

Hearing Date and Time: September 26, 2011 at 9:45 a.m. (Prevailing Eastern Time)
Objection Date and Time: September 16, 2011 (Extended by Stipulation)

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

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In re : Chapter 11
: :
MOTORS LIQUIDATION COMPANY *et al.*, : Case No. 09-50026 (REG)
f/k/a General Motors Corp. *et al.*, : (Jointly Administered)
: :
Debtors. : Honorable Robert E. Gerber
: :
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**STIPULATED STATEMENT ON
FIFTH AND FINAL FEE APPLICATION OF
KRAMER LEVIN NAFTALIS & FRANKEL LLP**

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

The Fee Examiner of General Motors Corporation (n/k/a Motors Liquidation Company), appointed on December 23, 2009 (the “**Fee Examiner**”), submits this *Stipulated Statement* in connection with the *Final Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, (I) for Final Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred During the Period from October 1, 2010 Through March 29, 2011 and (II) for Final Approval of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred During the Period June 1, 2009 Through and Including March 29, 2011* [Docket No. 10268] (the “**Final Fee Application**”). With this report, the Fee Examiner identifies \$17,880.15 in fees, from a total of \$3,023,392.75¹ requested for the periods from October 1, 2010 through January 31, 2011 and February 1, 2011 through March 29, 2011 (the “**Current Interim Periods**”), for disallowance. Furthermore, the Fee Examiner does not object, subject to the adjustments detailed below, to the payment of the requested compensation for the period from the firm’s retention on June 3, 2009 through March 29, 2011 (the “**Final Fee Period**”)—subject to further adjustment of unjustified or unjustifiable rate increases identified in the *Fee Examiner’s Limited Objection to Hourly Rate Increases* filed on August 5, 2011 [Docket No. 10660] (the “**Rate Increase Objection**”). The relevant Retained Professionals and the Fee Examiner have agreed that the Rate Increase Objection will not be heard on September 26. *See also Response of the United States Trustee Regarding Final Applications for Compensation and Reimbursement of Expenses* [Docket No. 10840] at 2.

¹ Kramer Levin failed to specify in its summary sheet the amount of its interim compensation request for the Current Interim Periods. The Fee Examiner has calculated this amount based on the invoices submitted.

SUMMARY STATEMENT

In general, the Final Fee Application appears substantively sound. It requests a total of \$3,023,392.75 in fees for the Current Interim Periods and \$11,319,144 in fees for the Final Fee Period. On September 4, 2011, the Fee Examiner sent Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) a draft of this report. The parties subsequently reached a consensual resolution on all of the remaining issues (other than the Rate Increase Objection). This table summarizes the amounts Kramer Levin has requested and the amounts allowed, to date, for these proceedings:

| Fee Application | Fees Requested | Interim Fees Disallowed | Interim Fees Approved or Recommended | Fees Held Back | Expenses Requested | Interim Expenses Disallowed or Recommended | Interim Expenses Allowed or Recommended |
|---|----------------|-------------------------|--------------------------------------|----------------|--------------------|--|---|
| First Fee Application (06/03/2009 to 09/30/2009) | \$4,593,910.50 | \$114,848.00 | \$4,479,062.50 | \$447,906.25 | \$85,047.77 | \$478.67 | \$84,569.10 |
| Second Fee Application (10/01/2009 to 01/31/2010) | \$1,148,977.75 | \$30,664.87 | \$1,118,312.88 | \$111,831.29 | \$31,103.29 | \$3,234.46 | \$27,868.83 |
| Third Fee Application (02/01/2010 to 05/31/2010) | \$644,939.25 | \$52,386.50 | \$592,552.75 | \$59,255.28 | \$7,592.26 | \$15.00 | \$7,577.26 |
| Fourth Fee Application (06/01/2010 to 09/30/2010) | \$1,910,485.75 | \$29,845.90 | \$1,880,639.85 | \$188,063.98 | \$36,695.51 | \$0.00 | \$36,695.51 |

| Fee Application | Fees Requested | Interim Fees Disallowed | Interim Fees Approved or Recommended | Fees Held Back | Expenses Requested | Interim Expenses Disallowed or Recommended | Interim Expenses Allowed or Recommended |
|--|------------------------|--------------------------|--------------------------------------|-----------------------|---------------------|--|---|
| Current Interim Periods (10/01/2010 to 03/29/2011) | \$3,023,392.75 | \$17,880.15 ² | \$3,005,512.60 ² | \$604,678.55 | \$51,635.10 | \$0.00 | \$51,635.10 |
| TOTALS: | \$11,321,706.00 | \$245,625.42 | \$11,076,080.58 | \$1,411,735.35 | \$212,073.93 | \$3,728.13 | \$208,345.80 |

Kramer Levin served as counsel to the Official Committee of Unsecured Creditors (the “UCC”). Throughout these proceedings, Kramer Levin submitted applications that improved incrementally in their consistency with the letter and spirit of the Bankruptcy Code, the U.S. Trustee Guidelines, and the decisions and rules of the Southern District of New York. When asked about entries or practices, it responded promptly.

The hearing on the Final Fee Application is now scheduled for October 21, 2011 in conjunction with the hearing on cross-motions for summary judgment and the motion to dismiss Adversary Proceeding No. 11-09406, *Official Committee of Unsecured Creditors of Motors Liquidation, et al. v. U.S. Department of the Treasury, Export Development Canada* (the “**Treasury Litigation**”). The U.S. Department of the Treasury (“**Treasury**”) has, in that adversary proceeding, reserved its right to object to the portion of Kramer Levin’s fee application seeking reimbursement for work performed in connection with litigation against Treasury.³ See Adversary Proceeding Docket No. 4, *Letter to the Honorable Robert E. Gerber filed by Thomas Moers Mayer on behalf of Official Committee of Unsecured Creditors of Motors Liquidation Company, et al.* entered 7/1/11. As a result, the Court has elected to hear the Final

² Proposed/pending.

³ Neither the U.S. Department of Treasury nor Kramer Levin has provided the Fee Examiner with an estimate of the amount at issue in their fee dispute.

Fee Application in conjunction with dispositive motions in the Treasury Litigation. *See* Adversary Proceeding Docket No. 5, *Endorsed Order* signed 7/7/11.

BACKGROUND

1. Commencing on June 1, 2009, General Motors Corp. and certain of its affiliates (“**Debtors**”) filed in this Court voluntary cases under chapter 11 of the Bankruptcy Code. On August 31, 2010, the Debtors filed a Joint Chapter 11 Plan and Disclosure Statement [Docket Nos. 6829 and 6830].⁴ The Court confirmed the Plan on March 29, 2011 [Docket No. 9941] with an effective date of March 31, 2011.

2. On November 16, 2009, Kramer Levin filed the *First Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from June 3, 2009 Through September 30, 2009* [Docket 4459] (“**First Fee Application**”), seeking fees and expenses in the amount of \$4,678,958.27. On December 29, 2009, Kramer Levin supplemented the First Fee Application by filing the detailed time entries supporting the application [Docket No. 4715].

3. On April 22, 2010, the Fee Examiner filed the *Fee Examiner’s Report and Statement of Limited Objection to the First Interim Fee Application of Kramer Levin Naftalis & Frankel LLP* (the “**First Limited Objection**”), identifying \$520,863.97 in fees and expenses that were objectionable [Docket No. 5555]. That report and statement is incorporated by reference. On April 27, 2010, Kramer Levin filed its response to the First Limited Objection [Docket No. 5629].

⁴ On December 7, 2010, the Debtors filed *Debtors’ Amended Joint Chapter 11 Plan* and a *Disclosure Statement for Debtors’ Amended Joint Chapter 11 Plan* [Docket Nos. 8014 and 8015].

4. On May 21, 2010, the Court entered an omnibus order approving a series of interim fee applications for the third interim fee period, including Kramer Levin. *Order Granting Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from June 1, 2009 Through September 20, 2009* [Docket No. 5834] (the “**First Omnibus Order**”). Through the First Omnibus Order, the Court approved Kramer Levin’s first interim fee application in the amount of \$4,479,062.50 in fees and \$84,569.10 in expenses and requiring a continued holdback of 10 percent of Kramer Levin’s requested fees.

5. On March 17, 2010, Kramer Levin filed the *Second Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from October 1, 2009 Through January 31, 2010* [Docket No. 5296] (“**Second Fee Application**”), seeking fees and expenses in the amount of \$1,181,142.06. On May 18, 2010, Kramer Levin supplemented and corrected its second fee application, reducing its fee and reimbursement request to \$1,180,081.04 through the *Supplement and Correction to the Second Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from October 1, 2009 Through January 31, 2010* [Docket No. 5790] (the “**Supplemental Second Fee Application**”).

6. On June 22, 2010, the Fee Examiner filed the *Fee Examiner’s Report and Statement of Limited Objection to the Second Interim Fee Application of Kramer Levin Naftalis & Frankel LLP* (the “**Second Limited Objection**”), identifying \$58,851.45 in fees and expenses

that were objectionable or subject to a voluntary reduction [Docket No. 6091]. That report and statement is incorporated by reference.

7. On July 22, 2010, the Court entered an omnibus order approving a series of interim fee applications, including the Second Fee Application. *Order Granting (I) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from October 1, 2009 Through January 31, 2010 and (II) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from June 1, 2009 Through September 30, 2009* [Docket No. 6402] (the “**Second Omnibus Order**”). Through the Second Omnibus Order, the Court approved Kramer Levin’s second interim fee application in the amount of \$1,118,312.88 in fees and \$27,868.83 in expenses, authorizing payment of \$1,006,481.59 in fees and \$27,868.83 in expenses and requiring a continued holdback of 10 percent of Kramer Levin’s requested fees.

8. On August 5, 2010, Kramer Levin filed the *Third Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from February 1, 2010 Through May 31, 2010* [Docket No. 6538] (“**Third Fee Application**”), seeking fees and expenses in the amount of \$652,531.51.

9. On September 17, 2010, the Fee Examiner filed the *Fee Examiner’s Report and Statement of Limited Objection to the Third Interim Fee Application of Kramer Levin Naftalis & Frankel LLP* (the “**Third Limited Objection**”), identifying \$52,401.50 in fees and expenses that were objectionable or subject to a voluntary reduction [Docket No. 6979]. That report and statement is incorporated by reference.

10. On November 24, 2010, the Court entered an omnibus order approving a series of interim fee applications, including the Third Fee Application. *Order Granting (I) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 Through May 31, 2010 and (II) The Application of LFR, Inc. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from October 1, 2009 Through January 31, 2010* [Docket No. 7910] (the “**Third Omnibus Order**”). Through the Third Omnibus Order, the Court approved Kramer Levin’s third interim fee application in the amount of \$592,552.75 in fees and \$7,577.26 in expenses, authorizing payment of \$533,297.47 in fees and \$7,577.26 in expenses, carving-out \$52,386.50⁵ in fees related to the fee process, and requiring a continued holdback of 10 percent of Kramer Levin’s requested fees.

11. On November 16, 2010, Kramer Levin filed the *Fourth Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from June 1, 2010 Through September 30, 2010* [Docket No. 7804] (“**Fourth Fee Application**”), seeking fees and expenses in the amount of \$1,947,181.26.

12. On December 8, 2010, the Fee Examiner filed the *Fee Examiner’s Report and Statement of Limited Objection to the Fourth Interim Fee Application of Kramer Levin Naftalis & Frankel LLP* (the “**Fourth Limited Objection**”), identifying \$32,555.75 in fees and expenses that were objectionable [Docket No. 8028]. That report and statement is incorporated by reference.

⁵ The Fee Examiner and Kramer Levin agreed to a global reduction of fees in a subsequent interim fee application that allowed the \$52,386.50 in carved out fees to be released.

13. On January 11, 2011, the Court entered the *Order Granting the Application of Kramer Levin Naftalis & Frankel LLP for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses from June 1, 2010 Through September 30, 2010* [Docket No. 8540] (the “**Fourth Order**”). Through the Fourth Order, the Court approved Kramer Levin’s fourth interim fee application in the amount of \$1,880,639.85 in fees and \$36,695.51 in expenses, authorizing payment of \$1,692,575.87 in fees and \$36,695.51 in expenses and requiring a continued holdback of 10 percent of Kramer Levin’s requested fees.

14. On May 16, 2011, Kramer Levin filed the Final Fee Application seeking fees in the amount of \$3,023,392.75 and expenses in the amount of \$51,635.10 for the Current Interim Periods and an aggregate of \$11,323,610 in fees and \$210,169.93 in expenses for the Final Fee Period.

15. On August 5, 2011, the Fee Examiner filed the Rate Increase Objection, making a limited objection to Kramer’s rate increases over the course of these proceedings. The relevant retained professionals, including Kramer, have agreed that the Rate Increase Objection will not be heard on September 26.

APPLICABLE STANDARDS

16. The Final Fee Application has been evaluated for compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389 (Bankr. S.D.N.Y. Nov. 25, 2009) (the “**Local Guidelines**”), the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. 330*, 28 C.F.R. Part 58, Appendix A (2010) (the “**UST Guidelines**”), the *Fee Examiner’s First Status Report and Advisory* [Docket No. 5002] (the “**First Advisory**”), and the *Fee Examiner’s Second Status Report and Advisory* [Docket

No. 5463] (the “**Second Advisory**”), as well as this Court’s Compensation Order—including the extent, if any, to which variation has been expressly permitted by order.

17. On May 4, 2011, the Fee Examiner sent a memorandum to all Retained Professionals that had filed interim applications summarizing the Court’s prior rulings on compensation issues and a second memorandum addressing the final fee application process of which this report is a concluding part.

18. On July 25, 2011, the Fee Examiner filed the *Final Fee Applications – Status Report* [Docket No. 10617] providing additional comments on the final fee review process.

19. In applying this Court’s rulings to the fee applications for the Current Interim Periods and, with respect to that period, the Final Fee Period, the Fee Examiner established a recommended “safe harbor” for fees related to Fee Examiner and U.S. Trustee inquiries and objections (“**Fee Inquiry Time**”).

A. The Fee Examiner does not object to the lesser of: either (i) the first \$10,000 of Fee Inquiry Time or (ii) Fee Inquiry Time calculated as 20 percent of the total compensation requested in the pending fee application, whichever is smaller.⁶

B. For professionals whose applications contain requests for compensation for “fees on fees” beyond the amount of this safe harbor, the Fee Examiner reviewed the time detail, all communications with the professional, the nature of the inquiry or deficiencies raised in the Fee Examiner’s or U.S. Trustee’s objection, the relative magnitude of the deficiencies in comparison to each other and to the professional’s overall fee request (past and present), and whether the professional “substantially prevailed” on each inquiry or deficiency the Fee Examiner or U.S. Trustee raised. On the

⁶ In other words, the safe harbor for Fee Inquiry Time spent in connection with any application where total compensation exceeds \$50,000 will be \$10,000. For any application where that compensation is less than \$50,000, the safe harbor will be 20 percent of the total compensation requested.

basis of this review, the Fee Examiner has calculated a suggested disallowance, ranging from zero to 50 percent for professionals requesting compensation for Fee Inquiry Time.

COMMENTS

Current Interim Periods

20. **Fee Inquiry Time.** Kramer Levin seeks compensation for \$37,886.00 for services related to the fee review and objection process (“Fee Inquiry Time”). Kramer Levin has included this time in the fully-compensable Fee Application task category. Pursuant to the Court’s November 23, 2010 Bench Decision [Docket No. 7896], Fee Inquiry Time is not compensable unless a professional “substantially prevails” in a dispute with the Fee Examiner.

21. The Court has not specifically determined whether Kramer Levin “substantially prevailed” in its previous disputes with the Fee Examiner, though the Court did determine in an oral ruling on December 15, 2010 that a different Retained Professional did not substantially prevail in similar matters.

22. Kramer contends that the \$10,000 safe harbor should apply not for each fee application (which may contain Fee Inquiry Time relating to more than one prior compensation period), but instead for each compensation period with respect to which Kramer negotiated with the Fee Examiner. The Fee Examiner does not object to that position.

23. As a result, the Fee Examiner requests, after a deduction of the \$20,000 safe harbor, a 40 percent disallowance of time spent communicating with the Fee Examiner.

Stipulated disallowance for Fee Inquiry Time: \$7,154.40.

24. **Time Detail Review.** Kramer Levin seeks compensation for 233.75 hours for services segregated in the “Monthly Fee Statements” matter. Kramer Levin has discounted the compensation request for these services by 50 percent, consistent with the Court’s July 6, 2010 ruling.

Suggested disallowance for unreduced time detail review: none.

25. **Paralegal Work Performed at Attorney Rates.** The Fee Examiner has identified significant work performed by a junior associate, charging \$455 per hour, which could and should have been performed by a paralegal. These tasks included daily docket monitoring, updating the UCC website, and monitoring claims-trading activity. As such, and consistent with the Court's April 29, 2010 oral ruling on the same issue [Docket No. 5699], the Fee Examiner recommends that the time entries enumerated on **Exhibit A** be reduced to a lower billing rate.

Stipulated disallowance for paraprofessional tasks performed at attorney rates: \$10,240.00.

26. **Hearing Attendance.** Kramer Levin seeks compensation for 11.5 hours by a junior associate to prepare for and attend the March 3, 2011 confirmation hearing, amounting to \$5,232.50 in fees. The Fee Examiner was unable to determine the timekeeper's role from the time detail or the fee application narrative. Kramer Levin has provided a satisfactory explanation for the associate's attendance at the confirmation hearing.

Suggested disallowance for hearing attendance: none.

27. **Treasury Dispute.** During the Current Interim Fee Periods, the UCC was engaged—and remains engaged—in a dispute with Treasury over the proceeds of an adversary proceeding against various secured lenders known as the "Term Loan Litigation." For purposes of seeking a negotiated resolution with Treasury, Kramer Levin incurred fees to provide Treasury with an estimate of its own fees incurred in connection with the dispute.

28. The Fee Examiner takes no position on the ultimate conclusion of the dispute between the UCC and Treasury or on the \$4,255.00 in time spent by the UCC's counsel calculating its own fees for purposes of negotiating with Treasury.

29. The UCC's dispute with Treasury, along with Treasury's possible objection to Kramer Levin's fees, may be resolved at the hearing on these matters now scheduled for October 21, 2011 in conjunction with the hearing on cross-motions for summary judgment and on Treasury's motion to dismiss the Treasury Litigation.

Suggested disallowance for Treasury fee dispute time: none.

30. **Travel Time**. The Fee Examiner has identified the travel time enumerated on Exhibit D, primarily spent by attorneys traveling to and from the Bankruptcy Court, that have not been billed at 50 percent pursuant to the local practice.

Stipulated disallowance for travel time: \$485.75 (50 percent).

Final Fee Period

31. **Project Staffing**. During the Final Fee Period, Kramer Levin provided services at an overall blended hourly rate of \$591.32 (including all non-attorneys).

32. **Asbestos Issues**. Asbestos matters have consumed a significant portion of the administrative expense budget in these cases, involving at least eight Retained Professionals. The diverse interests represented worked together to agree upon a discovery protocol (the *Asbestos Claimants' Committee Anonymity Protocol*), conducted valuations of their interests, evaluated opposing interests, and reached an agreement on valuation, *Stipulation and Order Fixing Asbestos Trust Claim and Resolving Debtors' Estimation Motion* [Docket No. 9214]. The Debtors' Joint Plan of Reorganization successfully established an Asbestos Trust to administer claims.

The process of discovery, valuation, validation, and settlement has been time consuming and, by its very nature, duplicative at times. However, the Fee Examiner has not identified unnecessary duplication reflected in Kramer Levin's application.

33. **Hourly Rate Increases.** The Fee Examiner’s auditor, Stuart Maue, calculated the value of Kramer Levin’s rate increases in these cases at \$417,026.00, or approximately 3.7 percent of its compensation request. Most of these rate increases are attributable to four associates who incurred three separate rate increases (September 2009, January 2010, and September 2010) before Kramer Levin elected to “freeze” rates at December 2010 levels, affecting the last three months of the 22-month long case. *See* Final Fee Application at ¶ 2. The Fee Examiner incorporates, by reference, the Rate Increase Objection.

34. The Fee Examiner and Kramer Levin have agreed, subject to the approval of the Court and subject to the right of any other interested party to object and/or be heard, that Kramer Levin may be provisionally paid all disputed amounts that are subject to the Rate Increase Objection, pending the resolution of that objection. Should the Fee Examiner ultimately prevail on the Rate Increase Objection—in whole or in part for any reason—Kramer Levin agrees to be subject to disgorgement of an amount not to exceed \$417,026.00. Any such disgorgement shall be made, pursuant to the Plan of Reorganization, to either the post-confirmation Debtors or the GUC Trust.

35. **Previous Reductions.** In his review of all prior fee applications, the Fee Examiner has identified block billing, vague time entries, billing that may not be in tenths of an hour and other specific areas of concern. The Fee Examiner has reviewed, again, the areas of concern highlighted in the First through Fourth Limited Objections in light of all the services provided by Kramer Levin in these cases and does not recommend any adjustment to the previously awarded fees.

Summary of Recommended Deductions
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| | |
|--|---------------------------------|
| Total Fees & Expenses Requested (Final Fee Period) | \$11,302,306.53 |
| Total Fees Requested | \$11,093,960.73 |
| Total Expenses Requested | \$208,345.80 |
| Total Fees & Expenses Requested (Current Interim Periods) | \$3,075,027.85 |
| Total Fees Billed | \$3,023,392.75 |
| Total Expenses Billed | \$51,635.10 |
| Analysis of Interim Period | |
| Fee Category | Recommended Disallowance |
| Exhibit A: Administrative/Paralegal | \$10,240.00 |
| Exhibit B: Fee Inquiry Time | \$7,154.40 |
| Exhibit C: Unreduced Travel | \$485.75 |
| Expense Category | |
| | \$0.00 |
| Fees and Expenses Total Recommended Disallowance | \$17,880.15 |

EXHIBIT A

(Administrative/Paralegal)

Exhibit A: Administrative/Paralegal
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter Number | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Hours Reduced | Amount Reduced (\$100/hr) |
|---------|---------------|------------------------------------|------------|------------------|----------|-------|------------|--|---------------|---------------------------|
| 1 | 068000-00032 | Motions | 10/5/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review Committee's motion to enforce the DIP Order. | 0.4 | \$40.00 |
| 2 | 068000-00032 | Motions | 10/6/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.2 | \$546.00 | Reviewing order re: Sizemore (.3) and various responses to Disclosure Statement approval motion (.4); NOL motion (.2); claims objection motions (.3) | 1.2 | \$120.00 |
| 3 | 068000-00001 | Case Administration | 10/7/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.2 | \$546.00 | Organizing GM case files | 1.2 | \$120.00 |
| 4 | 068000-00032 | Motions | 10/8/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.1 | \$500.50 | Review New GM Motion to enforce 363 order (.7); emails w/ J. Sharret and L. Macksoud re: same (.1); objections to plan and disclosure statement (.2); emails w/ L. Macksoud re: same (.1). | 1.1 | \$110.00 |
| 5 | 068000-00007 | Claims Administration & Objections | 10/18/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review email from E. Fisher re: Nova Scotia | 0.2 | \$20.00 |
| 6 | 068000-00032 | Motions | 10/28/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review L. Washington amendment motion. | 0.3 | \$30.00 |
| 7 | 068000-00009 | Creditor Communications | 10/28/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Updating Committee website re: recent claims trading (.3) | 0.2 | \$20.00 |
| 8 | 068000-00001 | Case Administration | 10/29/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Organizing case files | 0.5 | \$50.00 |
| 9 | 068000-00009 | Creditor Communications | 10/29/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Updating Committee website re: recent claims trading; email w/ creditor re same | 0.1 | \$10.00 |
| 10 | 068000-00009 | Creditor Communications | 11/1/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2.3 | \$1,046.50 | Creditor calls re: case update and distributions to bondholders (.3), objections to plan and disclosure statement (.5), asbestos discovery (.7), call with D. Blabey re: same (.2), review notice documents re same (.4). Review recently filed 3001-Es to update the Committee website. | 0.2 | \$20.00 |

Exhibit A: Administrative/Paralegal
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter Number | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Hours Reduced | Amount Reduced (\$100/hr) |
|---------|---------------|------------------------------------|------------|------------------|----------|-------|----------|--|---------------|---------------------------|
| 11 | 068000-00032 | Motions | 11/2/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.7 | \$773.50 | Review Delphi objection to New GM motion (.8), F. Powers motion (.1), order re New GM (.1), Weber Stip (.2) and S. Barrow lift stay motion (.5). | 0.5 | \$50.00 |
| 12 | 068000-00009 | Creditor Communications | 11/8/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.1 | \$45.50 | Review recent claims trading for updating website | 0.1 | \$10.00 |
| 13 | 068000-00032 | Motions | 11/12/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review Ramp Chevy objection to New GM Motion to Enforce 363 Sale | 0.4 | \$40.00 |
| 14 | 068000-00007 | Claims Administration & Objections | 11/16/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review Butzel Long Nova Scotia update | 0.2 | \$20.00 |
| 15 | 068000-00007 | Claims Administration & Objections | 11/18/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review Butzel Long summary re partial settlement re Nova Scotia | 0.2 | \$20.00 |
| 16 | 068000-00009 | Creditor Communications | 11/18/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.6 | \$728.00 | Creditor calls re bond status, disbursements and IPO (1.2); emails w/ J. Sharret re same (.2). Review recent claims trading for purposes of updating committee website; emails w/ J. Sharret re same; | 0.4 | \$40.00 |
| 17 | 068000-00007 | Claims Administration & Objections | 11/19/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.4 | \$637.00 | Review FTI claims update report and update report on Q3 results; Review Nova Scotia motion to disallow claims; | 1.4 | \$140.00 |
| 18 | 068000-00032 | Motions | 11/19/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Reviewing court orders re Stasko and Sizemore appeals (.4); reviewing background documents re same (.4). | 0.2 | \$20.00 |
| 19 | 068000-00007 | Claims Administration & Objections | 11/22/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Review J. Santambrogio, J. Sharret and L. Macksoud emails re Dale Earnhardt settlement (.2); review related materials re same (.3). | 0.5 | \$50.00 |
| 20 | 068000-00009 | Creditor Communications | 11/22/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.5 | \$682.50 | Emails w/ J. Sharret and L. Macksoud re claims trading; updating website re same. Emails w/ T. Mayer, L. Macksoud and J. Sharret re news reporter's requests; Creditor calls re case update, status of bonds; | 1.5 | \$150.00 |

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| Row No. | Matter Number | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Hours Reduced | Amount Reduced (\$100/hr) |
|---------|---------------|------------------------------------|------------|------------------|----------|-------|----------|--|---------------|---------------------------|
| 21 | 068000-00007 | Claims Administration & Objections | 11/24/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.9 | \$409.50 | Review Toyota and NUMMI complaints, NUMMI stipulation (.5); email R. Chaikin re same (.1); emails w/ R. Schmidt, J. Sharret and L. Macksoud re same (.3) | 0.9 | \$90.00 |
| 22 | 068000-00007 | Claims Administration & Objections | 11/29/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Emails w/ R. Schmidt and R. Chaikin re NUMMI | 0.3 | \$30.00 |
| 23 | 068000-00009 | Creditor Communications | 11/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.5 | \$682.50 | Reviewing recent claims trading (.2), updating website re same (.1), creditor calls re preferred notes, bonds and case update (1.1), email w/ creditor re same (.1). | 0.3 | \$30.00 |
| 24 | 068000-00032 | Motions | 11/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.8 | \$819.00 | Review various liftstay stipulations (Morway, Barrow, Wood, Pace). | 1.8 | \$180.00 |
| 25 | 068000-00007 | Claims Administration & Objections | 12/3/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review J. Santambrogio emails re ADR and creditor claims data | 0.4 | \$40.00 |
| 26 | 068000-00016 | Hearings | 12/3/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Reivew T. Mayer emails re 12/3 hearing. | 0.4 | \$40.00 |
| 27 | 068000-00007 | Claims Administration & Objections | 12/6/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Review admin bar date motion (.7); Reviewing order re IUE claims sale (.1); | 0.8 | \$80.00 |
| 28 | 068000-00009 | Creditor Communications | 12/7/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review recent claims trading (.2); update website re same (.1) | 0.3 | \$30.00 |
| 29 | 068000-00016 | Hearings | 12/7/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Prepare for disclosure statement hearing | 0.5 | \$50.00 |
| 30 | 068000-00032 | Motions | 12/13/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.4 | \$637.00 | Reviewing M-Tech order (.2), New GM Nova Scotia response (.3), New GM motion re Leson Chevrolet (.4); drafting summaries re same (.3); emails L. Macksoud re same (.2) | 1.4 | \$140.00 |
| 31 | 068000-00007 | Claims Administration & Objections | 12/14/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.6 | \$728.00 | Reviewing filed Nova Scotia pleadings (1.0); emails L. Macksoud re same (.2); review admin expense claim order (.1); review structured settlement documents (.3) | 1.6 | \$160.00 |

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|----------------|----------------------|------------------------------------|-------------|-------------------|-------------|--------------|-------------|--|----------------------|----------------------------------|
| 32 | 068000-00015 | Environmental Issues | 12/14/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.2 | \$546.00 | Review various filed USA environmental settlement documents | 1.2 | \$120.00 |
| 33 | 068000-00016 | Hearings | 12/14/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$227.50 | Emails w/ R. Schmidt re 12/7 hearing | 0.4 | \$40.00 |
| 34 | 068000-0016 | Hearings | 12/15/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Prepare for 12-15 hearing re IUE motion/Nova Scotia | 0.2 | \$20.00 |
| 35 | 068000-00007 | Claims Administration & Objections | 12/20/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.9 | \$409.50 | Brief review of filed claims objections (.7); emails L. Macksoud re same (.2) | 0.9 | \$90.00 |
| 36 | 068000-00016 | Hearings | 12/20/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.1 | \$45.50 | Review Bermudez notice of adjournment; email L. Macksoud re same | 0.1 | \$10.00 |
| 37 | 068000-00009 | Creditor Communications | 12/21/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review recent claims trading for website update | 0.2 | \$20.00 |
| 38 | 068000-00032 | Motions | 12/22/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.0 | \$455.00 | Review New GM/UAW pleadings | 1.0 | \$100.00 |
| 39 | 068000-00002 | General Adversary Proceedings | 12/23/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review pro se notice of appeal and related pleading (.2); emails w/ L. Macksoud re same (.1) | 0.3 | \$30.00 |
| 40 | 068000-00007 | Claims Administration & Objections | 12/24/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review FTI claims update report | 0.4 | \$40.00 |
| 41 | 068000-00007 | Claims Administration & Objections | 12/27/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.8 | \$819.00 | Review recent objections to individual and class claims | 1.8 | \$180.00 |
| 42 | 068000-00007 | Claims Administration & Objections | 12/28/2010 | FRIEDMAN, JOSHUA | \$455.00 | 3.2 | \$1,456.00 | Review reply to Deutsche Bank motion (.6); email L. Macksoud re same (.1); review Debtors NUMMI pleading (.8); email L. Macksoud re same (.1); review recent claims objection motions; | 3.2 | \$320.00 |
| 43 | 068000-00007 | Claims Administration & Objections | 12/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Review recent claims objection motions, including Northrop Grumman objection | 1.3 | \$130.00 |

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|---------|---------------|------------------------------------|------------|------------------|----------|-------|------------|---|---------------|---------------------------|
| 44 | 068000-00009 | Creditor Communications | 12/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.6 | \$728.00 | Review recent claims trading for website update (.2); creditor communications re case status (1.4); | 0.2 | \$20.00 |
| 45 | 068000-00016 | Hearings | 12/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review notice of adjournment re liftstay | 0.2 | \$20.00 |
| 46 | 068000-00007 | Claims Administration & Objections | 1/3/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Review late filed claims motion (.6); email L. Macksoud re same (.2) | 0.8 | \$80.00 |
| 47 | 068000-00032 | Motions | 1/3/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.0 | \$455.00 | Review Shostack motion and related order (.3), New GM letter (.2), Order re IUE motion (.2), Order re CMO (.2); email L. Macksoud re same (.1) | 1.0 | \$100.00 |
| 48 | 068000-00007 | Claims Administration & Objections | 1/5/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Review Beverly Smith claims objection motion; emails L. Macksoud re same | 0.5 | \$50.00 |
| 49 | 068000-00032 | Motions | 1/5/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.7 | \$318.50 | Review Judge Gerber order re Beverley Deutsch and 363 sale enforcement (.4); review draft stipulation re asbestos (.3) | 0.7 | \$70.00 |
| 50 | 068000-0016 | Hearings | 1/6/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Prepare for 1-11 hearing; email w/ Weil re same | 0.4 | \$40.00 |
| 51 | 068000-00032 | Motions | 1/6/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review Tracy Wood stay order | 0.2 | \$20.00 |
| 52 | 068000-00007 | Claims Administration & Objections | 1/7/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Review L. Macksoud email and memo re Deutsche Bank | 0.5 | \$50.00 |
| 53 | 068000-00009 | Creditor Communications | 1/7/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2.5 | \$1,137.50 | Reviewing recent claims trading and updating website re same (.4); email J. Sharret re same (.1); emails w/ creditors re distributions and warrants (.4); creditor calls and review of related materials re retirees, attorney fees, bonds, New GM stock and warrants (1.6) | 0.5 | \$50.00 |
| 54 | 068000-00032 | Motions | 1/8/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Brief review of Debtors motion to reject Utility Services | 0.3 | \$30.00 |

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|---------|---------------|---|-----------|------------------|----------|-------|------------|---|---------------|---------------------------|
| 55 | 068000-00004 | Insurance and Other Business Operations | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review essential vendor letter; emails L. Macksoud re same | 0.2 | \$20.00 |
| 56 | 068000-00007 | Claims Administration & Objections | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.7 | \$318.50 | Review Nova Scotia discovery documents | 0.7 | \$70.00 |
| 57 | 068000-00009 | Creditor Communications | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.5 | \$682.50 | Review recent claims trading (.3); emails R. Schmidt and L. Macksoud re same (.2); updating website re same (.2); t/c and emails w/ creditors re case status and distributions (.8) | 0.7 | \$70.00 |
| 58 | 068000-00016 | Hearings | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Preparing for 1-11 hearing | 1.3 | \$130.00 |
| 59 | 068000-00032 | Motions | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.8 | \$819.00 | Review recently filed pleadings, including various 3018 motions re Nova Scotia (.7); Debtors' operating report (.6); Fee Examiner's report re Brownfield (.2); Debtors opposition to Shostack (.3). | 1.8 | \$180.00 |
| 60 | 068000-00007 | Claims Administration & Objections | 1/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | Review K. Cooperman emails re noteholders' discovery (.6) | 0.6 | \$60.00 |
| 61 | 068000-00007 | Claims Administration & Objections | 1/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review H. Baer, L. Macksoud emails and pleadings re D. Shostack (.4); | 0.4 | \$40.00 |
| 62 | 068000-00016 | Hearings | 1/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review L. Macksoud summary re 1-11 hearing and related materials | 0.3 | \$30.00 |
| 63 | 068000-00032 | Motions | 1/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.6 | \$1,183.00 | Draft summaries re utility rejection motion and Nova Scotia 3018 motions (2.3); email L. Macksoud re same (.3) | 2.6 | \$260.00 |
| 64 | 068000-00001 | Case Administration | 1/12/2011 | FRIEDMAN, JOSHUA | \$455.00 | 3.7 | \$1,683.50 | Organizing case files | 3.7 | \$370.00 |

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|---------|---------------|------------------------------------|-----------|------------------|----------|-------|------------|--|---------------|---------------------------|
| 65 | 068000-00032 | Motions | 1/13/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.9 | \$409.50 | Review Fiat objection withdrawal (.1); email L. Macksoud re same (.1); review objection to 110th omnibus claims objection (.4); draft summary and email L. Macksoud re same (.2); review order re fee examiner stipulation (.1). | 0.9 | \$90.00 |
| 66 | 068000-00007 | Claims Administration & Objections | 1/18/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.7 | \$318.50 | Review and summarize Deutsche Bank stipulation (.4); email L. Macksoud re same (.1); review New GM scheduling stip (.2). | 0.7 | \$70.00 |
| 67 | 068000-00007 | Claims Administration & Objections | 1/21/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.1 | \$45.50 | Review B. Seidel email re Nova Scotia | 0.1 | \$10.00 |
| 68 | 068000-00002 | General Adversary Proceedings | 1/21/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.7 | \$318.50 | Emails to L. Macksoud re NUMMI. | 0.7 | \$70.00 |
| 69 | 068000-00016 | Hearings | 1/24/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | T/cs and emails w/ Weil re upcoming 2/3/11 hearing (.3); review draft agenda re same (.2); emails L. Macksoud re same (.1) | 0.6 | \$60.00 |
| 70 | 068000-00002 | General Adversary Proceedings | 1/24/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.7 | \$318.50 | Emails w/ R. Schmidt and L. Macksoud re term loan litigation | 0.7 | \$70.00 |
| 71 | 068000-00007 | Claims Administration & Objections | 1/27/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Review FTI claims update report (.8); | 0.8 | \$80.00 |
| 72 | 068000-00009 | Creditor Communications | 1/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Updating creditors call log | 0.5 | \$50.00 |
| 73 | 068000-00009 | Creditor Communications | 1/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.9 | \$1,319.50 | Creditor calls and emails re solicitation packages, plan information and balloting (2.5); update creditor log re same (.4) | 0.4 | \$40.00 |
| 74 | 068000-00002 | General Adversary Proceedings | 1/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review Toyota filing re NUMMI. | 0.2 | \$20.00 |

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|---------|---------------|------------------------------------|-----------|------------------|----------|-------|------------|---|---------------|---------------------------|
| 75 | 068000-00007 | Claims Administration & Objections | 1/31/2011 | FRIEDMAN, JOSHUA | \$455.00 | 3.6 | \$1,638.00 | Review K. Cooperman emails re Nova Scotia (.4); email L. Macksoud re same (.1); review Nova Scotia Trustee reply re 3018 (.2); draft summary re same (.3); review Debtors reply re Saturn class claims (.8); draft summary re same (.5); review DTE objection (.6); draft summary re same (.4); review P. Meyer claims objection (.3) | 3.6 | \$360.00 |
| 76 | 068000-00009 | Creditor Communications | 1/31/2011 | FRIEDMAN, JOSHUA | \$455.00 | 6.2 | \$2,821.00 | Creditor calls re case status, bonds, distributions, common and preferred shares in Old GM, New GM warrants (3.7); emails L. Macksoud re same (.2) review related materials re same (1.8); review recent claims trading and update website re same (.5) | 0.5 | \$50.00 |
| 77 | 068000-00002 | General Adversary Proceedings | 2/1/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Review NUMMI pleadings | 0.8 | \$80.00 |
| 78 | 068000-00016 | Hearings | 2/1/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Prepare for 2-3 hearing | 0.8 | \$80.00 |
| 79 | 068000-00009 | Creditor Communications | 2/4/2011 | FRIEDMAN, JOSHUA | \$455.00 | 3.0 | \$1,365.00 | Emails w/creditors re balloting and distributions (1.3); emails w/ Weil re same (.4); review related materials (.7); updating FAQ section of committee website (.6) | 0.6 | \$60.00 |
| 80 | 068000-00032 | Motions | 2/4/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Emails w/ L. Macksoud re recently filed motions | 0.2 | \$20.00 |
| 81 | 068000-00032 | Motions | 2/6/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | Review Debtors' objection to S. Stasko and S. Carter proofs of claim. | 0.6 | \$60.00 |
| 82 | 068000-00009 | Creditor Communications | 2/4/2011 | FRIEDMAN, JOSHUA | \$455.00 | 4.2 | \$1,911.00 | Updating creditor call log (.8) ; return creditor calls and emails re balloting, case status, distributions, committee support letter (1.9); updating FAQ section of website (.7) ; reviewing related materials re same (.8). | 1.5 | \$150.00 |
| 83 | 068000-00032 | Motions | 2/7/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.2 | \$546.00 | Review JPMorgan's objection to plan confirmation (.4); draft summary re same (.5); emails R. Schmidt re same (.3). | 1.2 | \$120.00 |

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|---------|---------------|------------------------------------|-----------|------------------|----------|-------|------------|--|---------------|---------------------------|
| 84 | 068000-00002 | General Adversary Proceedings | 2/8/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Review Debtors reply re NUMMI (.9); emails L. Macksoud re same (.4) | 1.3 | \$130.00 |
| 85 | 068000-00016 | Hearings | 2/8/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.2 | \$1,001.00 | Prepare for 2-9 and 2-10 hearings (2.1); o/m R. Chaikin re same (.1) | 2.2 | \$220.00 |
| 86 | 068000-00007 | Claims Administration & Objections | 2/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review Debtors' monthly operating report. | 0.4 | \$40.00 |
| 87 | 068000-00032 | Motions | 2/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | Review Spencer, Kidwell and Carter motions. | 0.6 | \$60.00 |
| 88 | 068000-0016 | Hearings | 2/16/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Create motion summaries chart re 3-1 hearing. | 0.5 | \$50.00 |
| 89 | 068000-00032 | Motions | 2/17/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.8 | \$364.00 | Emails w/ L. Macksoud re Debtors' motions to allow (.2); review (.3) and draft summaries (.3) re Stanley Stasko claim, TPC Lenders stipulation | 0.8 | \$80.00 |
| 90 | 068000-00007 | Claims Administration & Objections | 2/23/2011 | FRIEDMAN, JOSHUA | \$455.00 | 5.5 | \$2,502.50 | Review various omnibus claims objections (.5) and Debtors objection to NUMMI admin expense claim (.6); emails FTI and R. Chaikin re same (.2); review documents re Nova Scotia discovery (4.2) | 1.3 | \$130.00 |
| 91 | 068000-00009 | Creditor Communications | 2/23/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.8 | \$819.00 | Updating GM website (.7); emails and t/cs Epiq and L. Macksoud (.3) re same; Emails to creditors re case status and voting/distribution status (.8). | 0.7 | \$70.00 |
| 92 | 068000-00032 | Motions | 2/23/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Review Judge Gerber 2019 order re Brown Rudnick Nova Scotia Noteholders | 0.2 | \$20.00 |
| 93 | 068000-00007 | Claims Administration & Objections | 2/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 4.9 | \$2,229.50 | Review documents re Nova Scotia discovery (3.6); review (.7) and summarize (.6) Debtors' objection to Mealer admin expense claim. | 1.3 | \$130.00 |
| 94 | 068000-0016 | Hearings | 2/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Prepare for 3-1 hearings (.6); revise motion summaries chart for 3-1 hearing (.7) | 1.3 | \$130.00 |
| 95 | 068000-00032 | Motions | 3/1/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Revising 3/3 motion summaries chart | 0.3 | \$30.00 |

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|---------|---------------|---|-----------|------------------|----------|-------|------------|--|---------------|---------------------------|
| 96 | 068000-00006 | DIP Financing/Cash Collateral | 3/2/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review DIP Credit Agreement and related pleadings | 0.4 | \$40.00 |
| 97 | 068000-0016 | Hearings | 3/2/2011 | FRIEDMAN, JOSHUA | \$455.00 | 8.2 | \$3,731.00 | Prepare for confirmation hearing (6.7); multiple o/ms re same w/ L. Macksoud and R. Chaikin (1.5). | 8.2 | \$820.00 |
| 98 | 068000-00001 | Case Administration | 3/3/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.6 | \$728.00 | Organizing case files. | 1.6 | \$160.00 |
| 99 | 068000-00009 | Creditor Communications | 3/8/2011 | FRIEDMAN, JOSHUA | \$455.00 | 4.3 | \$1,956.50 | Review recent claims trading (.4); updating website re same (.4); t/cs and emails w/ creditors re confirmation hearing, plan, distributions, claims status, bonds (3.5). | 0.8 | \$80.00 |
| 100 | 068000-00032 | Motions | 3/8/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review Brown Rudnick 2019; email L. Macksoud re same. | 0.3 | \$30.00 |
| 101 | 068000-00004 | Insurance and Other Business Operations | 3/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.1 | \$45.50 | Review email from E. Wu re essential vendor letters | 0.1 | \$10.00 |
| 102 | 068000-00015 | Environmental Issues | 3/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.4 | \$637.00 | Review recent environmental filings, including re Valleycrest site (1.2); emails C. Warren re same (.2). | 1.4 | \$140.00 |
| 103 | 068000-00032 | Motions | 3/11/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Review Debtors' monthly operating report | 0.5 | \$50.00 |
| 104 | 068000-00032 | Motions | 3/14/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.0 | \$910.00 | Review January monthly operating report (.2); settlement of California environmental claim (.8) and Anderson class settlement motion (1.0). | 2.0 | \$200.00 |
| 105 | 068000-00009 | Creditor Communications | 3/17/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.3 | \$1,046.50 | Updating creditor log (.3); t/cs with creditors re case status and distributions (.6); review related materials (1.1); updating committee voicemail (.3). | 0.6 | \$60.00 |
| 106 | 068000-00016 | Hearings | 3/18/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | Updating motion summaries chart for 3-29 hearing | 0.6 | \$60.00 |
| 107 | 068000-00016 | Hearings | 3/21/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Revise motion summaries chart for 3/29 hearing | 0.2 | \$20.00 |

Exhibit A: Administrative/Paralegal
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter Number | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Hours Reduced | Amount Reduced (\$100/hr) |
|---------|---------------|------------------------------------|-----------|------------------|----------|-------|------------|---|---------------|---------------------------|
| 108 | 068000-00007 | Claims Administration & Objections | 3/21/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Review Toyota stipulation (.1); draft summary re same (.3); email L. Macksoud re same (.2); review related materials (.7). | 1.3 | \$130.00 |
| 109 | 068000-00009 | Creditor Communications | 3/21/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.2 | \$1,001.00 | Update creditor call log (.2); creditor calls with creditors re claims status, distributions, outcome of confirmation hearing (1.1); review related materials (.5); revise FAQ section of committee website (.4). | 0.6 | \$60.00 |
| 110 | 068000-00016 | Hearings | 3/22/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Updating motion summaries chart for March 29 hearing | 0.4 | \$40.00 |
| 111 | 068000-00015 | Environmental Issues | 3/22/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.4 | \$637.00 | Reviewing recent environmental pleadings (1.3); email C. Warren re same (.1) | 1.4 | \$140.00 |
| 112 | 068000-00032 | Motions | 3/23/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.7 | \$1,228.50 | Revising motion summaries chart for 3/29 hearing (1.1); emails L. Macksoud and R. Schmidt re same (.3); review Smalley summary judgment motion (.3) and Yosemite PRP stipulation (.8); emails L. Macksoud and C. Warren re same (.2). | 2.7 | \$270.00 |
| 113 | 068000-00016 | Hearings | 3/25/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Review filed agenda for 3/29 hearing (.1); emails and o/ms L. Macksoud and R. Chaikin re same (.4) | 0.5 | \$50.00 |
| 114 | 068000-00032 | Motions | 3/25/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.3 | \$591.50 | Review recently filed pleadings: letters from Leilah Johnson and Hugo Anderson (.3); NYS letter re confirmation order (.2); John Mealer supplemental filing (.8) | 1.3 | \$130.00 |
| 115 | 068000-00009 | Creditor Communications | 3/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 3.0 | \$1,365.00 | Updating creditor call log (.4); t/cs and email w/ creditors re case status, distributions, claims trading, bonds (2.3); review related materials (.3). | 0.4 | \$40.00 |
| 116 | 068000-00007 | Claims Administration & Objections | 3/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | | Review letter to Judge Gerber re Nova Scotia | 0.2 | \$20.00 |
| 117 | 068000-00016 | Hearings | 3/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.5 | \$682.50 | Emails w/ A. Phillips and R. Chaikin re March 29 hearing (.4); prep re same (1.1). | 1.5 | \$150.00 |

Exhibit A: Administrative/Paralegal
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter Number | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Hours Reduced | Amount Reduced (\$100/hr) |
|-------------------------|----------------------|--------------------|-------------|---------------------|-------------|--------------|-------------|--|----------------------|----------------------------------|
| 118 | 068000-00032 | Motions | 3/28/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.0 | \$455.00 | Review US support statement,, Shostack sur-reply, Sentry motion to reconsider | 1.0 | \$100.00 |
| Total Reduction: | | | | | | | | | | \$10,240.00 |

EXHIBIT B

(Fee Inquiry Time)

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|---------------------|----------|-------|----------|---|
| 1 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/5/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Reviewing fee examiner's report on Bates White's fee application. |
| 2 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/5/2010 | SCHMIDT, ROBERT T. | 775 | 0.4 | 310 | Review fee auditor report; o/c J. Sharret re same. |
| 3 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/5/2010 | SHARRET, JENNIFER | 550 | 0.2 | 110 | Reviewing fee examiner correspondence to Bates White and email to R. Grinberg re: same |
| 4 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/12/2010 | SHARRET, JENNIFER | 550 | 0.4 | 220 | T/c with fee examiner and R. Grinberg re: Bates White fee app; reviewing emails w/R. Grinberg re same. |
| 5 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/19/2010 | SCHMIDT, ROBERT T. | 775 | 0.9 | 697.5 | Review fee auditor objections to fee applications (.2); edit KL response to same (.5); conf. J. Sharret re monthly budget (.2). |
| 6 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/19/2010 | SHARRET, JENNIFER | 550 | 1.1 | 605 | Revising response to the Fee Examiner (.4); c/f with R. Schmidt re: monthly budget and email to R. Chaikin re: same (.2); reviewing objections filed by fee examiner and email w/R. Grinberg, FTI and Butzel Long re same (.5). |
| 7 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/20/2010 | SHARRET, JENNIFER | 550 | 0.6 | 330 | Reviewing revised response to the Fee Examiner and c/f w/R. Chaikin re same (.5); conf. w/R. Schmidt re same (.1). |
| 8 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/20/2010 | SCHMIDT, ROBERT T. | 775 | 0.7 | 542.5 | Review and edit response to Fee Auditor (.6); o/cs J. Sharret re same (.1). |
| 9 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/20/2010 | CHAIKIN, REBECCA B. | 275 | 0.5 | 137.5 | Edits to fee examiner response and conf. J. Sharret re same. |
| 10 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/21/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2 | \$910.00 | Revising fee examiner response (1.7); emails w/ J. Sharret, R. Chaikin and R. Schmidt re: same (.3). |
| 11 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/21/2010 | SCHMIDT, ROBERT T. | 775 | 0.6 | 465 | Edit reply to fee auditor (.5); email J. Friedman re same (.1). |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|---------------------|----------|-------|------------|---|
| 12 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/21/2010 | SHARRET, JENNIFER | 550 | 0.2 | 110 | Reviewing finalized response to Fee Examiner |
| 13 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/21/2010 | CHAIKIN, REBECCA B. | 275 | 0.8 | 220 | Edits to (.5) and file (.3) response to fee examiner. |
| 14 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/22/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Emails w/ J. Sharret, L. Macksoud and M. Makinde re: FTI fee examiner response (.3); review same (.1). |
| 15 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/22/2010 | SCHMIDT, ROBERT T. | 775 | 0.9 | 697.5 | Review responses to fee auditor and hearing transcripts re same. |
| 16 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/22/2010 | SHARRET, JENNIFER | 550 | 0.9 | 495 | Reviewing FTI response to the Fee Examiner (.5) and t/c with C. Tully re: same (.2); t/c and emails with M. Makinde re: filing of FTI's response to Fee Examiner (.2) |
| 17 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/25/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1.8 | \$819.00 | Research re: defending fee applications (1.6); conf. w/ R. Schmidt re: same (.2). |
| 18 | 068000-00019 | Fee Applications and Fee Examiner Issues | 10/25/2010 | SCHMIDT, ROBERT T. | \$775.00 | 1.5 | \$1,162.50 | Reivew docs and case law to prepare for next day Bankruptcy Court hearing on fee examiner objection (1.3); o/cs J. Sharret and J. Friedman (.2) re same. |
| 19 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/16/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Review Fee Examiner memo to case professionals and emails w/ R. Schmidt, L. Macksoud and J. Sharret re same (.3) |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|---------------------|----------|-------|------------|--|
| 20 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/23/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2.5 | \$1,137.50 | Reviewing and summarizing Judge Gerber ruling on fee issues (.2); emails w/ J. Sharret and L. Macksoud re same (.3); drafting letter to Fee Examiner re increase in billing rates (.3); preparation for same (.5); revising same (.1); t/c w/ P. Pearlman re same (.1); reviewing related materials re same (.7); reviewing R. Chaikin emails re fee examiner responses (.2); o/m R. Schmidt re same (.1). |
| 21 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/24/2010 | CHAIKIN, REBECCA B. | 275 | 1 | 275 | Draft addition to letter to examiner re rate increases (.2) and mail same (.8). |
| 22 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/24/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.5 | \$227.50 | Email w/ Fee Examiner re letter re rate increases; revisions to letter re same; conf R. Schmidt re same. |
| 23 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/24/2010 | SCHMIDT, ROBERT T. | 775 | 0.5 | 387.5 | Edit letter to fee examiner; t/c and e/m J. Sharret and J. Friedman re same. |
| 24 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/30/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.9 | \$409.50 | Review Bates White October invoice (.5); Revise and send email to Fee Examiner re fees on fees (.4); |
| 25 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/30/2010 | SCHMIDT, ROBERT T. | 775 | 0.7 | 542.5 | Comment on response to fee examiner re fees on fees (.6); o/cs J. Sharret and J. Friedman re same (.1). |
| 26 | 068000-00019 | Fee Applications and Fee Examiner Issues | 11/30/2010 | SHARRET, JENNIFER | 550 | 0.3 | 165 | Reviewing draft email to Fee Examiner re fees on fees issue and c/f with R. Schmidt and J. Friedman re same. |
| 27 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/1/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2.6 | \$1,183.00 | Review Bates White fee statement (.6) email Alix re same (.1); Review draft objections re Bates White and Kramer Levin (.8); emails R. Chaikin and L. Macksoud re same (.2); draft summary re same (.7); email KL team re same (.2); |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|-----------|---------------------|----------|-------|----------|---|
| 28 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/1/2010 | MACKSOUD, LAUREN M | 645 | 0.6 | 387 | Reviewing letter provided by fee examiner (.4), conferring with J. Friedman regarding same (.2). |
| 29 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/1/2010 | SCHMIDT, ROBERT T. | 775 | 0.5 | 387.5 | Review fee examiner corresp (.2); review fee on fee research (.3) |
| 30 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/2/2010 | SCHMIDT, ROBERT T. | 775 | 0.7 | 542.5 | Review fee auditor report and fee app (.5); o/cs P. Pearlman, J. Sharret, L. Macksoud re same (.2) |
| 31 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/3/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.3 | \$136.50 | Emails R. Schmidt and R. Grinberg re fee examiner objections |
| 32 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/3/2010 | MACKSOUD, LAUREN M | 645 | 0.4 | 258 | Conferring with J. Friedman regarding draft response to fee examiner. |
| 33 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/3/2010 | SCHMIDT, ROBERT T. | 775 | 0.3 | 232.5 | O/cs J. Friedman, L. Macksoud re fee auditor response and review materials re same |
| 34 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/6/2010 | FRIEDMAN, JOSHUA | \$455.00 | 2 | \$910.00 | Drafting email to fee examiner (.4) and begin drafting response (1.4); emails R. Schmidt and L. Macksoud re same (.2) |
| 35 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/6/2010 | MACKSOUD, LAUREN M | 645 | 1.2 | 774 | Conferring with J. Friedman regarding response to fee objection (.5), revising email to fee examiner regarding same (.4), conferring with R. Schmidt regarding same (.3). |
| 36 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/6/2010 | SCHMIDT, ROBERT T. | 775 | 0.6 | 465 | Review e/m response to fee examiner (.3); o/cs J. Sharret, L. Macksoud, J. Friedman re same (.3) |
| 37 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/7/2010 | CHAIKIN, REBECCA B. | 275 | 1.6 | 440 | Review Fee Examiner's Draft Objection and KL Response (.4), Conf. J. Friedman re same (.2), Draft comments re same (.4), draft chart of market rate increases (.6). |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|--------------------|----------|-------|------------|--|
| 38 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/7/2010 | FRIEDMAN, JOSHUA | \$455.00 | 6.2 | \$2,821.00 | Draft Fee Examiner response (5.3); emails w. R. Schmidt re extension (.2); review recent survey re billing rates (.5); review itemized Fee Examiner fee detail review re 50% deduction (.1); Emails with R. Chaikin re same (.1) |
| 39 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/7/2010 | MACKSOUD, LAUREN M | 645 | 0.6 | 387 | Conferring with J. Friedman and R. Schmidt regarding status of objection to fee examiner (.4), conferring with fee examiner regarding open issues (.2). |
| 40 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/8/2010 | FRIEDMAN, JOSHUA | \$455.00 | 3.6 | \$1,638.00 | Emails w/ FTI, Butzel Long, Bates White re responding to fee examiner (.4); t/c w/ R. Grinberg re same (.2); emails w/ R. Chaikin re setting up courtcall and speaking to Epiq re filing and service of potential responses (.2); review Fee Examiner objections to KL, Butzel Long, FTI and Bates White fee applications (.9); emails w/ L. Macksoud re same (.2); Emails w/ Fee Examiner re extension, backup to expenses (.2); finalizing draft response to Fee Examiner (.8); email w/ R. Schmidt re same (.1); emails w/ L. Macksoud re same (.2); review L. Macksoud redline re same (.2); revise response (.2). |
| 41 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/8/2010 | MACKSOUD, LAUREN M | 645 | 0.4 | 258 | Reviewing and revising objection to fee examiner response (.6), conferring with J. Friedman regarding same (.4) |
| 42 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/10/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.6 | \$273.00 | Emails w/ R. Schmidt, L. Macksoud (.4) re responding to Fee Examiner and Weil (.2) re resolution of fee issues |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|---------------------|----------|-------|------------|---|
| 43 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/10/2010 | MACKSOUD, LAUREN M | 645 | 0.4 | 258 | Conferring with J. Friedman and R. Schmidt regarding fee examiner issues (.3), drafting email to fee examiner regarding same (.1). |
| 44 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/10/2010 | SCHMIDT, ROBERT T. | 775 | 0.4 | 310 | Review fee examiner reply (.2); review e/ms J. Friedman and L. Macksoud re same (.2) |
| 45 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/13/2010 | CHAIKIN, REBECCA B. | 275 | 2.5 | 687.5 | Review time billed to "Fees on fees" and compare to examiner's estimate (.3), Create chart of adjustments to Second Interim Fees (2.2). |
| 46 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/13/2010 | FRIEDMAN, JOSHUA | \$455.00 | 4.1 | \$1,865.50 | T/cs x2 w/ Fee Examiner and L. Macksoud re 4th interim fee application/fees on fees (.4); preparation for same (1.7); draft email to R. Schmidt re calls and potential resolution of open issues with Fee Examiner (1.1); review Caplin & Drysdale response re fee application (.3); review other filed fee examiner pleadings (.3); emails w/ R. Grinberg re Bates White fee application and resolution re same (.3) |
| 47 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/13/2010 | MACKSOUD, LAUREN M | 645 | 1.9 | 1225.5 | Meeting with J. Friedman to discuss issues related to fee examiner's objection (.7), call with counsel to fee examiner regarding same (.6), conferring with R. Schmidt regarding status (.2), follow up call with counsel to fee examiner regarding same (.4) |
| 48 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/13/2010 | SCHMIDT, ROBERT T. | 775 | 0.9 | 697.5 | Review fee examiner objection (.2); review L. Macksoud's email re same (.1); review draft response re same (.6) |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|--------------------|----------|-------|----------|---|
| 49 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/14/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Emails L. Macksoud, K. Stadler re adjourning fee hearing |
| 50 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/14/2010 | MACKSOUD, LAUREN M | 645 | 1 | 645 | Reviewing and revising email regarding possible settlement with fee examiner. Meeting with R. Schmidt and J. Friedman regarding negotiations with fee examiner (.4), reviewing stipulation to adjourn hearing on same (.1), conferring with R. Schmidt regarding same (.1). |
| 51 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/20/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.2 | \$91.00 | Emails and t/c L. Macksoud re potential fee examiner settlement |
| 52 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/20/2010 | MACKSOUD, LAUREN M | 645 | 0.6 | 387 | Reviewing Judge's ruling with respect to Caplin & Drysdale's fee application (.3), drafting email to R. Schmidt regarding same (.2), conferring with J. Friedman regarding same (.1). |
| 53 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/21/2010 | FRIEDMAN, JOSHUA | \$455.00 | 1 | \$455.00 | Emails w/ E. Wu re fee examiner (.4); e/ms w/ L. Macksoud re same (.1); discussions L. Macksoud re order re fees and responding to fee examiner (.3); e/m w/ L. Macksoud re 4th interim fee app (.2) |
| 54 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/22/2010 | MACKSOUD, LAUREN M | 645 | 0.3 | 193.5 | Conferring with R. Schmidt regarding potential settlement with fee examiner |
| 55 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/23/2010 | SCHMIDT, ROBERT T. | 775 | 0.5 | 387.5 | Review L Macksoud analysis re open fee issues (.3); review draft motion and stip re modifications to fee examiner appointment (.2) |
| 56 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/27/2010 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | Review fee examiner stipulation |
| 57 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/28/2010 | SCHMIDT, ROBERT T. | 775 | 0.4 | 310 | Review fee examiner motion and L. Macksoud emails re same |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|------------|---------------------|----------|-------|----------|--|
| 58 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/29/2010 | MACKSOUD, LAUREN M | 645 | 0.2 | 129 | Conferring with K. Stadler regarding fee examiner's motion |
| 59 | 068000-00019 | Fee Applications and Fee Examiner Issues | 12/30/2010 | SCHMIDT, ROBERT T. | 775 | 0.4 | 310 | Review fee examiner stip order and L Macksoud e/m re same |
| 60 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/5/2011 | FRIEDMAN, JOSHUA | \$455.00 | 0.4 | \$182.00 | O/m L. Macksoud re settlement with Fee Examiner |
| 61 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/5/2011 | MACKSOUD, LAUREN M | 645 | 0.7 | 451.5 | Various conferences with counsel to fee examiner regarding settlement of issues related third and fourth interim fee application (.4), meeting with J. Friedman in preparation for same (.3) |
| 62 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/5/2011 | SCHMIDT, ROBERT T. | 775 | 0.3 | 232.5 | Review fee examiner stip and settlements (.2); review fee auditor e/ms (.1) |
| 63 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/6/2011 | CHAIKIN, REBECCA B. | 275 | 2.6 | 715 | Draft chart comparing billing rates of high-level partners in anticipation of rebuttal to fee examiner objection |
| 64 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/6/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.7 | \$773.50 | Reviewing M. Santa Maria email re settlement (.1); revising numbers for same (.3); emails and t/c L. Macksoud re same (.3); email L. Macksoud re drafting order re same (.1); emails L. Macksoud preparing materials for 5th interim fee app (.1); emails R. Chaikin re creating charts re same (.3); reviewing related materials re same (.5) |
| 65 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/6/2011 | MACKSOUD, LAUREN M | 645 | 0.8 | 516 | Reviewing email regarding settlement from counsel to fee examiner (.3), conferring with counsel to fee examiner regarding same (.1), conferring with R. Chaikin regarding chart showing comparison of hourly rates to other firms (.4). |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|---------|--------------|--|-----------|---------------------|----------|-------|------------|---|
| 66 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/7/2011 | SCHMIDT, ROBERT T. | 775 | 1.1 | 852.5 | Review Fee Examiner's proposed order/motion and Weil's comments re same (.4); o/cs L. Macksoud and review proposed settlement of KL fee dispute; review underlying papers and correspondence re same (.6); review fee budget (.1) |
| 67 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/10/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.1 | \$500.50 | Draft summary re settlement w/ Fee Examiner (1.0); emails L. Macksoud re same (.1) |
| 68 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/10/2011 | SCHMIDT, ROBERT T. | 775 | 1.1 | 852.5 | Review fee examiner motion and revise same (.4); analyze resolution of KL fee objection including reviewing docs and e/ms from L. Macksoud re same (.7) |
| 69 | 068000-00019 | Fee Applications and Fee Examiner Issues | 1/19/2011 | CHAIKIN, REBECCA B. | 275 | 0.2 | 55 | Assemble 4th interim fee examiner responses for F. Arias. |
| 70 | 068000-00019 | Fee Applications and Fee Examiner Issues | 3/22/2011 | FRIEDMAN, JOSHUA | \$455.00 | 2.2 | \$1,001.00 | Draft document re open fee examiner issues |
| 71 | 068000-00019 | Fee Applications and Fee Examiner Issues | 3/23/2011 | FRIEDMAN, JOSHUA | \$455.00 | 1.5 | \$682.50 | Finalize draft of open fee examiner issues re final fee application |

Exhibit B: Fee Inquiry Time
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description |
|----------------|-------------------|--|-------------|--------------------|-------------|--------------|---------------------|--|
| 72 | 068000-00019 | Fee Applications and Fee Examiner Issues | 3/29/2011 | MACKSOUD, LAUREN M | 645 | 0.5 | 322.5 | Call with Fee Examiner and J. Friedman regarding final fee application (.4), call with R. Chaikin regarding same (.1). |
| | | | | | | | Totals: | \$37,886.00 |
| | | | | | | | Safe Harbor: | \$20,000.00 |
| | | | | | | | Reduction: | \$7,154.40 |

EXHIBIT C

(Unreduced Travel)

Exhibit C: Unreduced Travel
KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

| Row No. | Matter No. | Matter Name | Date | Timekeeper | Rate | Hours | Fees | Description | Proposed Hours Reduction | Reduction |
|---------|--------------|---|------------|------------------------|----------|-------|----------|--|--------------------------|-----------------|
| 1 | 068000-00032 | Motions | 10/5/2010 | KRUKOWSKI, CHRISTOPHER | \$80.00 | 1 | \$80.00 | Serve Motion to Enforce to Weil. | 0.50 | \$40.00 |
| 2 | 068000-00032 | Motions | 10/5/2010 | COLBOURNE, PAUL E. | \$110.00 | 3 | \$330.00 | Serve Motion to enforce to Cadwalader and US Attorney. | 1.50 | \$165.00 |
| 3 | 068000-00032 | Motions | 10/5/2010 | CAIAZZO, JOSEPH M | \$100.00 | 1.8 | \$180.00 | Serve Motion to Enforce to US Trustee | 0.90 | \$90.00 |
| 4 | 068000-00035 | Tort/Asbestos Issues | 10/12/2010 | KRUKOWSKI, CHRISTOPHER | \$80.00 | 1.5 | \$120.00 | Deliver courtesy copy of anonymity protocol letter to chambers. | 0.75 | \$60.00 |
| 5 | 068000-00027 | Plan & Disclosure Statement | 10/19/2010 | KRUKOWSKI, CHRISTOPHER | \$80.00 | 1.5 | \$120.00 | Deliver courtesy copy of Objection to Disclosure Statement to Chambers | 0.75 | \$60.00 |
| 6 | 068000-00035 | Tort/Asbestos Issues | 10/27/2010 | CAIAZZO, JOSEPH M | \$100.00 | 1.5 | \$150.00 | Deliver courtesy copy of Notice of Asbestos Hearing to chambers. | 0.75 | \$75.00 |
| 7 | 068000-00007 | Claims Administration & Objections | 11/12/2010 | KRUKOWSKI, CHRISTOPHER | \$80.00 | 1.5 | \$120.00 | Deliver courtesy copy of Junso objection to Chambers | 0.75 | \$60.00 |
| 8 | 068000-00019 | Fee Application and Fee Examiner Issues | 11/17/2010 | GREGORY, BRANDON | \$100.00 | 1.5 | \$150.00 | Deliver Committee Professionals' fee applications to court. | 0.75 | \$75.00 |
| 9 | 068000-00035 | Tort/Asbestos Issues | 12/1/2010 | COLBOURNE, PAUL E. | \$110.00 | 3.5 | \$385.00 | Deliver UCC Statement to Judge Gerber at SDNY Bankruptcy. | 1.75 | \$192.50 |
| 10 | 068000-00026 | Retention of Professionals | 12/2/2010 | SURIS, LILIYA | \$110.00 | 2.8 | \$308.00 | Submitted courtesy copy of Bates White Supplemental Retention Application to Judge Gerber. | 1.40 | \$154.00 |
| | | | | | | | | | Totals: | \$971.50 |
| | | | | | | | | | Reduction: | \$485.75 |