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

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In re : **Chapter 11 Case No.**
: **09-50026 (REG)**
MOTORS LIQUIDATION COMPANY, et al., : **(Jointly Administered)**
f/k/a General Motors Corp., et al. :
Debtors. :
:
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**STAFFING REPORT BY AP SERVICES, LLC
FOR THE PERIOD JUNE 1, 2009 THROUGH JUNE 30, 2009**

In connection with this Court’s *Amended Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date*, dated July 2, 2009 and entered at Docket No. 2949, (the “**Retention Order**”), AP Services, LLC (“**APS**”) hereby files its monthly staffing report for the period of June 1, 2009 through June 30, 2009 (the “**Staffing Period**”), and in support of such report respectfully represents:

1. Pursuant to terms of the Retention Order, the Debtors’ motion seeking entry of same (as filed with this Court on June 12, 2009 at Docket No. 952, the “**Retention Motion**”), and the “**Engagement Letter**” (as such term is defined therein), APS was retained by the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned

chapter 11 cases (collectively, the “**Chapter 11 Cases**”), as crisis managers for the Debtors and Albert A. Koch was retained to serve as the Debtors’ Chief Restructuring Officer with later appointment to the position of Chief Executive Officer. The functions filled by Mr. Koch and other APS personnel (collectively, the “**Temporary Staff**”) encompass a wide range of activities related to the Chapter 11 Cases which include, without limitation, assisting with the structuring, negotiation and completion of a sale of the Debtors’ assets and operations pursuant to section 363 of the Bankruptcy Code; identifying the assets and liabilities to be sold and transferred thereby; supporting the negotiation and implementation of various transitional contractual relationships in association therewith; and, subsequent to such sale, monetizing assets, settling claims and proposing, filing and implementing a plan of liquidation.

2. As provided for within the Retention Motion, the Engagement Letter, and the Retention Order, certain members of the Temporary Staff shall be designated as officers of the Debtors and officers or directors of the Debtors’ non-debtor subsidiaries.

3. The Retention Order requires APS to file monthly staffing reports with the Court with copies to the United States Trustee and all official committees. The staffing report must include the names of the individuals assigned¹ to be members of the Temporary Staff and any updates to the then-current list of officer and director positions held by members of the Temporary Staff. All staffing is subject to review by the Court in the event an objection is filed.

4. The attached **Exhibit A** includes a list of the members of the Temporary Staff that provided services to the Debtors during this Staffing Period, along with their corresponding

¹ Under the terms of the Retention Motion and Engagement Letter, APS may assign additional individuals to be members of the Temporary Staff by updating the list of members of the Temporary Staff set forth in APS’ monthly staffing reports; see foot notes within **Exhibit A**. Based on the needs of the Debtors, members of the Temporary Staff may work less than full time on their assignments. Depending on workload, schedules or specific assignments during a monthly billing cycle, some members of the Temporary Staff may not require any billable hours for that period and, therefore, would be omitted from that period’s **Exhibit A**.

position titles within APS and their APS billing rates.² **Exhibit A** also includes any updates to the list of members of the Temporary Staff that have been designated to officer or director positions, along with their corresponding position titles and their APS billing rates.

Dated: August 7, 2009

AP SERVICES, LLC

By: **/s/ Albert A. Koch**
Albert A. Koch
Authorized Representative
AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075

² Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars as of the final day of the billing period; the converted rate, however, shall not exceed the maximum of the billing rate range for that particular APS position title specified in the Engagement Letter. Also, per the Retention Order, the fees associated with certain work in Europe are billed at a flat monthly rate. See asterisked entries within **Exhibit A**.

Exhibit A

AP Services, LLC

Temporary Staff³

Motors Liquidation Company, et al., f/k/a/ General Motors Corp., et al.

Staffing Period: June 1, 2009 through June 30, 2009

North America		
Temporary Staff -- Officer and Director Positions		
Name	Position Title	Hourly Rate
Albert A Koch	Chief Restructuring Officer	\$835.00
See Note below Re: Subsequent Events		
Temporary Staff		
Name	APS Position Title	Hourly Rate
Stephen Taylor*	Managing Director	\$835.00
Stefano Aversa	Managing Director	\$835.00
John F. Hoffecker	Managing Director	\$835.00
Meade Monger	Managing Director	\$835.00
Edward J Stenger	Managing Director	\$835.00
Michael Weyrich*	Managing Director	\$835.00
Vinzenz Schwegmann*	Managing Director	\$835.00
Axel Schulte*	Managing Director	\$835.00
Manuel Backhaus*†	Managing Director	\$835.00
Thomas Sedran*	Managing Director	\$835.00
C. V. Ramachandran	Managing Director	\$790.00
Bruce Myers	Managing Director	\$790.00
Susan Markel†	Managing Director	\$790.00
Ivo Naumann*	Managing Director	\$769.13
Michael Faraci	Managing Director	\$730.00
Thomas A. Morrow	Managing Director	\$685.00
Arnd Baur*	Director	\$685.00
Jens Haas*	Director	\$685.00

NOTE REGARDING SUBSEQUENT EVENTS: As the following designations did not take effect during this Staffing Period, they are not listed in the chart above but will be so listed in subsequent monthly staffing reports. Effective as of July 10, 2009, certain members of the Temporary Staff were designated by the Debtor's Board of Directors to serve in accordance with the Debtor's bylaws in the following officer positions: Albert Koch, President and CEO; Ted Stenger, Executive Vice President; Kyle Braden, Vice President, Secretary and Chief Restructuring Officer; James Redwine, Vice President, Christian Cook, Vice President; James Selzer, Vice President and Treasurer. Messrs. Koch, Stenger, Selzer and Braden will fulfill similar officer roles in, and serve as directors of the numerous non-debtor subsidiaries of the Debtors.

Temporary Staff		
Name	APS Position Title	Hourly Rate
David Hewish*	Director	\$685.00
Martin Cairns*	Director	\$685.00
Michael J. Tyroller*	Director	\$685.00
Olle Lundqvist*	Director	\$685.00
Carsten Koenig*	Director	\$685.00
Jens-Ulrich Wiese*	Director	\$685.00
Michael O'Connor*	Director	\$685.00
Elmar Kades*	Director	\$685.00
Fredrik Vernersson*†	Director	\$685.00
Cliff W. Campbell	Director	\$650.00
Timothy L. Clayson†	Director	\$650.00
David Carlson†	Director	\$650.00
James M. Redwine†	Director	\$650.00
Christian Paul*	Director	\$600.65
Kurt J. Beckeman	Director	\$595.00
Eric Berlin†	Director	\$595.00
Adam Fless†	Director	\$595.00
David C. Hairston	Director	\$595.00
Randolph Floyd†	Director	\$595.00
George Hughes†	Director	\$595.00
Barbara Gucfa	Director	\$595.00
Tai Li	Director	\$595.00
Christopher F. Capers	Director	\$595.00
Jason Muskovich	Director	\$595.00
John G. Olson	Director	\$595.00
Gordon A. Schreur	Director	\$595.00
Jamie Lisac	Director	\$595.00
Mark R. Wakefield	Director	\$595.00
Michelle C Campbell	Director	\$595.00
William Ebanks†	Director	\$595.00
Ketav Shah	Director	\$595.00
Christian B. Cook	Director	\$595.00
Steven A. Aschkenase†	Director	\$595.00
Marc J. Brown	Director	\$595.00
Bruce Conforto	Director	\$595.00
Sunil George†	Director	\$595.00
Steve Follin†	Director	\$595.00
Rick B. Davidson	Director	\$595.00
Zeeshan Mirza†	Director	\$595.00
Michael Hartley	Director	\$595.00
Michael P. Deighan†	Director	\$595.00

Temporary Staff		
Name	APS Position Title	Hourly Rate

Kyle A. Braden	Director	\$555.00
Daniel Goldwin	Director	\$555.00
Bryan Gaston†	Director	\$555.00
James Selzer†	Director	\$555.00
Scott R. Hamilton†	Director	\$510.00
Susan G. Budd	Director	\$510.00
Afshin Azhari	Director	\$510.00
Drew Lockard	Director	\$510.00
Daniel D. Ritter	Director	\$510.00
Scott Haeger	Director	\$510.00
Darin Facer†	Director	\$510.00
Richard W. Whitlock	Director	\$510.00
Thomas Clarke	Director	\$510.00
Randy Fike†	Director	\$510.00
Jan Kengelbach	Vice President	\$500.00
Bill Nowicke†	Vice President	\$500.00
Albert Sang†	Vice President	\$500.00
Yoni Aidan*	Vice President	\$500.00
Jason Taylor†	Vice President	\$500.00
Peter Williams*	Vice President	\$500.00
Patrick Healy†	Vice President	\$500.00
Andrew Csicsila†	Vice President	\$500.00
Konstantinos Alexopoulos*	Vice President	\$500.00
Andy He†	Vice President	\$500.00
Roberto Mastrogli†	Vice President	\$500.00
Courtney E. Pozmantier†	Vice President	\$500.00
Robert Losier†	Vice President	\$500.00
Dhruv Kak*†	Vice President	\$479.08
Reese McNeel*	Vice President	\$479.08
Aleksandra Bozic	Vice President	\$450.00
Evelyn Ni†	Vice President	\$450.00
Russell Spieler†	Vice President	\$450.00
Erick Berreondo†	Vice President	\$450.00
J. Timothy Neis†	Vice President	\$450.00
Alexander T. Deligtisch†	Vice President	\$450.00
Bradley E. Goldsmith†	Vice President	\$450.00
Ricardo Mier†	Vice President	\$450.00

Temporary Staff		
Name	APS Position Title	Hourly Rate
James Guo*	Vice President	\$402.88
Michelle R. Smith†	Vice President	\$395.00
Chad Tolleson†	Vice President	\$395.00
Brian Huffman†	Vice President	\$395.00
Dennis R DeBassio	Associate	\$360.00
Todd J. Anderson	Associate	\$360.00
Jan Baumgart*†	Associate	\$360.00
Brian Rosenthal†	Associate	\$360.00
John Niesen†	Associate	\$325.00
Christopher Rubel†	Associate	\$295.00
Stuart Browne	Associate	\$265.00
Deven Patel†	Associate	\$265.00
Patrick N. Clark	Analyst	\$260.00
Bobbie J. Phillips	Analyst	\$235.00
Dipes Patel†	Analyst	\$235.00
Alexandra Griffin	Analyst	\$235.00
Torrey Jordan†	Analyst	\$235.00
Brittany M. Teal†	Analyst	\$235.00
Ben Barr†	Analyst	\$235.00
Chris T. Lee†	Analyst	\$235.00
Nick Madurkar†	Analyst	\$225.00
Anne Hollingsworth†	Paraprofessional	\$200.00
Natalie P. Meuche	Paraprofessional	\$180.00
Susanna E. Kim	Paraprofessional	\$180.00

*Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars as of the final day of the billing period; the converted rate, however, shall not exceed the maximum of the billing rate range for that particular APS position title specified in the Engagement Letter. Also, per the Retention Order, the fees associated with certain work in Europe are billed at a flat monthly rate.

† New assignment to Temporary Staff

Europe**

Temporary Staff Employees		
Name	Description of Function	Hourly Rate
Eugenio Berenga	Managing Director	\$507.00
Giacomo Cantu	Director	\$387.00
Giuditta Castello	Vice President	\$252.00

**Per Retention Order the fees associated with this final month of work are a flat rate of \$131,250.00

³APS may determine, from time to time, to augment its professional staff with independent contractors (each an “*Independent Contractor*”) in these Chapter 11 Cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.