

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11 Case No.
:
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
:
Debtors. : (Jointly Administered)
:
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**ORDER PURSUANT TO 11 U.S.C. § § 105(a), 327, 328, AND 330
AUTHORIZING DEBTORS TO EMPLOY PROFESSIONALS
UTILIZED IN ORDINARY COURSE OF BUSINESSES**

Upon the Motion, dated June 17, 2009 (the “**Motion**”),¹ of General Motors Corporation and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 327, 328, and 330 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to employ professionals utilized in the ordinary course of business (the “**Ordinary Course Professionals**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 1334; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit C hereto in the ordinary course of their businesses in accordance with the procedures set forth herein, effective as of the date of commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that each Ordinary Course Professional shall provide the Debtors' attorneys as promptly as possible following the date (i) of the entry of this Order, or (ii) on which the Ordinary Course Professional commences services for the Debtors, if later: (a) a declaration, substantially in the form annexed hereto as Exhibit A (the "**Ordinary Course Professional Declaration**"), certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed; and (b) a completed retention questionnaire substantially in the form annexed hereto as Exhibit B (the "**Retention Questionnaire**"); and it is further

ORDERED that the Debtors' attorneys shall file the Ordinary Course Professional Declarations and Retention Questionnaires with the Court and serve a copy thereof upon the Reviewing Parties; and it is further

ORDERED that the Debtors are authorized to retain additional Ordinary Course Professionals throughout these cases by having any such additional Ordinary Course Professional file an Ordinary Course Professional Declaration and Retention Questionnaire with the Court; and it is further

ORDERED that the Reviewing Parties shall have ten days after receipt of the Ordinary Course Professional Declaration and the Retention Questionnaire to object to the

retention, employment, or compensation of the Ordinary Course Professional based upon the contents of the Ordinary Course Professional Declaration or the Retention Questionnaire (the “**Objection Deadline**”); and it is further

ORDERED that if no objections are filed by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional shall be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court; *provided, however*, that if an objection is filed and any such objection cannot be resolved within twenty days, the Debtors shall schedule the matter for a hearing before the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full undisputed amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional’s standard billing practices (without prejudice to the Debtors’ right to dispute any such invoices); *provided, however*, that such payments may not exceed \$150,000 per month per Ordinary Course Professional; and it is further

ORDERED that payment to any one Ordinary Course Professional shall not exceed \$2 million for the entire period in which these chapter 11 cases are pending, subject to further order of this Court; and it is further

ORDERED that in the event payment to any Ordinary Course Professional would exceed \$2 million for the entire period in which these chapter 11 cases are pending, such Ordinary Course Professional shall be required to file a separate retention application to be

retained as a professional pursuant to sections 327 or 328 of the Bankruptcy Code; and it is further

ORDERED that in the event that an Ordinary Course Professional seeks more than \$150,000 per month, that professional shall file a fee application for the full amount of its fees and expenses for that month, notwithstanding the receipt of the \$150,000 for such month, in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the U.S. Trustee, and any and all orders of the Court; and it is further

ORDERED that the Debtors are authorized to pay any professional whose services do not result in fees and disbursements in excess of \$20,000 per month per professional based on monthly service dates (collectively, the “**De Minimis Ordinary Course Professionals**”) without the need to (a) file a formal application and (b) file an Ordinary Course Professional Declaration; and it is further

ORDERED that the Debtors are authorized to pay the De Minimis Ordinary Course Professionals 100% of the undisputed fees and disbursements incurred upon submission of appropriate invoices which set forth in reasonable detail the nature of the services rendered and disbursements incurred; and it is further

ORDERED that if in any month a De Minimis Ordinary Course Professional exceeds the applicable monthly limit, such professional shall complete and serve an Ordinary Course Professional Declaration and a Retention Questionnaire, and submit a fee application in accordance with paragraph 8 of the Motion in order to receive further compensation; and it is further

ORDERED that the Reviewing Parties shall have ten days following service to

notify the Debtors in writing of any objections to the retention of the De Minimis Ordinary Course Professional stemming from the contents of the Ordinary Course Professional Declaration and Retention Questionnaire, and if no objection is filed after the tenth day, the De Minimis Ordinary Course Professional shall be retained as an Ordinary Course Professional and shall be subject to all the provisions herein regarding Ordinary Course Professionals; and it is further

ORDERED that the Debtors shall provide the Statutory Committee of Unsecured Creditors with monthly reports detailing the fees paid to each Ordinary Course Professional; and it is further

ORDERED that Debtors are only authorized to pay fees to Ordinary Course Professionals for services performed directly for the Debtors' estates, and the Debtors are not authorized to pay any fees to Ordinary Course Professionals for services performed for the purchaser of all or substantially all of the Debtors' assets; and it is further

ORDERED that the Debtors reserve the right to seek with Court authorization to amend the monthly compensation limitations set forth in this Order upon notice to parties in interest; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
July 1, 2009

/s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT A

ORDINARY COURSE PROFESSIONAL DECLARATION

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

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-----X
In re          :          Chapter 11 Case No.
              :
GENERAL MOTORS CORP., et al., :          09-50026 (REG)
              :
              :          (Jointly Administered)
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-----X

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**DECLARATION AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

STATE OF _____)
) ss:
COUNTY OF _____)

_____, hereby declares, pursuant to section 1746 of title 28 of the
United States Code:

1. I am a [INSERT TITLE] of _____, located at
_____ (the “Firm”).

2. General Motors Corporation and certain of its subsidiaries, as debtors and
debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”),
have requested that the Firm provide legal services to the Debtors, and the Firm has consented
to provide such services.

3. The Firm may have performed services in the past and may perform
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties
in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is
retained in cases, proceedings, and transactions involving many different parties, some of whom
may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$_____ for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

_____.

By: _____

EXHIBIT B

RETENTION QUESTIONNAIRE

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

-----X
In re : Chapter 11 Case No.
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
Debtors. : (Jointly Administered)
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

2. Date of retention: _____

3. Brief description of services to be provided:

4. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable):

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ _____

Date claim arose: _____

Source of Claim: _____

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

7. Stock of the Debtors currently held by the firm:

Class of shares: _____

No. of shares: _____

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Class of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

11. Name of individual completing this form:

EXHIBIT C

ORDINARY COURSE PROFESSIONALS

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Hartline Dacus Barger Dreyer & Kern LLP	6688 North Central Expressway Suite 1000 Dallas, TX 75206	Product liability litigation defense
Bowman and Brooke	150 South Fifth Street Suite 3000 Minneapolis, MN 55402	Product liability; asbestos; and warranty litigation defense
King & Spalding	1185 Avenue of the Americas New York, NY 10036	Asbestos litigation defense; and tax services
Dykema Gossett PLLC	Franklin Square Building 1300 I Street, N.W. Suite 300W Washington, D.C. 20005	Asbestos litigation defense; product liability defense; and transactions work
Lowe Fell & Skogg	370 Seventeenth Street Suite 4900 Denver, CO 80202	Dealer negotiations and litigation defense; and transactions work
Jones Day	51 Louisiana Avenue, N.W. Washington, D.C. 20001	Commercial litigation defense; pre-merger notification work; competition law filings; ERISA and labor work; and tax work
Brooks Kushman	1000 Town Center Twenty-Second Floor Southfield, MI 48075	Patent litigation
Ableman Frayne & Schwab	666 Third Avenue New York, NY 10017	Intellectual property matters
Howrey LLP	1299 Pennsylvania Avenue, N.W. Washington, D.C. 20004	Patent infringement defense
Kirkland & Ellis	300 North LaSalle Chicago, Illinois 60654	Patent infringement defense; transactions work; litigation and tax work
Rose Law Firm PLLC	501 New Karner Albany, NY 12205	Warranty litigation defense
Connie J. Postelli Law Office	2117 North Main Street Crown Point, IN 46307	Warranty litigation defense
Kantrowitz & Phillippi	1880 John F. Kennedy Blvd. Suite 1101 Philadelphia, PA 19103	Warranty litigation defense
McKelvie DeLuca PC	280 West Maple Road Suite 300 Birmingham, MI 48009	Warranty litigation defense

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Ruben & Sjolander	1875 Century Park East Suite 1050 Los Angeles, CA 90067	Warranty litigation defense
Rumberger Kirk & Caldwell PA	Signature Plaza Suite 300 201 South Orange Avenue Orlando, FL 32801	Warranty litigation defense
Thompson Hine LLP	1920 N Street, N.W. Suite 800 Washington, D.C. 20036	Supplier and logistics matters
Thornton, Grout & Finnigan LLP	Suite 3200, Canadian Pacific Tower 100 Wellington ST West P.O. Box 329 Toronto-Dominion Centre Toronto, Canada M5K 1K7	Supplier and logistics matters
BCF LLP	1100 Rene-Levesque West Blvd. 25th Floor Montreal, Quebec H3B 5C9	Supplier and logistics matters
S. Horowitz & Co.	41-45 Rothschild Blvd. Tel Aviv, Israel 65784	Corporate reorganization work
Kemboy & Company Advocates	1st Floor, Acacia Suite Riverside Green Riverside Drive P.O. Box 19500 Nairobi, 00100 Kenya	Corporate reorganization work
Bowman Gilfillan Inc.	165 West Street Sandton, Johannesburg P.O. Box 785812 Sandton, 2146 South Africa	Corporate reorganization work; and competition law filings
Urenda, Rencoret, Orrego & Dorr	Avenida Andres Bello 2711 Piso 16 Las Condes-Codigo Postal 7550611 Santiago, Chile	Corporate reorganization work
Barrios Fuentes Abogados	Arias Aranguéz No. 250 Miraflores, Lima 18, Peru	Corporate reorganization work
Bustamante & Bustamante	Avenidas Amazonas ER-69 y Patria Edificio COFIEC, 10mo. Piso Quito, Ecuador	Corporate reorganization work
Pérez, Bustamante & Ponce	Av. Republica de El Salvador 1082 Quito, Ecuador	Corporate reorganization work
Guyer & Regules	Plaza Independencia 811 P.B. Montevideo, Uruguay	Corporate reorganization work

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Brons & Salas	Maipu 1210 - Piso 5 C1006ACT - Ciudad de Buenos Aires Republica Argentina	Corporate reorganization work; and competition law filings
Pinheiro Neto Advogados	Rua Hungria, 1100 01455-000 Sao Paulo, Brazil	Corporate reorganization work; and antitrust matters
Gomez, Pinzon, Zuleta Abogados, S.A.	Calle 67 No. 7 - 35 Of. 1204 Bogota, D.C., Colombia	Corporate reorganization work; and competition law filings
Santa Marina y Steta	Campos Eliseos No. 345 - Pisos 2 y 3 Colonia Chapultepec Polanco Delegacion Miguel Hidalgo 11560 Mexico, D.F.	Corporate reorganization work; antitrust matters; and competition law filings
Higgs Johnson Truman Bodden & Co.	Anderson Square Building Shedden Rd. P.O. Box 866 Grand Cayman, KY1-1103 Cayman Islands	Corporate reorganization work
Baker & McKenzie	100 New Bridge Street London EC4V 6JA, England	Antitrust matters; pre-merger notification work; transactions work; competition law filings; and tax work
Turunc & Turunc	Macka Caddessi 32/2 Tevkiye 34367 Istanbul, Turkey	Pre-merger notification work
Osler Hoskin Harcourt	100 King Street West 1 First Canadian Place, Suite 6100 P.O. Box 50 Toronto, Ontario M5X 1B8	Pre-merger notification work; and transactions work
Kim & Chang	Seyang Building 223 Naeja-Dong Jongno-gu Seoul 110-720, Korea	Pre-merger notification work; competition law filings; and transactions work
Lathrop & Gage LC	2345 Grand Blvd. Suite 2800 Kansas City, MO 64108	Manufacturing; labor and environmental matters; and workers compensation litigation services
Hardy Lewis & Page PC	401 South Old Woodward Avenue Suite 400 Birmingham, MI 48009	Manufacturing, labor and environmental matters

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Drew & Napier LLC	20 Raffles Place #17-00 Ocean Towers Singapore 048620	Transactions work
Arendt & Medernach	1 Rockefeller Plaza Suite 1405 New York, NY 10020	Transactions work
Clifford Chance LLP	2001 K Street N.W. Washington, D.C. 20006	Transactions work
Mayer Brown	1909 K Street N.W. Washington, D.C. 20006	Transactions work
Freshfields Bruckhaus Deringer GBP	520 Madison Avenue 34th floor New York, NY 10022	Transactions work
Mannheimer Swartling Advokatbyra	101 Park Avenue New York, NY 10178	Transactions work
DLA Piper	1251 Avenue of the Americas New York, NY 10020	Transactions work
Hogan & Hartson	Columbia Square 555 Thirteenth Street N.W. Washington, D.C. 20004	Transactions work
Perkins Coie LLP	607 Fourteenth Street N.W. Suite 800 Washington, D.C. 20005	Transactions work; and tax services
Dua and Associates	204-206 Tolstoy House 15 Tolstoy Marg New Delhi 110 001, India	Transactions work
Tozai Sogo Law Office	Admiral Kioicho Building 3-28, Kioicho, Chiyoda-ku Tokyo, Japan 102-0094	Transactions work
Quigg and Partners	Level 7, The Bayleys Building 28 Brandon Street P.O. Box 3035 Wellington 6140, New Zealand	Transactions work
Phillips Orrmonde Fitzpatrick	Level 23 367 Collins Street Melbourne 3000 P.O. Box 323 Collins Street West VIC 8007 Australia	Transactions work
Middletons	Level 25, Rialto South Tower 525 Collins Street Melbourne VIC 3000, Australia	Transactions work

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Vinson & Elkins LLP	The Willard Office Building 1455 Pennsylvania Avenue N.W. Suite 600 Washington, D.C. 20004	Export compliance matters
Baker & Botts LLP	1299 Pennsylvania Avenue, N.W. Washington, D.C. 20004	Export compliance matters
Featherstone Petrie De Sisto	600 Seventeenth Street Suite 2400S Denver, CO 80202	Litigation defense
Bingham McHale LLP	10 West Market Street 2700 Market Tower Indianapolis, Indiana 46204-4900	Litigation defense
Taft Stettinius & Hollister LLP	425 Walnut Street Suite 1800 Cincinnati, OH 45202	Litigation and warranty defense
McKenna Long & Aldridge LLP	1900 K Street N.W. Washington, D.C. 20006	Litigation defense
White Getgey & Meyer	1700 Fourth & Vine Tower 1 West Fourth Street Cincinnati, OH 45202	Litigation defense
Sandler & Travis Trade	36555 Corporate Drive #400 Farmington Hills, MI 48331	Customs and import services
Braun, Kendrick Finkbeiner PC	4301 Fashion Square Blvd. Saginaw, MI 48603	Workers compensation litigation services
Lacey & Jones	600 South Adams Suite 600 Birmingham, MI 48009	Workers compensation litigation services
Bugbee & Conkle	National City Bank Building 405 Madison Avenue Toledo, OH 43604	Workers compensation litigation services
Marshall, Dennehey, Warner, Coleman & Goggin	P.O. Box 8888 Wilmington, DE 19899	Workers compensation litigation services
Early, Miranda & Petraborg	720 Olive Street Suite 700 St. Louis, MO 63101	Workers compensation litigation services
Sager & Savage	5152 Katella Avenue Suite 104 Los Angeles, CA 90720	Workers compensation litigation services
Ramos Law Firm	1800 Peachtree Street Suite 620 Atlanta, GA 30309	Workers compensation litigation services

<i>Professional</i>	<i>Address</i>	<i>Service Performed by Professional</i>
Nyhan, Pfister, Bambrick, Kinzie & Lowry, PC	20 North Clark Street Suite 1000 Chicago, IL 60602	Workers compensation litigation services
Ruth Howard Tate & Sowell	150 Second Avenue North Suite 201 Nashville, TN 37201	Workers compensation litigation services