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

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In re: : Chapter 11
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)
: :
Debtors. : Honorable Robert E. Gerber
: :
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**STIPULATION AND ORDER FOR ADJOURNMENT OF
APRIL 29, 2010 HEARING ON FIRST INTERIM FEE APPLICATION OF
BAKER & MCKENZIE LLP**

**TO: THE HONORABLE ROBERT E. GERBER
U.S. BANKRUPTCY JUDGE**

STIPULATION

The Fee Examiner of General Motors Corporation (n/k/a/ Motors Liquidation Company), appointed on December 23, 2009, and Baker & McKenzie LLP hereby stipulate and agree that the Court may enter an order adjourning the April 29, 2010 hearing on the *First Interim Application of Baker & McKenzie for Compensation and Reimbursement of Expenses for Services Rendered as Special Counsel for the Debtors for the Period June 1, 2009 Through*

September 30, 2009 [Docket No. 4454] (“Baker's First Interim Fee Application”) on the following terms:

1. Baker & McKenzie’s First Interim Fee Application will be subject to continuing audit by the Stuart Maue firm. *See Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of the Stuart Maue Firm as Consultant to the Fee Examiner Nunc Pro Tunc as of January 22, 2010* [Docket No. 4901]; *Fee Examiner’s Application to Authorize the Extended Retention and Employment of the Stuart Maue Firm as Consultant to the Fee Examiner as of March 8, 2010* [Docket No. 5431]; *Response of Debtors to Fee Examiner’s Application to Authorize Extended Retention of the Stuart Maue Firm As Consultant to the Fee Examiner as of March 8, 2010* [Docket No. 5522].¹

2. Baker & McKenzie shall, subject to Court approval, be permitted to receive payment in the form of one half of any unpaid amounts requested in Baker’s First Interim Fee Application, subject to the results of the subsequent audit and the Fee Examiner’s submission of a full report and recommendations. *See Order Pursuant to 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3711] (Baker & McKenzie previously paid 80 percent of all requested fees incurred during the first interim fee period).

3. The Fee Examiner will submit a preliminary report on Baker’s First Interim Fee Application contemporaneously with his reports on all other first interim fee applications but will defer any specific objections or recommendations pending the outcome of the audit and the submission of additional materials by Baker & McKenzie.

¹ If the Court denies the Fee Examiner’s application for the extended retention of Stuart Maue, the Fee Examiner will, at a minimum, submit a separate application seeking authorization to retain Stuart Maue for a stipulated audit of all Baker & McKenzie fee applications prior to proceeding with any audit.

