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Attorneys for Debtors  
and Debtors in Possession

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

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	:	
<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>
	:	
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**NOTICE OF FILING QUARTERLY REPORT OF AP SERVICES, LLC  
FOR COMPENSATION EARNED AND EXPENSES INCURRED  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH AUGUST 31, 2009**

PLEASE TAKE NOTICE that in accordance with the 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 [Docket No. 2949], AP Services, LLC (“**APS**”) is filing the attached quarterly report (the “**First Quarterly Report**”) for compensation earned and expenses incurred for the period June 1, 2009 through August 31, 2009 (the “**First Quarter**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the First Quarterly Report must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed

with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Amy Caton, Esq., Adam C. Rogoff, Esq., and Gregory G. Plotko, Esq.); (xii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.);

and (xiii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **November 12, 2009** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the First Quarterly Report, APS's fees and expenses for the First Quarter shall be deemed to have satisfied the reasonableness standards of sections 330 and 331 of title 11, United States Code.

Dated: New York, New York  
October 22, 2009

/s/ Stephen Karotkin \_\_\_\_\_

Harvey R. Miller  
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and Debtors in Possession

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

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In re : Chapter 11 Case No.  
: :  
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* : :  
Debtors. : (Jointly Administered)  
: :  
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**REPORT BY AP SERVICES, LLC  
OF COMPENSATION EARNED AND EXPENSES INCURRED  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH AUGUST 31, 2009**

Exhibit A – Summary of Compensation and Expenses – Also includes information regarding the application of retainer funds to certain pre-petition fees and expenses (the “True-Up Amount”).

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Dated: October 22, 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

AP Services, LLC  
 Summary of Compensation and Expenses – Motors Liquidation Company, et al., f/k/a General  
 Motors Corp., et al.  
 June 1, 2009 through August 31, 2009

North America			
Period	Fees	Expenses	TOTAL
June 1, 2009 to June 30, 2009	\$ 12,581,737.36	\$ 444,647.31	\$ 13,026,384.67
July 1, 2009 to July 9, 2009	\$ 3,465,435.54	\$ -	\$ 3,465,435.54
July 10, 2009 to July 31, 2009	\$ 2,919,275.73	\$ 522,343.51	\$ 3,441,619.24
August 1, 2009 to August 31, 2009	\$ 4,192,569.37	\$ 204,235.78	\$ 4,396,805.15
<b>Total Accrued</b>	<b>\$ 23,159,018.00</b>	<b>\$ 1,171,226.60</b>	<b>\$ 24,330,244.60</b>
Less: Travel (50%)	(1,399,962.87)		(1,399,962.87)
Less: July Exp. Adj.	(5,494.86)		(5,494.86)
Less: Rounding Adj.	(11.79)		(11.79)
<b>Total Invoiced</b>	<b>\$ 21,753,548.48</b>	<b>\$ 1,171,226.60</b>	<b>\$ 22,924,775.08</b>

Europe			
Period	Fees	Expenses	TOTAL
June 1, 2009 to June 30, 2009	\$ 131,250.00	\$ -	\$ 131,250.00
<b>Total Accrued</b>	<b>\$ 131,250.00</b>	<b>\$ -</b>	<b>\$ 131,250.00</b>
<b>Total Invoiced</b>	<b>\$ 131,250.00</b>	<b>\$ -</b>	<b>\$ 131,250.00</b>

**True-Up Amount – Retained funds applied to Pre-Petition fees and expenses**

North America - Pre-Petition True-Up			
Period	Fees	Expenses	TOTAL
through May 31, 2009	\$ 5,322,006.31	\$ 364,401.35	\$ 5,686,407.66
Less: Travel (50%)	(238,605.59)		(238,605.59)
Less: Payment for Inv. #2020480	(5,000,000.00)		(5,000,000.00)
<b>Total</b>	<b>\$ 83,400.72</b>	<b>\$ 364,401.35</b>	<b>\$ 447,802.07</b>

Retainer	Total
Previous Retainer Balance	\$ 20,000,000.00
Less: to True-Up Amount	(447,803.07)
Less Expense : to True-Up Amount	(59,327.92)
<b>Current Retainer Balance</b>	<b>\$ 19,492,869.01</b>

The Retention Order approved APS' application of the Retainer post-petition to certain fees earned and expenses incurred pre-petition (the "True-Up") which were in excess of amounts estimated within May 2009 invoices.

Based on recently finalized billing and expense records for the pre-petition period, the True-Up amount is \$507,130.99, (the "True Up Amount"). After application of the Retainer to the True-Up Amount, the remaining balance is \$19,492,869.01.

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

North America											
Temporary Staff Officer and Director Positions											
Name of Professional	Position Title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09	Total Hours	Total Compensation
		Rate	Rate	Rate	Rate						
Albert A. Koch	Chief Restructuring Officer	\$835.00				192.40				192.40	160,654.00
Albert A. Koch	President and CEO	-	\$835.00	\$709.75	\$709.75	-	67.70	152.30	182.90	402.90	294,437.70
Edward J Stenger	Executive Vice President	-	\$835.00	\$709.75	\$709.75	-	202.90	57.60	142.20	402.70	311,229.55
Kyle A. Braden	Vice President, Secretary	-	\$555.00	\$471.75	\$471.75	-	99.90	198.00	296.40	594.30	288,677.70
James M. Redwine	Vice President	-	\$650.00	\$552.50	\$552.50	-	-	199.70	252.60	452.30	249,895.75
Christian B. Cook	Vice President	-	\$595.00	\$505.75	\$505.75	-	-	186.10	247.10	433.20	219,090.90
James Selzer	Vice President and Treasurer	-	\$555.00	\$471.75	\$471.75	-	-	-	279.30	279.30	131,759.78
	Sub-Total					192.40	370.50	793.70	1,400.50	2,757.10	\$ 1,655,745.38

  

Temporary Staff											
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09	Total Hours	Total Compensation
		Rate	Rate	Rate	Rate						
Stephen Taylor*	Managing Director	\$835.00	\$835.00	\$0.00	\$0.00	197.30	23.80	-	-	221.10	\$ 184,618.50
Stefano Aversa	Managing Director	\$835.00	\$835.00	\$0.00	\$0.00	88.50	28.50	-	-	117.00	\$ 97,695.00
John F. Hoffecker	Managing Director	\$835.00	\$835.00	\$709.75	\$0.00	93.70	26.50	0.30	-	120.50	\$ 100,579.93
Garry L Brown**	Managing Director	\$0.00	\$0.00	\$0.00	\$790.00	-	-	-	32.00	32.00	\$ 25,280.00
Meade Monger	Managing Director	\$835.00	\$835.00	\$709.75	\$709.75	287.10	52.20	62.50	74.00	475.80	\$ 380,196.38
Edward J Stenger	Managing Director	\$835.00	\$835.00	\$709.75	\$0.00	131.30	-	-	-	131.30	\$ 109,635.50
Michael Weyrich*	Managing Director	\$835.00	\$835.00	\$0.00	\$0.00	199.00	68.00	-	-	267.00	\$ 222,945.00
Vinzenz Schwegmann*	Managing Director	\$835.00	\$835.00	\$709.75	\$0.00	139.50	21.50	11.50	-	172.50	\$ 142,597.13
Axel Schulte*	Managing Director	\$835.00	\$835.00	\$0.00	\$0.00	149.80	58.60	-	-	208.40	\$ 174,014.00
Manuel Backhaus*	Managing Director	\$835.00	\$0.00	\$0.00	\$0.00	39.00	-	-	-	39.00	\$ 32,565.00
Thomas Sedran*	Managing Director	\$835.00	\$835.00	\$0.00	\$0.00	110.10	38.60	-	-	148.70	\$ 124,164.50
C. V. Ramachandran	Managing Director	\$790.00	\$790.00	\$0.00	\$0.00	235.35	55.45	-	-	290.80	\$ 229,732.00
Bruce Myers	Managing Director	\$790.00	\$790.00	\$671.50	\$671.50	234.40	42.60	66.20	31.20	374.40	\$ 284,234.10
Susan Markel	Managing Director	\$790.00	\$0.00	\$0.00	\$0.00	2.00	-	-	-	2.00	\$ 1,580.00
Ivo Naumann*	Managing Director	\$769.13	\$769.13	\$0.00	\$0.00	43.00	24.00	-	-	67.00	\$ 51,531.71
Michael Faraci	Managing Director	\$730.00	\$0.00	\$0.00	\$620.50	76.50	-	-	2.20	78.70	\$ 57,210.10
David Head	Managing Director	\$0.00	\$685.00	\$582.25	\$582.25	0.00	21.60	102.60	190.60	314.80	\$ 185,511.70
Thomas A. Morrow	Managing Director	\$685.00	\$685.00	\$582.25	\$582.25	163.50	69.20	144.60	193.30	570.60	\$ 356,141.78

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

		Temporary Staff									
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09		Total
		Rate	Rate	Rate	Rate					Total Hours	Compensation
Thomas A. Morrow	Managing Director	\$685.00	\$685.00	\$582.25	\$582.25	163.50	69.20	144.60	193.30	570.60	\$ 356,141.78
Arnd Baur*	Director	\$685.00	\$0.00	\$0.00	\$0.00	151.40	-	-	-	151.40	\$ 103,709.00
Jens Haas*	Director	\$685.00	\$685.00	\$0.00	\$0.00	156.10	40.80	-	-	196.90	\$ 134,876.50
David Hewish*	Director	\$685.00	\$685.00	\$0.00	\$0.00	237.70	53.50	-	-	291.20	\$ 199,472.00
Martin Cairns*	Director	\$685.00	\$675.36	\$0.00	\$0.00	149.70	25.00	-	-	174.70	\$ 119,428.50
Michael J. Tyroller*	Director	\$685.00	\$685.00	\$0.00	\$0.00	148.30	28.05	-	-	176.35	\$ 120,799.75
Olle Lundqvist*	Director	\$685.00	\$685.00	\$0.00	\$0.00	229.60	78.20	-	-	307.80	\$ 210,843.00
Carsten Koenig*	Director	\$685.00	\$685.00	\$0.00	\$0.00	179.50	79.70	-	-	259.20	\$ 177,552.00
Jens-Ulrich Wiese*	Director	\$685.00	\$685.00	\$582.25	\$0.00	174.20	66.40	2.50	-	243.10	\$ 166,266.63
Michael O'Connor*	Director	\$685.00	\$685.00	\$0.00	\$0.00	182.75	57.75	-	-	240.50	\$ 164,742.50
Elmar Kades*	Director	\$685.00	\$685.00	\$0.00	\$0.00	90.75	55.00	-	-	145.75	\$ 99,838.75
Fredrik Vernersson*	Director	\$685.00	\$685.00	\$0.00	\$0.00	99.50	79.20	-	-	178.70	\$ 122,409.50
Giacomo Cantu*	Director	\$0.00	\$685.00	\$582.25	\$674.98	-	59.30	106.65	103.00	268.95	\$ 172,240.40
Carrienne J M Basler	Director	\$0.00	\$0.00	\$0.00	\$552.50	0.00	-	-	15.30	15.30	\$ 8,453.25
Cliff W. Campbell	Director	\$650.00	\$650.00	\$552.50	\$552.50	272.20	68.20	168.20	208.90	717.50	\$ 429,607.75
Timothy L. Clayson	Director	\$650.00	\$0.00	\$0.00	\$0.00	208.40	-	-	-	208.40	\$ 135,460.00
David Carlson	Director	\$650.00	\$0.00	\$0.00	\$0.00	214.30	-	-	-	214.30	\$ 139,295.00
James M. Redwine	Director	\$650.00	\$650.00	\$552.50	\$0.00	295.15	81.00	-	-	376.15	\$ 244,497.50
Christian Paul*	Director	\$600.65	\$600.65	\$510.90	\$0.00	156.00	56.00	8.00	-	220.00	\$ 131,425.00
Kurt J. Beckeman	Director	\$595.00	\$595.00	\$505.75	\$505.75	93.40	24.60	26.20	91.90	236.10	\$ 129,939.08
Lisa Ashe	Director	\$0.00	\$685.00	\$0.00	\$0.00	0.00	1.70	-	-	1.70	\$ 1,164.50
Eric Berlin	Director	\$595.00	\$595.00	\$0.00	\$0.00	261.00	75.20	-	-	336.20	\$ 200,039.00
Adam Fless	Director	\$595.00	\$595.00	\$0.00	\$0.00	187.70	24.40	-	-	212.10	\$ 126,199.50
David C. Hairston	Director	\$595.00	\$595.00	\$505.75	\$0.00	267.50	56.50	12.00	-	336.00	\$ 198,849.00
Randolph Floyd	Director	\$595.00	\$595.00	\$0.00	\$0.00	120.80	50.20	-	-	171.00	\$ 101,745.00
George Hughes	Director	\$595.00	\$0.00	\$0.00	\$0.00	17.00	-	-	-	17.00	\$ 10,115.00
Barbara Guca	Director	\$595.00	\$595.00	\$0.00	\$0.00	226.30	35.50	-	-	261.80	\$ 155,771.00
Tai Li	Director	\$595.00	\$595.00	\$0.00	\$0.00	267.25	69.30	-	-	336.55	\$ 200,247.25
Christopher F. Capers	Director	\$595.00	\$0.00	\$0.00	\$0.00	290.50	-	-	-	290.50	\$ 172,847.50
Jason Muskovich	Director	\$595.00	\$595.00	\$505.75	\$0.00	372.90	88.10	70.00	-	531.00	\$ 309,697.50
John G. Olson	Director	\$595.00	\$595.00	\$0.00	\$0.00	242.40	62.40	-	-	304.80	\$ 181,356.00
Gordon A. Schreur	Director	\$595.00	\$595.00	\$505.75	\$0.00	213.50	55.10	29.90	-	298.50	\$ 174,938.93
Jamie Lisac	Director	\$595.00	\$595.00	\$505.75	\$505.75	47.90	67.90	173.40	246.70	535.90	\$ 281,366.58
Mark R. Wakefield	Director	\$595.00	\$595.00	\$0.00	\$0.00	337.30	94.90	-	-	432.20	\$ 257,159.00
Michelle C Campbell	Director	\$595.00	\$595.00	\$505.75	\$505.75	98.30	36.50	44.50	114.80	294.10	\$ 160,771.98
William Ebanks	Director	\$595.00	\$595.00	\$0.00	\$0.00	138.60	62.60	-	-	201.20	\$ 119,714.00



AP Services, LLC  
 Summary of Services – Motors Liquidation Company, et al.,  
 f/k/a General Motors Corp., et al.  
 June 1, 2009 through August 31, 2009

		Temporary Staff									
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09		Total
		Rate	Rate	Rate	Rate					Total Hours	Compensation
Ketav Shah	Director	\$595.00	\$595.00	\$0.00	\$0.00	328.00	72.40	-	-	400.40	\$ 238,238.00
Christian B. Cook	Director	\$595.00	\$595.00	\$505.75	\$0.00	231.80	57.70	-	-	289.50	\$ 172,252.50
Steven A. Aschkenase	Director	\$595.00	\$595.00	\$0.00	\$0.00	254.80	64.20	-	-	319.00	\$ 189,805.00
Marc J. Brown	Director	\$595.00	\$0.00	\$505.75	\$505.75	19.50	-	8.00	33.70	61.20	\$ 32,692.28
Bruce Conforto	Director	\$595.00	\$595.00	\$0.00	\$0.00	176.00	45.75	-	-	221.75	\$ 131,941.25
Sunil George	Director	\$595.00	\$0.00	\$0.00	\$0.00	301.70	-	-	-	301.70	\$ 179,511.50
Steve Follin	Director	\$595.00	\$595.00	\$0.00	\$0.00	299.30	36.60	-	-	335.90	\$ 199,860.50
Rick B. Davidson	Director	\$595.00	\$595.00	\$0.00	\$0.00	363.50	59.30	-	-	422.80	\$ 251,566.00
Zeeshan Mirza	Director	\$595.00	\$595.00	\$505.75	\$0.00	258.85	102.50	5.50	-	366.85	\$ 217,784.88
Michael Hartley	Director	\$595.00	\$595.00	\$505.75	\$505.75	237.00	74.20	166.00	240.60	717.80	\$ 390,801.95
Timothy Yost	Director	\$0.00	\$191.25	\$191.25	\$505.75	-	-	12.00	98.00	110.00	\$ 51,858.50
Michael P. Deighan	Director	\$595.00	\$595.00	\$505.75	\$505.75	197.70	74.40	183.30	255.50	710.90	\$ 383,822.60
Kyle A. Braden	Director	\$555.00	\$555.00	\$471.75	\$0.00	310.90	-	-	-	310.90	\$ 172,549.50
Daniel Goldwin	Director	\$555.00	\$555.00	\$471.75	\$471.75	343.50	87.60	27.30	3.40	461.80	\$ 253,743.23
Bryan Gaston	Director	\$555.00	\$555.00	\$471.75	\$471.75	75.40	65.30	166.30	276.40	583.40	\$ 286,932.23
James Selzer	Director	\$555.00	\$555.00	\$471.75	\$0.00	183.30	90.20	221.50	-	495.00	\$ 256,285.13
Scott R. Hamilton	Director	\$510.00	\$510.00	\$433.50	\$433.50	21.70	65.40	155.00	166.90	409.00	\$ 183,964.65
Susan G. Budd	Director	\$510.00	\$510.00	\$433.50	\$433.50	23.50	38.30	68.90	103.20	233.90	\$ 106,123.35
Afshin Azhari	Director	\$510.00	\$510.00	\$433.50	\$433.50	272.50	82.60	109.90	268.70	733.70	\$ 345,224.10
Drew Lockard	Director	\$510.00	\$510.00	\$433.50	\$433.50	256.20	59.00	140.40	282.10	737.70	\$ 343,905.75
Daniel D. Ritter	Director	\$510.00	\$510.00	\$0.00	-	174.60	54.90	-	-	229.50	\$ 117,045.00
Scott Haeger	Director	\$510.00	\$510.00	\$433.50	\$433.50	330.90	96.00	172.00	216.00	814.90	\$ 385,917.00
John Franks	Director	\$0.00	\$510.00	\$433.50	\$433.50	-	1.00	10.70	10.30	22.00	\$ 9,613.50
Darin Facer	Director	\$510.00	\$510.00	\$433.50	\$0.00	378.50	81.55	-	-	460.05	\$ 234,625.50
Richard W. Whitlock	Director	\$510.00	\$510.00	\$433.50	\$433.50	366.35	86.90	120.80	258.80	832.85	\$ 395,714.10
Thomas Clarke	Director	\$510.00	\$0.00	\$0.00	\$0.00	287.70	-	-	-	287.70	\$ 146,727.00
Randy Fike	Director	\$510.00	\$510.00	\$433.50	\$0.00	222.40	69.30	72.60	-	364.30	\$ 180,239.10
Jan Kengelbach	Vice President	\$500.00	\$500.00	\$425.00	\$0.00	188.60	52.30	8.20	-	249.10	\$ 123,935.00
Bill Nowicke	Vice President	\$500.00	\$500.00	\$425.00	\$425.00	152.45	30.80	162.55	203.70	549.50	\$ 247,281.25
Albert Sang	Vice President	\$500.00	\$0.00	\$0.00	\$0.00	154.00	-	-	-	154.00	\$ 77,000.00

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

		Temporary Staff									
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09		Total
		Rate	Rate	Rate	Rate					Total Hours	Compensation
Yoni Aidan*	Vice President	\$500.00	\$500.00	\$0.00	\$0.00	168.50	68.00	-	-	236.50	\$ 118,250.00
Jason Taylor	Vice President	\$500.00	\$500.00	\$425.00	\$425.00	272.60	63.80	41.90	32.20	410.50	\$ 199,692.50
Peter Williams*	Vice President	\$500.00	\$500.00	\$425.00	\$0.00	242.00	57.30	7.00	-	306.30	\$ 152,625.00
Patrick Healy	Vice President	\$500.00	\$500.00	\$425.00	\$425.00	146.50	66.30	95.00	243.60	551.40	\$ 250,305.00
Andrew Csicsila	Vice President	\$500.00	\$500.00	\$0.00	\$0.00	244.85	57.00	-	-	301.85	\$ 150,925.00
Konstantinos Alexopoulos*	Vice President	\$500.00	\$0.00	\$0.00	\$0.00	148.60	-	-	-	148.60	\$ 74,300.00
Andy He	Vice President	\$500.00	\$0.00	\$0.00	\$0.00	32.60	-	-	-	32.60	\$ 16,300.00
Roberto Mastrigli	Vice President	\$500.00	\$0.00	\$0.00	\$0.00	259.00	-	-	-	259.00	\$ 129,500.00
Courtney E. Pozmantier	Vice President	\$500.00	\$500.00	\$425.00	\$425.00	304.30	72.30	125.80	171.60	674.00	\$ 314,695.00
Robert Losier	Vice President	\$500.00	\$500.00	\$425.00	\$425.00	216.75	66.50	165.50	196.00	644.75	\$ 295,262.50
Alan T. Neuhoff	Vice President	\$0.00	\$0.00	\$0.00	\$425.00	-	-	-	0.50	0.50	\$ 212.50
Dhruv Kak*	Vice President	\$479.08	\$466.32	\$0.00	\$0.00	73.50	62.50	-	-	136.00	\$ 64,357.38
Reese McNeel*	Vice President	\$479.08	\$466.32	\$405.49	\$0.00	137.65	55.70	145.00	-	338.35	\$ 150,715.44
Aleksandra Bozic	Vice President	\$450.00	\$450.00	\$0.00	\$401.18	153.10	75.70	-	149.60	378.40	\$ 162,976.53
Evelyn Ni	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	57.60	64.60	162.40	212.00	496.60	\$ 198,198.00
Russell Spieler	Vice President	\$450.00	\$0.00	\$0.00	\$0.00	283.80	-	-	-	283.80	\$ 127,710.00
Erick Berreondo	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	118.50	72.60	200.70	300.15	691.95	\$ 277,570.13
J. Timothy Neis	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	217.30	58.90	153.10	185.90	615.20	\$ 253,957.50
Alexander T. Deligtisch	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	416.80	92.10	33.10	41.50	583.50	\$ 257,539.50
Bradley E. Goldsmith	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	213.85	100.90	190.90	184.50	690.15	\$ 285,228.00
Ricardo Mier	Vice President	\$450.00	\$450.00	\$382.50	\$382.50	294.80	82.70	145.70	112.10	635.30	\$ 268,483.50
James Guo*	Vice President	\$402.88	\$0.00	\$0.00	\$0.00	176.00	-	-	-	176.00	\$ 70,906.88
Michelle R. Smith	Vice President	\$395.00	\$395.00	\$335.75	\$335.75	336.90	46.40	139.80	218.30	741.40	\$ 271,635.58
Chad Tolleson	Vice President	\$395.00	\$0.00	\$0.00	\$0.00	1.30	-	-	-	1.30	\$ 513.50
Vispi N. Jilla	Vice President	\$0.00	\$0.00	\$0.00	\$382.50	-	-	-	177.30	177.30	\$ 67,817.25
Ragan Cole	Vice President	\$0.00	\$0.00	\$382.85	\$0.00	-	-	3.00	-	3.00	\$ 1,148.55
Kathi Askins	Vice President	\$0.00	\$0.00	\$335.75	\$335.75	-	-	63.60	164.00	227.60	\$ 76,416.70
Brian Huffman	Vice President	\$395.00	\$395.00	\$335.75	\$335.75	241.50	83.50	84.70	94.60	504.30	\$ 188,574.98

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

		Temporary Staff									
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09		Total
		Rate	Rate	Rate	Rate					Total Hours	Compensation
Dennis R DeBassio	Associate	\$360.00	\$360.00	\$0.00	\$0.00	184.40	72.30	-	-	256.70	\$ 92,412.00
Todd J. Anderson	Associate	\$360.00	\$0.00	\$0.00	\$0.00	1.00	-	-	-	1.00	\$ 360.00
Jan Baumgart*	Associate	\$360.00	\$360.00	\$0.00	\$0.00	199.80	69.80	-	-	269.60	\$ 97,056.00
Brian Rosenthal	Associate	\$360.00	\$360.00	\$306.00	\$306.00	305.20	77.20	202.10	181.00	765.50	\$ 254,892.60
John Niesen	Associate	\$325.00	\$325.00	\$276.25	\$276.25	121.25	69.25	36.25	61.75	288.50	\$ 88,985.00
Tony Muzzin	Associate	\$0.00	\$0.00	\$0.00	\$306.00	-	-	-	46.50	46.50	\$ 14,229.00
Matthew Roling	Associate	\$0.00	\$0.00	\$0.00	\$306.00	-	-	-	156.10	156.10	\$ 47,766.60
Gabe Greenbaum	Associate	\$0.00	\$0.00	\$0.00	\$306.00	-	-	-	111.80	111.80	\$ 34,210.80
Christopher Rubel	Associate	\$295.00	\$295.00	\$250.75	\$250.75	17.70	2.70	34.50	29.60	84.50	\$ 22,091.08
Stuart Browne	Associate	\$265.00	\$265.00	\$225.25	\$225.25	310.50	88.30	175.00	42.00	615.80	\$ 154,561.25
Amity Hartman	Associate	\$0.00	\$0.00	\$0.00	\$250.75	-	-	-	83.50	83.50	\$ 20,937.63
Deven Patel	Associate	\$265.00	\$265.00	\$225.25	\$225.25	126.65	7.50	144.30	206.60	485.05	\$ 114,589.98
Brad Spooner	Associate	\$0.00	\$0.00	\$221.00	\$221.00	-	-	47.50	32.20	79.70	\$ 17,613.70
Patrick N. Clark	Analyst	\$260.00	\$260.00	\$221.00	\$221.00	168.80	64.90	154.30	215.70	603.70	\$ 142,532.00
Bobbie J. Phillips	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	444.00	105.80	56.00	99.70	705.50	\$ 160,304.08
Kimberly Cote	Analyst	\$0.00	\$0.00	\$199.75	\$199.75	-	-	14.00	6.25	20.25	\$ 4,044.94
Dipes Patel	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	311.70	74.40	29.30	196.40	611.80	\$ 135,817.08
Alexandra Griffin	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	345.50	81.70	34.50	148.80	610.50	\$ 137,006.18
Torrey Jordan	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	326.95	80.00	100.60	179.40	686.95	\$ 151,563.25
Brittany M. Teal	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	17.00	3.50	123.00	147.00	290.50	\$ 58,750.00
Ben Barr	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	153.10	79.10	207.40	237.10	676.70	\$ 143,355.88
Tom M. Walz	Analyst	\$0.00	\$0.00	\$0.00	\$199.75	-	-	-	8.00	8.00	\$ 1,598.00
Chris T. Lee	Analyst	\$235.00	\$235.00	\$199.75	\$199.75	301.90	74.30	155.60	144.30	676.10	\$ 148,312.03
Steve Ray	Analyst	\$0.00	\$0.00	\$0.00	\$191.25	0.00	-	-	1.00	1.00	\$ 191.25
Nick Madurkar	Analyst	\$225.00	\$225.00	\$191.25	\$191.25	124.00	37.50	73.00	71.50	306.00	\$ 63,973.13
Julia Mysinger	Paraprofessional	\$0.00	\$0.00	\$0.00	\$170.00	-	-	-	9.40	9.40	\$ 1,598.00
Stephen Tucker	Paraprofessional	\$0.00	\$0.00	\$153.00	\$153.00	-	-	7.10	140.00	147.10	\$ 22,506.30
Mary Betik	Paraprofessional	\$0.00	\$0.00	\$153.00	\$153.00	-	-	35.00	120.30	155.30	\$ 23,760.90
Anne Hollingsworth	Paraprofessional	\$200.00	\$0.00	\$0.00	\$0.00	3.90	-	-	-	3.90	\$ 780.00

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
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June 1, 2009 through August 31, 2009

Temporary Staff											
Name of Professional	APS Position title	June '09	July 1-9	July 10-31	Aug. '09	June '09	July 1-9	July 10-31	Aug. '09	Total Hours	Total Compensation
		Rate	Rate	Rate	Rate						
Travis Haber	Paraprofessional	\$0.00	\$0.00	\$0.00	\$153.00	0.00	-	-	8.00	8.00	\$ 1,224.00
Natalie P. Meuche	Paraprofessional	\$180.00	\$180.00	\$153.00	\$153.00	314.30	71.50	157.40	98.35	641.55	\$ 108,573.75
Susanna E. Kim	Paraprofessional	\$180.00	\$180.00	\$153.00	\$153.00	331.00	74.90	13.20	44.10	463.20	\$ 81,828.90
Sub Total						23,595.55	6,093.20	6,397.25	9,031.40	45,117.40	21,503,272.62
GRAND TOTAL						23,787.95	6,463.70	7,190.95	10,431.90	47,874.50	23,159,018.00

\*Work performed by the Temporary Staff outside of North America was charged at their local rates converted to U.S. dollars as of the final day of the billing period; the converted rate, however, does 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.

\*\* July hours billed in August

Europe\*\*\*

Additional Temporary Staff Employees - Full-Time											
Name of Professional	Description of Function	Hourly Rate									Total Compensation
Eugenio Berenga	Managing Director	\$507.00									
Giacomo Cantu	Director	\$387.00									
Giuditta Castello	Vice President	\$252.00									
											\$ 131,250.00

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

<sup>1</sup>APS 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.

AP Services, LLC  
Summary of Expenses – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

<b>Expense Categories</b>	<b>June '09</b>	<b>July 1-9</b>	<b>July 10-31</b>	<b>August-09</b>	<b>TOTAL</b>
Airfare	\$ 200,943.50		\$224,477.98	\$ 97,616.30	\$ 523,037.78
Bank Charges	\$ 5.00		\$ 101.60	\$ 7.30	\$ 113.90
Cab Fare / Ground Transportation	27,979.38		48,336.90	13,150.72	\$ 89,467.00
Cell Phone	225.20		58.19	63.58	\$ 346.97
Client Meals & Entertainment	784.15		64.83		\$ 848.98
Computer Supplies/Support	163.94				\$ 163.94
Copy Costs (outside source)	5,567.01		209.86		\$ 5,776.87
Credit Card Annual Fees	13.15				\$ 13.15
Lodging	141,970.16		155,681.48	53,563.46	\$ 351,215.10
Long Distance Calls	226.67		2,508.41	3,349.65	\$ 6,084.73
Meals & Tips	17,232.77		20,050.99	11,103.32	\$ 48,387.08
Meals Engagement Team	6,824.25		12,132.08	5,356.18	\$ 24,312.51
Mileage	6,335.25		3,460.60	1,255.65	\$ 11,051.50
Gas/Fuel	1,740.27		2,481.04	644.48	\$ 4,865.79
Other	1,291.28				\$ 1,291.28
Postage/Messenger/Courier	57.41		331.24	80.02	\$ 468.67
Parking & Tolls/Gas	7,972.87		8,716.26	3,768.57	\$ 20,457.70
Phone - Internet Access	416.40		337.36	194.02	\$ 947.78
Research	121.94		1,204.92	30.92	\$ 1,357.78
Rental Car	23,370.32		40,751.72	13,562.71	\$ 77,684.75
Subscription/Books	148.01				\$ 148.01
Supplies	203.58			257.36	\$ 460.94
Train	1,054.80		1,438.05	231.54	\$ 2,724.39
<b>TOTAL</b>	<b>\$ 444,647.31</b>	<b>\$ -</b>	<b>\$ 522,343.51</b>	<b>\$ 204,235.78</b>	<b>\$ 1,171,226.60</b>

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

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The following summary of services includes services performed by APS on behalf of the Debtors during two discrete time periods: (1) June 1, 2009 through July 9, 2009 (the “Pre-Closing Period”), and (2) July 10, 2009 through August 31, 2009 (the “Post-Closing Period”). During the Pre-Closing Period, APS assisted the Debtors with managing the transition into chapter 11, complying with the duties and obligations of debtors-in-possession imposed by the Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee, and effectuating the sale of substantially all their assets pursuant to section 363 of the Bankruptcy Code. Services rendered by APS in the Post-Closing Period include managing all aspects of the Debtors’ day-to-day business operations and overseeing the Debtors’ chapter 11 cases.

- The global cash team:
  - Designed, developed, and implemented the 13-week cash flow model now being used weekly with the United States Department of Treasury (“US Treasury”)
  - Supported assessment of the DIP funding requirements / compliance packages and negotiations with the US Treasury and Export Development Canada (“EDC”)
  - Analyzed the carve-out of GM’s European cash management process
  
- The Bankruptcy advisory and bankruptcy management support teams::
  - Analyzed various 363 scenarios including assets to be sold and transferred to a US Treasury sponsored purchaser (“New GM”)
  - Performed reconciliation of debt / claim values
  - Developed liability analysis package
  - Performed contingency planning of the receivables and payables for all legal entities
  - Prepared legal entity disposition analysis
  - Supported the financials for first day motions
  - Prepared Debtor in Possession (“DIP”) Financing estimations
  - Developed court reporting / liquidation analysis
  - Performed financial modeling
  - Supervised a Command Center for prompt decisions on contract issues and a Supplier Call Center to handle over 900,000 direct and indirect supplier contracts

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

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- Established a dealer rationalization process to sign up 6,000 dealers to new terms or deferred terminations.
- Assisted with developing the 1<sup>st</sup> day order payment approval process
- Assisted Corporate accounting to set up procedures for separating GM and New GM books and records
- Assisted with essential supplier agreement tracking and maintenance
- Compiled data for noticing matrix consisting of more than 2.5 million parties
- Created committee reporting function
- Assisted in coordinating work stream and regional input into US Treasury submissions
- Coordinated, developed and reviewed bondholder presentations, weekly Board of Director presentations and special topic assessments
- Managed data room and assisted in managing the data request process for all advisors
- Performed contingency planning for management of a quick 363 sale closing
- Sized and negotiated Wind-Down Facility which provided Motors Liquidation Company (MLC) with approximately \$1.175 billion in cash to fund the wind down of OldGM
- Created projections to support negotiations of Wind-Down Facility
- Participated in negotiations with US Treasury regarding the structure of OldGM, Prepared Statements of Financial Affairs and Schedules of Assets and Liabilities for the debtors
- Created Motors Liquidation corporate website as a central repository for information relating to the Bankruptcy process including posting the Schedules and Statements as well as the individual claims. Information for former stockholders as well as Real Estate and Assets for sale are also posted to the website
- Managed communications with Creditors, including, 1) financial results, 2) claims reconciliation, 3) asset dispositions. This activity is on-going

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

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- The contracts and leases team:
  - Established a formal contract assumption, objection analysis / resolution, and rejection process and provided assistance with staffing. Additionally we implemented a Contract Notice Web-site
  - Implemented process for managing contract objections. Prepared reports and administered internal meetings with various stakeholders
  - Development of web-based system to house and process contracts in North America
  - Provided assistance in staffing the contracts negotiation team in evaluating and renegotiating indirect spend contracts and leases. Functional areas covered include Sales and Marketing, Manufacturing, Information Systems, Finance Outsourcing and Benefits administration
  
- The SAAB team:
  - Assisted GM with the SAAB reorganization process providing, among other things, cash flow forecasting and business planning assistance
  - Assisted GM's SAAB team and their advisors with potential buyers, providing analysis of data and supporting future strategies
  - Assisted GM's staff in Europe, Asia Pacific and Latin America with contingency plan development and communications, assessment of revenue and cost impacts of multiple contingency planning scenarios on each country's forecast and collaborated on the DIP and exit financing requirements models by country
  - Provided assistance in representing GM's interests at SAAB as it has worked through its reorganization and was successful in proposing a transaction that is satisfactory to its creditors
  
- The international operations team:
  - Assisted in managing and supporting GM's sale process for specific entities in Europe including management presentations and data room management
  - Assisted in managing International asset transfers across all regions
  - Assisted in identifying the list of excluded subs



AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
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June 1, 2009 through August 31, 2009

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- Coordinated entity restructuring to both isolate excluded entities and to reduce tax liabilities associated with the transfers
  - Assisted in managing communications and follow-ups with joint venture partners to secure necessary waivers
  - Provided assistance in Europe to identify additional savings in GM's manufacturing footprint.
  - Supported global assessment of GM's intellectual property subsidiary and engineering contracts and IP transfers – including those impacting International operations
  - Supported the international assets transfer team to reduce the adverse impacts of a Chapter 11 filing and 363 sale
- The Delphi team:
- Assisted in supporting most aspects of the Delphi negotiations and planning for the reintegration of specific Delphi UAW sites into GM
  - Assisted in performing due diligence at over 100 Delphi locations
  - Assisted in developing operational integration plans for Delphi sites that are expected to return to GM
  - Assisted in documenting transitional service agreements, financial budgets and plans for Delphi plant sites returning to GM that will continue, at least for a time, using Delphi services
  - Provided assistance as part of the Delphi team to help reduce the cash burn at Saginaw Steering, all of which GM would have been required to fund
  - Assisted the development of implementation plans to re-take US manufacturing sites back to GM from Delphi and how to do so at the same time as major cost reduction plans are being implemented
- The environmental matters team:
- Assumed responsibility for the day-to-day management of environmental activities for over 100 MLC sites

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

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- Developed a comprehensive analysis of remediation costs across over 100 sites for inclusion in the Wind-down Facility Budget
  - Forecasted Operation, Maintenance & Monitoring (OM&M) and Remediation and Investigation (R&I) spend
  - Implemented environmental organization and retained site managers and engineering consultants
  - Developed procedures to ensure continued compliance with environmental laws and regulations and to protect human health and the environment
  - Approved modifications to ongoing remediation and monitoring activities as necessary across all sites
  - Evaluated sites in order to identify potential for catch-up/pull-ahead of remediation activities
  - Prepared environmental components of schedules and statements of financial affairs
  - Commenced and continued coordination of remediation and brownfield/re-use planning with machinery and equipment and real estate disposition efforts
  - Commenced efforts towards resolution of MLC environmental claims
  - Participated in discussions with GMC on determining clean-up responsibility for sites undergoing decommissioning and for lease-back sites
  - Performed corrective action work across applicable MLC sites, including meetings with regulators as needed to negotiate and finalize action plans
  - Transitioned data sites for environmental background data
  - Formulated environmental strategy for presentation to Presidential Task Force on the Auto Industry
  - Initiated contact with state and federal environmental regulators
- The real estate management team:
- Identified and classified the properties remaining with MLC post 363 sale
  - Managed the holding costs related to properties remaining with MLC

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al.  
June 1, 2009 through August 31, 2009

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- Developed an asset disposition strategy including 1) due diligence of owned properties, 2) site reviews of each facility, and 3) an initial assessment of the likely outcome of each facility
  - Integrated environmental and real estate strategies to determine a preliminary outcome for each facility
  - Managed the real estate aspects of lease rejections to support the claims management team
  - Prepared for and attended meetings with the Presidential Task Force on the Auto Industry to advise the group on the nature and composition of the MLC properties
  - Prepared for and attended meeting with US Treasury regarding the nature and composition of the MLC Properties
  - Established an open dialogue with local economic development groups to discuss potential property reuse/job creation opportunities
  - Formulated with counsel a de minimus asset sales motion allowing Motors Liquidation Company the flexibility to sell properties quickly to maximize value
  - Pursued active real estate leads. This activity is on-going.
  - Identified brokers for the manufacturing sites and started the retention process. This activity is on-going
- The asset disposition team accomplished the following:
- Created Asset Disposition Model including liquidation assessments and 13 week cash flow
  - Established a group to oversee site management and leases with NewGM
  - Transitioned management of plants and sites from NewGM
  - Reviewed asset listing and researched assets available for sale including site visits. Prepared a property-by-property disposition strategy
  - Identified liquidators for the assets sales and initiated a request for proposal process
  - Investigated and reviewed NUMMI relationship and financials to develop MLC's strategy

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
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June 1, 2009 through August 31, 2009

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- GM Strasbourg (GMS) team:
  - Advised and assisted the management of GMS with the development of the Company's 2010 budget, business plan and forecast, and other such forecasts as may be required and requested by the management of GMS
  - Advised and assisted the management of GMS in the development, with other advisors to GMS, of contingency plans and financial alternatives
  - Advised and assisted the management of GMS in the negotiation and implementation of restructuring initiatives and evaluation of strategic alternatives
  - Advised and supported the management of GMS in the preparation of bid materials, presentations and negotiations with respect to new business
  - Advised and assisted the management of GMS in developing and implementing its cash management strategies, tactics, forecasts and processes
  
- Our communications advisors have provided counsel and expertise in setting up and managing communications strategy, tactical planning and roll-out prior to and after the Chapter 11 filing.
  
- The information systems efforts were focused on supporting many of the other workstreams in completing their activities such as contract review for IS&S contracts. In addition, they provided support to the company related to carve-out activities associated with specific entities targeted for sale to third parties – including Adam Opal's potential sale to Magna
  
- Our management team has assisted in coordinating issue identification, risk mitigation and work plan development across all work streams and regions