

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.

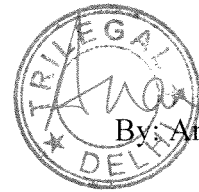
4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

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 \$47,652 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 9 July, 2009.



By: Anand Prasad

Partner

Trilegal

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:

Trilegal

The Sapphire, B1/ F2, Mohan Co-operative Industrial Estate,

Mathura Road, New Delhi- 110 044

India

2. Date of retention: _____

12 March, 2009

AP



3. Brief description of services to be provided:

Legal services in relation to the acquisition of the steering business division from Delphi Automotive Systems Private Limited.

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

Hourly

(a) Average hourly rate (if applicable):

Partners: INR 10,000- 15,000 per hour; Senior Associates: Rs. 7,500- 9,000; Associates: INR 5500- 7,000.

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

\$ 38,455 (average monthly fees for March, April and May)

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

Amount of claim: \$47,652

Date claim arose: \$24,047 on 22 May, 2009, \$12,288 on 27 May, 2009 and \$11,317 on 2 June, 2009.

Source of Claim: Bills raised for legal services rendered.

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm: NONE.

Name: - _____

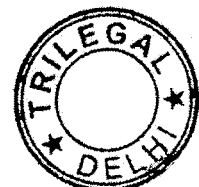
Status: - _____

Amount of Claim: \$- _____

Date claim arose: - _____

Source of claim: - _____

AP



7. Stock of the Debtors currently held by the firm: NONE.

Class of shares: - _____

No. of shares: - _____

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm: NONE.

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.

NONE.

11. Name of individual completing this form:

Anand Prasad, Partner, Trilegal



Anand Prasad