

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

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

-----X  
: **Chapter 11 Case No.**  
: **09-50026 (REG)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **(Jointly Administered)**  
: **(Jointly Administered)**  
: **(Jointly Administered)**  
-----X

**NOTICE OF HEARING ON SECOND  
INTERIM APPLICATIONS AND CERTAIN ADJOURNED  
FIRST INTERIM APPLICATIONS FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

PLEASE TAKE NOTICE that a hearing (the “**Hearing**”) will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 29, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard, to consider (i) the second interim applications and (ii) certain adjourned first interim applications for allowance of compensation and reimbursement of expenses set forth on “**Exhibit A**” and “**Exhibit B**,” respectively, annexed hereto (collectively, the “**Applications**”).

PLEASE TAKE FURTHER NOTICE that the Applications have been filed electronically with the Bankruptcy Court and, as such, may be examined and inspected by interested parties on (i) the Court's website (<http://www.nysb.uscourts.gov>) or (ii) the website of the Debtors' court-approved claims and noticing agent, The Garden City Group, Inc., (<http://www.motorsliquidationdocket.com>).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Applications 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, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 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, D.C. 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., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) 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.); (ix) 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 Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.); (xii) Godfrey & Kahn, S.C., attorneys for the Fee Examiner, 780 North Water Street, Milwaukee, Wisconsin 53202 (Attn: Brady C. Williamson, Esq. and Timothy F. Nixon, Esq.); and (xiii) the professional whose Application is the subject of the objection, so as to be received no later than **June 17, 2010 at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Applications, the Debtors may, on or after the Objection Deadline,

submit to the Bankruptcy Court an order approving the fees and expenses requested which may be entered with no further notice or opportunity to be heard offered to any party.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York  
May 25, 2010

/s/ Stephen Karotkin  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit A**

**Second Interim Fee Applications**

<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>
Jenner & Block LLP	5263	Oct. 1, 2009 to Jan. 31, 2010	\$45,662.50	\$6,208.97
LFR Inc.	5270	Oct. 1, 2009 to Jan. 31, 2010	\$1,034,548.40	\$182,730.34
FTI Consulting, Inc.	5279	Oct. 1, 2009 to Jan. 31, 2010	\$2,066,666.00	\$18,756.18
Jones Day	5285	Oct. 1, 2009 to Jan. 31, 2010	\$10,297.00	\$1,232.09
The Claro Group, LLC	5290	Oct. 1, 2009 to Jan. 31, 2010	\$652,010.50	\$9,138.41
Brownfield Partners, LLC	5291	Oct. 1, 2009 to Jan. 31, 2010	\$381,757.40	\$27,480.81
Butzel Long, a professional corporation	5293	Oct. 1, 2009 to Jan. 31, 2010	\$258,825.50	\$12,188.98
Plante & Moran, PLLC	5294	Oct. 1, 2009 to Jan. 31, 2010	\$354,195.70	\$5,247.32
Weil, Gotshal & Manges LLP	5295	Oct. 1, 2009 to Jan. 31, 2010	\$5,903,901.25	\$377,157.81
Kramer, Levin Naftalis & Frankel LLP	5296	Oct. 1, 2009 to Jan. 31, 2010	\$1,149,758.75	\$31,383.31

**Exhibit B**

**Adjourned First Interim Fee Applications**

<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>
LFR Inc.	4436	June 1, 2009 to Sept. 30, 2009	\$633,772.80	\$43,447.98
Baker & McKenzie LLP	4454	June 1, 2009 to Sept. 30, 2009	\$1,262,789.76	\$21,619.20
Brownfield Partners, LLC	4457	June 1, 2009 to Sept. 30, 2009	\$213,914.75	\$16,294.80