

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

**DECLARATION AND DISCLOSURE STATEMENT OF  
JAMES N. TRACY ON BEHALF OF TANSEY, FANNING, HAGGERTY, KELLY,  
CONVERY & TRACY, ESQS.**

STATE OF NEW JERSEY            )  
  ) ss:  
COUNTY OF MIDDLESEX        )

James N. Tracy, hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a partner of Tansey, Fanning, Haggerty, Kelly, Convery & Tracy, Esqs., located at 521 Green Street, Woodbridge, New Jersey 07095 (the “**Firm**”).

2. Motors Liquidation Company (f/k/a 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

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.

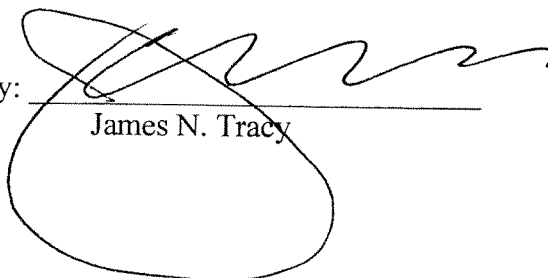
4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

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 \$8,711.07 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 July 22, 2009.

By:   
James N. Tracy

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

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

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY MOTORS LIQUIDATION COMPANY (F/K/A 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:

Tansey, Fanning, Haggerty, Kelly, Convery & Tracy, Esqs.

521 Green Street, P.O. Box 5555

Woodbridge, New Jersey 07095

2. Date of retention: The Firm was first retained in 1972.

3. Brief description of services to be provided:  
Legal services in connection with the defense of litigated matters including products liability, breach of warranty and lemon law cases.
- 
4. Arrangements for compensation (hourly, contingent, etc.):  
Hourly and flat fee
- (a) Average hourly rate (if applicable):  
\$160.00
- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):  
In 2008, the Firm billed an average of approximately \$80,000 in legal fees on a monthly basis (figure does not include related expenses and other disbursements).
5. Prepetition claims against the Debtors held by the firm:  
Amount of claim: \$8,711.07  
Date claim arose: May 15, 2009 – May 31, 2009  
Source of Claim: Legal services and related expenses
6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:  
Name: N/A  
Status: N/A  
Amount of Claim: N/A  
Date claim arose: N/A  
Source of claim: N/A

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: N/A  
Status: N/A  
  
Class of shares: N/A  
No. of shares: N/A
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.  
None
11. Name of individual completing this form:  
James N. Tracy, Esq.