

**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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**DECLARATION AND DISCLOSURE STATEMENT OF Jeffrey O. Moreno,
ON BEHALF OF Thompson Hine LLP**

)
DISTRICT OF COLUMBIA) ss:
)

Jeffrey O. Moreno, hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a Partner of Thompson Hine LLP located at 1920 N Street, N.W., Washington, DC 20036 (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.

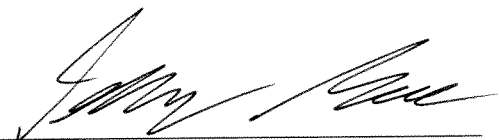
5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$16,737.66 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

7/8/09.

By:  _____

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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:

Thompson Hine LLP

1920 N Street, NW

Washington, DC 20036

2. Date of retention: April 2006

3. Brief description of services to be provided:

Provide advice on all GM transportation and logistics matters, which includes contract review and negotiation, contract disputes, cargo loss and damage claims, regulatory issues, billing disputes, and periodic personnel training on legal issues.

4. Arrangements for compensation (hourly, contingent, etc.):
Hybrid flat fee and blended hourly rate. GM pays a flat fee of \$19,800/month for 48-72 hours of work. To the extent the actual work exceeds 72 hours, GM pays a blended rate of \$330 per excess hour. To the extent the actual work is less than 48 hours, Thompson Hine credits GM \$330 per deficit hour.

(a) Average hourly rate (if applicable):

\$330

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

Average monthly billings through May 2009 under the current fee structure that has been in place since January 2007 are \$27,800.

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

Amount of claim: \$16,737.66

Date claim arose: May 30, 2009

Source of Claim: Invoice for work performed above the monthly retainer fee.

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

Name: John Wendeln

Status: Partner

Amount of Claim: \$

Date claim arose:

Source of claim: GM Bonds: XGM 2000sh; GMX 2500sh; BGM 1000sh; RGM

2500sh

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

Class of shares: N/A

No. of shares: N/A

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

Name: Seth Litman

Status: Partner

Class of shares: Common

No. of shares: 63

Name: Michael Hardy

Status: Partner

Class of shares: Common

No. of shares: 88

Name: David Salisbury

Status: Partner

Class of shares: Common

No. of shares: 100

Name: James Aronoff

Status: Partner

Class of shares: Common

No. of shares: 2

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.

N/A

11. Name of individual completing this form:

Jeffrey O. Moreno