

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

In re

MOTORS LIQUIDATION COMPANY, et al.,

Debtors.

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIFTH INTERIM AND FINAL FEE APPLICATION

Name of Applicant: **Butzel Long, a professional corporation (“BL”)**

Role in the Case: Special Counsel to the Official Committee of Unsecured Creditors of
Motors Liquidation Company, f/k/a General Motors Corporation

Date of Retention: July 13, 2009, *nunc pro tunc* to June 10, 2009

FIFTH INTERIM FEE APPLICATION	
Period for which compensation and reimbursement are sought:	October 1, 2010 through and including March 31, 2011
Amount of compensation sought:	\$703,367.50 ¹
Amount of expense reimbursement sought:	\$59,500.51

FINAL FEE APPLICATION	
Period for which compensation and reimbursement are sought:	June 10, 2009 through and including March 31, 2011
Amount of compensation sought:	\$2,046,609.06 ²
Amount of expense reimbursement sought:	\$144,757.17 ³

¹ This amount excludes more than \$24,000 of fees incurred by BL during April 2011 in connection with the preparation of this Application. BL has not and will not seek compensation for such fees, but requests that the Fee Examiner consider this concession in the event that it suggests the disallowance of any compensation requested herein.

² Reflects reductions to fees taken by BL, in the aggregate amount of \$17,096.69, both before and after the hearings to consider its prior interim fee applications.

³ Reflects reductions to expenses taken by BL, in the aggregate amount of \$1,636.83, before the hearings to consider its prior interim fee applications.

PRIOR INTERIM FEE APPLICATIONS

Date of Application	Docket No.	Application Period	Fees Requested	Expenses Requested	Fees Allowed	Fee Hold-Back	Expenses Allowed
11/16/09	4450	6/10/09 – 9/30/09	\$237,775.50	\$21,265.87	\$236,158.74	\$23,615.87	\$20,996.55
3/17/10	5293	10/1/09 – 1/31/10	\$258,825.50	\$12,188.98	\$253,659.37	\$25,365.94	\$11,109.70
8/5/10	6542	2/1/10 – 5/31/10	\$429,844.75	\$20,791.35	\$419,530.95 ⁴	\$48,632.67 ⁵	\$20,662.12
11/15/10	7754	6/1/10 – 9/30/10	\$433,892.50	\$32,647.29	\$433,892.50	\$43,389.25	\$32,488.29
Total			\$1,360,338.25	\$86,893.49	\$1,343,241.56	\$141,003.73	\$85,256.66

⁴ On November 23, 2010, the Court entered an order awarding BL \$412,109.20 for fees requested pursuant to BL’s Third Interim Fee Application and carving out \$12,749.75 of fees requested by BL for those relating to compensation for the fee review process. On January 3, 2011, BL and the Fee Examiner agreed that only \$5,058.00, rather than \$12,749.75, should be disallowed for the fee review process, a difference of \$7,421.75 (the “**Fees on Fees Differential**”). Accordingly, the Fees on Fees Differential is included in the “Fees Allowed” column pertaining to BL’s Third Interim Fee Application.

⁵ Includes the Fees on Fees Differential.

**SUMMARY OF THE FIFTH INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR THE
COMPENSATION PERIOD OCTOBER 1, 2010 THROUGH MARCH 31, 2011**

Shareholders				
Name and Location of Professional:	Department(s) and Year Admitted⁶	Hourly Billing Rate⁷	Total Hours Billed	Total Compensation
Regina M. Alter (New York)	LIT - 1997	\$440.00	0.8	\$352.00
Eric Fisher (New York)	BK, LIT - 1996	\$525.00 - \$575.00	297.6	\$161,530.00
Cynthia J. Haffey (Michigan)	LIT - 1997	\$390.00	0.5	\$195.00
Claudia Rast (Michigan)	LIT - 1987	\$400.00	20.2	\$8,080.00
Barry N. Seidel (New York)	BK - 1978	\$725.00 - \$750.00	129.4	\$94,727.50
Robert Sidorsky (New York)	BK, LIT - 1983	\$625.00	29.7	\$18,562.50
Total			478.2	\$283,447.00

Associates				
Name and Location of Professional:	Department(s) and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Maria Caceres-Boneau (New York)	LIT - 2008	\$325.00 - \$335.00	186.6	\$61,859.00
Katie L. Cooperman (New York)	BK, CORP - 2006	\$395.00 - \$425.00	764.4	\$315,711.00
David J. DeVine (Michigan)	BK, LIT - 2006	\$285.00 - \$300.00	38.4	\$11,488.50
Jennifer A. Dukarski (Michigan)	IP, LIT - 2010	\$225.00	1.5	\$337.50
Donald Orlandoni (Michigan)	BK, LIT - 2007	\$240.00 - \$275.00	64.2	\$17,525.50
Laura Tedesco (Michigan)	CORP - 2009	\$235.00	6.4	\$1,504.00
Total			1,061.5	\$408,425.50

⁶ BK – Bankruptcy, CORP – Corporate, IP – Intellectual Property, LIT – Litigation.

⁷ As of the period beginning January 1, 2011, BL has billed all professionals and paraprofessionals at their standard 2011 rates.

Paraprofessionals				
Name and Location of Paraprofessional:	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Frederick Capria (New York)	LIT	\$245.00 - \$270.00	37.7	\$9,666.50
Michelle Martinez (New York)	LIT	\$150.00	1.1	\$165.00
Alexis Richards (Michigan)	LIT	\$165.00	1.7	\$280.50
Stephanie Shattuck (Michigan)	LIT	\$180.00	39.6	\$7,128.00
Total			80.1	\$17,240.00

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Shareholders	\$592.74	478.2	\$283,447.00
Associates	\$384.76	1,061.5	\$408,425.50
Paraprofessionals	\$215.23	80.1	\$17,240.00
Total Fees Incurred		1,619.8	\$709,112.50
Blended Attorney Rate	\$449.36		
Total Fees Incurred Less Adjustment⁸			\$709,112.50 (\$5,745.00)
Total Fees Requested		1,619.8	\$703,367.50

⁸ BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

**SUMMARY OF THE FINAL FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR THE
COMPENSATION PERIOD JUNE 10, 2009 THROUGH MARCH 31, 2011**

Shareholders				
Name and Location of Professional:	Department(s) and Year Admitted⁹	Hourly Billing Rate¹⁰	Total Hours Billed	Total Compensation
Regina M. Alter (New York)	LIT	\$440.00	0.8	\$352.00
Richard Brosnick (New York)	LIT - 1997	\$490.00	8.5	\$4,165.00
Ross Ellick (New York)	LIT - 1989	\$495.00 - \$525.00	49.6	\$25,977.00
Eric Fisher (New York)	BK, LIT - 1996	\$525.00 - \$575.00	999.4	\$529,975.00
Jane Greyf (New York)	CORP - 1999	\$590.00	2.1	\$1,239.00
Cynthia J. Haffey (Michigan)	LIT - 1997	\$390.00	0.5	\$195.00
Christopher Nelson (Michigan)	LIT - 1995	\$350.00	18.9	\$6,615.00
Samuel M. Ofsevit (New York)	RE - 1981	\$475.00	0.2	\$95.00
Thomas B. Radom (Michigan)	BK - 1974	\$475.00	3.1	\$1,472.50
Claudia Rast (Michigan)	LIT - 1987	\$400.00	20.2	\$8,080.00
Barry N. Seidel (New York)	BK - 1978	\$725.00 - \$750.00	442.8	\$321,942.50
Robert Sidorsky (New York)	BK, LIT - 1983	\$625.00	48.3	\$30,187.50
E. Dale Wilson (Michigan)	CORP, RE - 1999	\$285.00 - \$335.00	8.2	\$2,417.00
Total			1602.6	\$932,712.50

⁹ BK – Bankruptcy, CORP – Corporate, IP – Intellectual Property, LIT – Litigation, RE – Real Estate.

¹⁰ As of the periods beginning January 1, 2010 and January 1, 2011, Butzel Long has billed all professionals and paraprofessionals at their standard 2010 and 2011 rates, as applicable.

Counsel				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert Sidorsky ¹¹ (New York)	BK, LIT - 1983	\$535.00	5.0	\$2,675.00
Total			5.0	\$2,675.00

Senior Attorney				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
William J. Kohler (Michigan)	CORP - 1986	\$410.00	7.9	\$3,239.00
Total			7.9	\$3,239.00

Associates				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Maria Caceres-Boneau (New York)	LIT - 2008	\$325.00 - \$335.00	331.0	\$108,789.00
Katie L. Cooperman (New York)	BK, CORP - 2006	\$350.00 - \$425.00	2209.4	\$878,124.00
David J. DeVine (Michigan)	BK, LIT - 2006	\$285.00 - \$300.00	38.4	\$11,488.50
Jennifer A. Dukarski (Michigan)	IP, LIT - 2010	\$225.00	1.5	\$337.50
Orlee Goldfeld (New York)	BK, LIT - 1999	\$360.00 - \$435.00	37.7	\$13,601.50
Omer Granit (New York)	CORP - 2008	\$325.00	32.5	\$10,562.50
Donald Orlandoni (Michigan)	BK, LIT - 2007	\$240.00 - \$275.00	64.2	\$17,525.50
Laura Tedesco (Michigan)	CORP - 2009	\$215.00 - \$235.00	18.3	\$4,062.50
Total			2733.0	\$1,044,491.00

¹¹ On or about January 27, 2010, Mr. Sidorsky became a shareholder. Prior to this date, he was employed as counsel.

Paraprofessionals				
Name and Location of Paraprofessional:	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Frederick Capria (New York)	LIT	\$235.00 - \$270.00	326.5	\$79,679.50
Vanessa Lozzi (Michigan)	LIT	\$175.00	2.0	\$350.00
Deanna Mejia (Michigan)	LIT	\$140.00	6.2	\$868.00
Michelle Martinez (New York)	LIT	\$150.00	3.7	\$555.00
Michelle Ann Pleban (Michigan)	LIT	\$155.00 - \$165.00	9.7	\$1,548.50
Tonia Borg Renko (Michigan)	LIT	\$165.00	1.2	\$198.00
Alexis Richards (Michigan)	LIT	\$150.00 - \$165.00	2.1	\$340.50
Kimberly Schoening (Michigan)	LIT	\$135.00 - \$140.00	25.1	\$3,438.00
Stephanie Shattuck (Michigan)	LIT	\$180.00	39.6	\$7,128.00
Total			416.1	\$94,105.50

Summer Associates				
Name and Location of Professional:	Department ¹²	Hourly Billing Rate	Total Hours Billed	Total Compensation
Andre Garron (New York)	SA*	\$175.00	5.3	\$927.50
Max Heuer (New York)	SA*	\$175.00	1.0	\$175.00
Total			6.3	\$1,102.50

¹² SA – Summer Associate, * Not yet admitted to the bar.

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Shareholders	\$582.00	1602.6	\$932,712.50
Counsel	\$535.00	5.0	\$2,675.00
Senior Attorney	\$410.00	7.9	\$3,239.00
Associates	\$382.18	2733.0	\$1,044,491.00
Paraprofessionals	\$226.16	416.1	\$94,105.50
Summer Associates	\$175.00	6.3	\$1,102.50
Total Fees Incurred		4,770.9	\$2,078,325.50
Blended Attorney Rate	\$456.05		
Total Fees Incurred			\$2,078,325.50
Less 50% Adjustment¹³			(\$14,619.75)
Less Further Adjustments¹⁴			(\$17,096.69)
Total Fees Requested		4,770.9	\$2,046,609.06

¹³ BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

¹⁴ Reduction comprised of (i) \$1,102.50 for fees incurred by BL summer associates, (ii) \$2,811.44 for vague time entries, (iii) \$4,102.50 for multiple attendees at various hearings, (iv) \$303.00 for a billing rate error, (v) \$144.00 for clerical and administrative tasks, (vi) \$5,058.00 for the fee review process, and (vii) \$3,575.25 for compensation matters unrelated to fee applications.

**UNITED STATES BANKRUPTCY COURT
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**MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**FIFTH INTERIM AND FINAL FEE APPLICATION
OF BUTZEL LONG, A PROFESSIONAL CORPORATION,
AS SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MOTORS LIQUIDATION COMPANY,
f/k/a GENERAL MOTORS CORPORATION, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED DURING THE (I) INTERIM COMPENSATION PERIOD
OCTOBER 1, 2010 THROUGH MARCH 31, 2011 AND (II) ENTIRE
COMPENSATION PERIOD JUNE 10, 2009 THROUGH MARCH 31, 2011**

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

Butzel Long, a professional corporation (“**BL**”), Special Counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Motors Liquidation Company, f/k/a General Motors Corporation (together with its chapter 11 filing affiliates, the “**Debtors**”), for its fifth interim and final application (the “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for (i) allowance of compensation for professional services rendered to the Committee by BL during the interim compensation period from October 1, 2010, through and including March 31, 2011 (the “**Fifth Interim**

Compensation Period”) in the amount of \$703,367.50¹ and reimbursement of actual, reasonable and necessary expenses incurred in connection with the rendition of services in the amount of \$59,500.51, which amounts have not been the subject of previous interim fee applications, (ii) final allowance of compensation for professional services rendered to the Committee by BL during the period commencing June 10, 2009 through and including March 31, 2011 (the **“Entire Compensation Period”**) in the aggregate amount of \$2,046,609.06 and reimbursement of actual, reasonable and necessary expenses incurred in connection with the rendition of services in the amount of \$144,757.17, and (iii) final allowance of all amounts previously held back in the aggregate amount of \$347,496.93 (the **“Holdback”**).² In support of this Application, BL respectfully represents as follows:

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

1. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated November 25, 2009 (the **“Local Guidelines”**), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the **“UST Guidelines”**), and this Court’s Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the **“Administrative Order,”** and together with the Local Guidelines and the UST Guidelines, the

¹ This amount excludes more than \$24,000 of fees incurred by BL during April 2011 in connection with the preparation of this Application. BL has not and will not seek compensation for such fees, but requests that the Fee Examiner consider this concession in the event that it suggests the disallowance of any compensation requested herein.

² This amount includes \$7,421.75 for the Fees on Fees Differential, as defined and discussed herein.

“**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

2. This Application has also been prepared in accordance with this Court’s rulings on the four (4) prior BL interim fee applications. Further, BL has endeavored to comply with the directions provided by Brady C. Williamson as fee examiner (the “**Fee Examiner**”) in connection with such prior BL interim fee applications. BL will provide a copy of this Application to the Fee Examiner.

3. As set forth above, by this Application, BL requests (i) allowance of interim compensation for professional services rendered to the Committee by BL during the Fifth Interim Compensation Period in the amount of \$703,367.50 and reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$59,500.51, (ii) final allowance of compensation for professional services rendered to the Committee by BL throughout these chapter 11 cases during the Entire Compensation Period in the aggregate amount of \$2,046,609.06 and reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$144,757.17, and (iii) final allowance of the Holdback.

4. BL’s efforts to advise and represent the Committee during the Fifth Interim Compensation Period and the Entire Compensation Period, and the professional services performed and expenses incurred in connection therewith, were actual and necessary to preserve and protect the interests of the unsecured creditors of the Debtors. BL’s charges for professional services performed and expenses incurred are reasonable under the applicable standards.

5. There is no agreement or understanding between BL and any other person, other than members of BL, for the sharing of compensation to be received for services rendered in

these cases. During the Entire Compensation Period, BL has received no payment and no promises of payment from any source (other than the Debtors) for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

6. The fees charged by BL in these cases are billed in accordance with BL's existing billing rates, from time to time, and procedures in effect during the Entire Compensation Period.³ The rates BL charges for the services rendered by its professionals and paraprofessionals in these cases are the same rates BL charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

7. In accordance with the UST Guidelines, annexed hereto as Exhibit B and Exhibit E are schedules setting forth the following information for the Fifth Interim Compensation Period and the Entire Compensation Period, respectively: (i) the name and office location of all BL professionals and paraprofessionals who have performed services for the Committee in these chapter 11 cases, (ii) the capacities in which each individual was employed by BL during the applicable period, (iii) the department(s) in which each individual practices, (iv) the hourly billing rate(s) charged by BL for the services performed by such individuals, (v) the year in which each attorney was first licensed to practice law, and (vi) the aggregate number of hours expended by each individual in these matters and the fees billed therefor.

8. Annexed hereto as Exhibit C and Exhibit F are schedules for the Fifth Interim Compensation Period and the Entire Compensation Period, respectively, specifying the

³ BL mistakenly billed various professionals at reduced rates for the June 10, 2009 – July 31, 2009 period (whereby BL provided an unintended benefit of \$7,139 to the Debtors' estates). BL mistakenly billed one paraprofessional at a reduced rate for the June 10, 2009 – October 31, 2009 period (whereby BL provided an unintended benefit of \$743 to the Debtors' estates). BL has not sought compensation for these unintended benefits.

categories of expenses for which BL is seeking reimbursement and the total amount for each such expense category. A detailed breakdown of all such expenses, including the date incurred, amount and description thereof, as well as the individual who incurred such expense and the project code related thereto, is also included in Exhibit C. An itemized schedule of all such expenses has been provided to the Debtors, the attorneys for the Debtors, the attorneys for the Committee, the Court, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) and the Fee Examiner.

9. Pursuant to the UST Guidelines, annexed hereto as Exhibit D and Exhibit G are summaries of BL’s time records relating to the charges for services rendered during the Fifth Interim Compensation Period and the Entire Compensation Period, respectively, categorized according to BL’s project codes hereinafter described.

10. BL maintains computerized records of the time spent by all BL attorneys and paraprofessionals in connection with its engagement by the Committee. Copies of these computerized records have been furnished to the Debtors, the attorneys for the Debtors, the attorneys for the Committee, the Court, the U.S. Trustee and the Fee Examiner in the format specified by the UST Guidelines. Copies of these computerized records for the Fifth Interim Compensation Period are annexed hereto as Exhibit H.⁴

BACKGROUND

11. The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on June 1, 2009 (the “**Petition Date**”) in the United States Bankruptcy Court for the Southern District of New York.

⁴ Copies of such computerized records relating to all prior BL interim fee applications are filed on the docket. See Docket Nos. 4450, 5293, 6542 and 7754.

12. On June 3, 2009, the U.S. Trustee appointed the Committee, pursuant to section 1102 of the Bankruptcy Code.

13. On December 23, 2009, the Court entered an order (the “**Fee Order**”) appointing the Fee Examiner. On February 16, 2010, the Fee Examiner filed his First Status Report and Advisory, which summarizes the applicable standards and guidelines for the Fee Examiner’s review of fee applications. On April 8, 2010, the Fee Examiner filed his Second Status Report and Advisory.

14. On March 29, 2011, the Court entered an order (Docket No. 9941) confirming the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (the “**Plan**”). The effective date of the Plan occurred on March 31, 2011.

Retention of BL and Prior Interim Fee Applications

15. On June 30, 2009, the Committee filed an application (the “**Retention Application**”) with this Court pursuant to section 1103(a) of Title 11 of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules for entry of an order authorizing the employment of BL as Special Counsel to the Committee, *nunc pro tunc* to June 10, 2009, all as more fully described in the Retention Application (Docket No. 2847).

16. No objections were filed to BL’s retention and, on July 13, 2009, this Court entered an order authorizing the employment of BL as Special Counsel to the Committee. The Court’s Order went on to state:

Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee’s Guidelines for Fees

and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long;

A copy of the above order can be found at Docket No. 3124 and is incorporated herein by reference.

17. On November 16, 2009, BL submitted its First Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From June 10, 2009 Through and Including September 30, 2009 (the “**First BL Application**”) seeking approval of \$237,775.50 in fees and \$21,265.87 in expenses (Docket No. 4450). After a hearing to consider the First BL Application on April 29, 2010, the Court entered an order on May 21, 2010 granting the First BL Application in the total amount of \$257,155.29 and approving a 10% holdback in the amount of \$23,615.87 until the completion of these chapter 11 cases.

18. On March 17, 2010, BL submitted its Second Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From October 1, 2009 Through and Including January 31, 2010 (the “**Second BL Application**”) seeking approval of \$258,825.50 in fees and \$12,188.98 in expenses (Docket No. 5293). After a hearing to consider the Second BL Application on June 29, 2010, the Court entered an order on July 22, 2010 granting the Second BL Application in the total amount of \$264,769.07 and approving a 10% holdback in the amount of \$25,365.94.

19. On August 5, 2010, BL submitted its Third Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From February 1, 2010 Through and Including May 31, 2010

(the “**Third BL Application**”) seeking approval of \$429,844.75 in fees and \$20,791.35 in expenses (Docket No. 6542). After a hearing to consider the Third BL Application on October 26, 2010, the Court entered an order on November 23, 2010 granting the Third BL Application in the total amount of \$432,771.32, approving a 10% holdback in the amount of \$41,210.92 and carving out \$12,749.75 related to compensation for the fee review process. On January 4, 2011, BL and the Fee Examiner agreed that only \$5,058.00 would be disallowed for fees on fees, instead of \$12,749.75, a difference of \$7,421.75 (the “**Fees on Fees Differential**”). The Fees on Fees Differential relating to fees requested in the Third BL Application remains unpaid and outstanding.

20. On November 15, 2010, BL submitted its Fourth Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From June 1, 2010 Through and Including September 30, 2010 (the “**Fourth BL Application**,” and together with the First BL Application, the Second BL Application and the Third BL Application, the “**Prior BL Fee Applications**”) seeking approval of \$433,892.50 in fees and \$32,647.29 in expenses (Docket No. 7754). After a hearing to consider the Fourth BL Application on December 15, 2010, the Court entered an order on December 22, 2010 granting the Fourth BL Application in the total amount of \$466,380.79 and approving a 10% holdback in the amount of \$43,389.25.

BL Monthly Statements During Fifth Interim Compensation Period

21. Pursuant to the procedures outlined in the Administrative Order, BL has served a statement of its fees and disbursements accrued for its professional services in the above-captioned matter for the period commencing (i) October 1, 2010 through and including October 31, 2010 (the “**October Statement**”), (ii) November 1, 2010 through and including November

30, 2010 (the “**November Statement**”), (iii) December 1, 2010 through and including December 31, 2010 (the “**December Statement**”), (iv) January 1, 2011 through and including January 31, 2011 (the “**January Statement**”), (v) February 1, 2011 through and including February 28, 2011 (the “**February Statement**”) and (vi) March 1, 2011 through and including March 31, 2011 (the “**March Statement**,” and together with the October Statement, the November Statement, the December Statement, the January Statement and the February Statement, the “**BL Statements**”) upon the U.S. Trustee, the Debtors, the attorneys for the Debtors and the attorneys for the Committee (collectively, the “**Notice Parties**”). The Administrative Order provides that the Notice Parties shall have at least 15 days after receipt of a monthly statement to review it, and shall serve any objections to the monthly statement no later than 45 days following the month for which compensation is sought. During the Fifth Interim Compensation Period, BL has received no notice of objection to any of the BL Statements from any of the Notice Parties.

22. BL has also served the BL Statements upon the Fee Examiner. During the Fifth Interim Compensation Period, BL has received no notice of objection to any of such statements from the Fee Examiner.

SUMMARY OF SERVICES

23. Throughout the Fifth Interim Compensation Period and the Entire Compensation Period, BL rendered a substantial amount of professional services in furtherance of its representation of the Committee.

24. BL’s reputation as a leading law firm in the automotive industry was well-suited to its representation of the Committee. For example, BL was engaged as supplier counsel to ensure that the procedures for the assumption and assignment of supplier contracts in the 363

transaction were fair and workable, and led discussions and negotiations on that topic with the Debtors' special automotive counsel.

25. BL was also engaged to act as conflict counsel to represent the Committee in matters for which the Committee's counsel, Kramer Levin Naftalis & Frankel, LLP, was unable to represent the Committee due to a conflict of interest or otherwise. As Special Counsel to the Committee, BL rendered its services on an "as-needed" basis.

Fifth Interim Compensation Period

26. In connection with its representation of the Committee during the Fifth Interim Compensation Period, BL's services have predominantly concerned the adversary proceeding commenced on the Committee's behalf against JPMorgan Chase Bank, N.A. (the "**JPMorgan Adversary Proceeding**")⁵ and the objection to claims and investigation of claims and causes of action against certain holders of notes issued by General Motors Nova Scotia Finance Company (the "**Nova Scotia Matter**").

27. The following is a general, non-exhaustive summary of the significant professional services rendered by BL during the Fifth Interim Compensation Period only, organized in accordance with BL's internal system of project codes.⁶

a. JPMorgan Avoidance Complaint. On July 31, 2009, the Committee commenced the JPMorgan Adversary Proceeding challenging, *inter alia*, the security interest of more than 400 lenders (the "**Defendants**") to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (as amended, the "**Term Loan Agreement**"), and sought to recover in

⁵ In addition to JPMorgan Chase Bank, N.A., there are more than 400 named defendants in the JPMorgan Adversary Proceeding.

⁶ The Prior BL Applications include summaries of the professional services rendered by BL during the respective interim compensation periods.

excess of \$1.4 billion, in the aggregate, from the Defendants. During the Fifth Interim Compensation Period, BL's professional services in connection with the JPMorgan Adversary Proceeding included: conducting legal research; reviewing the Debtor's proposed plan and disclosure statement; preparing for and attending oral argument on the parties' cross-motions for summary judgment; and various other tasks.

b. General Motors Nova Scotia Finance Company. On November 30, 2009, a claim was filed against the Debtors on behalf of the holders of notes (the "Noteholders") issued by General Motors Nova Scotia Finance Company in the amount of \$1,607,647,592.49 (claim no. 66319) (the "Trustee Claim"). On December 10, 2009, Greenberg Traurig, LLP, on behalf of certain Noteholders, filed a similar claim against the Debtors (claim no. 69551) (the "Protective Claim"). Including the Trustee Claim and the Protective Claim, in total, approximately fifty seven (57) claims (the "Claims") have been filed by or on behalf of the Noteholders. On July 2, 2010, BL filed an objection to the Trustee Claim and the Protective Claim. On November 19, 2010, BL filed an amended objection applying to all Claims. During the Fifth Interim Compensation Period, BL's professional services in connection with the Nova Scotia Matter included: conducting legal research; analyzing the Claims and potential objections thereto; drafting and filing an amended objection to the Claims; reviewing various responses filed to the amended objection; preparing for and attending various Court conferences; drafting a response to various motions filed by, or on behalf of, certain Noteholders pursuant to Bankruptcy Rule 3018 and attending a hearing on such motions; reviewing the Plan; drafting discovery requests, subpoenas and related correspondence; attending numerous meet and confers; reviewing documents produced in

discovery and reviewing documents to produce in discovery; drafting memoranda; and various other tasks.

28. The professional services performed by BL on behalf of the Committee during the Fifth Interim Compensation Period required an aggregate expenditure of 1,619.8 recorded hours by BL's professionals and paraprofessionals. Of the aggregate time expended, 478.2 recorded hours were expended by shareholders of BL, 1,061.5 recorded hours were expended by associates of BL and 80.1 recorded hours were expended by paraprofessionals of BL.

29. During the Fifth Compensation Period, BL billed the Committee for time expended by attorneys based on hourly rates ranging from \$225 to \$750 per hour.

30. BL seeks allowance of interim compensation for professional services performed during the Fifth Interim Compensation Period in the amount of \$703,367.50 and for expenses incurred in the rendition of such services in the amount of \$59,500.51. Allowance of compensation in the amount requested would result in a blended attorney hourly rate of approximately \$449.36 (based on 1,539.7 recorded hours for attorneys at BL's regular billing rates in effect at the time of the performance of services). As noted, annexed hereto is a schedule listing each BL professional and paraprofessional who performed services in these cases during the Fifth Interim Compensation Period, the hourly rate charged by BL for services performed by such individual and the aggregate number of hours and charges by each such individual.

31. In accordance with the Administrative Order, to date,⁷ BL received payments totaling \$622,194.51 for the Fifth Interim Compensation Period, consisting of \$562,694.00, representing 80% of the fees, and \$59,500.51, representing 100% of expenses, invoiced pursuant

⁷ Though not received as of the time this Application was filed, BL anticipates receiving, before the hearing on this Application, payment of \$78,605.40 for fees and \$12,189.57 for expenses on account of the March Statement.

to the October Statement, November Statement, December Statement, January Statement, February Statement and March Statement.

32. The foregoing professional services performed by BL were necessary and appropriate to preserve and protect the interests of the unsecured creditors of the Debtors. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed with expedience and in an efficient manner.

Entire Compensation Period

33. Throughout the Entire Compensation Period, BL rendered a substantial amount of professional services in furtherance of its representation of the Committee, and assisted the Committee in Plan negotiations to ensure that, among other things, the interests of unsecured creditors would be preserved after the effective date of the Plan.

34. Among other things, BL devoted a substantial amount of time toward addressing numerous issues in connection with (i) negotiating procedures for the assumption and assignment of supplier contracts, (ii) cross-motions for summary judgment in the JPMorgan Adversary Proceeding, (iii) analyzing and objecting to the Claims filed by or on behalf of the Noteholders in connection with the Nova Scotia Matter, (iv) negotiating certain provisions of the Plan and related disclosure statement, (v) developing strategies regarding certain confirmation objections filed by the Noteholders and (vi) participating in the confirmation hearing.

35. Services rendered by BL during the Entire Compensation Period have been grouped into different project categories or task codes. The number of hours and total compensation requested for each of the task codes during the Entire Compensation Period is set

forth in Exhibit G. The services rendered during the Fifth Interim Compensation Period are included in the description of services rendered during the Entire Compensation Period.

36. The majority of the services performed by members and associates of BL were rendered by lawyers assigned to BL's Bankruptcy and Litigation departments. BL has been actively involved in major chapter 11 cases, and currently represents or has represented, among others, creditors of the following debtors: Calpine Corporation, Lear Corporation, General Growth Properties, Inc. and Lehman Brothers Holdings Inc. As a consequence, BL has brought to these cases a high level of expertise and experience that inures to the benefit of unsecured creditors of the Debtors.

37. Overall, of the 4,770.9 recorded hours expended during the Entire Compensation Period, 1602.6 recorded hours were expended by shareholders of BL, 2733.0 recorded hours were expended by associates and 416.1 recorded hours were expended by paraprofessionals. Allowance of compensation in the amount requested for the Entire Compensation Period would result in a blended attorney hourly rate of approximately \$456.05 (based on 4,348.5 recorded hours for attorneys at BL's regular billing rates in effect at the time of the performance of services). As noted, annexed hereto is a schedule listing each BL professional and paraprofessional who performed services in these cases during the Entire Compensation Period, the hourly rate(s) charged by BL for services performed by such individual and the aggregate number of hours and charges by each such individual.

38. In accordance with the Administrative Order and this Court's orders regarding the Prior BL Applications, to date, BL received payments totaling \$1,843,869.30, which amount includes \$622,194.51 for the Fifth Interim Compensation Period.⁸

⁸ See *supra* note 7.

39. The holdback of (i) \$23,615.87 relating to fees requested in the First BL Application, (ii) \$25,365.94 relating to fees requested in the Second BL Application, (iii) \$48,632.67 (which amount includes the Fees on Fees Differential) relating to fees requested in the Third BL Application and (iv) \$43,389.25 relating to fees requested in the Fourth BL Application remains unpaid and outstanding. Accordingly, BL now seeks approval for all amounts allowed pursuant to the Administrative Order relating to the Fifth Interim Compensation Period and approval for the Debtors to pay the Holdback.

ACTUAL AND NECESSARY DISBURSEMENTS OF BL

40. As set forth in Exhibit C and Exhibit F hereto, BL has requested \$59,500.51 for expenses incurred in providing professional services during the Fifth Interim Compensation Period, and \$144,757.17 for expenses incurred in providing professional services during the Entire Compensation Period. These expenses were actual, reasonable and necessary.

41. During the Fifth Interim Compensation Period and the Entire Compensation Period, BL's attorneys have devoted time during the evenings and on weekends to perform legal services on behalf of the Committee. Such services were essential to meet deadlines. Consistent with firm policy, attorneys of BL who worked late into the evenings were reimbursed for their cost for transportation from the office to home. BL has not charged the Debtors for any transportation costs incurred while working on weekends. The reimbursement amounts do not exceed those set forth in the UST Guidelines.

42. BL has not charged the Debtors for any local, long distance or international telephone or facsimile expenses.

43. With respect to photocopying expenses, BL applied a credit of \$665.36 relating to copies in compliance with the Court’s decision that such charges are reimbursable at the lesser of \$.10 per page and cost.⁹

44. None of these categories of expenses exceed the maximum rate set forth in the UST Guidelines. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Committee.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

45. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court’s award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 1103 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” *Id.* § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable

⁹ In accordance with its usual and customary practice, BL charged for copies at \$0.18 per page until the Court ruled at the April 29, 2010 fee hearing on the first and second interim fee applications that copies were to be charged at the lesser of \$0.10 per page and cost. As a result, BL had effectively “overcharged” the Debtors by \$665.36 for copies invoiced pursuant to its February Statement, and therefore applied a credit of \$665.36 against invoice number 8468869.

amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

46. BL's role as supplier counsel terminated on or about July 5, 2009 concurrent with the consummation of the 363 sale. BL has continued to serve the Committee as conflicts counsel during the Entire Compensation Period. The two litigations BL is handling on behalf of the Committee as conflicts counsel involve billions of dollars and the outcomes are likely to have a meaningful impact on what distributions unsecured creditors receive in this case.

47. Though the Plan has been confirmed and the Plan is effective, the outcomes in these two litigations are not yet final. Cross-motions for summary judgment in the JPMorgan Adversary proceeding have not yet been decided, and the litigation concerning the Nova Scotia matter is still pending. Nonetheless, given the diligent and professional way BL has performed its services to date, BL has done all that is necessary under the Bankruptcy Code to earn an award of final compensation. As such, BL argues that the full amount be awarded and the Holdback be paid.

48. In the instant case, BL respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for, and beneficial to, the preservation, protection and prosecution of the Committee's rights and claims in this chapter 11 proceeding. Such services and expenditures were necessary to and in the best interests of the Committee. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee.

49. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, BL sought to minimize the costs of its services to the Debtors by utilizing talented paraprofessionals to handle more routine aspects of case administration. Groups of the same BL attorneys were utilized for similar tasks in these cases to minimize the costs of intra-BL communication and education about the Committee's circumstances.

50. In sum, the services rendered by BL were reasonable, necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

CONCLUSION

WHEREFORE BL respectfully requests the Court enter an Order authorizing (i) the compensation for professional services rendered to the Committee and reimbursement of actual and necessary expenses incurred during the Fifth Interim Compensation Period in the amount of \$762,868.01, consisting of \$703,367.50, representing 100% of fees incurred during the Fifth Interim Compensation Period, and reimbursement of \$59,500.51, representing 100% of actual and necessary expenses incurred during the Fifth Interim Compensation Period; (ii) final allowance of compensation for professional services rendered to the Committee and reimbursement of actual and necessary expenses incurred during the Entire Compensation Period in the amount of \$2,191,366.23, consisting of \$2,046,609.06, representing 100% of fees incurred during the Entire Compensation Period, and reimbursement of \$144,757.17, representing 100% of actual and necessary expenses incurred during the Entire Compensation Period; (iii) final allowance of the Holdback, which includes the Fees on Fees Differential, in the aggregate amount of \$347,496.93; and (iv) such other and further relief as is just and proper.

Dated: May 16, 2011
New York, New York

Respectfully submitted,

BUTZEL LONG, a professional corporation

By: /s/ Barry N. Seidel
Barry N. Seidel
Eric B. Fisher
Katie L. Cooperman
380 Madison Avenue
New York, NY 10017
(212) 818-1110 Telephone
(212) 818-0494 Fax

EXHIBIT A

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN RESPECT OF FIFTH INTERIM AND FINAL APPLICATION
OF BUTZEL LONG, A PROFESSIONAL CORPORATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“**BL**”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “**Committee**”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated November 25, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “**Administrative Order**,” and together with the Local Guidelines and the UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of BL's fifth interim and final application dated May 16, 2011 (the "**Application**") for allowance of compensation and reimbursement of expenses incurred during the (i) interim compensation period commencing October 1, 2010 through March 31, 2011 and (ii) entire compensation period commencing June 10, 2009 through March 31, 2011, in accordance with the Guidelines.

3. In respect of section A.1 of the Local Guidelines, 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 fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by BL in-house or through a third party.

4. In respect of section A.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with the provisions requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of BL's fees and disbursements accrued during the previous month, as set forth in the Administrative Order.

5. In respect of section A.3 of the Local Guidelines, I certify that (a) the Debtors, the former chair of the Committee and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on May 2, 2011, (b) the attorneys for the Committee have been provided with a copy of the Application on May 4, 2011 and (c) the chair of the Committee, elected on May 10, 2011, has been provided with a copy of the Application on May 10, 2011.

Dated: May 16, 2011
New York, New York

/s/ Barry N. Seidel
Barry N. Seidel

EXHIBIT B

**SUMMARY OF THE FIFTH INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR THE
COMPENSATION PERIOD OCTOBER 1, 2010 THROUGH MARCH 31, 2011**

Shareholders				
Name and Location of Professional:	Department(s) and Year Admitted¹	Hourly Billing Rate²	Total Hours Billed	Total Compensation
Regina M. Alter (New York)	LIT - 1997	\$440.00	0.8	\$352.00
Eric Fisher (New York)	BK, LIT - 1996	\$525.00 - \$575.00	297.6	\$161,530.00
Cynthia J. Haffey (Michigan)	LIT - 1997	\$390.00	0.5	\$195.00
Claudia Rast (Michigan)	LIT - 1987	\$400.00	20.2	\$8,080.00
Barry N. Seidel (New York)	BK - 1978	\$725.00 - \$750.00	129.4	\$94,727.50
Robert Sidorsky (New York)	BK, LIT - 1983	\$625.00	29.7	\$18,562.50
Total			478.2	\$283,447.00

Associates				
Name and Location of Professional:	Department(s) and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Maria Caceres-Boneau (New York)	LIT - 2008	\$325.00 - \$335.00	186.6	\$61,859.00
Katie L. Cooperman (New York)	BK, CORP - 2006	\$395.00 - \$425.00	764.4	\$315,711.00
David J. DeVine (Michigan)	BK, LIT - 2006	\$285.00 - \$300.00	38.4	\$11,488.50
Jennifer A. Dukarski (Michigan)	IP, LIT - 2010	\$225.00	1.5	\$337.50
Donald Orlandoni (Michigan)	BK, LIT - 2007	\$240.00 - \$275.00	64.2	\$17,525.50
Laura Tedesco (Michigan)	CORP - 2009	\$235.00	6.4	\$1,504.00
Total			1,061.5	\$408,425.50

¹ BK – Bankruptcy, CORP – Corporate, IP – Intellectual Property, LIT – Litigation.

² As of the period beginning January 1, 2011, BL has billed all professionals and paraprofessionals at their standard 2011 rates.

Paraprofessionals				
Name and Location of Paraprofessional:	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Frederick Capria (New York)	LIT	\$245.00 - \$270.00	37.7	\$9,666.50
Michelle Martinez (New York)	LIT	\$150.00	1.1	\$165.00
Alexis Richards (Michigan)	LIT	\$165.00	1.7	\$280.50
Stephanie Shattuck (Michigan)	LIT	\$180.00	39.6	\$7,128.00
Total			80.1	\$17,240.00

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Shareholders	\$592.74	478.2	\$283,447.00
Associates	\$384.76	1,061.5	\$408,425.50
Paraprofessionals	\$215.23	80.1	\$17,240.00
Total Fees Incurred		1,619.8	\$709,112.50
Blended Attorney Rate	\$449.36		
Total Fees Incurred Less Adjustment³			\$709,112.50 (\$5,745.00)
Total Fees Requested		1,619.8	\$703,367.50⁴

³ BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

⁴ This amount excludes more than \$24,000 of fees incurred by BL during April 2011 in connection with the preparation of this Application. BL has not and will not seek compensation for such fees, but requests that the Fee Examiner consider this concession in the event that it suggests the disallowance of any compensation requested herein.

EXHIBIT C

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES
INCURRED BY BUTZEL LONG FOR THE FIFTH INTERIM
PERIOD OF OCTOBER 1, 2010 THROUGH MARCH 31, 2011¹**

EXPENSES	AMOUNT
Copies	\$3,105.60 ²
Local Travel	\$833.74 ³
Third Party Service Fees	\$38,840.28 ⁴
Express Delivery	\$655.99
Computer Research	\$15,905.76
Messengers	\$87.70 ⁵
PACER	\$31.44
Meal Expenses (x2)	\$40.00
TOTAL	\$59,500.51

¹ See attached detailed breakdown of all expenses including the date incurred, amount and description thereof as well as the individual who incurred such expense and the project code related thereto.

² These charges reflect a fee of \$0.10 per copy.

³ On each of the following dates, Katie Cooperman incurred \$20.00 on transportation leaving the office at night after performing required work on the following matters: Nova Scotia (10/13/10, 10/16/10, 10/18/10, 12/14/10, 1/6/11, 1/11/11, 1/12/11, 1/19/11, 1/26/11, 1/31/11, 2/1/11, 2/2/11, 2/4/11, 2/7/11, 2/8/11, 2/9/11, 2/15/11, 2/16/11, 2/17/11, 2/18/11, 2/21/11, 2/24/11, 3/8/11, 3/9/11, 3/10/11, 3/23/11); JPMorgan (12/1/10, 12/7/10, 12/9/10); Fee Application (11/15/10). On December 2, 2010, Katie Cooperman incurred \$30.96 on transportation leaving the office at night after performing required work on the JPMorgan matter. On December 3, 2010, Katie Cooperman incurred \$30.96 on transportation to the Bankruptcy Court transporting documents for the JPMorgan matter. On each of the following dates, Katie Cooperman incurred \$4.50 on subway fare to and from the Bankruptcy Court for the following matters: Fee Hearing (10/26/10); Disclosure Statement Hearing (10/28/10); Nova Scotia (12/15/2010). On December 15, 2010 Katie Cooperman incurred \$11.60 on transportation to the office transporting documents for the Nova Scotia matter. On each of the following dates, Eric Fisher incurred expenses on transportation leaving the office at night after performing required work on the following matters: Nova Scotia (10/13/10-\$39.66; 11/15/10- \$31.00; 1/21/11-\$50.00); JPMorgan (12/3/10-\$26.06).

⁴ These charges reflect disbursements made as follows: \$190.70 and \$172.70 to Veritext New York Reporting Co. in connection with ordering transcripts, \$1,061.25 to Work Product, Inc. in connection with binder preparation for the JPMorgan summary judgment hearing, and \$8,614.64 and \$28,800.99 to Xact Data Discovery in connection with the Relativity database hosting and sorting discovery for the Nova Scotia matter.

⁵ These charges reflect six disbursements made by BL, five in the amount of \$13.75 and one in the amount of \$18.95, to Avant Business Services in connection with the hand delivery of documents to the Bankruptcy Court.

October 1, 2010 through March 31, 2011
Disbursements Detail

Project Code	Date	Description	Amount
0001	11/1/10-11/30/10	Copies	\$49.20
0001	10/28/2010	Travel Expenses-subway to and from court re: DS hearing (Katie Cooperman)	\$4.50
0001	11/19/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$41.92
		Total:	\$95.62
0002	10/1/10-10/31/10	Copies	\$1.40
		Total:	\$1.40
0005	10/1/10-10/31/10	Copies	\$110.10
0005	11/1/10-11/30/10	Copies	\$68.60
0005	12/1/10-12/31/10	Copies	\$33.30
0005	1/1/11-1/31/11	Copies	\$62.50
0005	2/1/11-2/28/11	Copies	\$103.90
0005	3/1/11-3/31/11	Copies	\$62.40
0005	9/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.64
0005	9/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$18.01
0005	9/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$17.27
0005	9/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.64
0005	9/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.64
0005	10/26/2010	Travel Expenses-subway to and from court re: fee hearing (Katie Cooperman)	\$4.50
0005	10/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$18.14
0005	10/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$17.39
0005	10/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.73
0005	10/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.73
0005	10/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.73
0005	11/15/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$12.25
0005	11/15/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$12.25
0005	11/15/2010	Travel Expenses-draft fee application (Katie Cooperman)	\$20.00
0005	11/19/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$11.86
0005	11/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$17.45
0005	11/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.78
0005	11/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.78
0005	11/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.78
0005	11/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$18.20
0005	1/28/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.03
0005	1/28/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$16.16
0005	1/28/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.03
0005	1/28/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.03
0005	1/28/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$15.15
0005	2/25/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.10
0005	2/25/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$22.00
0005	2/25/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$16.27
0005	2/25/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.10
0005	2/25/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.10
0005	3/2/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.38
0005	3/3/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$16.34
0005	3/11/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$15.35

October 1, 2010 through March 31, 2011
Disbursements Detail

0005	3/11/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.18
0005	3/11/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.18
0005	3/11/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$16.38
0005	3/11/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.18
0005	3/14/2011	Express Delivery Charges-Federal Express (Barry Seidel)	\$14.35
		Total:	\$979.88
0006	10/1/10-10/31/10	Copies	\$11.60
0006	11/1/10-11/30/10	Copies	\$1.20
0006	12/1/10-12/31/10	Copies	\$65.40
0006	1/1/11-1/31/11	Copies	\$8.00
0006	8/26/2010	Messenger Fees-Avant Business Services	\$18.95
0006	10/5/2010	Computer Research-Westlaw (Katie Cooperman)	\$114.72
0006	10/28/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$8.41
0006	11/19/2010	Computer Research-Westlaw (Katie Cooperman)	\$3.40
0006	11/19/2010	Computer Research-Westlaw (Katie Cooperman)	\$32.67
0006	11/22/2010	Computer Research-Westlaw (Katie Cooperman)	\$49.09
0006	11/22/2010	Computer Research-Westlaw (Katie Cooperman)	\$107.37
0006	11/30/2010	Computer Research-Westlaw (Katie Cooperman)	\$58.66
0006	12/1/2010	Computer Research-Westlaw (Katie Cooperman)	\$362.14
0006	12/1/2010	Third-Party Vendor-Document Copy Charge	\$1,061.25
0006	12/1/2010	Travel Expenses-prepare for oral argument (Katie Cooperman)	\$20.00
0006	12/2/2010	Computer Research-Westlaw (Katie Cooperman)	\$23.41
0006	12/3/2010	Travel Expenses-prepare for oral argument (Eric Fisher)	\$26.06
0006	12/3/2010	Computer Research-Westlaw (Katie Cooperman)	\$33.20
0006	12/3/2010	Travel Expenses-transport documents to Court-oral argument (Katie Cooperman)	\$30.96
0006	12/7/2010	Computer Research-Westlaw (Katie Cooperman)	\$822.90
0006	12/7/2010	Computer Research-Westlaw (Katie Cooperman)	\$127.38
0006	12/7/2010	Travel Expenses-prepare for oral argument (Katie Cooperman)	\$20.00
0006	12/9/2010	Travel Expenses-prepare for oral argument (Katie Cooperman)	\$20.00
0006	12/9/2010	Computer Research-Westlaw (Katie Cooperman)	\$201.97
0006	12/10/2010	Computer Research-Westlaw (Katie Cooperman)	\$1,079.76
0006	12/13/2010	Computer Research-Westlaw (Katie Cooperman)	\$22.05
0006	12/15/2010	Computer Research-Westlaw (Katie Cooperman)	\$49.80
0006	12/16/2010	Computer Research-Westlaw (Katie Cooperman)	\$40.69
0006	12/17/2010	Messenger Fees-Avant Business Services	\$13.75
0006	12/2/2010	Travel Expenses-prepare for oral argument (Katie Cooperman)	\$30.96
0006	1/19/2011	PACER	\$20.32
		Total:	\$4,486.07
0007	10/1/10-10/31/10	Copies	\$101.00
0007	11/1/10-11/30/10	Copies	\$352.80
0007	12/1/10-12/31/10	Copies	\$644.80
0007	1/1/11-1/31/11	Copies	\$619.40
0007	2/1/11-2/28/11	Copies	\$546.60
0007	3/1/11-3/31/11	Copies	\$249.60
0007	10/13/2010	Travel Expenses-work on Nova Scotia Matter (Katie Cooperman)	\$20.00
0007	10/15/2010	Computer Research-Westlaw (Katie Cooperman)	\$306.69

October 1, 2010 through March 31, 2011
Disbursements Detail

0007	10/15/2010	Computer Research-Westlaw (Katie Cooperman)	\$76.21
0007	10/19/2010	Computer Research-Westlaw (Katie Cooperman)	\$224.29
0007	10/13/2010	Travel Expenses-draft memorandum to Committee (Eric Fisher)	\$39.66
0007	10/21/2010	Messenger Fees-Avant Business Services	\$13.75
0007	10/29/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$11.80
0007	11/12/2010	Messenger Fees-Avant Business Services	\$13.75
0007	11/15/2010	Travel Expenses-revise objection (Eric Fisher)	\$31.00
0007	11/16/2010	Computer Research-Westlaw (Katie Cooperman)	\$262.12
0007	11/16/2010	Travel Expenses-draft objection (Katie Cooperman)	\$20.00
0007	11/18/2010	Travel Expenses-draft objection (Katie Cooperman)	\$20.00
0007	11/21/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$234.77
0007	11/22/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$107.25
0007	11/23/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$218.56
0007	11/26/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$121.80
0007	11/27/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$50.90
0007	11/28/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$63.29
0007	11/29/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$59.89
0007	12/2/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$207.95
0007	12/3/2010	Transcripts-oral argument transcript	\$190.70
0007	12/9/2010	Computer Research-Westlaw (Katie Cooperman)	\$31.03
0007	12/9/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$92.55
0007	12/9/2010	Computer Research-Westlaw (Katie Cooperman)	\$76.21
0007	12/9/2010	Computer Research-Westlaw (Katie Cooperman)	\$890.47
0007	12/14/2010	Travel Expenses-prepare for status conference (Katie Cooperman)	\$20.00
0007	12/14/2010	Computer Research-Westlaw (Katie Cooperman)	\$1,760.00
0007	12/15/2010	Transcripts-status conference transcript	\$172.70
0007	12/15/2010	Travel Expenses-transport documents to office (Katie Cooperman)	\$11.60
0007	12/15/2010	Travel Expenses-subway to/from Court re: status conference (Katie Cooperman)	\$4.50
0007	12/15/2010	Computer Research-Westlaw (Katie Cooperman)	\$223.33
0007	12/17/2010	Messenger Fees-Avant business Services	\$13.75
0007	12/23/2010	Messenger Fees-Avant business Services	\$13.75
0007	12/30/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$10.62
0007	1/6/2011	Travel Expenses-draft document requests (Katie Cooperman)	\$20.00
0007	1/11/2011	Travel Expenses-work on e-discovery issues (Katie Cooperman)	\$20.00
0007	1/12/2011	Travel Expenses-prepare for 1/14/11 meeting (Katie Cooperman)	\$20.00
0007	1/12/2011	Travel Expenses-review e-discovery (Eric Fisher)	\$50.00
0007	1/13/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$367.59
0007	1/13/2011	Computer Research-Westlaw (Katie Cooperman)	\$117.91
0007	1/17/2011	Computer Research-Westlaw (Katie Cooperman)	\$125.53
0007	1/18/2011	Computer Research-Westlaw (Emily Daniels)	\$18.75
0007	1/18/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$544.23
0007	1/19/2011	PACER	\$2.72
0007	1/19/2011	Travel Expenses-revise discovery letter (Katie Cooperman)	\$20.00
0007	1/19/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$104.27
0007	1/19/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$304.87
0007	1/20/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$404.92

October 1, 2010 through March 31, 2011
Disbursements Detail

0007	1/20/2011	PACER	\$6.72
0007	1/21/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$219.93
0007	1/24/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$164.54
0007	1/25/2011	Computer Research-Westlaw (Fritz Capria)	\$10.58
0007	1/25/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$423.83
0007	1/25/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$139.08
0007	1/26/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$123.03
0007	1/26/2011	Travel Expenses-draft 3018 objection (Katie Cooperman)	\$20.00
0007	1/27/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.78
0007	1/28/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$18.64
0007	1/31/2011	Travel Expenses-draft discovery letter (Katie Cooperman)	\$20.00
0007	1/31/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$249.73
0007	2/1/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$201.43
0007	2/1/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$283.49
0007	2/1/2011	Travel Expenses-review discovery (Katie Cooperman)	\$20.00
0007	2/2/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$99.07
0007	2/2/2011	Computer Research-Westlaw (Katie Cooperman)	\$135.88
0007	2/2/2011	Computer Research-Westlaw (Katie Cooperman)	\$81.66
0007	2/2/2011	Travel Expenses-research (Katie Cooperman)	\$20.00
0007	2/3/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$252.86
0007	2/3/2011	Computer Research-Westlaw (Katie Cooperman)	\$46.82
0007	2/4/2011	Travel Expenses-draft discovery requests (Katie Cooperman)	\$20.00
0007	2/7/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$16.60
0007	2/7/2011	Travel Expenses-draft discovery requests (Katie Cooperman)	\$20.00
0007	2/8/2011	Travel Expenses-draft discovery requests (Katie Cooperman)	\$20.00
0007	2/9/2011	Travel Expenses-draft discovery requests (Katie Cooperman)	\$20.00
0007	2/10/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$129.96
0007	2/11/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$63.28
0007	2/13/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$106.83
0007	2/14/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$41.92
0007	2/15/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/16/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.85
0007	2/16/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.85
0007	2/16/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/16/2011	Third-Party Vendor-Xact Data Discovery	\$28,800.99
0007	2/17/2011	Computer Research-Westlaw (Maria Caceres-Boneau)	\$41.92
0007	2/17/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/18/2011	Third-Party Vendor-Xact Data Discovery	\$2,976.66
0007	2/18/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/21/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/23/2011	Third-Party Vendor-Xact Data Discovery	\$600.00
0007	2/24/2011	Third-Party Vendor-Xact Data Discovery	\$475.00
0007	2/24/2011	Travel Expenses-document review (Katie Cooperman)	\$20.00
0007	2/28/2011	Third-Party Vendor-Xact Data Discovery	\$3,907.50
0007	2/28/2011	Third-Party Vendor-Xact Data Discovery	\$257.55
0007	3/1/2011	Express Delivery Charges-Federal Express (Eric Fisher)	\$7.38

October 1, 2010 through March 31, 2011
Disbursements Detail

0007	3/1/2011	Express Delivery Charges-Federal Express (Eric Fisher)	\$9.67
0007	3/8/2011	Travel Expenses-revise plan (Katie Cooperman)	\$20.00
0007	3/8/2011	Computer Research-Westlaw (Katie Cooperman)	\$86.15
0007	3/9/2011	Meal Expenses-discovery review (Katie Cooperman)	\$20.00
0007	3/9/2011	Travel Expenses-discovery review (Katie Cooperman)	\$20.00
0007	3/9/2011	Computer Research-Westlaw (Katie Cooperman)	\$42.87
0007	3/10/2011	Meal Expenses-discovery review (Katie Cooperman)	\$20.00
0007	3/10/2011	Travel Expenses-discovery review (Katie Cooperman)	\$20.00
0007	3/14/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.93
0007	3/14/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.93
0007	3/17/2011	Computer Research-Westlaw (Fritz Capria)	\$40.56
0007	3/19/2011	Third-Party Vendor-Xact Data Discovery	\$397.93
0007	3/21/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.93
0007	3/21/2011	Express Delivery Charges-Federal Express (Katie Cooperman)	\$7.93
0007	3/23/2011	Travel Expenses-draft discovery letter (Katie Cooperman)	\$20.00
0007	3/23/2011	Computer Research-Westlaw (D. Orlandoni)	\$223.37
0007	3/24/2011	Computer Research-Westlaw (D. Orlandoni)	\$129.20
0007	3/24/2011	Computer Research-Westlaw (M. Boneau)	\$56.62
0007	3/25/2011	Computer Research-Westlaw (D. DeVine)	\$264.82
0007	3/29/2011	Computer Research-Westlaw (D. DeVine)	\$1,782.14
0007	3/29/2011	Computer Research-Westlaw (Katie Cooperman)	\$16.60
0007	3/30/2011	Computer Research-Westlaw (Katie Cooperman)	\$156.56
0007	3/30/2011	Computer Research-Westlaw (D. DeVine)	\$78.66
		Total:	\$53,873.11
0008	10/1/10-10/31/10	Copies	\$5.80
0008	11/1/10-11/30/10	Copies	\$5.20
0008	1/19/2011	PACER	\$1.68
		Total:	\$12.68
0010	12/1/10-12/31/10	Copies	\$2.80
0010	12/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$9.91
0010	12/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$14.40
0010	12/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$24.64
		Total:	\$51.75
Grand Total:			\$59,500.51

EXHIBIT D

**SUMMARY OF SERVICES BY PROJECT CODE FOR
SERVICES RENDERED BY BUTZEL LONG FOR FIFTH
INTERIM PERIOD OF OCTOBER 1, 2010 THROUGH MARCH 31, 2011**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT (FEES + EXPENSES)
0001	General Advice	8.3	\$4,623.62
0002	Retention of Butzel Long	14.2	\$6,050.40
0005	Butzel Long Fee Applications and Monthly Budgets	66.3	\$26,626.88
0006	JPMorgan Avoidance Complaint	180.2	\$93,267.57
0007	General Motors Nova Scotia Finance Company	1,306.0	\$619,229.11
0008	Defending Fee Applications	16.6	\$7,273.68
0010	Monthly Fee Statements Less 50% Adjustment	28.2	\$11,541.75 (\$5,745.00)
TOTAL		1,619.8	\$762,868.01

EXHIBIT E

**SUMMARY OF THE FINAL FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR THE
COMPENSATION PERIOD JUNE 10, 2009 THROUGH MARCH 31, 2011**

Shareholders				
Name and Location of Professional:	Department(s) and Year Admitted¹	Hourly Billing Rate²	Total Hours Billed	Total Compensation
Regina M. Alter (New York)	LIT	\$440.00	0.8	\$352.00
Richard Brosnick (New York)	LIT - 1997	\$490.00	8.5	\$4,165.00
Ross Ellick (New York)	LIT - 1989	\$495.00 - \$525.00	49.6	\$25,977.00
Eric Fisher (New York)	BK, LIT - 1996	\$525.00 - \$575.00	999.4	\$529,975.00
Jane Greyf (New York)	CORP - 1999	\$590.00	2.1	\$1,239.00
Cynthia J. Haffey (Michigan)	LIT - 1997	\$390.00	0.5	\$195.00
Christopher Nelson (Michigan)	LIT - 1995	\$350.00	18.9	\$6,615.00
Samuel M. Ofsevit (New York)	RE - 1981	\$475.00	0.2	\$95.00
Thomas B. Radom (Michigan)	BK - 1974	\$475.00	3.1	\$1,472.50
Claudia Rast (Michigan)	LIT - 1987	\$400.00	20.2	\$8,080.00
Barry N. Seidel (New York)	BK - 1978	\$725.00 - \$750.00	442.8	\$321,942.50
Robert Sidorsky (New York)	BK, LIT - 1983	\$625.00	48.3	\$30,187.50
E. Dale Wilson (Michigan)	CORP, RE - 1999	\$285.00 - \$335.00	8.2	\$2,417.00
Total			1602.6	\$932,712.50

¹ BK – Bankruptcy, CORP – Corporate, IP – Intellectual Property, LIT – Litigation, RE – Real Estate.

² As of the periods beginning January 1, 2010 and January 1, 2011, Butzel Long has billed all professionals and paraprofessionals at their standard 2010 and 2011 rates, as applicable.

Counsel				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert Sidorsky ³ (New York)	BK, LIT - 1983	\$535.00	5.0	\$2,675.00
Total			5.0	\$2,675.00

Senior Attorney				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
William J. Kohler (Michigan)	CORP - 1986	\$410.00	7.9	\$3,239.00
Total			7.9	\$3,239.00

Associates				
Name and Location of Professional:	Department and Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Maria Caceres-Boneau (New York)	LIT - 2008	\$325.00 - \$335.00	331.0	\$108,789.00
Katie L. Cooperman (New York)	BK, CORP - 2006	\$350.00 - \$425.00	2209.4	\$878,124.00
David J. DeVine (Michigan)	BK, LIT - 2006	\$285.00 - \$300.00	38.4	\$11,488.50
Jennifer A. Dukarski (Michigan)	IP, LIT - 2010	\$225.00	1.5	\$337.50
Orlee Goldfeld (New York)	BK, LIT - 1999	\$360.00 - \$435.00	37.7	\$13,601.50
Omer Granit (New York)	CORP - 2008	\$325.00	32.5	\$10,562.50
Donald Orlandoni (Michigan)	BK, LIT - 2007	\$240.00 - \$275.00	64.2	\$17,525.50
Laura Tedesco (Michigan)	CORP - 2009	\$215.00 - \$235.00	18.3	\$4,062.50
Total			2733.0	\$1,044,491.00

³ On or about January 27, 2010, Mr. Sidorsky became a shareholder. Prior to this date, he was employed as counsel.

Paraprofessionals				
Name and Location of Paraprofessional:	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Frederick Capria (New York)	LIT	\$235.00 - \$270.00	326.5	\$79,679.50
Vanessa Lozzi (Michigan)	LIT	\$175.00	2.0	\$350.00
Deanna Mejia (Michigan)	LIT	\$140.00	6.2	\$868.00
Michelle Martinez (New York)	LIT	\$150.00	3.7	\$555.00
Michelle Ann Pleban (Michigan)	LIT	\$155.00 - \$165.00	9.7	\$1,548.50
Tonia Borg Renko (Michigan)	LIT	\$165.00	1.2	\$198.00
Alexis Richards (Michigan)	LIT	\$150.00 - \$165.00	2.1	\$340.50
Kimberly Schoening (Michigan)	LIT	\$135.00 - \$140.00	25.1	\$3,438.00
Stephanie Shattuck (Michigan)	LIT	\$180.00	39.6	\$7,128.00
Total			416.1	\$94,105.50

Summer Associates				
Name and Location of Professional:	Department⁴	Hourly Billing Rate	Total Hours Billed	Total Compensation
Andre Garron (New York)	SA*	\$175.00	5.3	\$927.50
Max Heuer (New York)	SA*	\$175.00	1.0	\$175.00
Total			6.3	\$1,102.50

⁴ SA – Summer Associate, * Not yet admitted to the bar.

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Shareholders	\$582.00	1602.6	\$932,712.50
Counsel	\$535.00	5.0	\$2,675.00
Senior Attorney	\$410.00	7.9	\$3,239.00
Associates	\$382.18	2733.0	\$1,044,491.00
Paraprofessionals	\$226.16	416.1	\$94,105.50
Summer Associates	\$175.00	6.3	\$1,102.50
Total Fees Incurred		4,770.9	\$2,078,325.50
Blended Attorney Rate	\$456.05		
Total Fees Incurred			\$2,078,325.50
Less 50% Adjustment⁵			(\$14,619.75)
Less Further Adjustments⁶			(\$17,096.69)
Total Fees Requested		4,770.9	\$2,046,609.06

⁵ BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

⁶ Reduction comprised of (i) \$1,102.50 for fees incurred by BL summer associates, (ii) \$2,811.44 for vague time entries, (iii) \$4,102.50 for multiple attendees at various hearings, (iv) \$303.00 for a billing rate error, (v) \$144.00 for clerical and administrative tasks, (vi) \$5,058.00 for the fee review process, and (vii) \$3,575.25 for compensation matters unrelated to fee applications.

EXHIBIT F

**SUMMARY OF ACTUAL AND NECESSARY
EXPENSES INCURRED BY BUTZEL LONG FOR
JUNE 10, 2009 THROUGH MARCH 31, 2011**

EXPENSES	AMOUNT
Copies	10,411.80
Local Travel	\$1,724.37
Third Party Service Fees	\$50,951.03
Subpoena Service	\$76.80
Deposition Lunch	\$307.66
Document Productions	\$2,053.10
EPIQ	\$28,192.11
Express Delivery	\$2,196.28
Computer Research	\$47,205.64
Messengers	\$155.20
Lien Search	\$109.00
Out of Town Meals	\$294.15
Out of Town Travel and Lodging	\$1,950.93
Overtime	\$112.31
PACER	\$365.60
Postage	\$17.49
Local Meal Expenses	\$270.53
TOTAL	\$146,394.00
LESS ADJUSTMENT¹	(\$1,636.83)
TOTAL REQUESTED	\$144,757.17

¹ Reduction comprised of (i) \$222.00 for travel, (ii) \$1,285.60 for copy charges at \$0.18 per page and (iii) \$129.23 for meals.

EXHIBIT G

**SUMMARY OF SERVICES BY PROJECT CODE FOR
SERVICES RENDERED BY BUTZEL LONG FOR
JUNE 10, 2009 THROUGH MARCH 31, 2011**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT (FEES + EXPENSES)
0001	General Advice	46.7	\$27,370.47
0002	Retention of Butzel Long	121.3	\$72,091.93
0003	Supplier Issues	53.0	\$35,300.64
0004	Conflict Issues	2.3	\$1,554.14
0005	Butzel Long Fee Applications and Monthly Budgets	326.1	\$120,310.45
0006	JPMorgan Avoidance Complaint	1,920.0	\$883,106.22
0007	General Motors Nova Scotia Finance Company	2,140.0	\$1,018,958.32
0008	Defending Fee Applications	83.8	\$37,401.44
0010	Monthly Fee Statements Less 50% Adjustment	77.7	\$29,291.25 (\$14,619.75)
TOTAL			\$2,210,765.11
LESS FURTHER ADJUSTMENTS¹			(\$19,398.88)
TOTAL REQUESTED		4,770.9	\$2,191,366.23

¹ Reduction comprised of (i) \$1,102.50 for fees incurred by BL summer associates, (ii) \$2,811.44 for vague time entries, (iii) \$4,102.50 for multiple attendees at various hearings, (iv) \$303.00 for a billing rate error, (v) \$144.00 for clerical and administrative tasks, (vi) \$5,058.00 for the fee review process, (vii) \$3,575.25 for compensation matters unrelated to fee applications, (viii) \$222.00 for travel, (ix) \$1,285.60 for copy charges at \$0.18 per page, (x) \$129.23 for meals and (xi) \$665.36 for a credit applied by BL relating to copies.

EXHIBIT H

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484844

Account Number 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.50	hours at	\$525.00	\$262.50
Barry N. Seidel	0.40	hours at	\$725.00	\$290.00
Total For Shareholder	0.90			\$552.50
Associate				
Katie L. Cooperman	0.30	hours at	\$395.00	\$118.50
Total For Associate	0.30			\$118.50

Disbursements	
Description	Total
Travel Expenses	\$4.50
Total Disbursements	\$4.50

Current Fees:	671.00
Current Disbursements:	4.50
Total Current Invoice:	675.50
Total Balance Due:	\$675.50

BUTZEL LONG
ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.:

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484844

Account Number: ~~000141216-0001~~

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/08/10	BNS	Review committee objection re: DS as it relates to JPM and Novia Scotia.	0.40
10/12/10	E.F.	Review filing by the Junsos concerning motion for leave to late file a proof of claim.	0.50
10/20/10	KLC	Correspondence from L. Macksoud (KLNF) re: Committee call materials (0.1); correspondence from J. Sharret (KLNF) re: GUC trust agreement comments (0.2).	0.30

PROFESSIONAL SERVICES

671.00

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. 3

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484845

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	2.60	hours at	\$525.00	\$1,365.00
Total For Shareholder	2.60			\$1,365.00
Associate				
Katie L. Cooperman	8.20	hours at	\$395.00	\$3,239.00
Total For Associate	8.20			\$3,239.00
Paralegal II				
Frederick Capria	0.20	hours at	\$245.00	\$49.00
Total For Paralegal II	0.20			\$49.00

Disbursements	
Description	Total
Copies	\$1.40
Total Disbursements	\$1.40

Current Fees:	4,653.00
Current Disbursements:	1.40
Total Current Invoice:	4,654.40
Total Balance Due:	\$4,654.40

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation.

Tax I.D. No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484845

Account Number: 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/21/10	FJC	Research re Butzel Retention Application (.1); forward images of same to S. Litvinko for printout per K. Cooperman instructions (.1).	0.20
10/22/10	E.F.	Teleconference with Canadian counsel regarding retention process (0.5); conference with Cooperman regarding same(0.3); review research requirements for Canadian counsel retention (.6); review and revise draft retention application for Canadian counsel (.8).	2.20
10/22/10	KLC	Telephone call with Canadian counsel re: retention process (0.5); office conference re: same with Fisher (0.3); research requirements for Canadian counsel retention (1.2); retrieve samples re: same (0.5); draft retention application for Canadian counsel (2.7).	5.20
10/28/10	E.F.	Review retention application regarding Canadian counsel.	0.40
10/28/10	KLC	Revise retention application re: Canadian counsel.	1.90
10/29/10	KLC	Draft declaration re: Canadian counsel retention.	1.10

PROFESSIONAL SERVICES

4,653.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484846

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	3.30	hours at	\$725.00	\$2,392.50
Total For Shareholder	3.30			\$2,392.50
Associate				
Katie L. Cooperman	12.50	hours at	\$395.00	\$4,937.50
Total For Associate	12.50			\$4,937.50
Paralegal II				
Frederick Capria	9.70	hours at	\$245.00	\$2,376.50
Total For Paralegal II	9.70			\$2,376.50

Disbursements	
Description	Total
Copies	\$110.10
Express Delivery Charges	\$76.20
Travel Expenses	\$4.50
Total Disbursements	\$190.80

Current Fees:	9,706.50
Current Disbursements:	190.80
Total Current Invoice:	9,897.30
Total Balance Due:	\$9,897.30

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November 16, 2010

Account Number: 000141216-0005

Invoice No. 8484846

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PROFESSIONAL SERVICES posted through October 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/06/10	KLC	Office conference with Capria re: fourth fee application.	0.40
10/06/10	FJC	Office conference with K. Cooperman re preparation for upcoming fee application (.4); compose detailed e-mail and transmit same to accounting re files needed for fee application submissions [.3].	0.70
10/07/10	KLC	Draft Fourth Interim Fee Application.	0.30
10/12/10	KLC	Draft fourth interim fee application.	0.40
10/14/10	BNS	Review K. Cooperman letter regarding November budget.	0.30
10/14/10	KLC	Draft November budget; correspondence with Seidel re: same.	0.30
10/15/10	KLC	Correspondence to C. Andres (GK) re: November budget.	0.10
10/18/10	KLC	Draft Fourth Interim Fee Application (1.8); correspondence with Capria re: same (0.1).	1.90
10/18/10	FJC	E-mails to K. Cooperman and accounting department re materials needed for fee application.	0.10
10/20/10	KLC	Revise fourth interim fee application re: expenses.	0.30
10/20/10	FJC	Begin set up of files to be used for submission of fee application to Bankruptcy Trustee and Fee	0.50

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PROFESSIONAL SERVICES posted through October 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Examiner.	
10/22/10	FJC	Begin review and editing of ASCII text files of invoices for submission to Trustee and Fee Examiner in connection with upcoming fee application.	1.60
10/25/10	KLC	Revise Fourth Interim Fee Application.	3.20
10/26/10	BNS	Attend court regarding BL fee application (9:15-12:30).	3.00
10/26/10	KLC	Attend hearing on third interim fee application.	3.00
10/26/10	KLC	Revise fourth interim fee application (1.2); correspondence to accounting re: same (0.1).	1.30
10/26/10	FJC	Continue review and revision of ASCII files of invoices for submission to Bankruptcy Trustee and Fee Examiner (.2); telephone call to K. Cooperman re status of same (.1).	0.30
10/27/10	KLC	Correspondence with Capria re: fourth interim fee application; revise same.	0.50
10/27/10	FJC	Telephone conference with K. Cooperman re status of review of ASCII versions of invoices to be submitted to Trustee and Fee Examiner (.1); continue review and editing of ASCII files (3.2); e-mails with Cooperman re same (.1).	3.40
10/28/10	KLC	Revise fourth interim fee application (0.2); office conference with Capria re: same (0.5).	0.70
10/28/10	FJC	Upload corrected ASCII invoice files onto Butzel document management system for additional	1.70

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PROFESSIONAL SERVICES posted through October 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		editing (.2); e-mails with K. Cooperman re same (.1); office conference with Cooperman re status of fee application and additional assignments (.5); additional review and editing of additional ASCII files of invoices (.9).	
10/29/10	FJC	Finalize edits on ASCII files of invoices (1.1); e-mail to K. Cooperman re same (.1); begin preparation of invoices' Acrobat (.pdf) image for submission to Trustee and Fee Examiner (.2).	1.40
10/31/10	KLC	Correspondence to Seidel re: fourth fee application.	0.10
		PROFESSIONAL SERVICES	9,706.50

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GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484847

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	16.10	hours at	\$525.00	\$8,452.50
Barry N. Seidel	15.20	hours at	\$725.00	\$11,020.00
Total For Shareholder	31.30			\$19,472.50
Associate				
Katie L. Cooperman	14.70	hours at	\$395.00	\$5,806.50
Total For Associate	14.70			\$5,806.50

Disbursements	
Description	Total
Copies	\$11.60
Computer Research	\$114.72
Messenger Fees	\$18.95
Total Disbursements	\$145.27

Current Fees:	25,279.00
Current Disbursements:	145.27
Total Current Invoice:	25,424.27
Total Balance Due:	\$25,424.27

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PROFESSIONAL SERVICES posted through October 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/01/10	BNS	Review revised text of Committee motion to quiet title (.2); discuss with K. Cooperman (.2) and L. Macksoud (.1); final review (.1).	0.70
10/01/10	KLC	Correspondence to and from L. Macksoud (KLNF) re: revised language for DIP motion; telephone call with Macksoud and Seidel re: same.	0.50
10/05/10	E.F.	Review case concerning UCC termination statement.	0.20
10/05/10	BNS	Review and consider Judge Cote discussion in Roswell.	1.10
10/05/10	KLC	Correspondence from L. Macksoud (KLNF) re: relevant case and analysis (0.1); review same case (0.4); review same analysis (0.2); correspondence to Fisher and Seidel re: same (0.1).	0.80
10/06/10	BNS	Review plan and DS to ensure that litigation causes of action are properly preserved for benefit of creditors (3.4); conference with K. Cooperman regarding same (.5).	3.90
10/06/10	KLC	Conference with Seidel re: litigation preservation.	0.50
10/08/10	E.F.	Review commentary concerning Roswell case.	0.30
10/08/10	BNS	Review and consider commentary concerning Roswell decision (DJ Cote).	0.50
10/14/10	E.F.	Review and analyze Treasury's opposition to	0.90

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		motion to enforce DIP order (.8); e-mails to Cooperman and Seidel regarding same (.1).	
10/14/10	KLC	Correspondence from L. Macksoud (KLNf) re: Treasury objection to Committee motion to enforce DIP (0.1); review Treasury's objection to same motion (0.7); correspondence with Fisher re: same (0.1).	1.00
10/15/10	BNS	Review U.S. Treasury opposition to Committee motion regarding ownership of JPM litigation (.9).	0.90
10/17/10	KLC	Correspondences to Fisher re: post-judgment interest rate (0.3); research applicable rate re: JPMorgan judgment (0.9); correspondence to and from J. Sharret (KLNf) re: same (0.1).	1.30
10/18/10	E.F.	Review motion to enforce DIP loan (.9); legal research regarding interest rate and e-mails with Sharrett and Mayer (KLNf) regarding same (.3); e-mails with Cooperman regarding same (.2).	1.40
10/18/10	KLC	Correspondences with KLNf and Fisher re: motion to enforce DIP and interest rate.	0.30
10/19/10	E.F.	Analyze reply and joinder with respect to motion to enforce DIP order.	0.30
10/19/10	BNS	Review committee reply re: motion to enforce DIP Order (.7) and discuss exchange of e-mails between Kramer Levin and E. Fisher regarding committee interest in JPM litigation (4).	1.10
10/19/10	KLC	Telephone call from M. Krolewski (KDW) re: November 1 hearing; correspondence to Fisher	0.20

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		re: same.	
10/20/10	E.F.	Review pleadings in connection with motion to enforce DIP order with respect to term loan proceeds.	0.80
10/21/10	E.F.	Attend disclosure statement hearing and argument with respect to enforcement of DIP as to Term Loan.	5.00
10/21/10	BNS	Attend court hearing to support Kramer Levin motion regarding ownership of litigation (.5); discussion with T. Mayer (KLNK) regarding same (.5); conference with J. Smolinsky regarding plan provisions (.5).	6.00
10/21/10	KLC	Attend hearing on motion to enforce DIP,	5.00
10/22/10	BNS	Telephone conference with Jeremy Freeman (Van Eck) regarding court decision on committee motion regarding ownership of lawsuit.	0.30
10/25/10	E.F.	Prepare outline for oral argument concerning term loan summary judgment motion.	2.10
10/26/10	E.F.	Prepare outline for oral argument (1.9); teleconference and e-mail with Callagy (KDW) regarding oral argument (.2); review and revise DS language regarding Term Loan (.4); teleconference with FTI regarding Term Loan collateral (.4).	2.90
10/26/10	BNS	Correspondence with K. Cooperman and E. Fisher regarding implications of delay in summary	0.30

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PROFESSIONAL SERVICES posted through October 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		judgment motion to December 3.	
10/26/10	KLC	Correspondence with J. Sharret (KLNF) re: rider to disclosure statement (0.2); review same (1); propose revisions re: same (0.4); correspondence with Fisher and Seidel re: same (0.1); correspondence with Fisher re: oral argument re: term loan action (0.1).	1.80
10/27/10	E.F.	Call with Committee to provide update about Term Loan litigation (1.0); call with David Jones (UST) regarding same (.3); review outline for oral argument (.2).	1.50
10/27/10	KLC	Revise disclosure statement language re: description of term loan action (1); correspondence with Fisher re: same (0.1); correspondence to J. Sharret re: same (0.1).	1.20
10/27/10	KLC	Participate in Committee call re: term loan case update.	1.00
10/28/10	E.F.	Draft and finalize letter to Judge Gerber regarding oral argument (.2);	0.20
10/28/10	E.F.	Review revised insert concerning Term Loan Litigation.	0.40
10/28/10	KLC	Correspondence to and from J. Sharret (KLNF) re: revised rider to Disclosure statement; review and comment on same.	0.50
10/29/10	BNS	Consider revisions to proposed DS language and correspondence re: same with K. Cooperman.	0.40

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/29/10	KLC	Correspondence with J. Sharret (KLNf) re: disclosure statement revisions; review same.	0.40
10/29/10	KLC	Correspondence with M. Meises (WGM) re: term loan action oral argument.	0.20
10/30/10	E.F.	Review e-mails between Cooperman and Weil regarding oral argument date.	0.10
PROFESSIONAL SERVICES			25,279.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484848

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	34.40	hours at	\$525.00	\$18,060.00
Barry N. Seidel	22.30	hours at	\$725.00	\$16,167.50
Total For Shareholder	56.70			\$34,227.50

Associate				
Katie L. Cooperman	63.10	hours at	\$395.00	\$24,924.50
Total For Associate	63.10			\$24,924.50

Disbursements	
Description	Total
Copies	\$101.00
Computer Research	\$607.19
Travel Expenses	\$20.00
Total Disbursements	\$728.19

Current Fees:	59,152.00
Current Disbursements:	728.19
Total Current Invoice:	59,880.19
Total Balance Due:	\$59,880.19

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**PROFESSIONAL SERVICES posted through October 31, 2010
RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/04/10	BNS	Review BWI case regarding preservation of claim.	0.60
10/05/10	BNS	Consider Kramer Levin request for update on legal budget.	0.30
10/05/10	KLC	Review disclosure statement re: Nova Scotia claims (1.7); telephone call with J. Sharret (KLNF) re: same.	1.90
10/06/10	BNS	Conference with K. Cooperman regarding treatment of NS claims in plan (.7); telephone conference with Cooperman and J. Smolinsky (WGM) regarding same (.2); telephone conference with Cooperman and J. Sharett (KLNF) regarding same (.3); follow-up with T. Mayer (KLNF) regarding related claims (.3).	1.50
10/06/10	KLC	Review GUC Trust agreement re: Nova Scotia treatment (1.4); office conference with Seidel re: Plan comments (0.7); telephone call with Seidel and Smolinsky (WGM) re: same (0.2); telephone call with Seidel and Sharret (KLNF) re: same (0.3); review disclosure statement re: Nova Scotia claims (0.9); prepare summary of Nova Scotia action items (0.7).	4.20
10/08/10	E.F.	Meet with Cooperman and Seidel to review and revise plan and DS provisions pertaining to NS claims objections (2.0); review cases concerning standing issues (.9).	2.90

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/08/10	BNS	Review K. Cooperman memo re: outstanding issues (.4); conference with K. Cooperman and E. Fisher re: plan and DS issues and objections (2); draft riders for plan to address Nova Scotia claims (.2).	2.60
10/08/10	KLC	Office conference with Seidel and Fisher re: Novo Scotia treatment in Disclosure Statement and Plan (2); revise Disclosure Statement re: same (1.1).	3.10
10/11/10	E.F.	Review and analyze DS issues concerning potential NS claims.	0.90
10/11/10	BNS	Outline revisions to plan to reflect committee objection and Nova Scotia claims (.5); telephone conference with K. Cooperman regarding DS revisions (.3); review K. Cooperman draft of DS revisions (.4).	1.20
10/11/10	KLC	Correspondence to and from Seidel re: revisions to plan re: Nova Scotia claims (0.2); further revise same revisions (1); discuss same with Seidel (0.3); correspondence to and from J. Sharret (KLNf) re: same (0.2); revise comments to Disclosure Statement (1.2).	2.90
10/12/10	E.F.	Review revisions to Plan and Disclosure Statement pertaining to NS claims (.8); e-mails with Seidel and Cooperman regarding same (.2).	1.00
10/12/10	BNS	Conference with K. Cooperman regarding approach fo WG&M regarding Plan and DS	0.70

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		comments.	
10/12/10	BNS	Further attention to draft DS language regarding Nova Scotia claims from Greenberg Traurig.	0.70
10/12/10	KLC	Revise insert to Disclosure Statement re: Nova Scotia claims (0.6); conference with Seidel re: same (0.7); correspondence to and from M. Meises (WGM) re: same (0.1); review Noteholders proposed language to Disclosure Statement and Plan (1.2); correspondence with Fisher and Seidel re: same (0.2); revise amended objection re: all Nova Scotia claims (3.4).	6.20
10/13/10	E.F.	Call with Weil Seidel and Cooperman concerning plan and DS language pertaining to NS claims (.8); meet with Cooperman to discuss NS standing issues and results of research regarding Commodore/STN and MSPA (.8); review and revise memorandum to Committee concerning NS standing issues and results of research regarding same and regarding assumption of lockup agreement (3.3); review DS language proposed by Greenberg regarding NS claims (.6); discuss same and strategy with Seidel and Cooperman (1.1).	6.60
10/13/10	BNS	Review Nova Scotia noteholders proposed revisions to DS (.4); conference with E. Fisher and K. Cooperman to discuss revisions and strategy (1.1).	1.50
10/13/10	BNS	Conference call with Cooperman, Fisher and	1.40

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UNSECURED CREDITORS COMMITTEE OF
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November 16, 2010

Invoice No. 8484848

Account Number 00014T216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		WG&M (Smolinsky, Karotkin and Meises) regarding revisions to plan and DS proposed by Nova Scotia noteholders and agreement on process to resolve (.8); analyze strategy regarding Nova Scotia litigation (.6).	
10/13/10	KLC	Draft history of events surrounding Lock-Up Agreement for disclosure statement (2.5); office conference with Fisher re: standing memorandum (0.8); revise insert re: Disclosure Statement (3.1); correspondence to and from M. Meises (WGM) re: same (0.2); telephone call with Fisher, Seidel and WGM re: same (0.8); discuss same with Fisher and Seidel (1.1); revise amended objection (2.8).	11.10
10/14/10	E.F.	Confer with Seidel concerning call with Buonomo to discuss assumption and assignment issues (.2); revise DS supplement regarding NS objection (.9); meet with Cooperman regarding DS revision and draft amended objection (1.0); revise draft amended objection (.4); revise memorandum to Committee concerning standing issues (1.5); draft e-mail to Committee concerning DS supplement and standing issues (.4); draft memorandum to Committee concerning retention of Canadian counsel, amendment of objection, standing and plan's treatment of NS claims.	6.00
10/14/10	BNS	Telephone call with S. Karotkin (WGM) regarding Nova Scotia disclosure and treatment of Nova	1.00

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GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484848

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Scotia claims in plan (.8); confer with E. Fisher regarding assumption issues (.2).	
10/14/10	KLC	Correspondences to and from M. Meises (WGM) re: revisions to Plan and Disclosure Statement concerning Nova Scotia Objection (0.4); telephone call with A. Phillips (FTI) re: same revisions (0.2); office conference with Fisher re: same (1); correspondences with Fisher and Seidel re: standing options (0.2); revise Plan and Disclosure Statement revisions proposed by WGM (.9); revise reservation of rights language re: KLNf objection to Disclosure Statement (0.4); telephone call with J. Sharret (KLNf) re: same (0.3); correspondence from J. Sharret re: Noteholders objection to Disclosure Statement (0.1); review same objection (0.4); review Greenberg Traurig's second amended 2019 statement (0.3); correspondence to Fisher re: same (0.1); revise amended objection to all Nova Scotia claims (0.6).	4.90
10/15/10	E.F.	Prepare for call with Karotkin by analyzing MSPA and standing cases (.9); call with Buonomo and Karotkin regarding NS standing issues and MSPA issues (1.2); revise e-mail to Committee concerning various NS issues (.9); telephone call with Seidel, Cooperman and WGM (0.3); confer with Seidel and Cooperman regarding same (0.2)	4.20
10/15/10	BNS	Review E. Fisher e-mail to committee regarding	3.20

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.:

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Account Number 000141216-0007

Invoice No. 8484848.

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Nova Scotia status (.3); and e-mail revisions to E. Fisher (.1); review draft amended objection (1.6); conference call with Karotkin and Buonomo re: standing and MSPA issues (1.2).	
10/15/10	BNS	Call with WGM, Cooperman and Fisher; discuss same with Cooperman and Fisher.	0.50
10/15/10	KLC	Analyze committee update (0.2); revise amended objection (0.4); review MSPA re: potential breach (.1); revise Disclosure Statement language (0.4); call with Buonomo and Karotkin re: standing and MSPA issues (1.2); prepare summary of Canadian law questions (0.3); telephone call with Seidel, Fisher and WGM (0.3); office conference with Seidel and Fisher re: same (0.2); research liability re: assumption and assignment (1.2).	4.30
10/18/10	E.F.	Review GMNS bondholders' objection to DS (.4).	0.40
10/18/10	BNS	Review Greenberg Traurig amended BR 2019 statement (.2); review proposed e-mail to Committee regarding Nova Scotia status (.3); correspondence to E. Fisher regarding interest of UCC in litigation (.3).	0.80
10/18/10	KLC	Review Smurfit docket (0.6); review AbitibiBowater docket (0.4); review relevant pleadings from Smurfit (1.1); review relevant pleadings from AbitibiBowater (0.6); correspondence to Fisher and Seidel re: same (0.1); correspondences with Greenberg Traurig	2.90

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		re: scheduling (0.1).	
10/19/10	E.F.	Analyze Smurfit pleadings with respect to ULC issues (1.1); analyze Abitibowater pleadings with respect to same (.4); meet with Cooperman and Seidel to prepare briefing for Committee concerning NS objection and strategy (1.2); call with M. Williams (GDC) concerning NS objection (.2); e-mail with Bae and Zirinsky (GT) concerning discovery schedule (.3).	3.20
10/19/10	BNS	Review recent case re: step transfers (.2); conference with E. Fisher and K. Cooperman to outline presentation to committee on 10/20 (1.2).	1.40
10/19/10	KLC	Office conference with Fisher and Seidel re: committee call and next steps (1.2); correspondence to M. Meises (WGM) re: same (0.1); analyze revised 2019 re: note trades (0.6); research postpetition conditions re: objection (1.8); correspondence from Seidel re: two step transfer case (0.1); review same case (0.4); review Bowater docket re: hearing on ULC claim (0.3); correspondence with Seidel re: relevant pleadings (0.1); correspondence with Fisher re: Greenberg/Akin call (0.1); research applicable Canadian counsel involved in ULC matters (0.5); correspondence to Seidel re: total nova scotia claims (0.3).	5.50
10/20/10	E.F.	Prepare outline of all NS issues for Committee meeting (2.8); participate in, and present at, Committee call concerning status of NS	4.80

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		objection and litigation strategy (1.7); meet with Seidel regarding same (.3).	
10/20/10	BNS	Participate on committee call regarding Nova Scotia issues (1.7); conference with Fisher regarding same (.3).	2.00
10/20/10	KLC	Participate in Committee call re: Nova Scotia.	1.70
10/20/10	KLC	Correspondence with Meises (WGM) re: disclosure statement revisions (0.1); review same (1) and summarize comments (1.1).	2.20
10/20/10	KLC	Review transcript from relevant hearing re: Bowater ULC claim.	0.80
10/21/10	BNS	Consider Bowater transcript regarding allowance of ULC claims.	0.60
10/22/10	E.F.	Call with Charles Reigh (Canadian Counsel) regarding Canadian legal issues related to the Objection (1.0).	1.00
10/22/10	BNS	Discuss double counting and ULC issues with Abitibi counsel.	0.50
10/22/10	KLC	Correspondence to and from M. Meises (WGM) re: Disclosure Statement revisions.	0.20
10/25/10	E.F.	Review Bowater pleading concerning ULC claim.	0.50
10/26/10	E.F.	Teleconference with Greenberg and Akin concerning briefing schedule for objection.	0.80
10/26/10	BNS	Prepare for (.3) telephone conference with D. Golden and Greenberg Traurig (N. Mitchell)	1.50

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		regarding procedural issues on Nova Scotia objection (.8); conference with K. Cooperman regarding strategy and process (.4).	
10/26/10	KLC	Telephone call with Akin and Greenberg re: scheduling (0.8); discuss same with Seidel (0.4); review revised Disclosure Statement language (0.4); propose revisions re: same (0.1); correspondence to M. Meises (WGM) re: same (0.1); review Smurfit docket re: relevant hearing (0.3); correspondence to J. Sharret (KLNF) re: transcript (0.1).	2.20
10/27/10	E.F.	Revise DS language regarding NS objection.	0.80
10/27/10	KLC	Draft letter to BJ Gerber re: Nova Scotia agreed upon schedule (1.7); draft proposed stipulated order re: Nova Scotia (1.7); review hearing transcript re: Smurfit ULC claim (1.9); review redacted Canadian counsel memorandum re: ULC claim (0.6); correspondence to Canadian counsel re: budget issues (0.2).	6.10
10/28/10	E.F.	Revise DS language regarding NS objection.	0.50
10/28/10	E.F.	Review draft letter to Judge Gerber regarding scheduling.	0.30
10/28/10	E.F.	E-mails with Canadian Counsel regarding memorandum for the GM Nova Scotia notes as it relates to NS objection (.3); e-mail to Committee update concerning follow-up call with Greenberg Traurig and Akin Gump concerning the Nova Scotia claims objection (.2).	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/28/10	BNS	Review draft letter to BJ Garber regarding scheduling.	0.30
10/28/10	KLC	Correspondence with and telephone calls with N. Levine (Akin) re: comments to letter and order (0.2); revise same (1.5); telephone call to Chambers re: pre-trial conference date (0.2); correspondence with Akin and Greenberg re: same (0.1); correspondence from N. Mitchell (Greenberg) re: comments (0.1); review same (0.1).	2.40
10/29/10	KLC	Correspondence to BJ Gerber re: letter and stipulation; finalize same; correspondence to Akin and Greenberg re: same; correspondence with Capria re: disc for order.	0.50
PROFESSIONAL SERVICES			59,152.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484849

Account Number 000T41216-0008

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: DEFENDING FEE APPLICATIONS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.50	hours at	\$525.00	\$262.50
Barry N. Seidel	1.80	hours at	\$725.00	\$1,305.00
Total For Shareholder	2.30			\$1,567.50
Associate				
Katie L. Cooperman	11.50	hours at	\$395.00	\$4,542.50
Total For Associate	11.50			\$4,542.50
Paralegal II				
Frederick Capria	0.30	hours at	\$245.00	\$73.50
Total For Paralegal II	0.30			\$73.50

Disbursements	
Description	Total
Copies	\$5.80
Total Disbursements	\$5.80

Current Fees:	6,183.50
Current Disbursements:	5.80
Total Current Invoice:	6,189.30
Total Balance Due:	\$6,189.30

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Invoice No. 8484849

Account Number: 000141216-0008

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/05/10	BNS	Consider C. Andres letter regarding BL 3rd fee application (.2).	0.20
10/05/10	KLC	Correspondence from Fee Examiner re: third fee application (0.1); review same correspondence (0.9); correspondence with Fisher and Seidel re: same (0.1); correspondence to Fee Examiner re: expenses (0.2).	1.30
10/06/10	KLC	Correspondence to Fee Examiner re: third fee application expenses (0.1); draft reply to Fee Examiner correspondence (0.8).	0.90
10/07/10	KLC	Draft response to fee examiner re: third fee application.	3.80
10/08/10	BNS	Review K. Cooperman draft of response to C. Andres re: BL 3rd Fee Application.	0.40
10/11/10	E.F.	Review correspondence to fee examiner regarding third fee application.	0.20
10/11/10	KLC	Correspondence to fee examiner re: third fee application.	0.20
10/12/10	E.F.	Review draft Fee Examiner's Report to Third Interim Fee Application.	0.30
10/12/10	KLC	Correspondence from Fee Examiner re: draft report re: third fee application; review same report; correspondence to Seidel and Fisher re: same.	0.50
10/13/10	KLC	Draft second response to fee examiner re: third	0.90

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November 16, 2010

Account Number 000141216-0008

Invoice No. 8484849

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		interim fee application (0.8); correspondence with Fisher re: same (0.1).	
10/14/10	KLC	Correspondence to C. Andres (GK) re: response to draft pleading re: third interim fee application; correspondence with Seidel and Fisher re: same.	0.30
10/19/10	KLC	Draft reply to fee examiner objection to third fee application (1.1); correspondence with Fisher and Seidel re: same (0.2).	1.30
10/20/10	BNS	Revise BL response to fee examiner re: BL 3rd Fee Application (.4); correspondence with K. Cooperman regarding same (.3); review revised response (.3).	1.00
10/20/10	KLC	Review reply to fee examiner objection to third fee application (2.1); coordinate filing of same with EPIQ (0.3).	2.30
10/21/10	FJC	Prepare image of Affidavit of Service of Reply to Fee Examiner's Objection for electronic filing (.2); electronically file same (.1).	0.30
10/25/10	BNS	Review Weil response to fee examiner regarding fees on fees (.2).	0.20

PROFESSIONAL SERVICES

6,183.50

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Account Number 000141216-0010

Invoice No. 8484850

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: MONTHLY FEE STATEMENTS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.50	hours at	\$525.00	\$262.50
Barry N. Seidel	0.70	hours at	\$725.00	\$507.50
Total For Shareholder	1.20			\$770.00
Associate				
Katie L. Cooperman	2.10	hours at	\$395.00	\$829.50
Total For Associate	2.10			\$829.50
Paralegal II				
Frederick Capria	1.30	hours at	\$245.00	\$318.50
Total For Paralegal II	1.30			\$318.50

Current Fees:	1,918.00
Less 50% Fee Adjustment:	(959.00)
Current Disbursements:	0.00
Total Current Invoice:	959.00
Total Balance Due:	\$959.00

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 16, 2010

Account Number: 000141216-0010

Invoice No. 8484850

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/06/10	KLC	Revise September proformas.	0.90
10/12/10	KLC	Draft September monthly fee statement.	0.30
10/14/10	KLC	Revise September monthly statement.	0.80
10/20/10	FJC	Review monthly fee statement, checking charges and totals (1.2); e-mail to K. Cooperman re same (.1).	1.30
10/22/10	BNS	Review September monthly fee statement.	0.20
10/22/10	KLC	Correspondence to Seidel re: September monthly statement.	0.10
10/28/10	E.F.	Review BL September monthly fee statement.	0.50
10/28/10	BNS	Review BL September monthly fee statement.	0.50
PROFESSIONAL SERVICES			1,918.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

December 8, 2010

Account Number 000141216-0001

Invoice No. 8486976

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	1.90	hours at	\$525.00	\$997.50
Barry N. Seidel	1.60	hours at	\$725.00	\$1,160.00
Total For Shareholder	3.50			\$2,157.50
Associate				
Katie L. Cooperman	2.10	hours at	\$395.00	\$829.50
Total For Associate	2.10			\$829.50

Disbursements	
Description	Total
Copies	\$49.20
Computer Research	\$41.92
Total Disbursements	\$91.12

Current Balance	\$2,978.12
Current Disbursements	\$91.12
Total Current Balance	\$3,069.24
Total Balance Due	\$3,069.24

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2010

Account Number 000141216-0001

Invoice No. 8486976

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Ikpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/05/10	E.F.	Teleconference with Committee (1.0)	1.00
11/05/10	BNS	Attend committee meeting by phone.	1.00
11/23/10	E.F.	Meet with Cooperman regarding budget (0.3); e-mail with Cooperman regarding same (0.2); meet with Seidel regarding GUC budget (0.3).	0.80
11/23/10	BNS	Telephone conference with T. Mayer regarding GUC budget (.3) and discuss with E. Fisher (.3).	0.60
11/23/10	KLC	Discuss budget with Fisher; correspondence with Fisher re: same.	0.30
11/24/10	E.F.	Review GM's claims work proposal.	0.10
11/30/10	KLC	Correspondence from KLNF re: budget matters (0.2); review same matters (0.6); participate in Committee call (1).	1.80
PROFESSIONAL SERVICES			2,987.00

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UNSECURED CREDITORS COMMITTEE OF
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December 8, 2010

Account Number 000141216-0002

Invoice No. 8486977

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total

Shareholder

Eric Fisher	0.30	hours at	\$525.00	\$157.50
Total For Shareholder	0.30			\$157.50

Associate

Katie L. Cooperman	1.30	hours at	\$395.00	\$513.50
Total For Associate	1.30			\$513.50

Current Fee	\$671.00
Current Disbursements	\$0.00
Total Current Invoice	\$671.00
Total Balance Due	\$671.00

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Account Number: 000141216-0002

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PROFESSIONAL SERVICES posted through November 30, 2010

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/12/10	E.F.	Review Canadian Counsel retention application and declaration.	0.30
11/15/10	KLC	Revise retention application re: Canadian counsel (0.4) and same declaration (0.4).	0.80
11/16/10	KLC	Revise Canadian Counsel retention application and declaration; correspondence to Seidel re: same.	0.50
PROFESSIONAL SERVICES			671.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2010

Invoice No. 8486978

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	2.70	hours at	\$725.00	\$1,957.50
Total For Shareholder	2.70			\$1,957.50
Associate				
Katie L. Cooperman	2.90	hours at	\$395.00	\$1,145.50
Total For Associate	2.90			\$1,145.50
Paralegal II				
Michelle Martinez	1.10	hours at	\$150.00	\$165.00
Frederick Capria	6.80	hours at	\$245.00	\$1,666.00
Total For Paralegal II	7.90			\$1,831.00

Disbursements	
Description	Total
Copies	\$68.60
Express Delivery Charges	\$76.72
Total Disbursements	\$145.32

Charges	\$2,107.10
Gainful Disbursement	\$145.32
Total Current Invoice	\$2,252.42
Total Balance Due	\$2,079.32

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December 8, 2010

Invoice No. 8486978

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/01/10	BNS	Review Butzel Long 4th Interim Fee Application (.4) and discuss with K. Cooperman (.2).	0.60
11/01/10	KLC	Office conference with Seidel re: fourth fee application; revise same; discuss same with Capria; correspondence to C. Andres (GK) re: same; correspondence to notice parties re: same.	0.50
11/01/10	FJC	Telephone calls with K. Cooperman re submission of ASCII files to Bankruptcy Trustee (.1); prepare setup ASCII files for submission to Trustee (.1); transmit same to Trustee (.1); prepare complete ASCII and Acrobat/.pdf versions of Fourth Fee Application for transmission to Trustee (1.9); transmit all to Trustee via e-mail (.1).	2.30
11/08/10	BNS	Draft chart for 3rd fee application order (1.8); e-mail to R. Brooks (WG&M) re: same (.2).	2.00
11/08/10	KLC	Correspondence with Seidel re: third fee application order; review calculations re: same.	0.30
11/11/10	FJC	E-mails with K. Cooperman and M. Martinez re final versions of invoices and redacting of same (.1); e-mails with case team re upcoming fee application filing and procedures re same (.2); print out hard copies of invoices and forward same to Martinez for redacting (.2); process image of redacted invoices in preparation for filing of fee application (.3).	0.80

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RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/11/10	MM	Redact invoices re: fee application.	1.10
11/14/10	KLC	Revise fourth interim fee application in preparation of filing.	0.90
11/15/10	BNS	Review monthly budget letter and correspondence re: same to K. Cooperman.	0.10
11/15/10	KLC	Correspondence with Capria re: fourth interim fee application (0.3); revise same (0.6); draft budget (0.2); correspondence to fee examiner re: same (0.1).	1.20
11/15/10	FJC	E-mails with K. Cooperman re revisions to fee application (.2); forward hard copies of exhibits to fee application to S. Litvinko for preparation of courtesy copies (.1); revise ASCII version of fee application to reflect changes made by case team and in preparation of submission of same to Trustee (1.2); revise Acrobat [.pdf] images of fee application for filing and service (.5); electronically file fee application (.6); begin creating hard copy of executed fee application for courtesy copies (.3); scan signature pages (.1); merge signature page images into image of fee application (.2); forward executed image to Kramer Levin for service of same (.1); finalize creating hard copies of executed fee application for submission to judge and trustee (.4).	3.70

PROFESSIONAL SERVICES

4,934.00

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No

Suite 100 150 West Jefferson
 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

December 8, 2010

Invoice No. 8486979

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services			
Timekeeper			Total

Shareholder				
Eric Fisher	11.80	hours at	\$525.00	\$6,195.00
Barry N. Seidel	1.80	hours at	\$725.00	\$1,305.00
Total For Shareholder	13.60			\$7,500.00

Associate				
Katie L. Cooperman	12.80	hours at	\$395.00	\$5,056.00
Total For Associate	12.80			\$5,056.00

Disbursements	
Description	Total
Copies	\$1.20
Computer Research	\$251.19
Express Delivery Charges	\$8.41
Total Disbursements	\$260.80

Current Fees	\$12,816.80
Current Disbursements	\$260.80
Total Current Invoice	\$12,816.80
Total Balance Due	\$12,816.80

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PROFESSIONAL SERVICES posted through November 30, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/01/10	E.F.	Review order regarding recusal (.6); confer with Cooperman regarding same (.2); e-mails with Cooperman and Seidel regarding same (.2); e-mail to Callagy (KDW) regarding same (.1); draft memorandum to Committee regarding same (.4).	1.50
11/01/10	BNS	Telephone conference with J. Freeman regarding status of JPM litigation.	0.10
11/01/10	BNS	Review BJ Garber order regarding recusal (.5); discuss same with K. Cooperman (.1) review e-mail to committee regarding same (.1).	0.70
11/01/10	KLC	Correspondence to and from bondholder re: oral argument date (0.1); review order submitted by BJ Gerber re: potential conflict (0.3); discuss same with Seidel (0.1); confer with Fisher re: same (0.2); review revised Disclosure Statement language re: term loan (0.4); correspondence with J. Sharret (KLNF) re: same (0.1).	1.20
11/10/10	E.F.	Teleconference with Macksoud (KLNF) regarding DIP loan issues (.4); prepare for oral argument (.3).	0.70
11/16/10	E.F.	Analyze issues concerning right to proceeds of case.	0.90
11/18/10	KLC	Begin preparing materials for review before oral argument.	0.40
11/19/10	KLC	Prepare materials for review in connection with oral argument.	0.70

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PROFESSIONAL SERVICES posted through November 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/22/10	KLC	Prepare summary of materials re: oral argument preparation (0.6); update research re: same (1.4).	2.00
11/24/10	E.F.	Prepare budget for transmission to Treasury (.9); e-mails with Seidel and Mayer (KLNF) regarding same (.3).	1.20
11/28/10	KLC	Review summary judgment case law in preparation of oral argument.	3.40
11/29/10	E.F.	E-mails with Sharret (KLNF) regarding Term Loan budget (.2); review results of legal research (1.4) and briefs to prepare for oral argument (.9).	2.50
11/30/10	E.F.	Review key cases to prepare for oral argument (1.8); review pleadings to prepare for oral argument (1.8); draft outline for oral argument (1.1); e-mails to Cooperman regarding legal research for oral argument (.3).	5.00
11/30/10	BNS	Participate on committee call regarding JPM and GUC Trust funding issues.	1.00
11/30/10	KLC	Calculate fees re: term loan litigation (0.4); correspondence to J. Sharret (KLNF) re: same (0.1); research effect of SDNY authority on SDNY Bankruptcy Court (1.2); review all pleadings in adversary proceeding re: oral argument preparation (3.4).	5.10

PROFESSIONAL SERVICES

12,556.00

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 GENERAL MOTORS CORPORATION

December 8, 2010

Account Number 000141216-0007

Invoice No. 8486980

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total

Shareholder

Eric Fisher	52.50	hours at	\$525.00	\$27,562.50
Barry N. Seidel	21.70	hours at	\$725.00	\$15,732.50
Total For Shareholder	74.20			\$43,295.00

Associate

Maria Caceres-Boneau	32.30	hours at	\$325.00	\$10,497.50
Katie L. Cooperman	68.10	hours at	\$395.00	\$26,899.50
Total For Associate	100.40			\$37,397.00

Paralegal II

Frederick Capria	1.40	hours at	\$245.00	\$343.00
Total For Paralegal II	1.40			\$343.00

Disbursements	
Description	Total
Copies	\$352.80
Computer Research	\$1,118.58
Express Delivery Charges	\$11.80
Messenger Fees	\$13.75
Travel Expenses	\$70.66
Total Disbursements	\$1,567.59

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a professional corporation

Tax I.D. No.

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2010

Account Number 000141216-0007

Invoice No. 8486980

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Client Fee	81,036.00
Contingent Fee	1,567.59
Total Contingent Fee	1,567.59
Total Balance Due	\$82,603.59

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December 8, 2010

Invoice No. 8486980

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010
RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/01/10	E.F.	Review revisions to DS regarding Nova Scotia issues.	0.30
11/01/10	KLC	Correspondence to and from M. Meises (WGM) re: comments to Disclosure Statement re: Nova Scotia; review same; correspondence with Seidel and Fisher re: same.	0.40
11/02/10	E.F.	Meet with Cooperman to prepare for call with Alix regarding status of litigating objection (.5); call with Alix regarding status of objection (.4); meet with Cooperman and Seidel regarding potential objection to individual NS claims (1.0).	1.90
11/02/10	BNS	Conference call with Alix, FTI, E. Fisher and K. Cooperman regarding status of Nova Scotia objections (.4); conference with K. Cooperman and E. Fisher regarding strategy and procedure regarding objections (1.0).	1.40
11/02/10	KLC	Prepare for call with Alix and FTI re: Nova Scotia claims (0.5); participate in same call with Fisher and Seidel (0.4); prepare for same with Fisher (0.5); correspondence to D. Lockard (Alix) re: same (0.4); correspondence with M. Meises (WGM) re: Disclosure Statement revisions re: Nova Scotia (0.1); review same revisions (1.3); conference with Fisher and Seidel re: objection (1).	4.20
11/04/10	BNS	E-mail to J. Bae (GT) regarding scheduling of meeting.	0.20

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/08/10	E.F.	Review (1) and revise (0.9) NS objection.	1.90
11/08/10	BNS	Review revised DS language proposed by Nova Scotia noteholders.	0.60
11/09/10	E.F.	Revise amended objection.	4.70
11/09/10	BNS	Review additional disclosure for DS (.4); telephone conference with D. Golden (GT) regarding filing of amended objection (.2); e-mail exchange with S. Karotkin regarding cap on Nova Scotia noteholder claim (.1); e-mail to E. Fisher regarding strategy regarding filing of amended objection (.3); review T. Mayer update of DS hearing and budget (.5).	1.50
11/09/10	KLC	Correspondences from Seidel and Greenberg Traurig re: comments to Disclosure Statement re: Nova Scotia.	0.20
11/10/10	E.F.	Review letter from Steinberg (K&S) concerning objection (.5); revise NS objection (1.7); meet with Seidel regarding Steinberg letter and NS Objection (1.3).	3.50
11/10/10	BNS	Review revised objection to Nova Scotia claims (1.8); review letter regarding New GM position on Nova Scotia claims (.6); conference with E. Fisher regarding New GM Letter and amended objection (1.3).	3.70
11/10/10	KLC	Correspondence from A. Steinberg (King and Spalding) re: Nova Scotia objection re: New GM; review same.	0.40

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/11/10	E.F.	Meet with Cooperman regarding revisions to NS objection (1.1); e-mails with counsel regarding objection schedule (.5); review stipulation (.3) and letter (.3) regarding same; call with Steinberg concerning New GM position on objection (.5); revise objection to incorporate comments (1.9).	4.60
11/11/10	KLC	Office conference with Fisher re: objection revisions (1.1); telephone call with A. Steinberg (K&S) Fisher re: letter (0.5); revise amended Nova Scotia objection (2.7); correspondences with Fisher re: same (0.2); draft modified stipulation re: objection deadlines (0.7); draft letter to BJ Gerber re: same (0.2); correspondence with Greenberg Traurig and Akin Gump re: meeting concerning objection (0.3); begin review of 9 additional claims re: objection (0.8).	6.60
11/12/10	E.F.	E-mail to Kramer regarding letter from New GM's counsel at King & Spalding (.2); e-mail update to Committee regarding same (.3).	0.50
11/12/10	KLC	Analyze individual claims re: Nova Scotia (0.6); revise stipulation re: Noteholders and Trustee (0.5); correspondence with Greenberg and Akin re: schedule (0.2); correspondence to BJ Gerber re: revised stipulation (0.2); correspondence to and from B. Huffman (Alix) re: Nova Scotia claims (0.3).	1.80

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/12/10	FJC	Download stipulation for briefing schedule(.1); burn same to disk and forward to K. Cooperman (.1).	0.20
11/15/10	E.F.	Revise memorandum to Committee concerning meeting with Noteholders [2.7]; attend meeting with Noteholders and New GM (2); discuss same with Cooperman and Seidel (1.1); revise objection (2) and review legal research regarding same (1).	8.80
11/15/10	BNS	Attend meeting at G. Traurig regarding possible settlement (2.0); follow-up discussion regarding strategy and issues with E. Fisher and K. Cooperman (1.1).	3.10
11/15/10	KLC	Meeting with Akin, Greenberg and King & Spalding (2); discuss same with Fisher and Seidel (1.1); review Lock-Up Agreement re: subordination (1.4); correspondence with Fisher re: same (0.2); correspondence with G. Ticol (Greenberg) re: article and case (0.2); correspondence with Greenberg, Akin and KS re: scheduling (0.1); review Calpine docket re: duplicative claim issue (0.6).	5.60
11/16/10	E.F.	Call with Williams (GDC) and Cooperman regarding New GM partial settlement proposal (.3); call with Mayer and Seidel regarding same (.5); meet with Cooperman regarding objection (.3); revise objection (8.2); meet with Cooperman and Seidel regarding Committee update concerning Nova Scotia offer(.8); meet	10.70

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PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		with Seidel re: same (0.6); e-mail with Cooperman regarding update language (0.2); teleconference with FTI and Cooperman regarding evaluation of same (0.4).	
11/16/10	BNS	Review E. Fisher draft of memo to Committee regarding meeting with New GM (.7); e-mail to T. Mayer regarding same (.2); conference with E. Fisher and K. Cooperman regarding issues and strategy; (.8); revisions to draft memo (.4); further discussion with E. Fisher regarding recommendation to Committee (.6); telephone call with T. Mayer and E. Fisher (.5).	3.40
11/16/10	KLC	Revise amended objection (6.3); office conference with Fisher and Seidel re: Committee update concerning Nova Scotia offer(.8); correspondence from Greenberg re: assumption and assignment cases (0.1); review same cases (0.6); further research confirming effect of assignment on Old GM (0.9); correspondence with Fisher re: update language (0.1); review same (0.6); telephone call with Fisher and Gibson Dunn re: settlement (0.3); discuss same with Fisher (0.3); correspondence with M. Meises (WGM) re: briefing schedule (0.2); correspondence with KLNf re: settlement (0.2); telephone call with FTI and Fisher re: evaluation of same (0.4); review section 502(d) cases in connection with 550 re: objection (2.4); correspondence with Fisher re: same (0.2); analyze Lock-Up agreement re: consent to bankruptcy implications (0.5).	14.60

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/17/10	E.F.	Revise objection (1.2); meet with Cooperman and Seidel regarding New GM call (1); participate in Committee call regarding New GM partial settlement proposal (1.3); meet with Cooperman and Seidel regarding revisions to objection (1.6).	5.10
11/17/10	BNS	Participate on Committee call regarding status and strategy (1.3); conference with E. Fisher and K. Cooperman regarding strategy for call with New GM(1); conference with E. Fisher and K. Cooperman regarding legal theories for Nova Scotia claims objections (1.6).	3.90
11/17/10	KLC	Further revisions to objection (4.9); participate in Committee call with Fisher and Seidel re: settlement (1.3); office conference with Fisher and Seidel re: objection (1.6); discuss New GM strategy with Fisher and Seidel (1).	8.80
11/18/10	E.F.	Revise objection (1); meet with Cooperman and Seidel regarding same (.7); e-mails with Cooperman concerning repayment of loan to New GM (.4); review underlying documents regarding same (.3); e-mails with Cooperman regarding standing research and equitable subordination (.3).	2.70
11/18/10	BNS	Review revised draft of amended objection (.8); conference with E. Fisher and K. Cooperman regarding same (.7); further consideration of 502(d) argument (.6).	2.10

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/18/10	KLC	Analyze MSPA re: breaches in connection with prepetition loan (3.6); correspondence with Fisher re: same (0.4); draft notice for amended objection (1.2); conference with Fisher and Seidel re: objection (.7); office conference with Boneau re: objection and research project (2.3); revise amended objection (3.2); correspondence with Alix Partners re: Guarantee claims (0.3); correspondence with EPIQ re: service of amended objection (0.2).	11.90
11/18/10	MCB	Review amended objections in preparation for meeting with Cooperman regarding related research (2.7); conference with K. Cooperman to discuss research re: objection (2.3).	5.00
11/18/10	FJC	E-mails with K. Cooperman re preparation of exhibits for electronic filing (.1); prepare images of exhibits (.4); print out hard copies of exhibits (.1); forward all to Cooperman (.1); revise exhibit image (.2).	0.90
11/19/10	E.F.	Revise Nova Scotia objection (2.1); revise notice regarding objection (.5); review results of research regarding equitable subordination (.9).	3.50
11/19/10	BNS	Conference with K. Cooperman regarding possible additional revisions regarding amended objection to Nova Scotia noteholders.	1.20
11/19/10	KLC	Office conference with Seidel re: amended objection (1.2); final revisions to objection (1.6); finalize objection and exhibits (1.6); file amended	4.50

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PROFESSIONAL SERVICES posted through November 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		objection (0.3); draft letter to Judge Gerber re: same (0.2); correspondence to Greenberg, Akin and New GM re: same (0.1); correspondence to Committee re: same (0.1); correspondence with EPIQ re: service of same (0.2).	
11/19/10	MCB	Review amended objection re: research issues.	1.20
11/21/10	KLC	Correspondence with Fisher and Boneau re: equitable subordination.	0.20
11/21/10	MCB	Review Collier's section re equitable subordination (1.3); research re equitable subordination (3.5); research insiders in the equitable subordination context (2.2); correspond with K. Cooperman and E. Fisher re equitable subordination (.4).	7.40
11/22/10	E.F.	Meet with Cooperman to discuss research issues to be included in settlement recommendation to Committee (.7); review DS as it pertains to NS objection (.3).	1.00
11/22/10	KLC	Office conference with Fisher re: research strategy (0.7); office conference with Boneau re: equitable subordination (0.4); correspondence with M. Meises (WGM) re: revised Plan and DS language re: Nova Scotia (0.1); review same revisions (0.4); revise same language (0.3); correspondence from L. Macksoud (KLNf) re: binding prepetition agreement (0.2); correspondence with Fisher re: same (0.2).	2.40
11/22/10	MCB	Meeting with K. Cooperman to discuss whether	3.80

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		insiders (.4); research re equitable subordination (3.4).	
11/22/10	FJC	Prepare image of objection to be filed electronically (.1); electronically file objection (.2).	0.30
11/23/10	E.F.	Meet with Cooperman and Boneau regarding equitable subordination (0.4); review analysis regarding settlement offer (2.5).	2.90
11/23/10	KLC	Telephone call with L. Macksoud (KLNf) re: prepetition allowance of claims (0.4); revise summary of same (0.3); correspondence to L. Macksoud (KLNf) re: same (0.1); analyze void contract as defense to assumption (0.4); office conference with Fisher and boneau re: equitable subordination (0.4); draft analysis re: settlement offer (2.8).	4.40
11/23/10	MCB	Meeting with E. Fisher and K. Cooperman re research (.4); research cases re: subsidiary as an insider (3.1); review definition of affiliate (.2).	3.80
11/24/10	E.F.	Conference with Seidel regarding budget for Nova Scotia and JPM litigation (.4).	0.40
11/24/10	BNS	Conference with E. Fisher regarding budget for Nova Scotia and JPM litigation (.4) and e-mail to T. Mayer (KLNf) regarding same (.1); follow-up telephone conference with T. Mayer (.1).	0.60
11/24/10	MCB	Draft summary of cases, noting key points re insider status.	0.70

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/26/10	MCB	Research re the special influence of an insider.	2.60
11/27/10	MCB	Read cases re special influence of an insider.	2.80
11/28/10	KLC	Review research re: recharacterization and sales re: nova scotia objection.	2.10
11/28/10	MCB	Read cases re: close relationship of an insider.	3.10
11/29/10	MCB	Complete research whether a creditor has a close relationship or special influence.	1.90

PROFESSIONAL SERVICES

81,035.00

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a professional corporation

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 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

December 8, 2010

Account Number 000141216-0010

Invoice No. 8486981

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: MONTHLY FEE STATEMENTS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.20	hours at	\$525.00	\$105.00
Barry N. Seidel	0.20	hours at	\$725.00	\$145.00
Total For Shareholder	0.40			\$250.00
Associate				
Katie L. Cooperman	2.60	hours at	\$395.00	\$1,027.00
Total For Associate	2.60			\$1,027.00
Summary				
Client Fees				\$772.00
Less: 50% Fee Adjustment				(638.50)
Amount Disbursed				0.00
Total Available				\$133.50
Total Balance Due				\$638.50

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2010

Account Number: 000141216-0010

Invoice No. 8486981

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/14/10	KLC	Revise proformas re: October monthly statement.	1.10
11/19/10	KLC	Revise October invoices.	0.50
11/24/10	E.F.	Review October monthly fee statement.	0.20
11/24/10	BNS	Revise October monthly fee statement.	0.20
11/24/10	KLC	Draft October monthly fee statement (0.9); correspondence to Fisher and Seidel re: same (0.1):	1.00
PROFESSIONAL SERVICES			1,277.00

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T: 313 225 7000 F: 313 225 7080
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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2011

Account Number 000141216-0001

Invoice No. 8490413

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL ADVICE

Professional Services	
Timekeeper	Total

Shareholder				
Eric Fisher	0.30	hours at	\$525.00	\$157.50
Total For Shareholder	0.30			\$157.50

Current Fees:	157.50
Current Disbursements:	0.00
Total Current Invoice:	157.50
Total Balance Due:	\$157.50

Invoice is payable upon receipt

For your information, the firm stores closed files for seven years, after which they are generally destroyed.

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January 19, 2011

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

Invoice No. 8490413

Account Number 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/07/10	E.F.	Review e-mails from Macksoud (KLNF) concerning GM hearing update.	0.30
PROFESSIONAL SERVICES			157.50

Invoice is payable upon receipt

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2011

Invoice No. 8490414

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.10	hours at	\$725.00	\$72.50
Total For Shareholder	0.10			\$72.50
Associate				
Katie L. Cooperman	1.30	hours at	\$395.00	\$513.50
Total For Associate	1.30			\$513.50

Disbursements	
Description	Total
Copies	\$33.30
Express Delivery Charges	\$113.35
Travel Expenses	\$20.00
Total Disbursements	\$166.65

Current Fees:	586.00
Current Disbursements:	166.65
Total Current Invoice:	752.65
Total Balance Due:	\$752.65

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GENERAL MOTORS CORPORATION

January 19, 2011

Invoice No. 8490414

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/15/10	BNS	Review and consider monthly BL budget.	0.10
12/15/10	KLC	Draft December budget; correspondence with Seidel re: same; correspondence to C. Andres (GK) re: same.	0.30
12/20/10	KLC	Review order re: fee increases; correspondence to accounting re: 2011 rate structure.	0.40
12/21/10	KLC	Correspondence with Yu (WGM) re: fee order (0.1); review same order (0.2); review court order re: fee increases (0.2); correspondence from Accounting re: 2011 rate structure (0.1).	0.60

PROFESSIONAL SERVICES

586.00

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UNSECURED CREDITORS COMMITTEE OF
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January 19, 2011

Invoice No. 8490415

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services			
Timekeeper			Total

Shareholder			
Eric Fisher	31.10	hours at	\$525.00 \$16,327.50
Barry N. Seidel	12.50	hours at	\$725.00 \$9,062.50
Total For Shareholder	43.60		\$25,390.00
Associate			
Katie L. Cooperman	59.90	hours at	\$395.00 \$23,660.50
Total For Associate	59.90		\$23,660.50
Paralegal II			
Frederick Capria	0.80	hours at	\$245.00 \$196.00
Total For Paralegal II	0.80		\$196.00

Disbursements	
Description	Total
Copies	\$65.40
Computer Research	\$2,763.30
Document Copy Charges	\$1,061.25
Travel Expenses	\$86.06
Messenger Fees	\$13.75
Total Disbursements	\$3,989.76

Current Fees:	49,246.50
Current Disbursements:	3,989.76
Total Current Invoice:	53,236.26
Total Balance Due:	\$53,236.26

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PROFESSIONAL SERVICES posted through December 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/01/10	E.F.	Meet with Seidel to prepare outline for oral argument (.8); meet with Cooperman to prepare outline for oral argument (2); review cases and pleadings (2.6); review agenda for hearing (.2); revise letter to Judge Gerber regarding Roswell (.2).	5.80
12/01/10	BNS	Review summary judgment pleadings (.6); conference with E. Fisher to prepare for summary judgment argument (.8); telephone conference with H. Blum (Gerber's chambers) (0.1).	1.50
12/01/10	KLC	Research authenticated record interpretation under UCC (0.7); research agent's testimony re: legal conclusions (1.1); prepare binders per BJ Gerber request (1.4); telephone call with Capria re: same (.2); conference with Capria re: same (.1); draft index re: same (2.2); draft table of contents re: same (1.4); office conference with Fisher re: oral argument preparation (2); revise agenda (1.5); draft letter re: Roswell case (0.3).	10.90
12/01/10	FJC	Telephone call with K. Cooperman re preparation for summary judgment motion hearing (.2); office conference with Cooperman re same (.1); review index of all court filings from court docket (.2).	0.50
12/02/10	E.F.	Prepare outline for oral argument (4.6); review briefs re: same (0.8); review key cases re: same (1.9); meet with Cooperman to review submissions to court (.6); meet with Cooperman	11.00

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		to prepare for oral argument (.9); meet with Seidel and Cooperman to prepare for oral argument (2.2).	
12/02/10	BNS	Review cases in preparation for summary judgment motion (.2); conference with E. Fisher and K. Cooperman to prepare for hearing on summary judgment (2.2).	2.40
12/02/10	KLC	Correspondence to chambers re: pleadings (0.4); correspondence to Kelley Prye re: same (0.2); revise table of contents (0.8); revise index re: agenda (0.4); office conference with Fisher and Seidel re: oral argument preparation (2.2); office conference with Fisher re: same (.9); office conference with Fisher re: court submissions (0.6); draft outline re: summary judgment questions (3.3); review research re: authenticated record (0.2); review pleadings in preparation of oral argument (1.8).	10.70
12/03/10	E.F.	Prepare for oral argument re: revisions to outline (2.1); and review of cases (1.6); and briefs (1.1); participate in oral argument on summary judgment motions (2.5); meet with Cooperman and Seidel concerning oral argument (.5); discuss same with Cooperman (.3).	8.10
12/03/10	BNS	Review cases in preparation for summary judgment (.7); attend summary judgment motion argument before BJ Gerber (2.5); conference with E. Fisher and K. Cooperman to review hearing and construct strategy (.5); conference	3.80

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		with J. Smolinsky (WGM) regarding summary judgment motion (.1).	
12/03/10	KLC	Attend oral argument (2.5); discuss same with Fisher and Seidel (.5); discuss same with Fisher (.3); correspondence with transcript vendor (0.3); review appeal process re: by agreement (1.4).	5.00
12/06/10	E.F.	Review oral argument transcript.	0.50
12/06/10	KLC	Read transcript from summary judgment oral argument (0.8); summarize same (0.4).	1.20
12/07/10	E.F.	Analyze cases cited by JPM at oral argument (1.2) and review results of research regarding Article 9 (0.9) and potential appeal (0.4).	2.50
12/07/10	KLC	Review cases cited by JPM at oral argument (1.8); research appeals by joint consent to second circuit (3.1); research authorization cases in connection with Article 9 of UCC (2.6); review Committee update re: hearing (0.1).	7.60
12/08/10	BNS	Review committee draft letter regarding plan and treatment of term loan proceeds.	0.30
12/08/10	KLC	Draft summary of cases cited by JPM at oral argument.	1.20
12/09/10	E.F.	E-mail update to Committee regarding JPM Term Loan Avoidance Action (0.2); conference with Seidel re: same (0.3).	0.50
12/09/10	E.F.	Review Callagy letter to Judge Gerber concerning additional authorities.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/09/10	BNS	Conference with E. Fisher regarding memo to committee regarding summary judgment argument.	0.30
12/09/10	KLC	Research responsive cases to JPM submission post oral argument re: escrow instructions and authority.	4.80
12/10/10	E.F.	Review cases regarding agency to respond to KDW letter (0.5); discuss same with Seidel (0.4).	0.90
12/10/10	BNS	Review KD&W cases (.8) and discuss research ideas with K. Cooperman (.7); conference with E. Fisher regarding same (.4).	1.90
12/10/10	KLC	Draft Committee update re: JPM submission (0.8); correspondence to Seidel and Fisher re: same (0.2); research intention of act versus intention of result (3.5); discuss same with Seidel (0.7); research attorney liability re: mistake (0.5).	5.70
12/12/10	KLC	Summarize authority cases re: escrow instructions (2.3); summarize authority cases re: attorney mistake (1.8); review applicable UCC cases re: mistake (2.6).	6.70
12/13/10	BNS	Consider response to KD&W post summary judgment submission (.4); review additional cases identified by K. Cooperman (0.8).	1.20
12/13/10	KLC	Prepare summary of responsive research re: JPM's submission to Judge Gerber (1.4); correspondence with Seidel and Fisher re: same (0.3).	1.70

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12/14/10	KLC	Review additional mistake cases re: responding to JPMorgan letter to Judge Gerber.	1.10
12/15/10	E.F.	Review Letter to Judge Gerber concerning additional authority.	0.40
12/15/10	KLC	Draft letter to BJ Gerber re: submission in response to JPMorgan's authorities (0.4); correspondence with Capria re: citations for same (0.2); prepare same submission (0.6).	1.20
12/15/10	FJC	Cite check caselaw per K. Cooperman's request (.2); forward results to Cooperman (.1).	0.30
12/16/10	E.F.	Review (.2) and revise (.2) letter to Court regarding supplemental authority; discuss same with Seidel (0.2).	0.60
12/16/10	BNS	Review Cooperman draft of letter to BJ Gerber regarding additional case support (.3); review cases (.6); discuss with E. Fisher (.2).	1.10
12/16/10	KLC	Further research re: additional authorities in response to JPM submission (1.4); revise letter to BJ Gerber re: same (0.1); correspondence with Fisher and Seidel re: same (0.1); correspondence to Committee re: same (0.1).	1.70
12/17/10	E.F.	Finalize letter to Court.	0.30
12/20/10	KLC	Telephone call from chambers re: letter to BJ Gerber (.2); confer with Fisher re: service issues (.2).	0.40
12/21/10	E.F.	Confer with Cooperman regarding service of	0.20

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		process issues.	
		PROFESSIONAL SERVICES	49,246.50

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 GENERAL MOTORS CORPORATION

January 19, 2011

Account Number 000141216-0007

Invoice No. 8490416

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total

Shareholder				
Claudia Rast	3.70	hours at	\$400.00	\$1,480.00
Eric Fisher	39.10	hours at	\$525.00	\$20,527.50
Robert Sidorsky	0.40	hours at	\$625.00	\$250.00
Barry N. Seidel	8.30	hours at	\$725.00	\$6,017.50
Total For Shareholder	51.50			\$28,275.00

Associate				
Donald Orlandoni	3.70	hours at	\$240.00	\$888.00
David J. DeVine	2.10	hours at	\$285.00	\$598.50
Maria Caceres-Boneau	32.90	hours at	\$325.00	\$10,692.50
Katie L. Cooperman	38.80	hours at	\$395.00	\$15,326.00
Total For Associate	77.50			\$27,505.00

Disbursements	
Description	Total
Copies	\$644.80
Computer Research	\$3,292.16
Travel Expenses	\$76.10
Messenger Fees	\$13.75
Total Disbursements	\$4,026.81

Current Fees:	55,780.00
Current Disbursements:	4,026.81
Total Current Invoice:	59,806.81
Total Balance Due:	\$59,806.81

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January 19, 2011

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/01/10	MCB	Review equitable subordination cases involving special influence.	2.10
12/02/10	MCB	Research excessive fees and equitable subordination (2.4); research breach of fiduciary duty and equitable subordination (2.3); review cases analyzing close relationship (1.4).	6.10
12/03/10	MCB	Review cases involving non-statutory insider status.	2.20
12/04/10	MCB	Summarize important facts from cases discussing non-statutory insider status.	4.70
12/06/10	E.F.	Review results of equitable subordination legal research.	0.90
12/06/10	BNS	Telephone conference with K. Cooperman regarding revised DS regarding Nova Scotia claims.	0.20
12/06/10	KLC	Correspondence with M. Meises (WGM) re: revisions to Plan (0.1); call with Seidel re: same (0.2); review revised Plan (0.3) and DS (0.4) re: Nova Scotia.	1.00
12/07/10	KLC	Telephone call with D. Lockard (Alix) re: Nova Scotia claims.	0.20
12/07/10	MCB	Review code re insider and affiliate status.	2.10
12/08/10	E.F.	Meet with Boneau regarding subordination research (.2); meet with Cooperman regarding NS strategy for status conference (.5).	0.70

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PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/08/10	BNS	Review draft memo to committee regarding 12/3 argument on NS summary judgment motions.	0.20
12/08/10	KLC	Office conference with Fisher re: Nova Scotia strategy for status conference.	0.50
12/08/10	MCB	Meeting with E. Fisher to discuss subordination research (.2); research re fiduciary owed to shareholders (1.5).	1.70
12/09/10	E.F.	E-mails with Richards Kibbe concerning Morgan Stanley's extension to respond to objection (.2); review draft bullet point summary regarding 502(d) (.3).	0.50
12/09/10	BNS	Correspondence to E. Fisher regarding memo to committee (0.2); review same memo (0.2).	0.40
12/09/10	KLC	Draft bullet point summary re: 502(d) in preparation of status conference re: Nova Scotia.	1.70
12/09/10	MCB	Research wholly-owned subsidiary and fiduciary duty re: sole-shareholder (2.1); review cases directors and officers fiduciary duty (1.3); research shareholder suits re: shareholder detriment (2.9).	6.30
12/10/10	E.F.	Review results of research regarding fiduciary duty.	1.10
12/10/10	BNS	Telephone conference with S. Karotkin regarding status of dispute with noteholders (.2); correspondence to K. Cooperman and E. Fisher	0.40

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		regarding same (.2).	
12/10/10	MCB	Review fiduciary duty cases (3.1); draft summaries of important points for E. Fisher and K. Cooperman (4.2).	7.30
12/12/10	E.F.	Review memorandum regarding equitable subordination (.2); review 502(d) cases to prepare for court conference (.7); e-mail to Cooperman regarding same (.2); review equitable subordination cases to prepare for court conference (.8); e-mail to Boneau regarding same (.2).	2.10
12/13/10	E.F.	Prepare outline for pre-trial conference (.7); analyze cases regarding 502(d) (.7).	1.40
12/13/10	KLC	Review binders with relevant pleadings for status conference (0.4); review response to NS objection filed by New GM (0.8).	1.20
12/13/10	MCB	Review e-mail from E. Fisher (.1); procure cases in response to Fisher request (.1); review cases in anticipation of meeting with E. Fisher to discuss equitable subordination (.2).	0.40
12/14/10	E.F.	E-mails with FTI regarding NS pre-trial conference (.1); e-mails from Cooperman regarding Noteholders response to objection (.2); e-mail to Seidel regarding same (.1); analyze responses filed by Noteholders, trustee and New GM (2.9); prepare outline for pre-trial conference (.6).	3.90
12/14/10	E.F.	Analyze new GM response (1.2); prepare outline	10.10

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		for oral argument at pre-trial conference (2.1) call with Cooperman, Noteholders' counsel and Trustee's counsel regarding same (.5); meet with Cooperman to prepare for oral argument (4.1); call with Phillips (FTI) and Cooperman regarding economics of Lock-up Agreement (.3); review materials prepared by FTI regarding same (.4); analyze Greenberg response to objection (1.1); analyze Akin response to objection (.4).	
12/14/10	BNS	Review trustee response to objection.	0.70
12/14/10	BNS	Telephone conference with R. Stark regarding filing of response (.1); conference with Cooperman regarding preparation for hearing (.6); participate on conference call with FTI (.3) and AKIN/ Greenburg (.5); follow-up telephone conference with D. Golden (AKIN) (.2).	1.70
12/14/10	KLC	Correspondence with Fisher and Seidel re: NS hearing preparation (0.2); office conference with Seidel re: hearing preparation (.6); office conference with Fisher re: same (4.1); review Greenberg Traurig response (1.3); review Akin Gump response (1.1); review Delta case cited re: duplicate claims (0.7); telephone call with Fisher and FTI re: hearing (0.3); telephone call with Fisher, Akin and Greenberg re: same (.5); telephone call with Steinberg (K&S) re: same (0.2); correspondence to B. Zirinsky (GT) re: NS deponents (0.2); correspondence from L. Marinuzzi (Morrison Foerestor) re: NS joinder (0.1);	12.10

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		telephone call from L. Marinuzzi re: same (0.1); research imputing conduct among claimants (2.5); correspondence to Fisher re: same (0.2).	
12/15/10	RS	Review trustee response to objection (.2); office conference with K. Cooperman regarding status (.2).	0.40
12/15/10	E.F.	Prepare for pre-trial conference (4.0); e-mails with Cooperman and Seidel regarding same (.2); meet with Cooperman and Seidel concerning same (.5); meet with Cooperman regarding same (2.2); call with FTI regarding hearing (0.3); e-mails with FTI regarding same (.2); e-mails with Cooperman regarding research of imputing conduct among claimants (.2); participate in pre-trial conference regarding NS Objection (2.0); e-mail update to Committee concerning pretrial conference (.4).	10.00
12/15/10	BNS	Review noteholder responses to claims objections (1.2); conference with K. Cooperman and E. Fisher to prepare for status conference (.5); attend status conference on scheduling of discovery (2.0).	3.70
12/15/10	KLC	Correspondence with Fisher re: research in advance of NS hearing (0.2); discuss same with Fisher (2.2); research adjudication of liability under 502 (0.2); research standard for executory contracts (0.2); research equitable subordination re: rule 3007 (0.3); research statute of limitations re: same (0.5); attend status conference re: NS	6.30

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2011

Account Number 000141216-0007

Invoice No. 8490416

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		scheduling (.2); conference with Sidorsky re: hearing status (.2); prepare for hearing with Fisher and Seidel (0.5).	
12/16/10	E.F.	Analyze answers of research regarding equitable subordination.	0.90
12/17/10	E.F.	Participate in Committee call to provide information regarding NS status conference with court.	1.30
12/17/10	BNS	Participate on portion of committee conference call including update on NS hearing on 12/15.	0.50
12/17/10	KLC	Review transcript from status conference (0.7); correspondence with Fisher re: same (.1); participate on committee call re: Nova Scotia update (1.3).	2.10
12/19/10	E.F.	Review oral argument transcript concerning NS objection.	0.70
12/20/10	E.F.	E-mails with GT and AG regarding discovery scheduling issues (.5); meet with Coopeman regarding discovery issues (.3).	0.80
12/20/10	KLC	Correspondence with Greenberg Traurig and Akin Gump re: discovery schedule; correspondence with same re: telephone call to discuss schedule; correspondence with Fisher re: same.	0.50
12/20/10	KLC	Revise stipulation re: Old GM consent to standing re: Nova Scotia objection (.8); meet with Fisher re: discovery issues (.3).	1.10

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PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/21/10	E.F.	Meet with Cooperman to prepare for discovery call with GT and AG and to discuss discovery plan (.3); call with Cooperman, Orlandoni and Devine to discuss Nova Scotia discovery assignment (.4); revise discovery requests to noteholders (.4).	1.10
12/21/10	DJD	Conference call with E. Fisher, K. Cooperman D. Orlandoni regarding GM Nova Scotia matter.	0.40
12/21/10	DVO	Telephone conference with Fisher, Cooperman and DeVine regarding GM Nova Scotia matter	0.40
12/21/10	KLC	Revise stipulation re: consent concerning objection (1.1); meet with Fisher re: call with AKIN and GT re: discovery (.3); call with Fisher, DeVine and Orlandoni re: Nova Scotia assignment (0.4).	1.80
12/22/10	E.F.	Call with Greenburg and AKIN re: schedule (.5); discuss same with Cooperman (0.6); revise letter to court regarding discovery issues (.4).	1.50
12/22/10	KLC	Telephone call with Greenberg and Akin re: discovery schedule (0.5); discuss same with fisher (0.6); draft letter to Judge Gerber re: same (0.3); revise same letter (0.3); correspondence with Greenberg and Akin re: same (0.2).	1.90
12/23/10	E.F.	Call with Cooperman and Rast to discuss electronic discovery issues pertaining to document requests (.4); meet with Cooperman to revise document requests to Noteholders (1.7).	2.10
12/23/10	CR	Telephone conference with Eric Fisher and Katie	1.70

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Cooperman to discuss eDiscovery requirements (.4); review Litigation Hold letter (.3) and sample electronic discovery interrogatories (.2); telephone call to Gabi Finnan of Iron Mountain re use of ESI database (.1); review ESI materials to use for meet and confer with opposing counsel (.7)	
12/23/10	DJD	Analyze Committee's First Amended Objection to Claims in connection with assignment to case.	0.90
12/23/10	KLC	Telephone call with Fisher and Rast re: electronic discovery protocol (0.4); correspondence with Rast re: same (0.3); office conference with Fisher re: document requests to Noteholders (1.7); revise same document requests (0.4); correspondence with Akin and Greenberg re: letter to Judge Gerber (0.1).	2.90
12/27/10	CR	Telephone call to Gabi Finnan of Iron Mountain re eDiscovery database setup (.1); telephone conference with Stephanie Shattuck re eDiscovery database setup and requirements (.4).	0.50
12/27/10	DVO	Review objection to claims and attached exhibits (1.9) in connection with assignment to case; draft summary of questions re: same (1); analyze underlying financial transactions (.4).	3.30
12/28/10	BNS	Review MLC pleading regarding Eurobond setoffs for analogy to Nova Scotia bonds.	0.30
12/28/10	CR	Correspondence with vendor re: Stratify proposal	0.60

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PROFESSIONAL SERVICES posted through December 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		for eDiscovery database (.2); review proposal (.4).	
12/28/10	DJD	Analyze Akin Gump's Response to Objection.	0.80
12/28/10	KLC	Further revisions to document requests to Noteholders.	5.10
12/29/10	BNS	Review scheduling letter regarding discovery.	0.20
12/29/10	CR	Telephone conference with Stephanie Shattuck re database to use for ediscovery (.2); email Gabi Finnan at Iron Mountain with questions on her ESI database proposal (.2) and respond to her response (.2); email to Eric Fisher and Katie Cooperman re: status of ESI database proposal (.3).	0.90
12/30/10	KLC	Revise document requests to Noteholders.	0.40
PROFESSIONAL SERVICES			55,780.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2011

Account Number 000141216-0008

Invoice No. 8490417

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: DEFENDING FEE APPLICATIONS

Professional Services				
Timekeeper				Total

Shareholder				
Barry N. Seidel	0.10	hours at	\$725.00	\$72.50
Total For Shareholder	0.10			\$72.50
Associate				
Katie L. Cooperman	0.50	hours at	\$395.00	\$197.50
Total For Associate	0.50			\$197.50

Disbursements	
Description	Total
Copies	\$5.20
Total Disbursements	\$5.20

Current Fees:	270.00
Current Disbursements:	5.20
Total Current Invoice:	275.20
Total Balance Due:	\$275.20

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a professional corporation

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Suite 100 150 West Jefferson
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January 19, 2011

Account Number: 000141216-0008

Invoice No. 8490417

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010
RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/03/10	KLC	Correspondence with Fee Examiner re: limited objection to fourth fee application; correspondence to Fisher and Seidel re: same; review same objection.	0.50
12/08/10	BNS	Review examiner objection to BL fees.	0.10
PROFESSIONAL SERVICES			270.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

January 19, 2011

Account Number 000141216-0010

Invoice No. 8490418

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: MONTHLY FEE STATEMENTS

Professional Services				
Timekeeper				Total

Shareholder				
Barry N. Seidel	0.20	hours at	\$725.00	\$145.00
Total For Shareholder	0.20			\$145.00
Associate				
Katie L. Cooperman	2.60	hours at	\$395.00	\$1,027.00
Total For Associate	2.60			\$1,027.00

Disbursements	
Description	Total
Copies	\$2.80
Total Disbursements	\$2.80

Current Fees:	1,172.00
Less 50% Fee Adjustment:	(586.00)
Current Disbursements:	2.80
Total Current Invoice:	588.80
Total Balance Due:	\$588.80

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2011

Account Number: 000141216-0010

Invoice No. 8490418

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/07/10	KLC	Revise November proformas inconnection with November monthly fee statement.	1.00
12/21/10	KLC	Draft November monthly fee statement.	1.30
12/23/10	KLC	Revise November monthly statement.	0.30
12/28/10	BNS	Review November monthly fee statement.	0.20
PROFESSIONAL SERVICES			1,172.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492119

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.30	hours at	\$575.00	\$172.50
Total For Shareholder	0.30			\$172.50
Associate				
Katie L. Cooperman	1.30	hours at	\$425.00	\$552.50
Total For Associate	1.30			\$552.50

Current Fees:	725.00
Current Disbursements:	0.00
Total Current Invoice:	725.00
Total Balance Due:	\$725.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Account Number: 000141216-0002

Invoice No. 8492119

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/03/11	E.F.	Revise motion to retain Canadian counsel.	0.30
01/31/11	KLC	Revise Canadian counsel retention application re: recent events and filings (0.8); revise declaration re: same (0.4); correspondence to Fisher re: same (0.1).	1.30
PROFESSIONAL SERVICES			725.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492120

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total

Shareholder				
Barry N. Seidel	1.20	hours at	\$750.00	\$900.00
Total For Shareholder	1.20			\$900.00
Associate				
Katie L. Cooperman	5.50	hours at	\$425.00	\$2,337.50
Total For Associate	5.50			\$2,337.50
Paralegal II				
Frederick Capria	0.30	hours at	\$270.00	\$81.00
Total For Paralegal II	0.30			\$81.00

Disbursements	
Description	Total
Copies	\$62.50
Total Disbursements	\$62.50

Current Fees:	3,318.50
Current Disbursements:	62.50
Total Current Invoice:	3,381.00
Total Balance Due:	\$3,381.00

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ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Account Number: 000141216-0005

Invoice No. 8492120

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/03/11	KLC	Telephone call with C. Andres (GK) re: January budget; correspondence with Seidel and Fisher re: budget estimate concerning Nova Scotia.	0.50
01/05/11	KLC	Draft letter re: 2011 fee increases in connection with BJ Gerber's 11/23 ruling (0.4); draft chart re: same increases (2); correspondence with accounting and billing attorneys re: 2011 rate confirmation [0.5].	2.90
01/06/11	BNS	Review draft letter regarding 2011 rates and discuss with K. Cooperman.	0.40
01/06/11	KLC	Correspondence with Seidel re: rate increase disclosure; discuss same with Seidel.	0.50
01/07/11	KLC	Finalize rate increase disclosure; correspondence to C. Andres (GK) re: same.	0.40
01/17/11	KLC	Draft February budget; correspondence with Seidel re: same; correspondence to Fee Examiner re: same.	0.30
01/26/11	BNS	Review draft supplemental disclosure regarding 2011 increase of BL rates (.3); conference with K. Cooperman regarding same (.5).	0.80
01/26/11	KLC	Office conference with Capria re: fifth fee application (0.3); revise 2011 supplemental fee disclosure re: December proformas (0.1); discuss same with Seidel (0.5).	0.90
01/26/11	FJC	Office conference with K. Cooperman re	0.30

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February 9, 2011

Invoice No. 8492120

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		procedures for upcoming fee application (.3).	
		PROFESSIONAL SERVICES	3,318.50

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UNSECURED CREDITORS COMMITTEE OF
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February 9, 2011

Invoice No. 8492121

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total

Shareholder				
Cynthia J. Haffey	0.50	hours at	\$390.00	\$195.00
Eric Fisher	0.50	hours at	\$575.00	\$287.50
Total For Shareholder	1.00			\$482.50
Associate				
Katie L. Coopeman	1.10	hours at	\$425.00	\$467.50
Total For Associate	1.10			\$467.50

Disbursements	
Description	Total
Copies	\$8.00
Search Charges	\$20.32
Travel Expenses	\$61.92
Total Disbursements	\$90.24

Current Fees:	950.00
Current Disbursements:	90.24
Total Current Invoice:	1,040.24
Total Balance Due:	\$1,040.24

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February 9, 2011

Account Number: 000141216-0006

Invoice No. 8492121

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/03/11	C H	Call with Fisher and Cooperman re: service issues (0.5).	0.50
01/03/11	E.F.	Call with Haffey and Cooperman regarding JP Morgan service issues.	0.50
01/03/11	KLC	Telephone call with Haffey and Fisher re: serving defendants (0.5); correspondence to Haffey re: relevant pleadings (0.4); correspondence to Fisher re: same (0.2).	1.10

PROFESSIONAL SERVICES

950.00

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February 9, 2011

Invoice No. 8492122

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total
Shareholder				
Claudia Rast	15.00	hours at	\$400.00	\$6,000.00
Regina M. Alter	0.80	hours at	\$440.00	\$352.00
Eric Fisher	43.50	hours at	\$575.00	\$25,012.50
Robert Sidorsky	13.30	hours at	\$625.00	\$8,312.50
Barry N. Seidel	10.20	hours at	\$750.00	\$7,650.00
Total For Shareholder	82.80			\$47,327.00
Associate				
Jennifer A. Dukarski	1.50	hours at	\$225.00	\$337.50
Laura E. Tedesco	6.40	hours at	\$235.00	\$1,504.00
Donald Orlandoni	0.90	hours at	\$275.00	\$247.50
David J. DeVine	1.70	hours at	\$300.00	\$510.00
Maria Caceres-Boneau	60.60	hours at	\$335.00	\$20,301.00
Katie L. Cooperman	143.90	hours at	\$425.00	\$61,157.50
Total For Associate	215.00			\$84,057.50
Paralegal				
Stephanie A. Shattuck	7.80	hours at	\$180.00	\$1,404.00
Total For Paralegal	7.80			\$1,404.00
Paralegal II				
Frederick Capria	1.40	hours at	\$270.00	\$378.00
Total For Paralegal II	1.40			\$378.00

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PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Disbursements	
Description	Total
Copies	\$619.40
Computer Research	\$3,326.85
Deposition & Transcripts	\$363.40
Service Fees	\$27.50
Search Charges	\$20.02
Travel Expenses	\$80.00
Total Disbursements	\$4,437.17

Equity Release	168.50
General Disbursement	277.57
Total Current Disbursements	446.07
Total Balance Due	\$1,377,603.67

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/03/11	KLC	Draft document requests to trustee.	0.90
01/04/11	BNS	Analyze K. Cooperman e-mail regarding agreement as failing executory contract test.	0.30
01/04/11	KLC	Correspondence to Fisher and Seidel re: executory nature of agreements concerning Nova Scotia objection.	0.40
01/05/11	E.F.	Review (0.5) and revise (0.4) document requests to Trustee.	0.90
01/05/11	KLC	Continue to draft document requests to the Nova Scotia Finance Trustee.	2.20
01/06/11	E.F.	Review (0.3) and revise (0.2) document requests to Noteholders; meet with Cooperman regarding same (.4).	0.90
01/06/11	BNS	Telephone conference with B. Zirinsky (GT) regarding status of claims objections (.3); analyze impact of proposed asbestos stipulation on NS claims (.2).	0.50
01/06/11	KLC	Revise document requests to Nova Scotia Finance trustee (5.4); revise document requests to Noteholders (2.8); office conference with Fisher re: same (0.4); correspondence from Seidel re: Greenberg message (0.1).	8.70
01/07/11	E.F.	Revise trustee (0.6) and noteholder discovery requests (0.6); meet with Cooperman concerning discovery (1.7).	2.90
01/07/11	BNS	Further analysis of K. Cooperman e-mail	0.30

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		regarding executory contracts.	
01/07/11	CR	Prepare sample ESI Discovery Protocol (.3); confer with Jennifer Durkarski re: same (.1); review materials re ESI discovery protocols from Durkarski (1.9).	2.30
01/07/11	KLC	Draft interrogatories to Noteholders (3.1); draft interrogatories to Nova Scotia Finance trustee (1.3); discuss discovery with Fisher (1.7); correspondence to Seidel re: same (0.1).	6.20
01/07/11	JAD	Research eDiscovery rules for SDNY (0.4); confer with Rast re: discovery protocol (.1); summarize recent updates in SDNY eDiscovery jurisprudence (0.3).	0.80
01/09/11	E.F.	Review (0.4) and revise (0.3) interrogatories.	0.70
01/09/11	CR	Review (0.3) and revise draft document request (0.6) re: discovery language.	0.90
01/09/11	KLC	Correspondence to Rast re: E-discovery materials (0.1); review same materials re: discovery concerning Nova Scotia objection (0.8); correspondence with Fisher re: comments to interrogatories (0.1); revise interrogatories re: same (0.4); correspondence to Seidel re: same (0.1).	1.50
01/10/11	E.F.	Meet with Rast and Cooperman regarding e-discovery issues (.6); review revised interrogatories (0.2) and document requests (.3); review motion to allow claims for voting purposes (.3).	1.40

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492122

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/10/11	BNS	Review draft interrogatories (0.3) and document requests (1.1) .	1.40
01/10/11	CR	Meet with Fisher and Cooperman re: production of ESI (.6); revise document requests regarding ESI (1.9).	2.50
01/10/11	KLC	Office conference with Rast and Fisher re: document requests (0.6); correspondence to Rast re: same (0.3); revise same document requests (1.3); correspondence with Fisher and Seidel re: 3018 motions (0.2); review responses to same motions re: Smurfit (1.1); correspondence with Fisher and Seidel re: same (0.2).	3.70
01/11/11	E.F.	Teleconference with Macksoud (KLNF) regarding 3018 motion (.2); review document requests and interrogatories served by NS bondholders (.8); e-mails with Shattuck regarding e-discovery issues (.2); e-mail to Seidel regarding retention of Canadian counsel (.1); meet with Cooperman to prepare for Rule 26f conference and discuss discovery strategy (1.5).	2.80
01/11/11	BNS	Review noteholder motion for temporary allowance of claims (.4); office conference with Cooperman re: revisions to document requests and interrogatories (.7).	1.10
01/11/11	CR	Telephone conference with Cooperman re revised document requests; correspondence with Cooperman re:same.	0.20
01/11/11	KLC	Correspondence with Rast re: discovery revisions (0.1); telephone call with Rast re: same (0.1);	3.50

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		revise same discovery requests (0.2); correspondence to Noteholders and Trustee re: same (0.1); correspondence from Noteholders re: discovery (0.1); review same discovery (0.4); office conference with Seidel re: same (0.7); office conference with Fisher re: preparation for 26F conference and strategy (1.5); correspondence from Fisher re: 3018 motion (0.1); correspondence from Fisher and Shattuck re: scheduling (0.2).	
01/11/11	SAS	Teleconference with D. Bach (Xact Data Discovery) relative to standard metadata (0.3); correspondence with K. Cooperman, C. Rast, and E. Fisher re same (0.1).	0.40
01/12/11	E.F.	Review potential ESI protocols for meet-and- confer about discovery.	0.50
01/12/11	E.F.	Confer with Cooperman, Shattuck and Rast regarding e-discovery strategy issues (1.5); confer with Cooperman concerning discovery issues (.7); review ESI protocols for Rule 26 conference (.4).	2.60
01/12/11	CR	Review (0.4) and revise RFP to send to vendors to process ESI (.5); call with Eric Fisher, Katie Cooperman and Stephanie Shattuck to discuss strategy for Rule 26(f) meet and confer (1.5); review metadata materials re: same (.3).	2.70
01/12/11	KLC	Draft agenda re: discovery meeting (3.4); review correspondence from Shattuck re: electronic discovery (1.2); review federal rules re: discovery	8.30

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		(0.8); telephone call with Shattuck and Rast re: electronic discovery (1.5); conference with Fisher re: discovery issues (0.7); correspondence to Akin and Greenberg confirming meeting (0.1); correspondence to Shattuck and Rast re: discovery vendor conflict check (0.3); meeting with Boneau re: joint defense (0.2); correspondence to Boneau re: same (0.1).	
01/12/11	MCB	Meeting with K. Cooperman to discuss research re: joint defense (.2); review e-mails re same (.2); research on Westlaw re joint defense agreement (.4).	0.80
01/12/11	SAS	Prepare preliminary documents for attorney review for e-discovery conference call (.5); teleconference with E. Fisher, Katie Cooperman, and C. Rast re: e-discovery strategy issues (1.5).	2.00
01/13/11	E.F.	Review agenda for discovery meeting with Greenberg and Akin (.2); e-mails with Cooperman and Seidel regarding same (.2).	0.40
01/13/11	E.F.	Revise agenda for discovery meeting (.3); confer with Cooperman regarding same (.3); meet with Cooperman and Seidel to prepare for discovery meeting (.8); call with Cooperman and Macksoud (KLNf) regarding status of NS objection (.5); confer with Cooperman regarding strategy for responding to 3018 motions (.4); analyze discovery requests to prepare objections to same (.9).	3.10
01/13/11	BNS	Conference with K. Cooperman and E. Fisher	0.80

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		regarding preparation for meeting with Nova Scotia lawyers on discovery.	
01/13/11	KLC	Telephone call with L. Macksoud (KLNf) and Fisher re: discovery from Noteholders (.5); office conference with Fisher and Seidel re: discovery meeting preparation (0.8); revise agenda (0.4); discuss same with Fisher (0.3); review litigation hold letter re: ESI protocol (0.9); correspondence with Fisher re: same (0.1); draft litigation hold letter (2.8); confer with Fisher re: response to 3018 motions (0.4); correspondence to Akin and Greenberg re: agenda (0.2); correspondence with Macksoud re: committee list (0.1); review same list (0.3); review cases re: joint defense agreement (1.2); meet with Boneau re: same (0.4).	8.40
01/13/11	MCB	Review cases re joint defense agreement (1.4); research re discovery from committee members (3.7); meeting with K. Cooperman re joint defense research (.4).	5.50
01/13/11	SAS	Review case caption information and correspondence to vendor re: conflict check re: e-discovery processing.	0.40
01/14/11	E.F.	Review memorandum regarding litigation hold (.6); meet with Cooperman regarding same (.2); meet with Greenberg and Akin to define scope of discovery (2.0); follow-up meeting with Cooperman to discuss same (.4); draft e-mail memorandum to Committee (.8); e-mail with Rast and Shattuck regarding GMNS e-discovery	4.80

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		concerns (.3); review Noteholder interrogatories and document requests (.5).	
01/14/11	RMA	Discuss discovery dispute issues with Cooperman (0.6); correspondence to Cooperman re: same (0.2).	0.80
01/14/11	BNS	Conference with K. Cooperman regarding meeting regarding discovery issues (.3); review draft e-mail to committee regarding same (.1).	0.40
01/14/11	CR	Email from Shattuck re RFP for eDiscovery vendors (.2); complete revisions to RFP (1.3); correspondence with Fisher re: electronic discovery (0.2).	1.70
01/14/11	KLC	Prepare for discovery meeting (0.5); attend meeting with Fisher, Greenberg and Akin (2); discuss same with Fisher (.4); discuss same with Seidel (0.3); revise litigation hold memo (1.8); discuss same with Fisher (0.2); draft letter re: discovery requests (1.2); correspondence with FTI re: swaps (0.2); correspondence from Rast and Shattuck re: discovery vendors (0.3); research re: committee member discovery (1.2); discuss discovery dispute issues with Alter (0.6).	8.70
01/15/11	E.F.	E-mails with Cooperman regarding scope of discovery (.2); review notes from meeting with Greenberg and Akin regarding same (.2); e-mails with Rast regarding conduct of electronic discovery in Nova Scotia case (.2).	0.60
01/15/11	KLC	Correspondence with Fisher re: letter concerning document requests; research hedge fund	0.50

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		inequitable conduct.	
01/17/11	KLC	Correspondence with J. Santambrogio (FTI) re: swap analysis; review same analysis.	0.50
01/18/11	E.F.	Review document requests (.4) and meeting notes to narrow and refine requests (.8); meet with Cooperman regarding preparation of letter regarding same (.7); e-mail with Macksoud (KLNf) regarding discovery issues (.1).	2.00
01/18/11	BNS	Telephone conference with S. Karotkin and M. Meises (WGM) regarding response to NS holders' 3018 motion.	0.20
01/18/11	CR	Review response from Precision re RFP (0.7); email to Eric Fisher and Katie Cooperman re comments on RFP (.2); revise RFP (0.8) and email same to Stephanie Shattuck(0.1).	1.80
01/18/11	KLC	Office conference with Fisher re: letter memorializing discovery requests (0.7); draft same letter (5.7); revise same letter (1.4); analyze Smurfit brief re: duplicative claim (1.1); review case re: committee discovery (0.6); review cases re: common interest (0.7); review article re: hedge fund inequitable conduct (0.6); office conference with Boneau re: privilege research assignment (0.5); correspondence with Rast re: discovery vendor proposal (0.2); correspondence from Shattuck re: same (0.1).	11.60
01/18/11	MCB	Meeting with K. Cooperman to discuss privilege research (.5); research same re: committee deliberations (3.3); research re committee	4.90

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		immunity from civil liability (.4); review Colliers on Bankruptcy re same (.7).	
01/18/11	SAS	Revise e-discovery RFP; correspondence to vendors re: same.	0.50
01/19/11	E.F.	Meet with Cooperman to review letter narrowing scope of discovery requests (2.8); call with Macksoud (KLNf) and Cooperman concerning collection of responsive documents (.4); meet with Boneau and Cooperman concerning work product and other privilege issues (.6).	3.80
01/19/11	BNS	Conference with K. Cooperman regarding BR 3018 motion (.3); conference with K. Cooperman regarding discovery issues (.6).	0.90
01/19/11	KLC	Office conference with Boneau and Fisher re: committee privilege research (0.6); review same cases (1.4); review Smurfit brief re: duplicative claim (0.4); prepare list of topics re: Committee discovery (0.7); office conference with Fisher re: discovery letter (2.8); telephone call with Fisher and Macksoud (KLNf) re: discovery from Committee (0.4); revise discovery letter (3.5); correspondence with KLNf re: Committee bylaws (0.1); skim same bylaws (0.2); review article re: hedge fund conduct (0.4); confer with Seidel re: 3018 motions (0.3) and discovery issues (0.6).	11.40
01/19/11	MCB	Meeting with K. Cooperman and Fisher to discuss research re work-product doctrine (.6); research same in NY Practice (3.4) and in secondary	6.20

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		source re same (2.2).	
01/20/11	RS	Office conference with K. Coopeman re: hedge fund conduct.	0.20
01/20/11	E.F.	Revise discovery letter to Noteholders (1); review memorandum to Committee regarding 3018 motion (.2); correspondence with Coopeman regarding NS discovery issues (.2); confer with Seidel re: status of same (0.2).	1.60
01/20/11	BNS	Conference with E. Fisher regarding status of discovery.	0.20
01/20/11	CR	Correspondence with Stephanie Shattuck re litigation hold policy (.2); correspondence from Miller re same (.2); telephone conference with Miller re same (.3).	0.70
01/20/11	KLC	Revise discovery letter (1.4); office conference with Sidorsky re: hedge fund conduct (0.2); review Committee bylaws re: confidentiality (0.8); review Noteholders 3018 motion (1.2); review Trustee's 3018 motion (1.1); draft response to same 3018 motions (1.7); correspondence with Fisher re: discovery issues (0.2); review companies' act re: same (0.2).	6.90
01/20/11	MCB	Continue to research work-product doctrine in secondary sources.	3.60
01/20/11	JAD	Draft litigation hold policy re: Nova Scotia.	0.40
01/21/11	RS	Review Committee's amended objection (1.1) and new GM response (0.6).	1.70

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01/21/11	E.F.	Meet with Cooperman and Seidel regarding discovery issues (1.1); e-mails with Akin and Greenberg regarding same (.2); revise letter to Noteholders concerning objections to discovery requests (1.6); review research regarding non-attorney work product (.3).	3.20
01/21/11	BNS	Conference with E. Fisher and K. Cooperman to review letter to noteholders regarding discovery (1.1); follow-up with K. Cooperman regarding STN stipulation (.3); e-mail to committee regarding position on BR 3018(a)(.3).	1.70
01/21/11	CR	Revise litigation hold letter (0.2) and email Jennifer Dukarski re: same (.1); review vendor responses to RFPs for eDiscovery (1.3).	1.60
01/21/11	KLC	Office conference with Fisher and Seidel re: discovery letter (1.1); revise same letter (4.4); correspondence from Akin re: same (0.1); correspondence with accounting re: Nova Scotia timekeepers (0.2); review internal litigation hold (0.5); correspondence with Fisher re: same (0.1); discuss STN stipulation with Seidel (0.3).	6.70
01/21/11	MCB	E-mail to E. Fisher and K. Cooperman re research (.2); review cases cited by secondary sources (4.9).	5.10
01/21/11	JAD	Revise litigation hold policy re: Nova Scotia.	0.30
01/21/11	SAS	Analyze vendor RFP in preparation for selection of e-discovery vendor.	1.20
01/22/11	RS	Review trustee response to Nova Scotia	1.30

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		objection.	
01/22/11	KLC	Revise discovery letter (1.7); correspondence to Fisher re: same (0.1).	1.80
01/23/11	E.F.	Review e-mails regarding 3018 motion (.2); e-mail with Cooperman regarding discovery responses (.2); review letter to Noteholders (0.6) and Trustee regarding objections to discovery responses (.3).	1.30
01/23/11	SAS	Analyze e-discovery vendor RFP's in preparation for determination of capabilities for processing e-discovery.	1.90
01/24/11	E.F.	Review memorandum from Shattuck regarding e-discovery issues (.2); meet with Cooperman regarding Nova Scotia action items (.9); revise discovery letter to Akin and Greenberg (.2).	1.30
01/24/11	KLC	Office conference with Fisher re: Nova Scotia action items (0.9); correspondence to Akin and Greenberg re: discovery letter (0.1); correspondence with Fisher re: Canadian counsel (0.1); draft statement responding to Bankruptcy Rule 3018(a) motions (2.6); draft committee interview questions re: discovery (3.1); analyze Smurfit docket re: ULC claim case history (2.1); analyze Bowater docket re: same (1.8); general research re: non-party government discovery (0.5); review Shattuck analysis re: document database (0.2); correspondence with Shattuck and Rast re: same (0.1); correspondence re: Morgan Stanley 3018 joinder (0.1).	9.80

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01/24/11	MCB	Review K. Cooperman's e-mail re subpoena to non-party (.2); begin drafting memo re work-product doctrine (3.8); review cases re work-product doctrine (2.4).	6.40
01/24/11	SAS	Draft memo re: analysis of e-discovery vendor RFP's.	1.40
01/25/11	RS	Review response of noteholders to Committee's objection (1.5); office conference with K. Cooperman regarding equitable subordination issues (1.2); continued review of response of noteholders to Committee's objection (1.2).	3.90
01/25/11	CR	Draft and send notice to vendors submitting RFPs for ESI work.	0.30
01/25/11	KLC	Office conference with Sidorsky re: inequitable conduct (1.5); review Bowater post-trial letter (1.1); correspondence to Fisher and Seidel re: same (0.2); revise committee interview questions (2.4); correspondence to Tedesco re: non-party government discovery (0.2); discuss same with Tedesco (0.7); discuss same with Boneau (0.2).	6.30
01/25/11	MCB	Research work-product protection of non-attorney communications (7.9); call with K. Cooperman to discuss serving a non-party government organization (.2).	8.10
01/25/11	LT	Discussion with Cooperman regarding research assignment on the issuance of a subpoena upon a non party governmental agency (0.7); review article re: same (0.2).	0.90

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01/26/11	RS	Complete analysis of noteholder response to Committee's objection (1.5); research regarding equitable subordination issues (1.6).	3.10
01/26/11	E.F.	Review 3018 filing (.3); review memorandum to Committee regarding document production (.4).	0.70
01/26/11	BNS	Review draft response to NS motions for temporary allowance of claims order BR3018(a) (.6); follow-up with WG&M regarding same (.2); discuss same with K. Cooperman (.9).	1.70
01/26/11	CR	Draft and send notice to RFP responders re selection of e-discovery provider (.3).	0.30
01/26/11	KLC	Revise response to 3018 motions (5.9); discuss same with Seidel (0.9); correspondence to WGM re: same (0.2); telephone call from Karotkin (WGM) re: same (0.1); correspondence with Fisher and Seidel re: same (0.2); analyze number of claims re: 3018 motions (0.4); correspondence to WGM re: same (0.1); office conference with Capria re: Nova Scotia litigation status (0.6); correspondence with Macksoud (KLNF) re: discovery from past members (0.3); correspondence with Fisher re: approach to same (0.3).	9.00
01/26/11	MCB	Continued research re work-product protection of non-lawyer communications (2.6); e-mail correspondence to E. Fisher and K. Cooperman re: same (.6); shepardize same cases (1.9); continue to draft memorandum re: same (2.8).	7.90

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01/26/11	LT	Research regarding the enforcement of a subpoena for documents from a non party governmental agency.	0.50
01/26/11	FJC	Office conference with K. Cooperman re issues pertaining to upcoming discovery and status of suit (.6); research re electronic filing of response to multiple motions (.3).	0.90
01/27/11	RS	Office conference with E. Fisher and K. Cooperman regarding equitable subordination issues.	1.00
01/27/11	E.F.	Review 3018 responsive filing (.4); e-mails with Cooperman regarding discovery issues (.4); review correspondence from Chapman (Akin) regarding discovery disputes (.3); meet with Sidorsky and Cooperman regarding equitable subordination (1).	2.10
01/27/11	KLC	Correspondence from M. Williams [GDC] re: 3018 response comments (0.2); revise 3018 response per same comments (1.3); revise same response per additional joinders filed (1.3); correspondence with Seidel re: same (0.3); correspondence from M. Meises (WGM) re: draft opposition (0.1); discuss same with Meises (0.1); review same opposition (0.7); draft letter to Judge Gerber re: response (0.2); file response (0.3); correspondence with EPIQ re: service of response (0.2); correspondence with Capria re: filing (0.2).	4.90
01/27/11	KLC	Office conference with Fisher and Sidorsky re:	1.00

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		equitable subordination.	
01/27/11	KLC	Correspondence from Chapman (Akin) re: discovery letter (0.1); review same letter (0.5); correspondence with Fisher and Seidel re: same (0.1).	0.70
01/27/11	MCB	Continue to draft memorandum re: work product (2.3); review same memorandum (.8).	3.10
01/27/11	LT	Research regarding subpoenas to non party governmental agencies under the CFR.	1.70
01/28/11	RS	Review report of special advisor to Bowater Canada.	1.30
01/28/11	E.F.	Discuss discovery letter from Akin with Cooperman (0.4) and revise response in connection with same (0.7).	1.10
01/28/11	BNS	Review WG&M objection to NS BR3018 motion.	0.30
01/28/11	KLC	Draft response to Akin letter (2.7); discuss same with Fisher (0.4); office conference with Boneau re: non party discovery (0.3); review Bowater special report re: ULC claims (1.3).	4.70
01/28/11	MCB	Review case re fee committee and work-product doctrine (.8); finalize memorandum re: work product (1); email same to E. Fisher and K. Cooperman (.1); meeting with K. Cooperman to discuss non-party discovery (.4); review article re serving federal agency with a subpoena (.3); summarize cases re joint defense agreements (2.3).	4.70

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax ID. No.:

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492122

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/28/11	FJC	Prepare image of affidavit of service for electronic filing for 3018 response (.1); electronically file affidavit of service (.3); e-mails to K. Cooperman re same (.1).	0.50
01/29/11	LT	Research regarding subpoenas to non party agency in various circuits (.8); drafting memo re: same (1.3).	2.10
01/30/11	E.F.	Prepare memorandum to Committee concerning discoverability of certain information (1.0); review results of research regarding work product issue (.3).	1.30
01/30/11	KLC	Correspondence from Finger (GT) re: discovery letter (0.1); review same letter (0.9); correspondence with Akin and Greenberg re: same (0.1).	1.10
01/30/11	KLC	Continue review of unsealed Bowater report re: ULC claims.	2.10
01/30/11	LT	Finalize memo regarding procedure and options to enforce subpoena issued upon a non party governmental agency.	1.20
01/31/11	RS	Review Aurelius v. GM statement of claim.	0.80
01/31/11	E.F.	Meet with Cooperman regarding discovery issues and collection of responsive information (1); revise letter regarding discovery issues (1.1); analyze reply regarding 3018 motion (.5); e-mails to Seidel and Cooperman regarding same (.1); review e-mails to Committee and former Committee members regarding collection of	3.50

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PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		documents (.4); e-mails with Cooperman regarding inquiries from Committee members concerning discovery (.1); review results of research regarding non-attorney work product (.3).	
01/31/11	BNS	Review NS trustee response to BR3018 motion (.3); review K. Cooperman e-mail to Committee members re: discovery and committee responses (.1).	0.40
01/31/11	DJD	Review Pleadings to prepare for conference call with E. Fisher, K. Cooperman, and D. Orlandoni regarding case background and forthcoming case assignments.	1.70
01/31/11	DVO	Review filings in preparation for internal conference call to discuss discovery/litigation strategy.	0.90
01/31/11	KLC	Revise document requests to New GM (4.6); office conference with Fisher re: discovery issues and data collection (1); revise Committee questionnaire (0.6); correspondence to Committee re: same (0.2); correspondence to former members re: same and litigation holds (0.7); correspondence from former members re: same (0.2); draft response letter to Greenberg and Akin (4.2); correspondence with Fisher re: same (0.2); meeting with Boneau to discuss research assignments (0.9).	12.40
01/31/11	MCB	Review Tedesco memo re serving a subpoena on a non-party government entity (.3); meeting	4.30

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PROFESSIONAL SERVICES posted through January 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		with K. Cooperman to discuss new research assignments (.9); review cases re: discovery of joint defense agreement (3.1).	
		PROFESSIONAL SERVICES	133,166.50

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February 9, 2011

Account Number 000141216-0008

Invoice No. 8492123

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: DEFENDING FEE APPLICATIONS

Professional Services	
Timekeeper	Total

Associate				
Katie L. Cooperman	1.90	hours at	\$425.00	\$807.50
Total For Associate	1.90			\$807.50

Disbursements	
Description	Total
Search Charges	\$1.68
Total Disbursements	\$1.68

Current Fees:	807.50
Current Disbursements:	1.68
Total Current Invoice:	809.18
Total Balance Due:	\$809.18

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February 9, 2011

Account Number: 000141216-0008

Invoice No. 8492123

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Ikpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/03/11	KLC	Review order re: fees on fees; telephone call with C. Andres (GK) re: same.	0.30
01/04/11	KLC	Review third interim fee application correspondence with fee examiner in preparation for call concerning fees on fees (1.2); telephone call with C. Andres (GK) re: same (0.2); correspondence with Fisher and Seidel re: same (0.2).	1.60

PROFESSIONAL SERVICES

807.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492124

Account Number 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: MONTHLY FEE STATEMENTS

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	0.20	hours at \$750.00	\$150.00
Total For Shareholder	0.20		\$150.00
Associate			
Katie L. Cooperman	3.00	hours at \$425.00	\$1,275.00
Total For Associate	3.00		\$1,275.00

Disbursements	
Description	Total
Express Delivery Charges	\$48.95
Total Disbursements	\$48.95

Current Fees:	1,425.00
Less 50% Fee Adjustment:	(712.50)
Current Disbursements:	48.95
Total Current Invoice:	761.45
Total Balance Due:	\$761.45

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GENERAL MOTORS CORPORATION

February 9, 2011

Invoice No. 8492124

Account Number: 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2011

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/13/11	KLC	Revise December proformas re: monthly fee statement.	0.90
01/24/11	KLC	Draft December monthly fee statement.	0.90
01/25/11	KLC	Revise December monthly fee statement.	0.40
01/26/11	KLC	Revise December monthly fee statement.	0.30
01/27/11	KLC	Revise December monthly fee statement; correspondence to Seidel re: same.	0.50
01/28/11	BNS	Review BL December fee statement.	0.20
PROFESSIONAL SERVICES			1,425.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Account Number 000141216-0001

Invoice No. 8494938

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.70	hours at	\$575.00	\$402.50
Barry N. Seidel	0.30	hours at	\$750.00	\$225.00
Total For Shareholder	1.00			\$627.50
Associate				
Katie L. Cooperman	0.20	hours at	\$425.00	\$85.00
Total For Associate	0.20			\$85.00

Current Fees:	712.50
Current Disbursements:	0.00
Total Current Invoice:	712.50
Total Balance Due:	\$712.50

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a professional corporation

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Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Invoice No. 8494938

Account Number: 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/11/11	BNS	Telephone conference with bondholder regarding voting information.	0.30
02/24/11	E.F.	Review e-mail from Mayer (KLNF) regarding MLC.	0.20
02/25/11	E.F.	Review correspondence from Mayer (KLNF) regarding GUC Trust revisions (.1); review documents concerning same (.2); review correspondences from Mayer concerning MLC tax update (.2).	0.50
02/25/11	KLC	Correspondence from Mayer (KLNF) re: GUC trust revisions; review same.	0.20

PROFESSIONAL SERVICES

712.50

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Account Number 000141216-0005

Invoice No. 8494939

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011
RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.90	hours at	\$750.00	\$675.00
Total For Shareholder	0.90			\$675.00
Associate				
Katie L. Cooperman	9.20	hours at	\$425.00	\$3,910.00
Total For Associate	9.20			\$3,910.00
Paralegal II				
Frederick Capria	8.10	hours at	\$270.00	\$2,187.00
Total For Paralegal II	8.10			\$2,187.00

Disbursements	
Description	Total
Copies	\$103.90
Express Delivery Charges	\$67.40
Total Disbursements	\$171.30

Current Fees:	6,772.00
Current Disbursements:	171.30
Total Current Invoice:	6,943.30
Total Balance Due:	\$6,943.30

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March 8, 2011

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Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/01/11	FJC	E-mail to accounting with instructions on preparation of ASCII files of invoices for Fifth Fee Application (.2); research re revisions and additions to timekeepers and matters (.3); review previous monthly invoices in preparation for Fifth Fee Application (.2).	0.70
02/02/11	KLC	Draft fifth interim fee application.	1.80
02/10/11	FJC	Begin review (0.8) and revisions (0.8) of ASCII files of invoices to be submitted to Bankruptcy Trustee in connection with Butzel Long's Fifth Fee Application.	1.60
02/11/11	FJC	Continue review (0.8) and revision (0.7) of ASCII versions of invoices for submission to Bankruptcy Trustee in connection with Butzel's Fifth Fee Application.	1.50
02/14/11	KLC	Draft March 2011 budget; correspondence to Seidel re: same.	0.20
02/15/11	BNS	Review K. Cooperman letter regarding monthly budget.	0.10
02/15/11	KLC	Correspondence to Fee Examiner re: March budget.	0.10
02/15/11	FJC	Update set-up file of timekeepers for submission to Bankruptcy Trustee.	0.20
02/16/11	KLC	Continue drafting fifth interim fee application.	3.30
02/18/11	FJC	Complete revision of ASCII version of invoices in	1.30

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March 8, 2011

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PROFESSIONAL SERVICES posted through February 28, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		preparation for submission of same to bankruptcy trustee in connection with Fee Application (.8); revise timekeeper listing for ASCII "setup" file to be submitted to Bankruptcy Trustee for same (.5).	
02/21/11	KLC	Revise fifth interim fee application.	1.10
02/22/11	KLC	Office conference with Capria re: fifth interim fee application; correspondence with accounting re: same; revise fee application.	0.50
02/22/11	FJC	Review chart sent from accounting re copying and printing charges, checking math of same (.2); e-mail to K. Cooperman re results (.1); office conference with Cooperman re changes to ASCII invoice files (.2).	0.50
02/23/11	BNS	Review memorandum from C. Basler regarding new procedures for bill submission.	0.20
02/23/11	KLC	Revise fifth interim fee application; correspondence to Seidel re: same; correspondence to Capria re: same.	0.50
02/23/11	FJC	Complete editing of ASCII invoice files to be submitted to bankruptcy trustee (.2); create text version of exhibit to Fifth Fee Application (.4).	0.60
02/24/11	BNS	Review (0.3) and revise (0.3) Butzel Long 5th fee application.	0.60
02/24/11	KLC	Revise fifth interim fee application (1); correspondence with Seidel re: same (0.3).	1.30

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a professional corporation

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March 8, 2011

Account Number 000141216-0005

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/24/11	FJC	Begin preparation of ASCII version of Fifth Fee Application for transmission to Bankruptcy Trustee.	0.50
02/25/11	KLC	Correspondence to notice parties re: fifth fee application per applicable guidelines.	0.40
02/25/11	FJC	Transmit revised Timekeeper set-up file to Trustee via e-mail per instructions (.1); final preparation of ASCII versions of Butzel invoices for submission to Trustee (.3); transmit same via e-mail (.1); prepare ASCII version of Butzel Fifth Application for Fees and Disbursements (.3); prepare Acrobat .pdf image of same (.3); transmit image and ASCII versions of Fee Application to Trustee via e-mail (.1).	1.20
PROFESSIONAL SERVICES			6,772.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Invoice No. 8494940

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total
Shareholder				
Claudia Rast	1.50	hours at	\$400.00	\$600.00
Eric Fisher	36.20	hours at	\$575.00	\$20,815.00
Robert Sidorsky	14.20	hours at	\$625.00	\$8,875.00
Barry N. Seidel	14.30	hours at	\$750.00	\$10,725.00
Total For Shareholder	66.20			\$41,015.00
Associate				
Donald Orlandoni	31.70	hours at	\$275.00	\$8,717.50
David J. DeVine	9.70	hours at	\$300.00	\$2,910.00
Maria Caceres-Boneau	29.40	hours at	\$335.00	\$9,849.00
Katie L. Coopeman	171.60	hours at	\$425.00	\$72,930.00
Total For Associate	242.40			\$94,406.50
Paralegal II				
Alexis L. Richards	1.70	hours at	\$165.00	\$280.50
Total For Paralegal II	1.70			\$280.50
Paralegal				
Stephanie A. Shattuck	22.40	hours at	\$180.00	\$4,032.00
Total For Paralegal	22.40			\$4,032.00
Paralegal II				
Frederick Capria	1.90	hours at	\$270.00	\$513.00
Total For Paralegal II	1.90			\$513.00

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Disbursements	
Description	Total
Copies	\$546.60
Computer Research	\$1,501.72
Express Delivery Charges	\$7.78
Third-Party Vendor	\$28,800.99
Travel Expenses	\$310.00
Total Disbursements	\$31,167.09

Current Fees:	140,247.00
Current Disbursements:	31,167.09
Total Current Invoice:	171,414.09
Total Balance Due:	\$171,414.09

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/01/11	RS	Review Yellowstone decision regarding equitable subordination (.6); review TOUSA decision regarding fraudulent conveyance issues (1.8).	2.40
02/01/11	E.F.	Meet with Cooperman to review discovery disputes (.9); review (.5) and revise letter to Akin and Greenberg re discovery issues (.7); prepare for call with Committee regarding status of NS objection and 3018 motion (.4); participate in call with Committee regarding same and regarding status of proceedings (.4); e-mail correspondence with Cooperman regarding discovery from former Committee members (.2); confer with Cooperman, Orlandoni and DeVine regarding background and other issues (.8).	4.00
02/01/11	BNS	Review Goldman Sachs joinder with regard to BR 3018 (a) motion (.1); analyze recent cases bearing upon developments with regard to fraudulent transfer law (.8).	0.90
02/01/11	BNS	Attend committee phone call with E. Fisher and K. Cooperman regarding NS and JPM matters.	0.40
02/01/11	DJD	Analyze case materials (.7) and filings re: background (0.8); draft case time line outline to be used as reference going forward (.7); participate in conference call with E. Fisher, K. Cooperman, and D. Orlandoni regarding case background, applicable legal issues, and assignments going forward (.8); participate in	4.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		follow-up conference call with D. Oriandoni and K. Cooperman regarding same (1.5).	
02/01/11	DVO	Reviewed certain case filings (1.1) and memos in preparation for strategy conference call with E. Fisher, K. Cooperman and D. DeVine (1.1); conference call with E. Fisher, K. Cooperman and D. DeVine re: case background and assignments (.8); follow-up research concerning arguments raised by New GM (.6); continued strategy conference call with K. Cooperman and D. DeVine (1.5).	5.10
02/01/11	KLC	Office conference with Fisher re: discovery disputes (.9); revise discovery letter (4.1); prepare for committee call re: discovery update (0.2); correspondence from committee members re: discovery (.5); revise tracking chart re: discovery responses (0.3); telephone call with Oriandoni, DeVine and Fisher re: Nova Scotia background for discovery work (0.8); telephone call with Oriandoni and DeVine re: same (1.5); participate in Committee call re: discovery and 3018 update (0.4); telephone call from former committee member re: discovery (0.4); correspondence with Fisher re: same (0.1); correspondence to Akin and Greenberg re: discovery letter (0.1).	9.30
02/01/11	MCB	Research re government affidavit to request documents (2.4); review L. Tedesco memo re: same (.2); review sample 1.11(d) affidavits (.3).	2.90
02/01/11	FJC	Correspondence with R. Sidorsky re item to be	0.70

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		retrieved from bankruptcy court docket (.2); research re same (.4); retrieve image of same and forward hard copy to Sidorsky (.1).	
02/02/11	RS	Office conference with K. Cooperman regarding equitable subordination issues.	0.70
02/02/11	E.F.	Meet with Cooperman regarding conference with Akin and Greenberg concerning discovery (.5).	0.50
02/02/11	BNS	Telephone conference with S. Karotkin (WGM) regarding BR3018 hearing on 2/3.	0.50
02/02/11	CR	Review emails from Stephanie Shattuck re custodians for data collection (.2); office conference with Katie Coopeman re: same (.2).	0.40
02/02/11	DVO	Review of ULC Trustee's response to Committee's claims objection (.9); related research and notes to file (.6).	1.50
02/02/11	KLC	Review pleadings re: 3018 motions and objections in preparation of hearing (0.4); correspondence with Greenberg and Akin re: discovery call (0.1); office conference with Fisher re: Greenberg and Akin conference (0.5); research obtaining document discovery from Debtor (3.2); telephone call with Retter (KDW) re: discovery (0.2); discuss equitable subordination with Sidorsky (0.7); discuss discovery custodians with Rast (0.2); correspondence with Shattuck re: same (0.1).	5.40

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PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/02/11	MCB	Correspondence from K. Cooperman re: document request to debtor (.2); research cases (0.4); and secondary sources re same (.7).	1.30
02/03/11	RS	Review memo regarding fraudulent conveyance issues (.5); office conference with M. Boneau regarding fraudulent conveyance research (.3); review cases regarding fraudulent conveyance issues (1.0).	1.80
02/03/11	E.F.	Review (.7) and revise New GM subpoena (.4); meet and confer with Akin, Greenberg and Cooperman regarding revisions to document requests (.5); follow-up meeting with Cooperman to discuss same (.4).	2.00
02/03/11	BNS	Review pleadings in preparation for hearing on NS holders and NS Trustee BR3018 motions (2.8); attend same hearing before BJ Gerber (.5).	3.30
02/03/11	DVO	Review New GM's response to Committee's claims objection (.8); drafted memo to file summarizing same (.5); reviewed certain relevant cases re: same (.7).	2.00
02/03/11	KLC	Telephone call with K. Marlorana (GDC) re: discovery (0.2); update tracking chart re: same response (0.2); draft litigation hold letter re: non parties (1.3); revise subpoena schedule re: New GM (0.6); correspondence to Fisher re: same (0.1); telephone call with Fisher, Greenberg and Akin re: discovery (0.5); revise discovery requests to noteholders (2.3); office conference with	6.00

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a professional corporation

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Account Number 000141216-0007

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		Fisher re: discovery (0.4); correspondence with Rast re: same (0.1); correspondence from Seidel re: 3018 hearing (0.2).	
02/03/11	MCB	Correspondence with K. Cooperman to discuss research re fraudulent transfers (.1); discussions with R. Sidorsky re fraudulent transfers (.3); pull cases cited in a memo re: fraudulent transfers and shepardize cases (1.6).	2.00
02/04/11	E.F.	E-mails regarding collection of documents for production (.2); correspondence with Shattuck regarding same (.2); review New GM subpoena (.2).	0.60
02/04/11	KLC	Draft list re: Nova Scotia data collection from internal custodians (.8); correspondence to Fisher and Seidel re: same (0.1); discuss same with Shattuck (.9).	1.80
02/04/11	MCB	Create a list of concerning requesting documents from the government (.8); review case re fraudulent transfer (.4).	1.20
02/04/11	SAS	Teleconference with K. Cooperman relative to upcoming data acquisition (.9); correspondence with Fisher re: same (.2); teleconference with D. Bach re same (.1); correspond with internal technical support re: preparation for data acquisition (.5).	1.70
02/05/11	KLC	Revise amended document requests to noteholders (1.3); correspondence with Fisher re: same (0.1); correspondence with Shattuck re:	2.00

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		Butzel data collection (0.1); revise schedule to New GM subpoena (0.4); correspondence with Fisher re: same (0.1).	
02/05/11	SAS	Correspond with vendor relative internal data acquisition (.2); analyze preliminary list of custodians and date information (.5); analyze search term list re: document collection (.3).	1.00
02/06/11	E.F.	Review (.2) and revise protocol for collection of responsive documents (.1); e-mail to Cooperman regarding same (.1); review (.4) and revise schedule for New GM subpoena (.3); e-mail to Cooperman regarding same (.2); review (.4) and revise document requests to Noteholders (.5); e-mail to Cooperman regarding same (.2).	2.40
02/07/11	RS	Research regarding equitable subordination issues (1) and review of Enron decision (0.9).	1.90
02/07/11	E.F.	Meet with Cooperman regarding discovery requests and legal research regarding discovery from Debtors (.4); e-mails with Cooperman regarding document collection for Committee's production (.2); review e-mails regarding Committee member's production of documents (.2); revise document requests to GMNSF trustee (1.0); review Bowater report regarding ULCs (.4).	2.20
02/07/11	KLC	Correspondence from Fisher re: comments to amended requests (0.1); revise amended document requests to Noteholders re: same (0.6); office conference with Fisher re: discovery	5.00

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		and debtor research (.4); meet with Boneau re: New GM subpoena (.2); draft amended document requests to Trustee (2.8); correspondence from counsel to PBGC re: discovery (0.2); update tracking chart re: discovery responses (0.2); correspondence from Fisher re: internal data collection (0.1); correspondence with Shattuck re: same (0.2); correspondence with counsel to UAW re: discovery (0.2).	
02/07/11	MCB	Draft cover letter to subpoena (.2); revise cover letter per K. Cooperman comments (.1); meeting with K. Cooperman to discuss subpoena (.2); search for contested matter subpoena (.2); draft subpoena (.3).	1.00
02/07/11	SAS	Prepare search criteria list per attorney request for vendor search tool in preparation for upcoming Relativity review; exchange e-correspondence re same.	0.50
02/08/11	RS	Research regarding fraudulent conveyance issues.	0.30
02/08/11	E.F.	Call with Committee members and Cooperman regarding collection of responsive documents (.4); e-mails with Cooperman regarding discovery issues (.4).	0.80
02/08/11	CR	Review email from Katie Cooperman re ESI and litigation hold (.1); participate in call to discuss next steps for internal collection of ESI and from	0.80

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		Committee members (.5); review email exchanges re: same (.2).	
02/08/11	KLC	Draft responses to noteholders' interrogatories and document requests (1.4); revise amended document requests to noteholders (0.2); revise same to Nova Scotia trustee (0.2); correspondence to Akin and Greenberg re: same (0.1); telephone call with Shattuck re: discovery (0.4); correspondence with Fisher re: same (.4); correspondence with Shattuck re: same (0.2); telephone call with Macksoud (KLNF) re: same (0.3); telephone call with Fisher and UCC members re: data collection (0.4); correspondence to Macksoud re: discovery parameters (0.3); correspondence with Meises (WGM) re: 3018 order (0.1); review same order (0.2); correspondence with former committee members re: discovery responses (0.6); correspondence with UAW re: discovery call (0.1); revise internal discovery parameter list (1.1).	6.10
02/08/11	SAS	Teleconference with K. Cooperman relative to internal document collection and production (.4); e-correspondence with vendor (.3) and technical support re same (.3); teleconference with J. Wyatt and vendor relative to internal document collection and Relativity review set up (1.6); draft task list for internal team for upcoming document collection (.5); prepare user names and e-mail addresses for vendor for relativity credentials and access for Butzel review team	4.00

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		(.5); prepare e-mail for team outlining Relativity access and technical support contact for set up of same (.4).	
02/09/11	RS	Office conference with K. Cooperman and M. Boneau regarding discovery issues.	0.50
02/09/11	E.F.	Call with FTI and Cooperman regarding document production (.5); call with UAW and Cooperman regarding document collection (.5); meeting with Cooperman regarding discovery interviews with Committee members (.3); discuss same with Cooperman (.2) revise New GM subpoena (.3); e-mail Akin and Greenberg regarding responses and objections (.2).	2.00
02/09/11	CR	Review and respond to email from Don Miller re Litigation Hold.	0.20
02/09/11	DJD	Analyze Bowater special report (1.2), complaint filed by noteholders commencing Nova Scotia proceeding (.5), and response to same (1).	2.70
02/09/11	KLC	Telephone call with Fisher and UAW counsel re: discovery requests (0.5); meeting with Fisher re: member discovery interviews (.3); discuss same with Fisher (0.2); review work-product memo from Boneau (0.4); revise New GM subpoena (0.2) and schedule to same (0.4); telephone call with FTI and Fisher re: discovery (0.5); correspondence to FTI re: same (0.5); meeting with Sidorsky and Boneau re: discovery (0.5); discovery call with former member (0.4); update	10.10

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		committee member response tracking chart re: same (0.3); revise objections and responses to noteholders' interrogatories and document requests (5.6); discuss same with Boneau (.1); correspondence to Steinberg (KS) re: subpoena (0.1).	
02/09/11	MCB	Meeting with K. Cooperman and R. Sidorsky re: discovery (.5); discuss objections with K. Cooperman (.1).	0.90
02/09/11	SAS	Telephone conference with vendor re: Butzel internal document collection (.3); correspondence with K. Cooperman re same (.1).	0.40
02/10/11	RS	Review and revise draft application for retention of Canadian counsel.	0.50
02/10/11	E.F.	E-mails with Davidson (KS) regarding New GM subpoena (.2); revise responses and objections to document requests (.9); e-mails with Cooperman regarding process for collecting responsive documents from individual Committee members (.4).	1.50
02/10/11	BNS	Telephone conference with B. Zirinsky (GT) regarding possible avenues of settlement.	0.30
02/10/11	DVO	Review of Lock-Up Noteholders' response to committee's claims objection (1.1); follow-up research regarding issues presented in same (1).	2.10
02/10/11	KLC	Revise responses and objections to Noteholders'	8.30

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		discovery requests (5.3); telephone call with counsel to USW re: discovery follow up (0.4); telephone call with K. Martorana (GDC) re: same (0.3); revise discovery response tracking chart re: same (0.4); telephone call with DENSO re: responsive discovery (0.4); correspondence with DENSO re: same (0.2); correspondence from Meises (WGM) re: revised 3018 order (0.1); review same order (0.2); correspondence with L. Macksoud (KLNf) re: discovery objections and responses (0.2); research verification requirement re: interrogatories (0.5); correspondence with Fisher re: same (0.1); correspondence with L. Macksoud re: discovery production (0.1).	
02/10/11	MCB	Review preservation notice (.2); review cases re fraudulent transfer (2.6).	2.80
02/10/11	SAS	Analyze Kramer Levin list for document collection (.3); correspond with K. Cooperman and coordinate vendor call re same (.2).	0.50
02/11/11	RS	Office conference with M. Boneau regarding fraudulent conveyance research.	0.30
02/11/11	E.F.	Review (.7) and revise (.8) Committee objections and responses.	1.50
02/11/11	BNS	Telephone conference with D. Golden and P. Dublin (Akin) regarding possible resolution of trustee plan objection (.3); follow-up e-mail (.1).	0.40
02/11/11	CR	Review Stephanie Shattuck's status memo re data load (.1).	0.10

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02/11/11	DVO	Review Cooperman memo of relevant legal issues.	0.80
02/11/11	KLC	Call with Shattuck re: discovery collection (0.2); revise discovery responses and objections (1.1); draft verification re: same (0.6); correspondence to Committee re: same (0.1); correspondence to former members re: same (0.1); telephone calls to Caplin and Drysdale re: discovery requests (0.2); revise member response tracking chart re: same (0.2); revise discovery parameter list (0.2); correspondence with Shattuck re: same (0.1); correspondence with L. Macksoud (KLNF) re: same (0.2); correspondence with FTI re: same (0.1); correspondence from IUE re: response revisions (0.1); revise responses and objections re: same comments (0.1); revise Canadian counsel retention application (1.8); revise same declaration (1).	6.30
02/11/11	MCB	Review noteholders response to committee claims objection (3.1); meeting with R. Sidorsky to discuss research re reasonably equivalent value (.3); review cases to further equitable subordination argument (1.4).	4.80
02/11/11	SAS	Teleconference with vendor relative to documents collection (.5); teleconference with K. Cooperman re same (.2); prepare follow up e-mail outlining both calls for team members (.2); draft coding instruction/protocol for upcoming Relativity review (.8).	1.70

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02/13/11	KLC	Correspondence with Fisher re: discovery call with FTI; review Noteholders objection to Plan.	0.50
02/13/11	MCB	Research re reasonably equivalent value.	3.10
02/14/11	BNS	Conference with K. Cooperman regarding FTI and KLNf document production.	0.40
02/14/11	DVO	Review e-mail correspondence coordinating upcoming document review.	0.30
02/14/11	KLC	Telephone call with KLNf and Xact re: discovery (0.8); telephone call with Caplin and Drysdale (counsel to former member) re: discovery responses (0.5); telephone call with S. O'Neal (Cleary) re: same (0.3); telephone call from Retter (Kelley Drye) re: same (0.2); conference with Seidel re: FTI and KLNf document production (.4); revise response tracking chart re: KDW update (0.7); correspondence with Gibson Dunn re: revisions to discovery responses (0.1); revise same responses to document requests (1.5); revise Canadian counsel retention application per Boneau revisions (1.8); meeting with Boneau re: same (0.2); telephone call with FTI re: discovery (0.3); correspondence with Babette (UAW counsel) re: responses to discovery (0.1); correspondence with Fisher and Seidel re: same (0.2).	7.10
02/14/11	MCB	Revise application for retention of Canadian counsel to conform to certification and R. Sidorsky comments (.4); revise declaration re:	4.30

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		same (.7); draft order re: same (.4); draft notice of application for retention (.4); meeting with K. Cooperman to discuss same (.2); review case law re reasonably equivalent value (2.2).	
02/15/11	RS	Review district court decision in TOUSA regarding fraudulent conveyance issues.	1.80
02/15/11	E.F.	Review e-mails regarding document production issues.	0.50
02/15/11	BNS	Review news articles regarding NS objections to plan (.2); review Committee response regarding discovery requests (.7).	0.90
02/15/11	KLC	Correspondence with Sidorsky re: retention (0.2); correspondence to Seidel re: responses and objections to Noteholders' discovery requests (0.2); revise same objections (1.1); review DENSO correspondence re: discovery (0.9); telephone call with Shattuck and Xact re: discovery (1.4); call with Shattuck re: review, tagging, layout and protocol (0.5); correspondence with Xact re: database layout (0.3); telephone call with Macksoud (KLNf) re: Trustee objection to plan (0.3); correspondence to Fisher and Seidel re: same (0.2); correspondence with S. O'Neal (Cleary) re: discovery (0.3); correspondence to Brosnick re: same (0.1); correspondence with Ceccotti (UAW) re: same (0.1); review documents re: Butzel production (1.1).	6.70
02/15/11	SAS	Teleconference with K. Cooperman and Xact	2.40

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		data Discovery re Relativity database layout details in preparation for upcoming review (1.4); teleconference with K. Cooperman re Relativity review, tagging, structural changes, and information for review protocol (.5); prepare e-mail to coordinate team training in relativity (.3); correspondence to vendor re same (.2).	
02/16/11	RS	Complete review of TOUSA decision.	1.70
02/16/11	BNS	Conference with K. Cooperman regarding UCC response to interrogatories and document request (.6); telephone conference with T. Mayer (KLNf) regarding strategy regarding NS trustee plan objection (.2); analyze alternative litigation strategies (.6).	1.40
02/16/11	DVO	Review correspondence concerning document review database in preparation for upcoming document review.	0.50
02/16/11	KLC	Analyze Butzel document production parameters to ensure reliability (6.2); telephone calls with Shattuck re: database set-up and structure (0.5); office conference with Seidel re: responses to NHS interrogatories and document requests (0.6); internal correspondence with team re: scheduling (0.3); correspondence with Xact re: sorting of information (1.3); finalize objections to Noteholders' discovery requests (0.6); correspondence to Akin and Greenberg re: same (0.1); correspondence from Finger (Greenberg) re: Noteholders objections (0.1);	9.80

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		correspondence from Chapman (Akin) re: trustee's objections (0.1).	
02/16/11	MCB	Review emails re document review (.2); review materials re Relativity platform (.3).	0.50
02/16/11	SAS	Teleconference with K. Cooperman re Relativity database set up and structural changes of same (.5); teleconference with Xact Data Discovery re same (1); Prepare review protocol for upcoming review in preparation for production (1.5); coordinate with vendor and technical support for team Relativity credentials (.3); coordinate with vendor for review team training of Relativity database (.3).	3.60
02/17/11	BNS	Review NS holders responses to discovery (.8); review NS holders' plan objection (.7).	1.50
02/17/11	DVO	Preparation for training with document review software vendor (.2); participation in same (.5); review discovery protocols for upcoming review and production (1.6).	2.30
02/17/11	KLC	Review Butzel document production for responsiveness and privilege (1.1); conference with Capria re: same (2); prepare (.6) and participate in (.5) Relativity training re: Nova Scotia platform; internal correspondence re: same (0.4); discuss same with Shattuck (0.1); follow up call with Xact re: training (0.4); correspondence to Shattuck re: case information for protocol (1.5).	14.30

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02/17/11	MCB	Prepare for (.6) and participate in (.5) Document review training; review e-mails re document review (.2); review Relativity software for document review (.1).	1.40
02/17/11	A_R	Prepare for (.6) and participate in (.5) Relativity Database Training in preparation for reviewing documents.	1.10
02/17/11	FJC	Telephone conferences with K. Cooperman re document production and privilege issues.	0.20
02/17/11	SAS	Prepare for (.6) and participate in (.5) vendor's Relativity training; teleconference with K. Cooperman re same (.1).	1.20
02/18/11	RS	Office conference with K. Cooperman regarding discovery issues (.2); review revised retention application for Canadian counsel (.3).	0.50
02/18/11	E.F.	Meet with Cooperman regarding procedures for document production (.5); review e-mails regarding privilege issues (.4); review objection to confirmation filed by GMNS trustee (.8).	1.70
02/18/11	BNS	Conference with K. Cooperman regarding document production issues (.4); review discovery and review production protocol (.6); review Inteva documents (.2); consider D. Gropper proposal (.4).	1.60
02/18/11	KLC	Office conference with Fisher re: document production strategy (0.5); confer with Sidorsky re: same (.2); review Butzel document production	14.50

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		for responsiveness and privilege (10.7); correspondence with Xact re: search criteria (1.1); telephone call with DENSO re: production (0.2); discuss same with Xact (0.2); correspondence with Macksoud [KLNF] re document review procedures (0.3); draft same procedures (0.9); confer with Seidel re: document production issues (0.4); correspondence with Seidel re: same (0.2).	
02/18/11	MCB	Review e-mail re document review (.2); respond to e-mail re document review (.1); review e-mail re retention of Canadian counsel (.1).	0.40
02/19/11	KLC	Review Butzel document production for responsiveness and privilege (6.5); correspondence with Xact re: searching same (0.8); draft document review protocol re: initial document production (3.8).	11.10
02/20/11	KLC	Review Butzel document production for responsiveness and privilege (4.8); revise document review protocol re: initial document production (4.1); correspondence with Fisher re: privilege (0.4); correspondence to team (Capria, Fisher, Shattuck, Boneau, Orlandoni and Richards) re: Monday meeting discussion materials (0.5).	9.80
02/21/11	RS	Review GUC Trust Agreement (.6); e-mails to E. Fisher regarding GUC Trust Agreement (.2); drafting and revision of issue coding list for document review (.7).	1.50

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Invoice No. 8494940

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011
RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/21/11	E.F.	Call with Cooperman and others regarding document production protocol (.6); review objection and responses of trustee and noteholders (.5); review GUC trust correspondence (.1); meet with Cooperman regarding review of production set (.4); meet with Cooperman regarding open discovery issues to address with noteholders' counsel (.5).	2.10
02/21/11	DVO	Review various materials sent by K. Cooperman ahead of scheduled conference call to discuss document review strategy (.9); participate in such conference call (.6); ensuing document review (.5); continue review of case research memos in preparation of document review (1.1).	3.10
02/21/11	KLC	Review privileged internal documents to designate for team review (1.9); review noteholders responses and objections to discovery requests (0.4); review GMNSF trustee responses and objections re: same (0.7); review discovery protocol in preparation for team call (0.6); lead internal team call (with Fisher, Richards, Shattuck, Boneau, Orlandoni and Capria) (0.6); correspondence with Fisher and Sidorsky re: GUC trust (0.3); correspondence with Xact re: database searches (0.4); correspondence to team re: tagging (0.2); discuss permission restrictions with Xact (0.3); correspondence with T. Rothman (DENSO) re: data collection (0.2); meet with Fisher re: open issues to discuss with GT/Akin (.5); meet with	10.20

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax ID. No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Invoice No. 8494940

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Fisher re: production set (.4); review documents to be produced (3.6).	
02/21/11	MCB	Review document review protocol (.4); call with document review team to discuss review protocol (.6).	1.00
02/21/11	A_R	Team conference call to discuss protocol for document review in preparation for producing.	0.60
02/21/11	FJC	Prepare for (.1) and attend conference call with case team re: upcoming document reviews (.6).	0.70
02/21/11	SAS	Analyze updated review protocol in preparation for upcoming review and production (.7); teleconference with review team and K. Cooperman to review protocol and prepare for Relativity review of FTI and Kramer Levin documents (.6).	1.30
02/22/11	E.F.	Review letter in support of confirmation (.6) and e-mail with Cooperman regarding same (.1); meet with Cooperman regarding document production (.8) and call with Shattuck and Cooperman regarding same (.3); review e-mails regarding document review issues (.3); review responses and objections (.6) and prepare notes to raise discovery disputes (.5).	3.20
02/22/11	BNS	Review draft of Committee statement regarding plan confirmation.	0.40
02/22/11	DVO	Continue review of relevant facts and legal issues in preparation to conduct discovery.	1.80

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/22/11	KLC	Telephone call with Shattuck re: discovery matters (0.4); telephone call with Macksoud (KLNf) re: document review (0.2); correspondence with Macksoud re: statement supporting plan (0.1); review same statement (0.4); correspondence from Macksoud re: Debtors' response to plan objections (0.1); review same response (0.8); office conference with Fisher re: discovery specifications (0.8); discuss same with Fisher and Shattuck (0.3); discuss same with Xact (0.3); correspondence from Sidorsky re: issues list for document review (0.1); review same list (1.3); correspondence with Zarowny (DENSO) re: privilege (0.1); revise document tags re: same (0.7); review documents (3).	8.60
02/22/11	SAS	Teleconference with K. Cooperman relative to upcoming Butzel production (.4); teleconference with K. Cooperman and E. Fisher relative to upcoming production and processing and review of FTI documents for production (.3); teleconference with N. Reizen of Xact relative to same (.9).	1.60
02/23/11	RS	Office conference with K. Cooperman regarding document coding issues.	0.30
02/23/11	E.F.	Meet with Cooperman regarding document production set (0.5); meet with Cooperman and Seidel re: same (.3); review Lehman Rule 60(b) decision (.5); review correspondence from Cooperman concerning same (.2); review	2.60

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		responses and objections (.2) and prepare notes to raise discovery disputes (.4); review statement in support (.3); call with Mayer (KLNF) regarding GM Nova Scotia settlement offer (.3).	
02/23/11	BNS	Review debtor memorandum of law in support of confirmation regarding Nova Scotia objection.	0.30
02/23/11	BNS	Conference with E. Fisher and K. Cooperman regarding document production (.3); telephone conference with T. Mayer (KLNF) regarding Appaloosa proposal (.1).	0.40
02/23/11	DVO	Review document review protocol in preparation for document review (1.1); call with K. Cooperman regarding same (.9).	2.00
02/23/11	KLC	Review production set delivered by vendor (2.3); office conference re: same with Fisher (0.5); confer with Fisher and Seidel re: same (.3); correspondence with Xact re: binders (0.4); discuss discovery issues list with Sidorsky (0.5); review Lehman decision re: 60(b) (2.2); correspondence to Fisher and Seidel re: same (0.3); telephone call with Orlandoni re: hot and privileged documents (0.9); office conference with Sidorsky re: document coding (.3); draft email re: outstanding items to Noteholders (0.6); correspondence with FTI re: data collection (0.1); prepare list of relevant events re: time frame (0.9).	9.30

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PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/23/11	MCB	Review e-mail re review of documents (.1); respond to e-mail re review of documents (.1).	0.20
02/24/11	E.F.	Call with Greenberg Traurig regarding outstanding discovery issues (.5); e-mails with Greenberg Traurig concerning same (.2); review correspondence from Macksoud concerning confirmation order draft (.1) and review same (.4); meeting with Cooperman regarding discovery review (1); discuss same with Macksoud and Cooperman (0.4).	2.60
02/24/11	BNS	E-mail with Cooperman regarding 60(b) and Lehman decision.	0.40
02/24/11	DVO	Review hot documents among Butzel Long documents loaded onto Relativity.	1.30
02/24/11	KLC	Review Bowater objection re: Nova Scotia law (0.8); create discovery layout for Noteholder and Trustee productions (3.4); correspondence with Xact re: same (0.3); telephone calls with Xact re: same (0.6); correspondence with review team re: call (0.2); correspondence with Macksoud (KLNF) re: discovery review (0.2); office conference with Fisher re: same (1); discuss same with Macksoud and Fisher (0.4).	6.90
02/24/11	KLC	Correspondence from Macksoud (KLNF) re: confirmation order draft; review same.	0.40
02/24/11	MCB	Review e-mails re document review.	0.40
02/25/11	E.F.	Review documents for production (2.0); meeting	3.40

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		with Cooperman regarding same (.9); teleconference concerning new layout for receiving documents regarding discovery (0.2); review correspondence from Akin regarding draft of proposed protective order (.1) and review same (.2).	
02/25/11	BNS	Review confirmation order (.6) and Nova Scotia supplemental objection in connection with plan objections and preservation of avoidance claims (.6).	1.20
02/25/11	DJD	Conference with K. Cooperman regarding document review project and necessary tasks to undertake in preparation for same (.2); participate in conference call with K. Cooperman, D. Orlandoni, F. Capria, and M. Boneau regarding document review project and related strategy issues (.2).	0.40
02/25/11	PVO	Continue review of hot documents in connection with document production (4.6); reviewed relevant portions of committee's amended objection (.4) and adversaries' responses (.4); team conference call to discuss document review issues (.2).	5.60
02/25/11	KLC	Team call re: new layout for receiving documents re: discovery (0.2); discuss protocol with Devine (0.2); discuss production with Fisher (0.9); correspondence with Xact re: same (0.2); revise summary of new layout tag use for review team (0.6).	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/25/11	MCB	Call with team to discuss review of documents.	0.20
02/25/11	FJC	Preparation for conference call re document review (.1); attend conference call re document review (.2).	0.30
02/27/11	E.F.	Review documents for production (1.1); e-mails with Cross and Finger (Akin and GT) regarding protective order (.2).	1.30
02/28/11	E.F.	Review proposed protective order (.5); e-mails with Finger and Cross (Akin and GT) regarding productions (.2); e-mails with Xact regarding FTI production (.3); e-mails with Scott Davidson (KS) regarding New GM production and subpoena response (.3).	1.30
02/28/11	DJD	Analyze document review protocol circulated by K. Cooperman (.6), together with team e-mails regarding tagging strategies to determine proper document tagging approach (1.6); begin review of documents (.9).	2.10
02/28/11	DVO	Conferences with document review software vendor regarding software capabilities and limitations (.9); review of certain Butzel Long and FTI documents (2.4).	3.30
02/28/11	MCB	Email correspondence regarding review of documents and Relativity (.3); review documents (.7).	1.00
02/28/11	SAS	Prepare document production specifications for Xact relative to Butzel documents in preparation	2.50

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
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		for upcoming production to opposing counsel (.8); telephone conference with D. Bach re same and FTI document review (.4); correspond with vendor and team members relative to FTI review and set up of review batches (.5); analyze vendor work order for accuracy of project (.3); coordinate delivery of production disk (.3); correspond with technical support to set up of Relativity credentials for review (.2).	
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PROFESSIONAL SERVICES

140,247.00

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a professional corporation

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Suite 100 150 West Jefferson
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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Invoice No. 8494941

Account Number 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: MONTHLY FEE STATEMENTS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.10	hours at	\$750.00	\$75.00
Total For Shareholder	0.10			\$75.00
Associate				
Katie L. Cooperman	5.10	hours at	\$425.00	\$2,167.50
Total For Associate	5.10			\$2,167.50
Paralegal II				
Frederick Capria	3.90	hours at	\$270.00	\$1,053.00
Total For Paralegal II	3.90			\$1,053.00

Current Fees:	3,295.50
Less 50% Fee Adjustment:	(1,647.75)
Current Disbursements:	0.00
Total Current Invoice:	1,647.75
Total Balance Due:	\$1,647.75

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a professional corporation

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Detroit, Michigan 48226
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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 8, 2011

Account Number: 000141216-0010

Invoice No. 849494]

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2011

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/07/11	KLC	Revise January proformas (2.5); correspondence to Rast re: time entry (0.1); correspondence to Shattuck re: same (0.1); correspondence to Dukarski re: same (0.1).	2.80
02/10/11	KLC	Revise January invoices.	0.50
02/14/11	KLC	Draft January monthly fee statement.	1.30
02/15/11	FJC	Begin review of monthly statement to be submitted.	0.40
02/16/11	FJC	Continue review of monthly fee statement.	2.10
02/17/11	FJC	Continue checking figures on monthly fee statement.	1.10
02/18/11	FJC	Complete checking of figures on Monthly Fee Statement (.2); e-mail to K. Cooperman re results (.1).	0.30
02/24/11	BNS	Review monthly fee statement.	0.10
02/25/11	KLC	Revise January monthly statement; correspondence from MLC re: March and April protocol.	0.50

PROFESSIONAL SERVICES

3,295.50

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a professional corporation

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 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

April 7, 2011

Invoice No. 8497250

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011
RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.10	hours at	\$750.00	\$75.00
Total For Shareholder	0.10			\$75.00
Associate				
Katie L. Cooperman	0.60	hours at	\$425.00	\$255.00
Total For Associate	0.60			\$255.00

Disbursements	
Description	Total
Copies	\$62.40
Express Delivery Charges	\$180.91
Total Disbursements	\$243.31

Current Fees:	330.00
Current Disbursements:	243.31
Total Current Invoice:	573.31
Total Balance Due:	\$573.31

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 7, 2011

Account Number: 000141216-0005

Invoice No. 8497250

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/08/11	KLC	Correspondence from Wu (WGM) re: Fifth Interim Fee Applications; review same protocol.	0.10
03/14/11	BNS	Review draft of e-mail to C. Basler regarding budget.	0.10
03/14/11	KLC	Correspondence with Seidel re: MLC estimate; correspondence to C. Basler (Alix) re: same; draft April 2011 budget; correspondence with Seidel re: same; correspondence to C. Andres (GK) re: same.	0.50

PROFESSIONAL SERVICES

330.00

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UNSECURED CREDITORS COMMITTEE OF
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April 7, 2011

Invoice No. 8497251

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services	
Timekeeper	Total

Shareholder				
Eric Fisher	0.60	hours at	\$575.00	\$345.00
Barry N. Seidel	0.20	hours at	\$750.00	\$150.00
Total For Shareholder	0.80			\$495.00
Associate				
Katie L. Cooperman	0.60	hours at	\$425.00	\$255.00
Total For Associate	0.60			\$255.00

Current Fees:	750.00
Current Disbursements:	0.00
Total Current Invoice:	750.00
Total Balance Due:	\$750.00

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/23/11	E.F.	Meet with Cooperman regarding issue of ownership of Term Loan litigation proceeds (.3); call with Macksoud (KLNF) regarding same (.3).	0.60
03/23/11	KLC	Office conference with Fisher re: term loan proceeds (.3); call with Macksoud (KLNF) re: same (.3).	0.60
03/29/11	BNS	Review WF&G article regarding Roswell decision.	0.20
PROFESSIONAL SERVICES			750.00

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PROFESSIONAL SERVICES posted through March 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	24.00	hours at	\$575.00	\$13,800.00
Robert Sidorsky	1.80	hours at	\$625.00	\$1,125.00
Barry N. Seidel	8.80	hours at	\$750.00	\$6,600.00
Total For Shareholder	34.60			\$21,525.00
Associate				
Donald Orlandoni	27.90	hours at	\$275.00	\$7,672.50
David J. DeVine	24.90	hours at	\$300.00	\$7,470.00
Maria Caceres-Boneau	31.40	hours at	\$335.00	\$10,519.00
Katie L. Cooperman	109.80	hours at	\$425.00	\$46,665.00
Total For Associate	194.00			\$72,326.50
Paralegal				
Stephanie A. Shattuck	9.40	hours at	\$180.00	\$1,692.00
Total For Paralegal	9.40			\$1,692.00
Paralegal II				
Frederick Capria	1.60	hours at	\$270.00	\$432.00
Total For Paralegal II	1.60			\$432.00

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Disbursements	
Description	Total
Copies	\$249.60
Computer Research	\$2,877.55
Express Delivery Charges	\$64.47
Third Party Vendor-Copy Charges	\$8,614.64
Meal Expenses	\$40.00
Travel Expenses	\$100.00
Total Disbursements	\$11,946.26

Current Fees	\$5,975.50
Current Disbursements	\$11,946.26
Total Current Invoice	\$107,921.76
Total Balance Due	\$107,921.76

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/01/11	E.F.	Calls with Dumas regarding document production to Noteholders and Trustee (.3); e-mails with Orlandoni and Capria regarding FTI documents (.2); e-mail with Davidson (KS) regarding New GM subpoena (.1); review draft protective order (.4).	1.00
03/01/11	DVO	Coordination with review team regarding FTI Documents (.6); review of portion of FTI documents (5.9).	6.50
03/01/11	SAS	Coordinate with third party counsel relative to production specification requirements in preparation for upcoming production (.20); teleconference with P. Dumas relative to production documents to opposing counsel (.40); correspond with team and vendor relative to production format and production documents on Relativity (.50).	1.10
03/02/11	E.F.	E-mail to GT and Akin regarding revisions to Protective Order (.3); review plan amendments proposed by GMNSF noteholders (.4); call with Macksoud (KLNF) regarding same (.2); call with Seidel regarding same.	1.10
03/02/11	BNS	Review proposed revisions to GUC Trust (.3) and Plan regarding Nova Scotia noteholders claims (.4), draft e-mail to Karotkin (WGM) regarding proposed plan changes (.5); discuss with L. Macksoud (KLNF) (.2).	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/02/11	DJD	Analyze FTI documents to identify responsive non-privileged documents.	2.60
03/02/11	DVO	Further review of FTI documents in advance of production to Noteholders.	3.60
03/02/11	KLC	Review correspondence from Fisher re: protective order comments; correspondence with Seidel re: confirmation order revisions; review same revisions.	0.50
03/02/11	SAS	Analyze Concordance production load file to determine proper fields for production (.90); correspond with team members re same (.20); Create case file with all disks, notes, protocols and pleadings to same (.30).	1.40
03/03/11	E.F.	Review Confidential Order (.3); e-mails with Orlandoni and DeVine regarding document review (.3); review GMNSF trustee objection to plan (.4); meet with Seidel regarding same (.3).	1.30
03/03/11	BNS	Attend confirmation hearing (5.7); meet with Fisher re: same (.3).	6.00
03/03/11	DJD	Continue analysis of FTI documents to identify documents to be produced.	0.60
03/03/11	DVO	Further review of FTI documents in advance of production to Noteholders.	2.20
03/03/11	MCB	Review emails re: document review (0.2).	0.20
03/04/11	E.F.	Outline response to Noteholders and Trustee regarding discovery objections.	0.50

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PROFESSIONAL SERVICES posted through March 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/04/11	DVO	Continued review of FTI documents ahead of production to Noteholders.	2.20
03/07/11	E.F.	Meet with Cooperman regarding status of document review (.9); review letter to Noteholders and Trustee regarding interrogatories (.2); e-mail to Cooperman regarding same (.1); review portions of confirmation decision addressing GMNSF Trustee and Noteholders' objections to plan (.2).	1.40
03/07/11	KLC	Telephone call with Owl Creek re: Nova Scotia objection (0.2); review bowater pleadings re same (0.3); office conference with Fisher re: discovery strategy and document productions (0.9); draft letter re: verification requirement (0.9); revise same per comments from Fisher (0.2); review confirmation decision (1.4); correspondence with Fisher and Seidel re: same (0.2); revise document requests to Debtors (1.8); review Noteholders responses and objections (0.6); review same from GMNSF trustee (0.6); internal correspondence re: team meeting to discuss discovery (0.3).	7.40
03/08/11	RS	Office conference with K. Cooperman regarding standing issues.	0.30
03/08/11	E.F.	Review document requests to Old GM (.5) and meet with Cooperman regarding same (.3); review revisions to protective order (.3); review plan provisions (.4) and e-mails with Cooperman	1.70

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax ID. No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

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		regarding same (.2).	
03/08/11	DJD	Analyze materials received from M. Boneau in connection with subpoena to be issued to Department of Treasury (.4) and verify applicable regulations governing same (.4).	0.80
03/08/11	DVO	Participate in conference call with K. Cooperman, D. Devine and M. Boneau to coordinate ongoing document review and production.	0.30
03/08/11	KLC	Review documents produced by FTI (0.9); telephone call with Macksoud (KLNF) re: Plan issues re: Nova Scotia claims (0.3); correspondence re: same with Seidel (0.4); internal document review status call with Boneau, Orlandoni and Devine (0.3); research re: plan revisions to preserve standing (3.4); review Plan re: same (0.9); review Disclosure Statement re: same (1.7); telephone call with Karotkin (WGM) re: same (0.2); correspondence with Karotkin re: same (0.2); correspondence with Macksoud re: same (0.1); meet with Fisher re: requests to Debtors (0.3); revise STN standing stipulation (2.1); office conference with Sidorsky re: same (.3); correspondence with J. Santambrogio (FTI) re: discovery (0.1).	11.20
03/08/11	MCB	Call with review team (.3); review research re document requests (.4); send research to D. Devine and K. Cooperman (.1).	0.80

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03/09/11	E.F.	Draft letter to Chapman and Finger regarding discovery responses.	0.90
03/09/11	BNS	Review proposed additional plan language regarding standing for equitable subordination complaint (.3); and recommend revisions to amended language (.2).	0.50
03/09/11	KLC	Telephone call with Macksoud (KLNf) re: standing and Plan language (0.6); correspondence with Fisher and Seidel re: same (0.2); correspondence with M. Meises (WGM) re: same (0.1); correspondence to Fisher and Seidel re: STN stipulation rationale (0.3); telephone call with Shattuck re: discovery issues list (0.3); discuss same with Vendor (0.2).	1.70
03/09/11	SAS	Teleconference with K. Cooperman regarding Relativity formatting (.30).	0.30
03/10/11	E.F.	Meet with Cooperman regarding status of document production.	0.50
03/10/11	KLC	Correspondence with DENSO re: document production (0.2); discuss same with Vendor (Xact) (0.3); review same production (1.1); meet with Fisher re: same (.5); review FTI document production (2.4); correspondence with Shattuck re: same (0.2); discuss same with Shattuck (0.4); correspondence to team re: Kramer documents for review (0.2).	5.20
03/10/11	MCB	Review emails re: document review.	0.20

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03/10/11	SAS	Teleconference with Xact regarding Relativity database and standard set up (.80); teleconference with K. Cooperman regarding Relativity and team update (.40); analyze emails re same (.20).	1.40
03/11/11	E.F.	Draft memorandum to O'Donnell, Finger, Cross and others regarding open discovery issues and document discovery disputes (1.3); e-mails with Finger concerning same (.3); e-mail with Cooperman regarding FTI document production (0.2); review e-mails regarding open discovery issues (0.3); and protective order (0.2).	2.30
03/11/11	BNS	Review exchange of e-mails regarding discovery issues between E. Fisher and K. Finger.	0.50
03/11/11	KLC	Review documents to be produced re: FTI (0.3); telephone call with Shattuck and Vendor re: same (1.3); correspondence from Hoffman (Alix) re: production authorization (0.1); correspondence with Vendor re: Akin document upload (0.4); correspondence with Fisher re: same (0.2); review Kramer documents re: privilege (0.6); review correspondence re: open discovery issues (0.3); review correspondence re: protective order (0.2).	3.40
03/11/11	SAS	Weekly team call with K. Cooperman, D. Bach, and N. Reizen re status of productions and upcoming productions (1.3).	1.30
03/13/11	DVO	Coordinate in connection with document	0.20

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		production.	
03/13/11	KLC	Correspondence from Chapman (Akin) re: discovery issues; draft cover letter to Old GM re: document requests.	0.50
03/14/11	E.F.	E-mails with Cooperman regarding discovery requests to debtors (.2) and review of same (.5); meet with Cooperman regarding status of document production (.6).	1.30
03/14/11	DJD	Analyze materials received re: subpoena to Department of Treasury requesting documents (.3); review e-mails regarding Kramer Levin review of documents and privilege issues (.1).	0.40
03/14/11	DVO	Further review in connection with document production.	0.50
03/14/11	KLC	Office conference with Fisher re: motion to compel discovery (0.7); revise cover letter to Old GM (0.8); correspondence to WGM re: document requests to Old GM (0.1); internal correspondence with review team re: Kramer documents to produce (0.3); correspondence with Shattuck re: second production (0.2); meet with Fisher re: same (.6); research motion to compel discovery in SDNY (1.3); begin drafting letter to BJ Gerber re: discovery dispute (1.2).	5.10
03/14/11	MCB	Correspondence with K. Cooperman re: review of Kramer documents (.10); correspondence with D. Devine re: review of Kramer documents (.20); review emails re: review of Kramer	2.00

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		documents (.30); prepare for review of Kramer documents (.20); review Kramer documents (1.20).	
03/15/11	DJD	Analyze Kramer Levin documents for privilege issues (.7); analyze transcript of hearing on extension of claim deadline (.8).	1.50
03/15/11	DVO	Continued document review in support of production (2.4); conference call with K. Cooperman regarding research requirement (.1).	2.50
03/15/11	KLC	Review documents produced by Kramer re: confidentiality (4.7); discuss same with Macksoud (KLNf) (0.3); correspondence with Macksoud re: same (0.2); correspondence with Orlandoni, Devine and Boneau re: same (0.2); revise committee member discovery tracking chart (0.4); correspondence to Lis (Inteva) re: same (0.1); correspondence to and from UAW re: same (0.2); correspondence to O'Neal (Cleary) re: same (0.1); correspondence to Caplin and Drysdale re: same (0.1); telephone call with Orlandoni re: 2019 research (0.1); correspondence re: same with Fisher (0.3); meeting with Boneau re: review of GMNSF Trustee documents (0.5); correspondence with Chapman (Akin) re: same (0.1); revise discovery requests to Old GM (1.1); revise same cover letter (0.5).	8.90
03/15/11	MCB	Review batch of Kramer documents (0.20);	0.70

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		meeting with K. Cooperman re: review of Akin documents (0.50).	
03/15/11	SAS	Coordinate processing of specifications regarding the Akin documents in Relativity (.60); teleconference with D. Bach re same (.20).	0.80
03/16/11	E.F.	E-mail with Davidson (KS) regarding document production from New GM.	0.20
03/17/11	E.F.	Review documents to be produced from Denso and KL documents (.3); and meet with Cooperman regarding same (.3).	0.60
03/17/11	DJD	Research regarding subpoenas to Canadian government.	0.90
03/17/11	KLC	Correspondence with Xact re: upcoming document production (0.7); review same production (1.9); telephone call with Macksoud (KLNf) re: same (0.4); discuss same with Fisher (0.3); review revised plan re: Nova Scotia claims (0.7); correspondence to Fisher and Seidel re: same (0.2).	4.20
03/17/11	MCB	Review Akin documents.	0.30
03/18/11	E.F.	Review e-mails regarding protective order (0.3); e-mail with Cooperman regarding training call and redactions (0.2).	0.50
03/18/11	DJD	Review sample affidavit regarding subpoena to Treasury requesting documents.	0.70
03/18/11	KLC	Review correspondence re: protective order	2.50

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		(0.2); correspondence with Macksoud (KLNf) re: upcoming document production (0.3); correspondence with Xact re: same (0.3); discuss same with Xact (0.2); weekly call with Shattuck and Xact re: discovery tools relevant to Nova Scotia (0.5); correspondence with Orlandoni, Fisher and Boneau re: training call (0.2); correspondence with same re: redactions (0.2); correspondence with Shattuck re: production instructions (0.3); correspondence with Xact re: same (0.4).	
03/18/11	MCB	Respond to K. Cooperman's inquiry re: review of Kramer documents (0.10); review emails re: document review meeting on Monday (0.10).	0.20
03/18/11	SAS	Weekly teleconference with K. Cooperman, N. Reizen, and D. Bach relative to documents review and set up in Relativity and upcoming productions (.50); prepare vendor processing specifications relative to the third production of documents (Denso) (.70).	1.20
03/20/11	KLC	Continue drafting letter to BJ Gerber requesting pre-motion conference re: motion to compel documents from Noteholders and GMNSF Trustee (5.9); correspondence with Akin re: protective order (0.2).	6.10
03/20/11	MCB	Continue review of Akin documents.	0.80
03/21/11	E.F.	E-mails with Finger regarding discovery meeting (.2); review GMNS Trustee objections (.2); meet	0.70

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		with Cooperman regarding letter to Judge gerber (.3).	
03/21/11	DJD	Participate in training call with Xact discovery services (.5); review research materials provided by M. Boneau in connection with subpoena to be sent to Department of Treasury (1) and perform supplemental research of CFR and applicable procedural rules regarding same (1.0); update draft of subpoena (.4) and accompanying affidavit to be sent to K. Cooperman based on findings (1.8).	4.70
03/21/11	DVO	Telephonic training with document review software vendor (.5); legal research of certain discovery issues re: 2019 statement (3).	3.50
03/21/11	KLC	Draft (2.7) and revise (5.8) discovery dispute letter to BJ Gerber; internal training call with Xact, Boneau, Orlandoni and Devine (0.5); office conference with Fisher re: letter to BJ Gerber (0.3); correspondence from Devine re: discovery from Treasury (0.6); review GMNSF trustee discovery disputes (0.7); correspondence with Fisher re: same (0.2).	11.10
03/21/11	MCB	Conference call with review team and Relativity (0.50); emails re: review of documents produced by the GM-Nova Scotia Trustees (0.10); emails re: subpoena to US Treasury (0.20); review of documents produced by the GM Nova Scotia Trustee (5.6).	6.40

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03/22/11	DJD	Prepare for (.3) and participate in conference with K. Cooperman (.3) regarding venue issues for subpoena to be issued to Department of Treasury.	0.60
03/22/11	DVO	Researched discovery issue with respect to Bankruptcy Rule 2019.	0.90
03/22/11	KLC	Review affidavit for subpoena to Treasury (0.6); discuss same with Devine (0.3); discuss Akin production issues with Boneau (0.4).	1.30
03/22/11	MCB	Review emails from K. Cooperman re: subpoena (0.20); respond to emails from K. Cooperman re: same (0.10); review email from D. DeVine re: same (0.20); send memo re: subpoenaing the US Treasury to D. DeVine (0.10); review documents produced by the NS Trustee (5.0).	5.60
03/23/11	E.F.	Revise letter to Judge Gerber regarding discovery issues (1.8); confer with Cooperman regarding same (.8).	2.60
03/23/11	DVO	Further legal research of Bankruptcy Rule 2019 discovery issues.	3.30
03/23/11	KLC	Review (2.1) and analyze (0.9) Harbert decision in Calpine re: ULC oppression claims; office conference with Fisher re: letter concerning discovery disputes (0.8); revise subpoena to Treasury (0.6); telephone call to Macksoud (KLNf) re: Nova Scotia discovery (0.3); review Bowater brief re: section 502 (0.7); draft revised	8.20

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		inserts for letter re: discovery disputes (2.8).	
03/23/11	MCB	Review documents produced by the NS Trustee (4.5); email K. Cooperman re: review of documents produced by Akin (0.5).	5.00
03/24/11	E.F.	Meeting with Cooperman regarding discovery issues and Nova Scotia decision (.2); revise protective order (.3) and e-mails with Finger regarding same (.2).	0.70
03/24/11	DJD	Analyze annotations to FRCP 45 to determine District re: subpoena (.7); provide summary of findings to K. Cooperman via phone (.2) and email (.3); update affidavit to re: comments from K. Cooperman (.3).	1.50
03/24/11	DVO	Continued legal research of Rule 2019 discovery issues.	2.10
03/24/11	KLC	Correspondence with Fisher re: discovery dispute letter (0.3); meeting with Fisher re: discovery issues (.2); correspondence with Orlandoni re: 2019 portion of same letter (0.2); revise same letter (1.4); correspondence with Devine re: affidavit to Treasury (0.3); telephone call with Devine re: same (0.2); revise same affidavit (4.2).	6.80
03/24/11	MCB	Review email from D. DeVine re: subpoenaing the US Treasury (0.20); review case relevant to our position (2.30); review documents produced by the NS Trustee (2.20).	4.70
03/25/11	RS	Review Calpine motion papers regarding	1.50

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		oppression claim.	
03/25/11	DJD	Revise affidavit of K. Cooperman to be included with subpoena to Treasury re: CFR 1.11 (.7); perform supplemental research regarding process required to issue subpoena to Canadian government (1.0).	1.70
03/25/11	KLC	Correspond with Devine re: Treasury affidavit (0.5); review sources cited by Devine re: same (1.8); revise affidavit (0.8).	2.90
03/26/11	E.F.	Revise letter to Judge Gerber regarding discovery disputes.	0.90
03/27/11	E.F.	Revise letter to Judge Gerber concerning pre-motion conference on discovery issues with Noteholders and Trustee.	2.10
03/27/11	KLC	Correspondence with Fisher re: discovery letter; review and revise same letter.	0.50
03/27/11	MCB	Review documents produced by the GM Nova Scotia Trustee.	2.30
03/28/11	E.F.	Revise letter to Judge Gerber (.5), and meet with Cooperman regarding same (.3); e-mails with Finger and Chapman (GT and Akin) regarding status of various discovery issues (.4).	1.20
03/28/11	BNS	Review draft letter to BJ Gerber regarding discovery dispute and suggest revisions.	0.40
03/28/11	DJD	Revise subpoena to be issued to Department of Treasury (.4); perform supplemental research on	3.20

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		permissibility and method of serving subpoena on Canadian government (2.4); Revise affidavit of K. Cooperman in support of subpoena (.4).	
03/28/11	KLC	Office conference with Fisher re: discovery letter (0.3); revise pre-motion discovery letter to Court (5.0); correspondence with Fisher and Seidel re: same (0.2); telephone call with Retter (KDW) re: same (0.2); correspondence to Committee re: same (0.1); correspondence with Capria re: same (0.1); review correspondence from Devine re: Treasury affidavit (0.4); revise same affidavit (1.1).	7.40
03/28/11	MCB	Review NS Trustee documents.	1.70
03/28/11	FJC	Correspondence with K. Cooperman re cite-checking project (.1); cite-check draft letter brief (.8); office conference with Cooperman re citations (.1).	1.10
03/29/11	E.F.	Revise letter to Judge Gerber (.4); meet with Cooperman regarding same (.3); call with Cooperman, Akin and GT regarding discovery issues (.4); meet with Cooperman regarding same (.3); finalize protective order (.2) and e-mails regarding same (.1).	1.70
03/29/11	DJD	Revise form of subpoena to send to U.S. Dep't of Treasury (.8); perform research regarding proper court to issue subpoena re: APA (1.6); perform research regarding proper method of serving subpoena on federal government under Federal	3.90

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		rules (1.5).	
03/29/11	KLC	Finalize discovery letter (0.4); correspondence with Capria re: same filing (0.2); correspondence with Garabato (EPIQ) re: serving same (0.2); prepare for call with Akin and Greenberg re: discovery issues (0.5); participate with Fisher in same call (0.4); meet with Fisher re: same (.3); revise affidavit re: Treasury (2.1); discuss same with Devine (0.3).	4.40
03/29/11	MCB	Assist with work related to subpoenaing the US Treasury (0.40); review letter to Judge Gerber re: discovery disputes (0.30).	0.30
03/29/11	FJC	Prepare image of letter to Judge Gerber for electronic filing (.1); electronically file letter (.1).	0.20
03/29/11	SAS	Correspondence with K. Cooperman relative to opposing counsel production documents and issues with load file (.30); Teleconference with D. Bach of Xact re: same (.30); prepare correspondence to team re: same (.20).	0.70
03/30/11	E.F.	Review e-mails with Cooperman regarding status of production to Trustee.	0.20
03/30/11	DJD	Perform follow-up research to regarding proper methods of service of process for subpoena (.8), and draft memorandum summarizing findings to K. Cooperman (1.0).	1.80
03/30/11	DVO	Review emails re: document production.	0.10
03/30/11	KLC	Correspondence with Devine re: Treasury	3.30

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		affidavit and subpoena (0.3); review results of Devine research re: service requirements (1.7); perform research re: jurisdiction (1.3).	
03/30/11	FJC	Prepare image of Affidavit of Service of reply papers for electronic filing (.2); electronically file same (.1).	0.30
03/30/11	SAS	Teleconference with Tabby of Akin firm relative to load file issues and correction of same (.40); teleconference with D. Bach re same (.20).	0.60
03/31/11	E.F.	Call with Finger regarding discovery dispute (.3); meet with Cooperman regarding same (.3).	0.60
03/31/11	KLC	Revise subpoena to Treasury (1.3); revise Fisher affidavit re: same (3.4); draft cover letters to appropriate officials re: same (1.1); office conference with Fisher re: discovery (0.3); call with Fisher and Finger (GT) re: same (0.3); correspondence with Shattuck re: production files (0.1); correspondence with Cross (Akin) re: same (0.1); correspondence with Xact re: replacement file from Akin (0.3); correspondence from Chapman (Akin) re: discovery dispute (0.1); review same letter (0.2).	7.20
03/31/11	MCB	Correspondence with K. Cooperman to discuss review of documents (0.20).	0.20
03/31/11	SAS	Prepare processing specification for vendor relative to Greenberg production and addition to Relativity database for attorney analysis (.40); correspond with D. Bach re same (.20).	0.60

BUTZEL LONG
ATTORNEYS AND COUNSELORS

a professional corporation

Tax ID, No

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 7, 2011

Account Number 000141216-0007

Invoice No. 8497252

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

PROFESSIONAL SERVICES

95,975.50

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a professional corporation

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 7, 2011

Account Number 000141216-0010

Invoice No. 8497253

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2011

RE: MONTHLY FEE STATEMENTS

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	0.20	hours at \$750.00	\$150.00
Total For Shareholder	0.20		\$150.00

Associate			
Katie L. Cooperman	5.30	hours at \$425.00	\$2,252.50
Total For Associate	5.30		\$2,252.50

Current Fees:	2,402.50
Less 50% Fee Adjustment:	(1,201.25)
Current Disbursements:	0.00
Total Current Invoice:	1,201.25
Total Balance Due:	\$1,201.25

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Account Number: 000141216-0010

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PROFESSIONAL SERVICES posted through March 31, 2011

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/04/11	KLC	Revise February proformas.	2.50
03/08/11	KLC	Correspondence with accounting re: invoice revisions for monthly statement due to expedited schedule.	0.20
03/09/11	KLC	Further revisions to February invoices re: monthly fee statement.	0.40
03/10/11	KLC	Draft February monthly fee statement.	1.10
03/11/11	BNS	Review monthly statement for February 2011.	0.20
03/11/11	KLC	Revise February monthly statement.	0.80
03/16/11	KLC	Correspondence with Seidel re: Xact invoice; correspondence with C. Basler (Alix) re: same; correspondence with accounting re: same.	0.30
PROFESSIONAL SERVICES			2,402.50