389603	0.00	\$0.60	\$0.60	Photocopy
69188	07/01/2009	RER	E	21		06/16/2009	2390626	0.00	\$48.41	\$48.41	Ronald E. Reinsel -Meals for Travel to New York, NY, re: Client Mtg., 6/9/09 - 6/10/09
69188	07/01/2009	RER	E	32		06/16/2009	2390627	0.00	\$356.04	\$356.04	Ronald E. Reinsel -The Alex Hotel 1-Night Lodging Expense for Travel to New York, NY, re: Client Mtg., 6/9/09 - 6/10/09
69188	07/01/2009	RER	E	33		06/16/2009	2390628	0.00	\$75.00	\$75.00	Ronald E. Reinsel -Cab Fares & Parking at DCA Airport for Travel to New York, NY, re: Client Mtg., 6/9/09 - 6/10/09
69188	07/01/2009	RER	E	21		06/16/2009	2390629	0.00	\$284.86	\$284.86	Ronald E. Reinsel -Meals for Travel to New York, NY, re: Creditors Committee Mtg, 6/2/09 - 6/4/09
69188	07/01/2009	RER	E	32		06/16/2009	2390630	0.00	\$317.69	\$317.69	Ronald E. Reinsel -Hotel Elysee 1-Night Lodging Expense for Travel to New York, NY, re: Creditors Committee Mtg, 6/2/09 - 6/4/09
69188	07/01/2009	RER	E	32		06/16/2009	2390631	0.00	\$311.63	\$311.63	Ronald E. Reinsel -Hilton NY Hotel 1-Night Lodging Expense for Travel to New York, NY, re: Creditors Committee Mtg, 6/2/09 - 6/4/09
69188	07/01/2009	RER	E	33		06/16/2009	2390632	0.00	\$110.00	\$110.00	Ronald E. Reinsel -Cab Fares & Parking at DCA Airport for Travel to New York, NY, re: Creditors Committee Mtg, 6/2/09 - 6/4/09

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	RER	E	23		07/28/2009	2409118	0.00	\$3,280.64	\$3,280.64	Esquire -Transcript Copy, re: Harry Wilson, 6/29/09 (RER)
69818	08/24/2009	RER	E	21		07/28/2009	2409119	0.00	\$437.84	\$437.84	Ronald E. Reinsel -Meals for Travel to New York, NY, re: Deposition/Hearing, 6/28/09 - 7/2/09
69818	08/24/2009	RER	E	32		07/28/2009	2409120	0.00	\$1,407.84	\$1,407.84	Ronald E. Reinsel -The Ritz-Carlton Hotel 4-Night Lodging Expense for Travel to New York, NY, re: Deposition/Hearing, 6/28/09 - 7/2/09
69818	08/24/2009	RER	E	33		07/28/2009	2409121	0.00	\$241.55	\$241.55	Ronald E. Reinsel -Cab Fares & Parking at DCA Airport for Travel to New York, NY, re: Deposition/Hearing, 6/28/09 - 7/2/09
69818	08/24/2009	RER	E	35		07/28/2009	2409122	0.00	\$51.80	\$51.80	Ronald E. Reinsel -Hotel Internet Svc. Fee for Travel to New York, NY, re: Deposition/Hearing, 6/28/09 - 7/2/09
69818	08/24/2009	RER	E	21		07/28/2009	2409123	0.00	\$153.88	\$153.88	Ronald E. Reinsel -Meals for Travel to New York, NY, re: Hearing, 6/24/09 - 6/25/09
69818	08/24/2009	RER	E	32		07/28/2009	2409124	0.00	\$443.36	\$443.36	Ronald E. Reinsel -The Ritz-Carlton Hotel 1-Night Lodging Expense for Travel to New York, NY, re: Hearing, 6/24/09 - 6/25/09
69818	08/24/2009	RER	E	33		07/28/2009	2409125	0.00	\$106.65	\$106.65	Ronald E. Reinsel -Cab Fares & Parking at DCA Airport for Travel to New York, NY, re: Hearing, 6/24/09 - 6/25/09
69818	08/24/2009	RER	E	35		07/28/2009	2409126	0.00	\$12.95	\$12.95	Ronald E. Reinsel -Hotel Internet Svc. Fee for Travel to New York, NY, re: Hearing, 6/24/09 - 6/25/09
69818	08/24/2009	RER	E	15		07/17/2009	2404321	0.00	\$399.20	\$399.20	ADA Travel, Inc. -Airfare for travel to/from New York, NY, 6/24/09 - 6/25/09 (RER)
69818	08/24/2009	RER	E	15		07/17/2009	2404322	0.00	\$399.20	\$399.20	ADA Travel, Inc. -Airfare for travel to/from New York, NY, 6/29/09 - 6/30/09 (RER)
69818	08/24/2009	RER	E	15		07/17/2009	2404323	0.00	\$-359.20	\$-359.20	ADA Travel, Inc. -Credit Airfare for travel to/from New York, NY, 6/29/09 - 6/30/09 (RER)
69818	08/24/2009	RER	E	15		07/17/2009	2404332	0.00	\$399.20	\$399.20	ADA Travel, Inc. -Airfare for travel to/from New York, NY, 6/28/09 - 6/30/09 (RER)
69818	08/24/2009	RER	E	15		07/17/2009	2404333	0.00	\$-359.20	\$-359.20	ADA Travel, Inc. -Credit Airfare for travel to/from New York, NY, 6/28/09 - 6/30/09 (RER)

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	RER	E	15		07/17/2009	2404336	0.00	\$409.20	\$409.20	ADA Travel, Inc. -Airfare for travel to/from New York, NY, 6/28/09 - 7/2/09 (RER)
69818	08/24/2009	DAT	E	54		07/07/2009	2407574	0.00	\$23.40	\$23.40	Photocopy
69818	08/24/2009	DAT	E	54		07/07/2009	2407578	0.00	\$54.30	\$54.30	Photocopy
69818	08/24/2009	DAT	E	54		07/07/2009	2407584	0.00	\$6.90	\$6.90	Photocopy
69818	08/24/2009	DAT	E	54		07/07/2009	2407589	0.00	\$11.55	\$11.55	Photocopy
69818	08/24/2009	DAT	E	54		07/07/2009	2407512	0.00	\$3.90	\$3.90	Photocopy
69818	08/24/2009	DAT	E	54		06/26/2009	2399084	0.00	\$0.30	\$0.30	Photocopy
69818	08/24/2009	DAT	E	54		06/30/2009	2399328	0.00	\$25.35	\$25.35	Photocopy
69818	08/24/2009	DAT	E	54		06/25/2009	2398957	0.00	\$30.60	\$30.60	Photocopy
69818	08/24/2009	DAT	E	54		06/26/2009	2398996	0.00	\$11.55	\$11.55	Photocopy
69818	08/24/2009	EH	E	54		06/25/2009	2398885	0.00	\$14.40	\$14.40	Photocopy
69818	08/24/2009	EH	E	54		06/26/2009	2399076	0.00	\$13.20	\$13.20	Photocopy
69818	08/24/2009	EH	E	54		06/26/2009	2399078	0.00	\$2.70	\$2.70	Photocopy
69818	08/24/2009	EH	E	54		06/30/2009	2399218	0.00	\$1.20	\$1.20	Photocopy
69818	08/24/2009	EB	E	54		06/30/2009	2399239	0.00	\$12.60	\$12.60	Photocopy
69818	08/24/2009	EB	E	54		06/29/2009	2399111	0.00	\$17.85	\$17.85	Photocopy
69818	08/24/2009	EB	E	54		06/29/2009	2399128	0.00	\$0.15	\$0.15	Photocopy
69818	08/24/2009	EB	E	54		06/30/2009	2399209	0.00	\$3.60	\$3.60	Photocopy
69818	08/24/2009	EB	E	54		07/01/2009	2399375	0.00	\$0.15	\$0.15	Photocopy
69818	08/24/2009	EB	E	54		06/30/2009	2399325	0.00	\$6.30	\$6.30	Photocopy
69818	08/24/2009	EB	E	54		06/25/2009	2398892	0.00	\$0.30	\$0.30	Photocopy
69818	08/24/2009	EB	E	54		06/25/2009	2398894	0.00	\$0.45	\$0.45	Photocopy
69818	08/24/2009	EB	E	54		06/25/2009	2398902	0.00	\$1.20	\$1.20	Photocopy
69818	08/24/2009	EB	E	54		06/25/2009	2398905	0.00	\$1.20	\$1.20	Photocopy
69818	08/24/2009	EB	E	54		06/25/2009	2398912	0.00	\$0.60	\$0.60	Photocopy
69818	08/24/2009	EB	E	54		06/26/2009	2399025	0.00	\$30.00	\$30.00	Photocopy

Client

Invoice No	Invoice Date	Initials	Trans Type	TOE Code	Billed Flag	Transaction Date	Transaction Number	Actual Hours	Actual Amount	Bill Amount	Description
69818	08/24/2009	EB	E	54		06/26/2009	2399058	0.00	\$0.30	\$0.30	Photocopy
69818	08/24/2009	EB	E	54		06/26/2009	2399060	0.00	\$2.40	\$2.40	Photocopy
69818	08/24/2009	EB	E	54		06/22/2009	2398603	0.00	\$0.90	\$0.90	Photocopy
69818	08/24/2009	EB	E	54		07/07/2009	2407538	0.00	\$0.60	\$0.60	Photocopy
69818	08/24/2009	EB	E	54		07/07/2009	2407569	0.00	\$15.30	\$15.30	Photocopy
69818	08/24/2009	EB	E	54		07/07/2009	2407570	0.00	\$0.15	\$0.15	Photocopy
69818	08/24/2009	EB	E	54		06/22/2009	2406000	0.00	\$16.20	\$16.20	Photocopy
69818	08/24/2009	EB	E	54		07/08/2009	2407668	0.00	\$0.60	\$0.60	Photocopy
Totals for Mark Buttita								0.00	\$13,973.29	\$13,973.29	

Exhibit E

MARK BUTTITA

EXHIBIT E

General (478.60 Hours; \$ 259,908.50)

Professionals	Number of Hours	Billing Rate	Value
Elihu Inselbuch	13.20	\$920	12,144.00
Peter Van N. Lockwood	1.80	\$840	1,512.00
Trevor W. Swett	22.30	\$660	14,718.00
Ronald E. Reinsel	261.80	\$640	167,552.00
Leslie M. Kelleher	.20	\$550	110.00
Rita C. Tobin	41.20	\$530	21,836.00
James P. Wehner	27.40	\$495	13,563.00
Kevin C. Maclay	12.40	\$495	6,138.00
Erroll G. Butts	4.50	\$235	1,057.50
David B. Smith	.80	\$235	188.00
Michael C. Greene	11.50	\$235	2,702.50
Andrew J. Sackett	18.80	\$295	5,546.00
Eugenia Benetos	61.00	\$205	12,505.00
Library Staff	.50	\$205	102.50
Marissa A. Fanone	1.20	\$195	234.00

Trans Date	Empl Init	Bill Rate	Billing Hours	Full Narrative
06/04/09	RCT	530.00	1.00	Review briefs filed in Chrysler appeal re possible GM issues (1.0)
06/04/09	EI	920.00	0.40	Potential Clients: GM Claimants - T/c RER/RCT (.2); t/c Cooney/RER/RCT re: status (.2).
06/04/09	RER	640.00	7.30	Follow up re: committee meeting and teleconfs. w/EI, RCT, J. Cooney re: same (1.4); return travel to DC (2.5); teleconfs. and review document re: committee and by-law and Chrysler briefs (3.4).
06/05/09	RCT	530.00	1.00	Review Committee documents/filings as circulated (1.0)
06/05/09	EI	920.00	0.70	Potential Clients: GM Claimants - T/cs RER/RCT (.2); Cooney (RER/RCT) (.2); t/c Kramer Levin

				lawyer (.1); t/c Cooney (.1); t/c RER (.1) all re: status.
06/05/09	RER	640.00	10.20	Review additional documents; prep. for and attend committee meeting (3.6); follow up teleconfs w/EI, RCT, J. Cooney re: GM and committee issues and review committee materials (2.9); review memo re: committee meetings and issues; follow up teleconfs. re same (1.4); teleconf w/T. Mayer re: counsel/discovery issues and follow up w/EI and J. Cooney re: same (2.3).
06/08/09	RCT	530.00	1.00	Review filings and GM documents/conference RER re GM (1.0)
06/08/09	TWS	660.00	1.30	Draft discovery.
06/08/09	EI	920.00	0.30	T/cs RER (.2); Ginsburg stay (.1).
06/08/09	RER	640.00	6.80	Prep. for and attend committee meeting (2.5); follow up teleconf. w/J. Cooney and committee counsel and follow up (1.5); teleconfs w/RCT re: GM committee issues and review pleadings/documents re: committee issues/discovery (2.8).
06/08/09	JPW	495.00	1.70	Meet with RER and TWS (.2); research bankruptcy parties (1.5)
06/09/09	RCT	530.00	1.00	Review Committee materials as circulated by Kramer (1.0)
06/09/09	TWS	660.00	0.30	Read summary re: state law process liability and section 363
06/09/09	EI	920.00	0.70	Conf. RCT, t/cs RER re: status.
06/09/09	RER	640.00	2.50	Dinner meeting w/Committee counsel and members.
06/10/09	RCT	530.00	0.60	prepare new matter memo and conflict memo (.3); emails RER re futures issue (.3)
06/10/09	TWS	660.00	2.60	Draft discovery.

06/10/09	EI	920.00	0.30	T/c RER/RCT.
06/10/09	RER	640.00	10.50	Prep. for and attend meeting w/debtor, committee meeting and follow up w/committee members, teleconfs. w/ Cooney, EI re: confidentiality issues and meeting (8.0); return travel to DC (2.5)
06/11/09	RCT	530.00	1.70	Review briefs and decisions in Chrysler re GM futures (1.0); TC RER re status and futures (.2); revise NOA, PHV motion, new matter memo (.5)
06/11/09	EI	920.00	0.40	Conf. RCT (.2); t/c RER re: status (.2).
06/11/09	EB	205.00	2.00	Perform review of daily docket for group. T/C with court clerk: re: amended notice and filing protocol. T/C and meeting with RCT re: drafts. QC all drafts before emailing to RCT. (2)
06/11/09	RER	640.00	6.50	Teleconf. W /EI re: case issues (.30); follow up re: NYC meeting and file (1.5); review committee memoranda and pleadings and work re: analysis and case strategy (3.4); correspond w/RCT (.40); review draft discovery (.50); correspond re: insurance issues (.40).
06/12/09	RCT	530.00	0.70	Review objections and correspondence (.7)
06/12/09	RER	640.00	3.50	Review committee memoranda and correspondence (.70); follow-up re: file/billing issues (.30); review case filings (2.5).
06/12/09	EB	205.00	1.00	(Late entry for June 12, 2009). Perform review of docket and print all objections filed for RCT. Print daily docket for RCT. (1)
06/12/09	EB	205.00	1.50	Filing and service of Amended Notice of Appearance. Filing of Motion. QC of all documents. (1.5)
06/15/09	PVL	840.00	0.90	Confer Cooney, Baron, Budd, EI and RER.
06/15/09	RCT	530.00	1.00	Review memos to Committee from Committee counsel; review docket (1.0)
06/15/09	EI	920.00	0.50	Conf. Cooney, RER, PVNL.

06/15/09	RER	640.00	2.90	Review committee memoranda pleadings and analysis; follow up teleconf. re: same.
06/15/09	RER	640.00	2.80	Meet w/EI re: case issues and strategy prep. re: meeting w/client.
06/15/09	EB	205.00	2.50	Perform review of docket and create daily docket report for RER, RCT, KCM, JPW. (2); and draft affidavit fro PHV motion. Update service list and file electronically. (.5)
06/16/09	RCT	530.00	1.00	Review memos, by-laws, emails (1.0)
06/16/09	RCT	530.00	0.50	Review successor liability memo, part 2 (.5)
06/16/09	EI	920.00	0.20	Conf. Cooney and t/c RER.
06/16/09	RER	640.00	2.40	Review pleadings and correspondence, teleconfs. w/EI and team; review draft by-laws and memos.
06/16/09	EB	205.00	2.00	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW. (2)
06/16/09	PVL	840.00	0.10	Teleconference EI.
06/16/09	DBS	235.00	0.80	Compile pleadings for attorney review.
06/17/09	RCT	530.00	0.20	Conference EI/RER re same and status (.2)
06/17/09	EI	920.00	0.50	Conf. RCT/RER re: Committee call and status.
06/17/09	RER	640.00	4.90	Prep. for and attend committee meeting call and follow up re: same (3.6); review FTI presentation (1.3).
06/17/09	RER	640.00	4.50	Work re: development of sale objection/review cases.
06/17/09	EB	205.00	1.00	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW. (1)

06/18/09	RCT	530.00	0.90	Review filed documents and emails RER (.5); review Committee distributions (.4)
06/18/09	TWS	660.00	0.40	Read committee counsel's successor liability memo
06/18/09	EI	920.00	0.80	T/c RER re: status (.3); memos re: Senator Durbin inquiry (.5).
06/18/09	RER	640.00	11.80	Work re: drafting sale objection review/edit Esserman draft and research re: objection (9.5); follow up teleconfs re: Durbin inquiry (.50); teleconf and review re: B. Blessler and Esserman (.60); revise committee memo (1.2).
06/18/09	EB	205.00	1.00	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW. (1)
06/19/09	RCT	530.00	1.20	Review objections (.5); review Committee distributions (Kramer) (.5); TCs RER/EI re same (.2)
06/19/09	TWS	660.00	1.40	Read Committee legal memos on successor liability and section 363, and e-mails re same (1.3); discuss successor liability theories with RER (.1)
06/19/09	EI	920.00	1.20	T/c RER re: status (.2); read Esserman materials and our draft and t/c RER re: same (1.0).
06/19/09	RER	640.00	8.20	Review, edit and additional drafting re: sale objection (4.3); follow up teleconfs w/EI RCT and transmit to J. Cooney (.70); follow up w/Esserman (.30); review filed objections (2.4); review committee memorandum (.50).
06/19/09	EB	205.00	1.00	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW. (1)
06/20/09	EI	920.00	0.10	Status inquiry.
06/21/09	RER	640.00	3.40	Review docket and filed sale objection.
06/22/09	RCT	530.00	1.70	Review objections (Esserman, Cooney, Product Liability) (1.0); conference EI re status (.1); review

Committee circulated documents; Agenda, Issues (meeting with Debtors), By-laws (.6)

06/22/09	EI	920.00	0.50	Conf. RCT and read papers.
06/22/09	RER	640.00	7.20	Review discovery drafts (.60); edit/finalize sale objection (2.8); review filed objections (2.7); coordinate re: hearing (.40); review committee memoranda (.50); memo re: discovery (.20).
06/22/09	RER	640.00	5.10	Prepare for and participate in committee call and follow-up (1.5); work re revisions and finalizing sale objections and with RCT re ruling and multiple teleconfs re same (3.6).
06/22/09	RER	640.00	2.00	Review committee memoranda (.8); work re discovery issues (1.2).
06/22/09	EB	205.00	1.50	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW and perform review of docket re: debtor's response for RCT (1.5)
06/23/09	RCT	530.00	2.50	Review proposed Committee objection (.5); TC TWS re discovery (.2); conference EB re discovery: service (.3); respond to GM service/discovery issues (1.0); review discovery requests, other parties (.5)
06/23/09	TWS	660.00	4.30	Conference with RER re discovery; telephone conferences with RCT and e-mails re discovery (.3); prepare discovery requests and notices (4.0)
06/23/09	RER	640.00	10.10	Work re review of committee memoranda, draft re objection and sale issues (4.2); prep. for and participate in committee call and follow-up (3.2); follow-up with client and work with TWS re discovery issues and RCT re same (1.3); correspondence and work with TWS and RCT re discovery and depositions notices (1.4).
06/23/09	EB	205.00	1.00	Perform review of daily docket. Distribute to group. Research re: service list. (1)

06/23/09	EB	205.00	1.50	Perform review of daily docket. Convert to PDFs and distribute daily docket to RER, RCT, KCM, and JPW. Perform review of docket re: service list and discovery. (1.5)
06/24/09	PVL	840.00	0.10	Review GM oppo to AHC motion re ash comm.
06/24/09	RCT	530.00	8.00	TCs TWS, conferences EB, numerous emails re discovery issues (1.0); discovery requests: service, TCs and emails TWS, RER, TC US Attorney (7.0)
06/24/09	TWS	660.00	5.80	Work on discovery requests to Treasury, Purchaser, and Noteholders; telephone conference with RCT and RER re discovery (3.6); read Committee's section 363 objection (.8); planning logistics of document production intake and review; line up staff for same; discuss logistics and assignments with staff; telephone conferences with RER and RCT re discovery developments (1.3); e-mail to/from Esserman re discovery served (.1)
06/24/09	RER	640.00	10.50	Correspondence and review committee memoranda and drafts (3.7); teleconfs and follow-up re depositions and discovery and work with TWS/RCT re same (2.4); travel to NYC/ en route review FTI financial analysis (2.5); prep. re hearing (1.2); multiple correspondence re depositions and production (.7).
06/24/09	JPW	495.00	1.60	Meet with TWS re deposition preparation (.3); meet with AJS, TEP, JMR re deposition preparation (.4); e-mails re same (.5); telephone conference with RCT (.2); meet with EGB (.2)
06/24/09	EB	205.00	8.50	Perform review of court docket. QC all documents re: discovery. Obtain signatures from EI. E-Service to parties re: discovery. Electronically file depositions and affidavits of service. Convert all Word documents to PDF documents. T/Cs with RCT re: filing protocol and meeting with RCT. Prepare materials for hand delivery and federal express. Emails to Creditor Committee and T/Cs with Court clerk and court chambers re: discovery. (8.5)

06/24/09	EB	205.00	8.50	Perform QC of all documents to be e-filed, emailed and sent via overnight courier. E-file documents with Affidavit of Services. Convert all WORD documents to PDF documents. T/Cs with RCT re: discovery protocol on ECF. Meeting with RCT re: discovery. T/C with Judge's chambers. Perform review of docket re: CMO. (8.5)
06/25/09	RCT	530.00	1.80	Draft signature page, TCs, emails RER, TWS (.3); draft and edit letter to UST (.8); emails re 30(b)(6) issues list, service, et al. (.2); review Committee memos and distributions (.5)
06/25/09	TWS	660.00	4.40	Telephone conference with RER re discovery matters and client's instructions (.1); telephone call from Rosenberg (counsel for Bondholders); telephone conference with RER to report (.5); respond to Treasury/Purchaser request to narrow document demand; prepare list of 30(b)(6) topics; telephone conferences and e-mails to RER and RCT re document discovery and depositions planned (3.8)
06/25/09	EI	920.00	0.30	Conf. Cooney (.1); t/c RCT (.1); t/c RER (.1); all re: discovery.
06/25/09	RER	640.00	10.50	Correspondence and prep. for hearing/attend hearing; follow-up w/client and various counsel (5.3); return travel to DC/en route review documents re sale (2.5); multiple teleconfs/correspondence re discovery issues/depositions (2.7).
06/25/09	JPW	495.00	3.90	Emails re productions and discovery (1.0); telephone conference with RCT re discovery (0.4); telephone conference with P. Nowrangi re GM/UST production (0.2); and review GM/UST production (2.3)
06/25/09	EB	205.00	3.50	Perform review of docket re: committees. Draft emails to counsel. Prepare service list. (3.5)
06/26/09	RCT	530.00	2.50	Review Committee memos, distributions (.5); emails and TCs re document production issues (Wehner, RER) (2.0)

06/26/09	TWS	660.00	1.60	GM discovery: draft Rule 30(b)(6) subparts; conference with JPW regarding document review; conference with RER regarding client's instructions.
06/26/09	TWS	660.00	0.10	Review letter and production from bondholders' counsel.
06/26/09	TWS	660.00	0.10	Telephone conference from PVNL regarding Washington Post query; e-mail to team regarding same.
06/26/09	EI	920.00	0.50	T/c Cooney/RER.
06/26/09	RER	640.00	8.60	Multiple telephconfs/correspondence with RCT re discovery issues (.5); prepare for and attend committee meeting; follow-up (1.3); teleconf EL/clients and follow-up (.8); work w/TWS and JW re document production (.5); teleconf Esserman/RCT re depositions and hearing issues; follow up (.6); coordinate re depositions (.5); prep. re depositions (3.2); respond on proposed order (.5); follow-up re document production (.7).
06/26/09	JPW	495.00	6.10	Search GM/UST documents; assemble hot documents (3.8); meeting with TWS and RER re hot documents (.3); emails re document review issues (1.0); review meeting with team members (.4) and meeting with RER re hot documents; and review 30(b)(6) Notice (.4)
06/26/09	AJS	295.00	0.40	Meeting with JPW regarding document review (several x); review of e-mails from JPW regarding same.
06/26/09	EB	205.00	5.00	Perform QC of Depositions. Electronically file and service through email and overnight courier. (5)
06/27/09	RER	640.00	9.20	Review document production and work re depo/trial preparation
06/27/09	KCM	495.00	7.90	Meet with JPW re strategic issues and review/analyze documents and related materials

06/27/09	AJS	295.00	7.70	Review of documents provided by debtor; legal research regarding future claims; meeting with JPW, KCM, and RER regarding document review and legal research.
06/28/09	RCT	530.00	2.50	Review emails RER and draft filing re fact evidence (1.5); review deposition summaries and updates, Raleigh and Henderson (1.0)
06/28/09	RER	640.00	10.70	Review documents and preparation (3.0) Travel to NYC/en route review documents and depo prep (3.5) organize documents and exhibits and outline depo inquiry (4.2)
06/28/09	JPW	495.00	9.80	Review GM document databases; meeting with EGB re databases; meeting with RER, KCM and AJS re documents; emails re results
06/29/09	PVL	840.00	0.70	Review Debtors omni reply brief re section 363 sale.
06/29/09	RCT	530.00	0.50	Review Committee distributions (.5)
06/29/09	RER	640.00	11.80	Prepare for and conduct H. Wilson depo (9.5); Follow-up teleconf and memo to client (.6) prep re hearing (1.7)
06/29/09	MCG	235.00	5.50	Per EGB, conduct Concordance database search for exhibits listed in the Amended Evidence and Witness List provided by Debtors in advance of June 30, 2009 hearing on Debtors' Asset Sale Motion.
06/29/09	JPW	495.00	1.90	E-mails re UST documents (.5); e-mails re hearing arguments (.8); meet with legal assistants re document issues (.6)
06/29/09	EGB	235.00	4.00	Located documents through Concordance for NY Office.
06/29/09	AJS	295.00	6.10	Legal research regarding future claims.
06/29/09	AJS	295.00	0.20	Preparation of e-mail to RER regarding future claims research.

06/29/09	MAF	195.00	1.20	Compile and organize exhibits to be used at June 30, 2009 Hearing on the Debtors' Asset Sale Motion.
06/29/09	EB	205.00	3.00	QC Witness List. Electronically file, email and send via overnight courier to service list; prepare binders for Sales Motion for RCT and RER. Coordinate with DCO re: exhibits listed. (3)
06/30/09	RCT	530.00	2.00	Emails re TOC and TOA preparation and filing (Wehner, EB) (.5); draft Statement of Issues (1.5)
06/30/09	EI	920.00	0.10	Amended Joinder.
06/30/09	RER	640.00	11.50	Prepare for and appear at sale hearing and prep re further hearing
06/30/09	MCG	235.00	2.00	Per EGB, burn requested copy set of Treasury production CDs.
06/30/09	MCG	235.00	0.50	Per JPW, draft enclosure letter and prepare copy set of Treasury production CDs for overnight delivery to Peter D'Apice.
06/30/09	JPW	495.00	2.40	E-mails re revised brief; exhibits (1.3); telephone conference with EB (.2); review revised brief (.4); telephone conference with EB re brief (.2); e-mails re UST DVDs; meet with MCG re same (.3)
06/30/09	EB	205.00	5.00	Filing of Objection with TOA and TOC. Emails to RCT re: filing. Completion of exhibit books for RER and RCT. Travel to SDNY re: hearing. (5)
07/01/09	LIB	205.00	0.50	Locate documents related to GMC (TWS/NR).
07/01/09	RCT	530.00	1.30	Attend GM sale hearing, conferences RER and S. Esserman (10.0); Committee conference call (.8); revise Statement of issues (.5)
07/01/09	RER	640.00	14.00	Prepare for and appear at sale hearing (10.8), prep for and attend committee meeting and follow-up (1.7) prep for continued hearing and oral argument (1.6)

07/01/09	MCG	235.00	2.00	Per EGB, conduct Concordance database search for exhibits listed in the Amended Evidence and Witness List provided by Debtors.
07/01/09	EGB	235.00	0.50	Review documents received from NR for GM Exhibit List.
07/01/09	EB	205.00	2.00	Perform review of daily docket and create daily docket memo for RER, RCT, and KCM. Filing through the ECF system and service of Joint Statement. QC document. (2)
07/02/09	EI	920.00	0.50	Argument issues.
07/02/09	RER	640.00	14.20	Prep for and appear at sale hearing (7.2), follow-up teleconf and memoranda (1.5), return travel to DC including flight delay (5.5)
07/02/09	MCG	235.00	1.50	Per EGB, continue EDGAR and Concordance database searches for exhibits listed in the Amended Evidence and Witness List provided by Debtors.
07/03/09	RER	640.00	2.80	Review drafts of sale order and teleconfs re comments re same
07/05/09	RER	640.00	3.60	Review Opinion and order re sale and draft memoranda re same
07/06/09	RCT	530.00	1.20	GM Committee call, interviews of potential Directors (2.5); review J. Gerber Opinion (1.0); emails RER re same (.2)
07/06/09	EI	920.00	0.70	Read memo and corres. RER (.2); t/c RER re: appeal status (.5).
07/06/09	RER	640.00	7.80	Review documents and prep for committee call and participate in committee call re board candidates (3.1); Multiple teleconfs and follow-up re sale decision and potential appeal issues, draft memo re same and follow up re sale hearing (3.9); Participate in continued committee call (0.8)
07/06/09	KCM	495.00	1.10	Review/analyze RER e-mail and GM filings re potential appeal

07/07/09	RCT	530.00	2.90	TCs emails RER re filing (.5); review emails and draft/file Joinder (.5); review Ad Hoc Motion for Stay (.5); review Product Liability Motion for Stay (.5); review Order, Mayer emails (.3); review objections to stay motion (.6)
07/07/09	EI	920.00	2.40	Read corres. on cert. motion (.2); read opinion and order, etc. (2.0); memos re: schedule (.2).
07/07/09	RER	640.00	10.90	Multiple teleconfs and conferences re appeal issues, review briefs and coordinate client teleconf and positions re same (7.5); Prep for and participate in committee call (1.5) Participate in hearing re certification of appeal and stay and follow-up memo re same (1.9)
07/07/09	LMK	550.00	0.20	Confer with RER re briefs to 2nd Circuit.
07/07/09	KCM	495.00	2.20	Review/analyze filings re appeal issues and communicate with RER re same
07/07/09	EB	205.00	2.00	Filing of Joinder re: Appeal. Filing through ECF and service to Counsel. QC document. (1) Research opinions re: Supreme Court, email to KCM. (1)
07/08/09	RCT	530.00	1.90	TCs and emails P. Apice re service of Motion for Stay (.5); conferences EB re service (.5); TC RER re service (.2); review Motion (.2); review Committee emails (.2); review RER memo to EI (.1); review letter to Harry Reid (.2)
07/08/09	EI	920.00	1.70	Read Gerber stay denial (.5); memo RER (.2); t/c Kazan, Byrne, RER (.5); corres. to clients with RER (.5).
07/08/09	RER	640.00	7.00	Teleconf with EI re appeal hearing and strategy and follow-up ((0.7); prep for and participate in committee call re Board interviews (1.9); teleconf with clients re case strategy and appeals (1.0) draft memo re case strategy and direction (2.2); continued committee call and follow-up (1.2)
07/08/09	RER	640.00	2.30	Coordinate re appeal filing(1.1); work re research re mootness doctrine re sale terms/successor liability(1.2)

07/08/09	KCM	495.00	1.20	Review/edit memo to client and meet with RER re same (.3); communicate with AJS re appeal research (.4); review/analyze research and communicate with AJS re follow-up issue (.5)
07/08/09	AJS	295.00	2.60	Phone call with KCM regarding stay research (0.1); legal research regarding mootness and stay (1.8); preparation of memo regarding same (0.6); preparation of e-mail to KCM and RER regarding same (0.1).
07/08/09	EB	205.00	6.50	Prepare filing of pleading through ECF and service to all counsel. QC document. Create and distribute mass email. (6.5)
07/09/09	RCT	530.00	0.60	Review Committee emails re Stay (.1); review Sackett memo re Mootness (.2); email RER, KCM re same (.3)
07/09/09	EI	920.00	0.40	Read memos (.2); t/c Cooney (.2).
07/09/09	RER	640.00	6.50	Review research re mootness after closing re sale terms and draft follow-up memo re same (2.2) review pleadings and follow-up re appeal hearing (3.2); correspondence and draft response re AAJ meeting (1.1).
07/09/09	AJS	295.00	0.10	Review e-mails from KCM regarding stay research.
07/09/09	AJS	295.00	1.40	Legal research regarding stay.
07/09/09	AJS	295.00	0.10	Prepare e-mail to KCM regarding stay research.
07/09/09	AJS	295.00	0.20	Meeting with KCM regarding stay research.
07/10/09	RER	640.00	2.50	Follow-up re appeal hearing and draft memo follow-up re mootness issues (2.5)
07/13/09	RER	640.00	4.10	Review committee materials and memoranda (1.6), review correspondence and draft outline re potential legislative action (1.2) prep for and participate in teleconf re legislative action (1.3)

07/14/09	EB	205.00	0.50	Perform review of daily docket for RER, KCM, and RCT. (.5)
07/15/09	RER	640.00	0.70	Review committee memoranda and documents
07/15/09	EB	205.00	0.50	Perform review of daily docket for RER, KCM, and RCT. (.5)

Total Hours 478.60

Other Charges:

Air Freight & Express Mail	\$1,670.73
Outside Local Deliveries	\$95.37
Filing Fees	\$213.00
Research Material	\$435.76
Air & Train Transportation	\$888.40
Meals Related to Travel	\$924.99
Conference Meals	\$50.45
Court Reporting/Transcript Service	\$3,280.64
Outside Photocopying/Duplication Service	\$5.00
Travel Expenses - Hotel Charges	\$2,836.56
Travel Expenses - Ground Transportation	\$533.20
Travel Expenses - LD Calls on Hotel Bill	\$64.75
Local Transportation - NY	\$226.28
Database Research	\$1,744.92
Xeroxing	\$999.00
Long Distance-Equitrac In-House	\$4.24
Total	\$13,973.29

Exhibit F

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

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

**ORDER GRANTING APPLICATION OF MARK BUTTITA PURSUANT TO 11
U.S.C. § 503(B) FOR ALLOWANCE OF ADMINISTRATIVE EXPENSES
INCURRED IN MAKING A SUBSTANTIAL CONTRIBUTION IN THIS
CHAPTER 11 CASE FROM JUNE 4, 2009 THROUGH JULY 15, 2009**

This matter having been brought before the Court by the Mark Buttita, , in his capacity as the personal representative of Salvatore Buttita (“**Buttita**”), by and through his attorney, upon application (the “**Application**”) for the entry of an order pursuant to sections 503(b)(3)(D) and (b)(4) of Title 11 of the United States Code (“the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), for allowance of administrative expenses for actual, necessary expenses incurred by Buttita and for reasonable compensation and reimbursement of expenses in connection with professional services rendered by Caplin & Drysdale, as counsel, from June 4, 2009 through July 15, 2009 (the “**Compensation Period**”), in making a substantial contribution in the above-captioned bankruptcy case; 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 consideration of the Application and the relief requested therein

being a core proceeding in accordance with 28 U.S.C. §§ 157 (b); and the Court having considered the Application, the arguments and evidence presented to the Court at the hearing on the Application, and all responses to the Application; and the Court being satisfied that Buttita made a “substantial contribution” in this Case pursuant to 11 U.S.C. §503(b)(3)(D) and incurred expenses in connection therewith; and the Court being satisfied that Caplin & Drysdale in its representation of Buttita incurred the fees and expenses described in the Application pursuant to 11 §503(b)(4); and the Court finding that the fees and expenses sought by Buttita include reasonable compensation and reimbursement for actual, necessary expenses; and notice of the Application having been given to all parties entitled to receive notice; and it appearing that no other notice need be given; and upon the record herein; and after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED, that the Application of Buttita is **GRANTED**; and it is further

ORDERED, that Buttita is awarded reimbursement for his payment of \$13,973.29 in expenses; and it is further

ORDERED, that Buttita is awarded reimbursement for the his payment of \$173,272.50 in fees; and it is further

ORDERED, that Motor Liquidation Company, *et al.*, is hereby authorized and directed to pay Buttita the fees and expense reimbursements awarded in this order.

Dated: New York, NY
_____, 2011

Honorable Robert E. Gerber
United States Bankruptcy Court Judge