

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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**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 330  
AUTHORIZING THE DEBTORS TO AMEND THE TERMS OF  
THEIR ENGAGEMENT WITH BROWNFIELD PARTNERS, LLC**

Upon the Motion, dated March 5, 2010 (the “**Motion**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 327(a) and 330 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the amendment of the terms of the Engagement Letter, dated June 15, 2009, as amended by that certain First Letter Agreement, dated August 31, 2009, between the Debtors and Brownfield Partners, LLC (“**Brownfield Partners**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Second Amended Fee Cap is approved; and it is further

ORDERED that, if requested by the parties, a status conference may be held with respect to the Revised Rates at a time to be agreed upon; and it is further

ORDERED that all references to the Engagement Letter in the Retention Order shall be deemed to include the Second Letter Agreement; and it is further,

ORDERED that except to the extent modified by the First Letter Agreement and the Second Letter Agreement, the terms and provisions of the Engagement Letter remain in full force and effect; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
March 19, 2010

*s/ Robert E. Gerber*  
United States Bankruptcy Judge

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