

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

THIRD INTERIM FEE APPLICATION

Name of Applicant: **Butzel Long, a professional corporation**

Time Period: February 1, 2010 through and including May 31, 2010

Role in the Case: Special Counsel to the Official Committee of Unsecured Creditors of
Motors Liquidation Company, f/k/a General Motors Corporation

Current Application: Total Fees Requested: \$429,844.75
Total Expenses Requested: \$20,791.35

Prior Applications: First Interim Fee Application, filed November 16, 2009 (Docket No.
4450), for the period from June 10, 2009 through and including September
30, 2009
Total Fees & Expenses Requested: \$259,041.37
Total Fees & Expenses Allowed: \$257,155.29
Holdback: \$23,615.87
Second Interim Fee Application, filed March 17, 2010 (Docket No. 5293),
for the period from October 1, 2009 through and including January 31,
2010
Total Fees & Expenses Requested: \$271,014.48
Total Fees & Expenses Allowed: \$264,769.07
Holdback: \$25,365.94

**SUMMARY OF THIRD INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

NAME OF PROFESSIONAL SHAREHOLDERS	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Richard Brosnick	LIT	1997	\$490.00	8.5	\$4,165.00
Eric Fisher	BK, LIT	1996	\$525.00	192.2	\$100,905.00
Jane Greyf	CORP	1999	\$590.00	2.1	\$1,239.00
Barry N. Seidel	BK	1978	\$725.00	97.8	\$70,905.00
Robert Sidorsky	BK, LIT	1983	\$625.00	10.1	\$6,312.50
Total Shareholders:				310.7	\$183,526.50

NAME OF PROFESSIONAL ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Maria Caceres-Boneau	LIT	2008	\$325.00	87.1	\$28,307.50
Katie L. Cooperman	BK, CORP	2006	\$395.00	480.1	\$189,639.50
Orlee Goldfeld	BK, LIT	1999	\$435.00	0.3	\$130.50
Omer Granit	CORP	2008	\$325.00	32.5	\$10,562.50
Laura Tedesco	CORP	2010	\$215.00	5.9	\$1,268.50
Total Associates:				605.9	\$229,908.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation.

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$245.00	83.5	\$20,457.50
Michelle Martinez	LIT	\$150.00	1.6	\$240.00
Kimberly A. Schoening	LIT	\$140.00	7.8	\$1,092.00
Total Paralegals:			92.9	\$21,789.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders	\$590.69	310.7	\$183,526.50
Associates	\$379.45	605.9	\$229,908.50
Paralegals	\$234.55	92.9	\$21,789.50
Total Fees Incurred		1,009.5	\$435,224.50
Blended Attorney Rate	\$451.05		
Total Fees			\$435,224.50
Less Adjustment²			(\$5,379.75)
Total Fees Requested		1,009.5	\$429,844.75

² BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**THIRD APPLICATION OF BUTZEL LONG, A PROFESSIONAL
CORPORATION, AS SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF MOTORS LIQUIDATION COMPANY,
f/k/a GENERAL MOTORS CORPORATION, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

**TO: THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:**

Butzel Long, a professional corporation (“**BL**”), Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “**Committee**”), for its third application (this “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for interim allowance of compensation for professional services performed by BL for the period commencing February 1, 2010, through and including May 31, 2010 (the “**Third Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Third Compensation Period, respectfully represents:

PRELIMINARY STATEMENT

1. BL’s reputation as a leading law firm in the automotive industry is well-suited to its representation of the Committee. As Special Counsel to the Committee, BL renders its

services on an “as-needed” basis. In connection with its representation of the Committee during the Third Compensation Period, BL’s services have predominately concerned the adversary proceeding commenced on the Committee’s behalf against JPMorgan Chase Bank, N.A. (the “**JPMorgan Adversary Proceeding**”)¹ and the investigation of claims and causes of action against certain holders of notes issued by General Motors Nova Scotia Finance Company (the “**Nova Scotia Matter**”).

2. BL’s efforts to advise and represent the Committee during the Third Compensation Period, and the professional services performed and expenses incurred in connection therewith, were actual and necessary to preserve and protect the interests of the unsecured creditors of Motors Liquidation Company, f/k/a General Motors Corporation (together with its chapter 11 filing affiliates, the “**Debtors**”). BL’s charges for professional services performed and expenses incurred are reasonable under the applicable standards. BL respectfully asks that the Court grant this Application and allow interim compensation for professional services performed and reimbursement of expenses as requested.

BACKGROUND

3. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on June 1, 2009 (the “**Petition Date**”) in the United States Bankruptcy Court for the Southern District of New York.

4. On June 3, 2009, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Committee, pursuant to section 1102 of the Bankruptcy Code.

¹ In addition to JPMorgan Chase Bank, N.A., there are more than 400 named defendants in the JPMorgan Adversary Proceeding.

5. On June 30, 2009, the Committee filed an application (the “**Retention Application**”) with this Court pursuant to section 1103(a) of Title 11 of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules for entry of an order authorizing the employment of BL as Special Counsel to the Committee, nunc pro tunc to June 10, 2009, all as more fully described in the Retention Application (Docket No. 2847).

6. No objections were filed to BL’s retention and, on July 13, 2009, this Court entered an order authorizing the employment of BL as Special Counsel to the Committee (Docket No. 3124). The Court’s Order went on to state:

Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee’s Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long;

A copy of the above order is attached hereto as Exhibit A and is incorporated herein by reference.

7. On November 16, 2009, BL submitted its First Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From June 10, 2009 Through and Including September 30, 2009 (the “**First BL Application**”).

8. On December 23, 2009, the Court entered an order (the “**Fee Order**”) appointing Brady C. Williamson as fee examiner (the “**Fee Examiner**”). On February 16, 2010, the Fee

Examiner filed his First Status Report and Advisory, which summarizes the applicable standards and guidelines for the Fee Examiner's review of fee applications (the "**First Advisory**"). On April 8, 2010, the Fee Examiner filed his Second Status Report and Advisory (the "**Second Advisory**").

9. After a hearing to consider the First BL Application on April 29, 2010, the Court entered an order on May 21, 2010 granting the First BL Application in the total amount of \$257,155.29 and approving a 10% holdback in the amount of \$23,615.87.

10. On March 17, 2010, BL submitted its Second Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From October 1, 2009 Through and Including January 31, 2010 (the "**Second BL Application**"). After a hearing to consider the Second BL Application on June 29, 2010, the Court entered an order on July 22, 2010 granting the Second BL Application in the total amount of \$264,769.07 and approving a 10% holdback in the amount of \$25,365.94.

SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED

11. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 29, 2009 (the "**Local Guidelines**"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "**UST Guidelines**"), and this Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the "**Administrative Order**," and together with the Local Guidelines and

the UST Guidelines, the “**Guidelines**”). A copy of the Administrative Order is attached hereto as Exhibit B, and incorporated herein by reference.

12. This Application has also been prepared in accordance with this Court’s rulings on the First BL Application and the Second BL Application. Further, BL has endeavored to comply with the directions provided by the Fee Examiner in connection with the First BL Application and the Second BL Application. BL will provide a copy of this Application to the Fee Examiner.

13. Pursuant to the procedures outlined in the Administrative Order, BL has served a statement of its fees and disbursements accrued for its professional services in the above-captioned matter for the period commencing February 1, 2010 through and including February 29, 2010 (the “**February Statement**”), for the period commencing March 1, 2010 through and including March 31, 2010 (the “**March Statement**”), for the period commencing April 1, 2010 through and including April 30, 2010 (the “**April Statement**”) and for the period commencing May 1, 2010 through and including May 31, 2010 (the “**May Statement**,” and together with the February Statement, the March Statement and the April Statement, the “**BL Statements**”) upon the U.S. Trustee, the Debtors, the attorneys for the Debtors and the attorneys for the Committee (collectively, the “**Notice Parties**”). The Administrative Order provides that the Notice Parties shall have at least 15 days after receipt of a monthly statement to review it, and shall serve any objections to the monthly statement no later than 45 days following the month for which compensation is sought. During the Third Compensation Period, BL has received no notice of objection to any of the BL Statements from any of the Notice Parties.

14. BL has served the March Statement, the April Statement and the May Statement upon the Fee Examiner. During the Third Compensation Period, BL has received no notice of objection to any of such statements from the Fee Examiner.

15. BL seeks allowance of interim compensation for professional services performed during the Third Compensation Period in the amount of \$435,224.50 and for expenses incurred in the rendition of such services in the amount of \$20,791.35. During the Third Compensation Period, BL professionals and paraprofessionals expended a total of 1,009.5 hours in connection with the necessary services performed.

16. In accordance with the Administrative Order, to date, BL received payments totaling \$365,641.09 for the Third Compensation Period, consisting of \$344,849.74, representing 80% of the fees, and \$20,791.35, representing 100% of expenses, invoiced pursuant to the BL Statements. The holdback of \$23,615.87 relating to fees requested in the First BL Application and \$25,365.94 relating to fees requested in the Second BL Application remains unpaid and outstanding. Accordingly, BL now seeks approval for all amounts allowed pursuant to the Administrative Order relating to the Third Compensation Period and approval for the Debtors to pay the 20% of fees deferred (as "holdbacks") in accordance with the Administrative Order.

17. There is no agreement or understanding between BL and any other person, other than members of BL, for the sharing of compensation to be received for services rendered in these cases. During the Third Compensation Period, BL has received no payment and no promises of payment from any source (other than the Debtors) for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

18. The fees charged by BL in these cases are billed in accordance with BL's existing billing rates and procedures in effect during the Third Compensation Period. The rates BL

charges for the services rendered by its professionals and paraprofessionals in these cases are the same rates BL charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

19. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Third Compensation Period but were not processed prior to the preparation of this Application, BL reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

20. Annexed hereto as Exhibit C is a certification regarding compliance with the Guidelines.

21. Annexed hereto as Exhibit D, pursuant to the UST Guidelines, is a schedule of BL professionals and paraprofessionals who have performed services for the Committee during the Third Compensation Period, the capacities in which each individual is employed by BL, the department in which each practices, the hourly billing rate charged by BL for the services performed by such individuals, the year in which each professional was first licensed to practice law, and the aggregate number of hours expended in these matters during the Third Compensation Period and the fees billed therefor.

22. Annexed hereto as Exhibit E is a schedule specifying the categories of expenses for which BL is seeking reimbursement and the total amount for each such expense category. A detailed breakdown of all such expenses, including the date incurred, amount and description thereof, as well as the individual who incurred such expense and the project code related thereto,

is also included in Exhibit E. An itemized schedule of all such expenses has been provided to the Debtors, the Court, the attorneys for the Committee, the U.S. Trustee and the Fee Examiner.

23. Annexed hereto as Exhibit F, pursuant to the UST Guidelines, is a summary of BL's time records relating to the charges for services rendered during the Third Compensation Period using project codes hereinafter described. BL maintains computerized records of the time spent by all BL attorneys and paraprofessionals in connection with its engagement by the Committee.

24. Copies of these computerized records, annexed hereto as Exhibit G, have been furnished to the Debtors, the attorneys for the Debtors, the attorneys for the Committee, the Court, the U.S. Trustee and the Fee Examiner in the format specified by the UST Guidelines.

**SUMMARY OF SERVICES PERFORMED BY
BL DURING THE THIRD COMPENSATION PERIOD**

25. The following is a summary of the significant professional services rendered by BL during the Third Compensation Period, organized in accordance with BL's internal system of project codes. As previously noted, BL's services during the Third Compensation Period have mainly involved the JPMorgan Adversary Proceeding and the Nova Scotia Matter.

a. JPMorgan Avoidance Complaint. On July 31, 2009, the Committee commenced the JPMorgan Adversary Proceeding challenging, *inter alia*, the security interest of more than 400 lenders (the "**Defendants**") to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (as amended, the "**Term Loan Agreement**"), and sought to recover in excess of \$1.4 billion, in the aggregate, from the Defendants. During the Third Compensation Period, BL's professional services in connection with the JPMorgan Adversary Proceeding included: conducting legal research; responding to discovery

requests; reviewing documents produced by JPMorgan and other third parties; taking depositions in New York; drafting a motion for summary judgment; drafting pre-motion conference requests and attending such conferences; and various other tasks.

b. General Motors Nova Scotia Finance Company. On November 30, 2009, a claim was filed against the Debtors on behalf of the holders of notes (the “**Noteholders**”) issued by General Motors Nova Scotia Finance Company in the amount of \$1,607,647,592.49 (claim no. 66319). On December 10, 2009, the Noteholders themselves filed a similar claim against the Debtors in the amount of \$1,072,557,531.72 (claim no. 69551) (collectively, the “**Claims**”). During the Third Compensation Period, BL’s professional services in connection with the Nova Scotia Matter included: conducting legal research; analyzing the Claims and potential objections thereto; reviewing documents informally produced in connection with the Claims; and various other tasks.

c. Defending Fee Applications. On March 31, 2010, the Fee Examiner contacted BL to inquire about the First BL Application. Since then, BL has corresponded with the Fee Examiner frequently concerning the First BL Application and the Second BL Application. During the Third Compensation Period, BL’s professional services in connection with its defense of the First BL Application and the Second BL Application included: corresponding with the Fee Examiner; reviewing the First Advisory and the Second Advisory; drafting and filing a reply to the Fee Examiner’s objection to the First BL Application; instituting internal procedures for complying with Fee Examiner requests; and various other tasks.

d. Monthly Fee Statements. On July 6, 2010, this Court ruled that compensable time spent preparing monthly statements, as opposed to time spent preparing fee applications and monthly budgets, warrants a reduction of fifty percent (50%). Accordingly, BL has reduced its request for compensation by \$5,379.75 in compliance with such ruling.

26. The professional services performed by the professionals and paraprofessionals of BL were rendered by the Bankruptcy, Corporate and Litigation Departments in various offices. The professional services performed by BL on behalf of the Committee during the Third Compensation Period required an aggregate expenditure of 1,009.5 recorded hours by BL's professionals and paraprofessionals. Of the aggregate time expended, 310.7 recorded hours were expended by shareholders of BL, 605.9 recorded hours were expended by associates of BL and 92.9 recorded hours were expended by paraprofessionals of BL.

27. During the Third Compensation Period, BL billed the Committee for time expended by attorneys based on hourly rates ranging from \$215 to \$725 per hour.

ACTUAL AND NECESSARY DISBURSEMENTS OF BL

28. As set forth in Exhibit E hereto, BL has disbursed \$20,791.35 as expenses incurred in providing professional services during the Third Compensation Period. These expenses are actual, reasonable and necessary in light of the size and importance of the issues faced by the Committee.

29. In connection with the JPMorgan Adversary Proceeding and the Nova Scotia Matter, BL's attorneys have devoted time during the evenings and on weekends to perform legal services on behalf of the Committee. Such services were essential to meet deadlines. Consistent with firm policy, attorneys of BL who worked late into the evenings were reimbursed for their

reasonable meal costs and their cost for transportation from the office to home. BL has not charged the Debtors for any meal or transportation costs incurred while working on weekends. The reimbursement amounts do not exceed those set forth in the UST Guidelines.

30. BL has not charged the Debtors for any local, long distance or international telephone or facsimile expenses.

31. With respect to photocopying expenses, BL wrote off \$879.60 related to copies in compliance with the Court's decision that such charges are reimbursable at the lesser of \$.10 per page and cost.

32. None of these categories of expenses exceed the maximum rate set forth in the UST Guidelines. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Committee.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

33. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." *Id.* § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

34. In the instant case, BL respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for, and beneficial to, the preservation, protection and prosecution of the Committee's rights and claims under this chapter 11 proceeding. Such services and expenditures were necessary to and in the best interests of the Committee. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and all parties in interest.

35. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, BL sought to minimize the costs of its services to the Debtors by utilizing talented paraprofessionals to handle more routine aspects of case administration. Groups of the same BL attorneys were utilized for similar tasks in these cases to minimize the costs of intra-BL communication and education about the Committee's circumstances.

36. In sum, the services rendered by BL were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the

complexity, importance and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

CONCLUSION

37. BL respectfully requests the Court enter an Order authorizing (i) an interim allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the Third Compensation Period in the amount of \$450,636.10, consisting of \$429,844.75, representing 100% of fees incurred during the Third Compensation Period, and reimbursement of \$20,791.35 representing 100% of actual and necessary expenses incurred during the Third Compensation Period; and (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to BL's right to seek additional compensation for services performed and expenses incurred during the Third Compensation Period, which were not processed at the time of this Application.

WHEREFORE, BL respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York
August 5, 2010

Respectfully submitted,

BUTZEL LONG, a professional corporation

By: /s/ Barry N. Seidel
Barry N. Seidel
Eric B. Fisher
380 Madison Avenue
New York, NY 10017
(212) 818-1110 Telephone
(212) 818-0494 Fax

EXHIBIT A

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

In re

GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT OF BUTZEL LONG AS SPECIAL
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO JUNE 10, 2009**

Upon the Application, dated June 30, 2009 (the “Application”), of the Official Committee of Unsecured Creditors (the “Committee”), pursuant to Section 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order authorizing the employment of Butzel Long, a professional corporation (“Butzel Long”) as Special Counsel to the Committee, *nunc pro tunc* to June 10, 2009, all as more fully described in the Application; and upon the Declaration of Barry N. Seidel, a shareholder of Butzel Long, dated June 30, 2009, attached to the Application as Exhibit A (the “Seidel Declaration”) and the Schedules appended thereto; and the Court being satisfied, based on the representations made in the Application and the Seidel Declaration that Butzel Long and its shareholders are “disinterested” as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that Butzel Long represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting

C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to (a) the Office of the United States Trustee for Region 2; (b) the attorneys for the United States Department of the Treasury, (c) the attorneys for Export Development Canada, (d) the attorneys for the agent under the Debtors' prepetition secured term loan agreement, (e) the attorneys for the agent under the Debtors' prepetition amended and restated secured revolving credit agreement, (f) the attorneys for the Debtors, (g) the United States Department of Labor, (h) the attorneys for the National Automobile Dealers Association, (i) the U.S. Attorney's Office, and (i) all entities that, on or before June 30, 2009, requested notice in these cases pursuant to Rule 2002 of the Bankruptcy Rules, and the Application having been electronically filed on the docket in this case, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "Hearing"); and upon the record of the Hearing and all of the proceedings held before the Court; and the Court having found and determined that the relief sought in the Application is in the best interest of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED that pursuant to Section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is authorized to employ and retain Butzel Long as its Special Counsel to render the Special Counsel Services (as defined in the Application), in accordance with Butzel Long's normal hourly rates and disbursement policies, all as contemplated by the Application, *nunc pro tunc* to June 10, 2009; and it is further

ORDERED that Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee's Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long; and it is further

ORDERED that notice of this Application as provided therein shall be deemed good and sufficient notice of the Application; 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

July 13, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
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. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the establishment of certain procedures for interim compensation and reimbursement of professionals, 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 upon the objection of the St. Regis Mohawk Tribe (the “**Tribe Objection**”) and the State of New York on behalf of the New York State Department of Environmental Conservation (the “**State Objection**,” and together with the Tribe Objection, the “**Objections**”) to the Motion; and upon the reply (the “**Reply**”) of Debtors to the Objections; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings had before the Court;

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

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

ORDERED that, for the reasons set forth on the record of the Hearing, the Motion is granted as provided herein; and it is further

ORDERED that the Objections are hereby overruled in their entirety; provided, however, that the Debtors shall provide the St. Regis Mohawk Tribe (the “**Tribe**”) and the New York State Department of Environmental Conservation (the “**NYSDEC**”) with the Monthly Letter (as defined below); and it is further

ORDERED that except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in this case may seek interim compensation in accordance with the following procedure:

- (a) Except as provided in paragraph (b) below, on or before the **30th day** of each month following the month for which compensation is sought, each professional seeking compensation will serve a monthly statement (the “**Monthly Statement**”), by hand or overnight delivery, on (i) the Debtors, Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Joseph Smolinsky, Esq.); (iii) the attorneys for the Creditors’ Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq. and Robert Schmidt, Esq.); and (iv) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.) (collectively, the “**Notice Parties**”).
- (b) Each professional shall serve the Monthly Statement for the month of June 2009 on or before August 14, 2009.
- (c) The Monthly Statement shall not be filed with the Court and a courtesy copy need not be delivered to Chambers because this Motion is not intended to alter the fee application requirements outlined in sections 330

and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York.

- (d) Each Monthly Statement must contain a list of the individuals and their respective titles (e.g., attorney, paralegal, etc.) who provided services during the period covered by the Monthly Statement, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** or as close thereto as practicable.²
- (e) Except as provided for in paragraph (f) below, each Notice Party shall have at least **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an “**Objection**”), such party shall, by no later than the **45th day** following the month for which compensation is sought (the “**Objection Deadline**”), serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (f) Each Notice Party shall have at least **15 days** after receipt of the Monthly Statement for June 2009 to review it and, if such party has an Objection, such party shall, by no later than the **60th day** following the end of the month of June 2009, serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (g) At the expiration of the Objection Deadline, the Debtors shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraphs (e) and (f) above.

² The Debtors may seek to modify this requirement in the retention application of certain professionals.

- (h) If the Debtors receive an Objection to a particular Monthly Statement, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (g) above.
- (i) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (g) above, that portion of the Monthly Statement that was withheld is no longer subject to the Objection.
- (j) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (l) below.
- (k) The service of an Objection in accordance with paragraph (f) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- (l) Commencing with the period ending September 30, 2009, and at four-month intervals thereafter (the "**Interim Fee Period**"), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the "**Retained Professionals**") shall file with the Court an application (an "**Interim Fee Application**") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.
- (m) The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "**Interim Fee Hearing**"). At least **30 days** prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy with original signatures, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.

- (n) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed.
- (o) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- (p) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- (q) The attorneys for the Creditors' Committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors' Committee; *provided, however*, that these reimbursement requests must comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995; and it is further
- (r) On or before the **30th day** of each month following the month for which compensation is sought, the Debtors will transmit a letter (the "**Monthly Letter**") to (i) the attorneys for the Tribe, McNamee, Lochner, Titus & Williams, P.C., 677 Broadway, Albany, New York 12207 (Attn: John J. Privitera Esq. and Jacob F. Lamme, Esq.) and (ii) the attorneys for the State of New York on behalf of the NYSDEC, New York State Department of Law Environmental Protection Bureau, The Capitol, Albany, New York 12224 (Attn: Maureen F. Leary, Assistant Attorney General) setting forth the aggregate fees and aggregate expenses for the period covered by the Monthly Letter for all retained professionals submitting Monthly Fee Statements. The Tribe and NYSDEC shall have no right to object to or otherwise challenge the Monthly Statements. The Monthly Letter is being provided for informational purposes only.

ORDERED that the Debtors shall include all payments to Retained Professionals on their monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided however, that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any monthly operating reports; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; provided, however, that the Debtors shall serve a copy of this Order on each of the Retained Professionals; and it is further

ORDERED that notice of hearings to consider Interim Fee Applications and final fee applications shall be limited to the Notice Parties and any party who files a notice of appearance and requests notice in these chapter 11 cases; 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
August 7, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT C

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

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“**BL**”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “**Committee**”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 29, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “**Administrative Order**,” and together with the Local Guidelines and the UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of BL’s third application dated August 5, 2010 (the “**Application**”) for interim compensation and reimbursement of expenses for the

period commencing February 1, 2010 through and including May 31, 2010 in accordance with the Guidelines.

3. In respect of section A.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
 - c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
 - d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by the BL in-house or through a third party.

4. In respect of section A.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with the provisions requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of BL's fees and disbursements accrued during the previous month, as set forth in the Administrative Order.

5. In respect of section A.3 of the Local Guidelines, I certify that the Debtors, the chair of the Committee and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on July 2, 2010, which Application has since been revised, most significantly, to reduce the fees requested by \$5,379.75.

Dated: New York, New York
August 5, 2010

/s/ Barry N. Seidel
Barry N. Seidel

EXHIBIT D

EXHIBIT D

**SUMMARY OF THIRD INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

NAME OF PROFESSIONAL SHAREHOLDERS	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Richard Brosnick	LIT	1997	\$490.00	8.5	\$4,165.00
Eric Fisher	BK, LIT	1996	\$525.00	192.2	\$100,905.00
Jane Greyf	CORP	1999	\$590.00	2.1	\$1,239.00
Barry N. Seidel	BK	1978	\$725.00	97.8	\$70,905.00
Robert Sidorsky	BK, LIT	1983	\$625.00	10.1	\$6,312.50
Total Shareholders:				310.7	\$183,526.50

NAME OF PROFESSIONAL ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Maria Caceres-Boneau	LIT	2008	\$325.00	87.1	\$28,307.50
Katie L. Cooperman	BK, CORP	2006	\$395.00	480.1	\$189,639.50
Orlee Goldfeld	BK, LIT	1999	\$435.00	0.3	\$130.50
Omer Granit	CORP	2008	\$325.00	32.5	\$10,562.50
Laura Tedesco	CORP	2010	\$215.00	5.9	\$1,268.50
Total Associates:				605.9	\$229,908.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation.

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$245.00	83.5	\$20,457.50
Michelle Martinez	LIT	\$150.00	1.6	\$240.00
Kimberly A. Schoening	LIT	\$140.00	7.8	\$1,092.00
Total Paralegals:			92.9	\$21,789.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders	\$590.69	310.7	\$183,526.50
Associates	\$379.45	605.9	\$229,908.50
Paralegals	\$234.55	92.9	\$21,789.50
Total Fees Incurred		1,009.5	\$435,224.50
Blended Attorney Rate	\$451.05		
Total Fees			\$435,224.50
Less Adjustment²			(\$5,379.75)
Total Fees Requested		1,009.5	\$429,844.75

² BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

EXHIBIT E

EXHIBIT E

**EXPENSE SUMMARY BY BUTZEL LONG FOR THE THIRD
INTERIM PERIOD OF FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

EXPENSES	AMOUNT
Copies	\$1,451.10 ¹
Local Travel	\$180.00
Out of Town Travel and Lodging	\$1,950.93
Local Meals	\$20.00 ²
Out of Town Meals	\$294.15 ³
Third Party Service Fees	\$5,571.43 ⁴
Express Delivery	\$835.94
Computer Research - Westlaw	\$8,328.67
Computer Research - LexisNexis	\$30.40
Document Productions	\$1,809.03 ⁵
Deposition Lunch	\$307.66 ⁶
Filing Fees	\$27.12

¹ These charges reflect a fee of \$0.10 per copy. BL wrote off \$665.36 relating to copy charges invoiced pursuant to its February Statement and \$214.24 relating to copy charges invoiced pursuant to the March Statement in accordance with this Court's determination that copies are reimbursable at the lesser of \$0.10 and cost.

² On March 11, 2010, Katie Cooperman incurred \$29.01 on an in-house meal expense after 8:00 pm while performing required work on the JPMorgan Chase Bank, N.A. adversary proceeding. In connection with such expense, only \$20.00 is requested for reimbursement.

³ \$96.28 and \$90.94 of these charges relate to two working dinners shared between Eric Fisher and Katie Cooperman while in Chicago conducting depositions in connection with the JPMorgan Chase Bank, N.A. adversary proceeding.

⁴ These charges reflect disbursements made to third parties in connection with preparing for and conducting depositions. In particular, BL paid Complete Document Source Inc. \$496.80. The remaining \$5,074.63 was paid to Westlaw Deposition Services.

⁵ These charges reflect disbursements made to third parties in connection with discovery. In particular, BL reimbursed Mayer Brown LLP in the amount of \$1,004.95 for its costs incurred in producing documents responsive to BL's subpoena. The remaining \$804.08 was paid to third-party vendors as follows: SiteLogic Technologies, LLC received \$176.20 and Detroit Legal Imaging received \$627.88.

⁶ This charge reflects the cost of lunch provided by BL in connection with the deposition of Richard Duker held at BL's office.

Messengers	\$27.50 ⁷
Postage	\$9.76
Total Expenses:	\$20,843.69
Less Credit:	(\$52.34)⁸
Total Expenses Requested:	\$20,791.35

⁷ These charges reflect two disbursements made by BL, each in the amount of \$13.75, to Avant Business Services in connection with the hand delivery of documents to the Bankruptcy Court.

⁸ In connection with the First BL Application, BL wrote off \$52.34 relating to meal expenses for which it had already received payment. Accordingly, BL applied a credit of \$52.34 as shown above.

**February 1, 2010-Through May 31, 2010
Disbursements Detail**

Project Code	Date	Description	Amount
0002	2/1/2010-2/28/2010	Copies	\$7.92
0002	3/1/2010-3/31/2010	Copies	\$9.54
0002	3/4/2010	Special Postal Charges (Katie Cooperman)	\$9.76
0002	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$3.04
0002	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$1.92
0002	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$2.40
0002	3/10/2010	Computer Research - Lexis (Fritz Capria)	\$15.81
0002	3/10/2010	Computer Research - Lexis (Fritz Capria)	\$4.62
		Total:	\$55.01
0005	2/1/2010-2/28/2010	Copies	\$15.66
0005	1/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.28
0005	1/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.28
0005	1/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.77
0005	1/28/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.28
0005	3/1/2010-3/31/2010	Copies	\$181.26
0005	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$0.24
0005	3/16/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$16.71
0005	3/16/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.23
0005	3/16/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.23
0005	3/16/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.23
0005	3/26/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$21.88
0005	3/26/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$15.91
0005	3/26/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$27.84
0005	3/26/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$15.91
0005	3/26/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$15.91
0005	4/1/2010-4/30/2010	Copies	\$60.20
0005	3/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.82
0005	3/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.32
0005	3/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.32
0005	3/29/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.32
0005	4/7/2010	Computer Research-Westlaw (Katie Cooperman)	\$8.64
0005	4/27/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$19.30
0005	4/27/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$21.46
0005	4/27/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$11.48
0005	4/27/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$11.48
0005	4/30/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.28
0005	4/30/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$12.77
0005	4/30/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$9.28
0005	4/30/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$13.28
0005	4/30/2010	Express Delivery Charges-Federal Express (Barry Seidel)	\$17.48
0005	5/1/2010-5/31/2010	Copies	\$22.70
		Total:	\$677.75
0006	2/1/2010-2/28/2010	Copies	\$996.12
0006	12/10/2010	Document Production-Mayer Brown LLP Reimbursement	\$1,004.95
0006	1/7/2010	Document Production-SiteLogic Technologies	\$113.27
0006	1/8/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$35.93
0006	1/12/2010	Document Production-SiteLogic Technologies (Fritz Capria)	\$62.93
0006	1/13/2010	Out of Town Travel-Departure Travel (Eric Fisher)	\$45.00
0006	1/13/2010	Out of Town Travel-United Airlines (Eric Fisher)	\$159.40
0006	1/13/2010	Out of Town Travel-Departure Travel (Katie Cooperman)	\$45.00
0006	1/13/2010	Out of Town Travel-United Airlines (Katie Cooperman)	\$159.40
0006	1/20/2010	Third Party Service Fee-Complete Document Source (Fritz Capria)	\$54.87
0006	1/21/2010	Third Party Service Fee-Complete Document Source (Fritz Capria)	\$167.89
0006	1/22/2010	Third Party Service Fee-Complete Document Source (Fritz Capria)	\$96.68
0006	1/25/2010	Travel Expense-Katie Cooperman	\$20.00
0006	1/25/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$59.55
0006	1/25/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$66.06
0006	1/25/2010	Document Production-Detroit Legal Imaging (Alexis Richards)	\$85.84
0006	1/25/2010	Third Party Service Fee-Complete Document Source (Fritz Capria)	\$177.36
0006	1/25/2010	Document Production-Detroit Legal Imaging (Alexis Richards)	\$177.00
0006	1/26/2010	Out of Town Travel-Baggage Fee (Katie Cooperman)	\$40.00
0006	1/26/2010	Out of Town Travel-Taxi Airport (Katie Cooperman)	\$83.00
0006	1/26/2010	Out of Town Travel Expenses-Taxi Hotel (Eric Fisher)	\$46.00
0006	1/26/2010	Out of Town Travel Expenses- Lodging (Eric Fisher)	\$275.81
0006	1/26/2010	Out of Town Travel Expenses-Meal (Eric Fisher & Katie Cooperman)	\$90.94
0006	1/27/2010	Travel Expenses-Taxi Deposition (Eric Fisher)	\$5.00
0006	1/27/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$34.68
0006	1/27/2010	Travel Expenses-Meal (Eric Fisher & Katie Cooperman)	\$96.28
0006	1/27/2010	Out of Town Travel Expenses-Meal (Eric Fisher)	\$25.28
0006	1/28/2010	Out of Town Travel Expenses-Lodging (Eric Fisher)	\$275.81
0006	1/28/2010	Out of Town Travel Expenses-Meal (Eric Fisher)	\$19.17
0006	1/28/2010	Out of Town Travel Expenses-Taxi Airport (Eric Fisher)	\$46.00
0006	1/28/2010	Out of Town Travel Expenses-Meal (Eric Fisher)	\$3.00

0006	1/28/2010	Out of Town Travel-Taxi Airport (Katie Cooperman)	\$87.40
0006	1/28/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$47.98
0006	1/28/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$47.98
0006	1/28/2010	Out of Town Travel-Accomodations (Katie Cooperman)	\$638.11
0006	1/28/2010	Out of Town Travel-Meal (Katie Cooperman)	\$16.88
0006	1/28/2010	Third Party Service Fees-Westlaw Deposition Services	\$730.62
0006	1/28/2010	Out of Town Travel Expenses-Meal (Eric Fisher)	\$5.87
0006	1/28/2010	Out of Town Travel Expenses-Meal (Eric Fisher)	\$36.73
0006	1/29/2010	Travel Expenses-Taxi (Eric Fisher)	\$45.00
0006	2/2/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$30.22
0006	2/3/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/4/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$33.06
0006	2/4/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/5/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$400.47
0006	2/5/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$25.40
0006	2/6/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/8/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/9/2010	Deposition Lunch-Eric Fisher	\$307.66
0006	2/9/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$103.51
0006	2/11/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$100.44
0006	2/12/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$231.89
0006	2/14/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$137.04
0006	2/15/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$119.49
0006	2/15/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/16/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/16/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$388.37
0006	2/16/2010	Third Party Service Fees-Westlaw Deposition Services	\$855.88
0006	2/16/2010	Third Party Service Fees-Westlaw Deposition Services	\$1,258.91
0006	2/16/2010	Third Party Service Fees-Westlaw Deposition Services	\$549.70
0006	2/17/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$323.42
0006	2/17/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/18/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$215.35
0006	2/18/2010	Travel Expense-Taxi (Katie Cooperman)	\$20.00
0006	2/19/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$123.06
0006	2/19/2010	Computer Research-LexisNexis (Fritz Capria)	\$5.64
0006	2/23/2010	Third Party Service Fees-Westlaw Deposition Services	\$911.03
0006	2/24/2010	Third Party Service Fees-Westlaw Deposition Services	\$768.49
		Less Credit Applied-Meals	-\$52.34
0006	3/1/2010-3/31/2010	Copies	\$291.24
0006	3/3/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$19.80
0006	3/3/2010	Computer Research-Vendor: Westlaw (Maria Caceres-Boneau)	\$130.65
0006	3/4/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$9.54
0006	3/4/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$42.17
0006	3/4/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$841.08
0006	3/5/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$1,122.81
0006	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$14.00
0006	3/8/2010	Filing Fees-Pacer Service Center (Barry Seidel)	\$5.52
0006	3/8/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$540.61
0006	3/10/2010	Computer Research-Westlaw (Fritz Capria)	\$83.29
0006	3/11/2010	Computer Research-Westlaw (Fritz Capria)	\$341.60
0006	3/12/2010	Computer Research-Westlaw (Fritz Capria)	\$36.75
0006	3/16/2010	Express Delivery Charges-Federal Express (Eric Fisher)	\$14.93
0006	3/16/2010	Computer Research-Westlaw (Fritz Capria)	\$278.75
0006	3/16/2010	Computer Research-Westlaw (Katie Cooperman)	\$125.78
0006	3/24/2010	Computer Research-Westlaw (Katie Cooperman)	\$133.00
0006	3/11/2010	Meal Expenses-Seamlessweb (Katie Cooperman)	\$20.00
0006	3/26/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$15.91
0006	3/28/2010	Computer Research-Westlaw (Katie Cooperman)	\$73.00
0006	3/29/2010	Computer Research-Westlaw (Katie Cooperman)	\$93.75
0006	4/1/2010-4/30/2010	Copies	\$6.80
0006	3/30/2010	Document Production Charge-Detroit Legal Imaging (Kim Schoening)	\$235.64
0006	4/5/2010	Computer Research-Westlaw (Katie Cooperman)	\$93.74
0006	4/6/2010	Computer Research-Westlaw (Katie Cooperman)	\$5.11
0006	4/7/2010	Messenger Fee-Avant Business Services (Katie Cooperman)	\$13.75
0006	4/20/2010	Document Production Charge-Detroit Legal Imaging (Kim Schoening)	\$129.40
		Less Credit Applied-Copy Charge	-\$214.24
0006	5/1/2010-5/31/2010	Copies	\$35.20
		Total:	\$17,761.06
0007	2/1/2010-2/28/2010	Copies	\$477.36
0007	3/2/2010	Computer Research-Westlaw (Katie Cooperman)	\$418.37
0007	3/9/2010	Computer Research-Westlaw (Katie Cooperman)	\$112.15
0007	3/16/2010	Computer Research-Westlaw (Katie Cooperman)	\$59.88
0007	4/25/2010	Computer Research-Westlaw (Katie Cooperman)	\$37.66
0007	4/28/2010	Computer Research-Westlaw (Katie Cooperman)	\$19.43
0007	5/1/2010-5/31/2010	Copies	\$127.70
0007	5/7/2010	Computer Research-Westlaw (Katie Cooperman)	\$76.24
0007	5/10/2010	Computer Research-Westlaw (Katie Cooperman)	\$4.73

0007	5/10/2010	Computer Research-Westlaw (Tina Chen)	\$13.62
0007	5/11/2010	Computer Research-Westlaw (Katie Cooperman)	\$113.31
0007	5/12/2010	Computer Research-Westlaw (Katie Cooperman)	\$37.91
0007	5/12/2010	Computer Research-Westlaw (Laura Tedesco)	\$135.38
0007	5/13/2010	Computer Research-Westlaw (Tina Chen)	\$102.68
0007	5/13/2010	Computer Research-Westlaw (Laura Tedesco)	\$132.64
0007	5/14/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$28.39
0007	5/14/2010	Computer Research-Westlaw (Laura Tedesco)	\$64.17
0007	5/17/2010	Computer Research-LexisNexis (Fritz Capria)	\$4.33
0007	5/17/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$120.07
0007	5/17/2010	Computer Research-Westlaw (Katie Cooperman)	\$59.19
0007	5/18/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$173.33
0007	5/19/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$92.71
0007	5/19/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$17.99
0007	5/19/2010	Computer Research-Westlaw (Katie Cooperman)	\$54.97
0007	5/20/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$48.26
0007	5/20/2010	Computer Research-Westlaw (Katie Cooperman)	\$17.99
0007	5/21/2010	Computer Research-Westlaw (Katie Cooperman)	\$4.73
0007	5/22/2010	Computer Research-Westlaw (Katie Cooperman)	\$32.83
0007	5/25/2010	Computer Research-Westlaw (Maria Caceres-Boneau)	\$218.22
0007	5/27/2010	Computer Research-Westlaw (Katie Cooperman)	\$16.94
		Less Credit Applied-Copy Charge	-\$665.36
		Total:	\$2,157.82
0008	4/1/2010-4/30/2010	Copies	\$32.80
0008	4/13/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$13.48
0008	5/1/2010-5/31/2010	Copies	\$66.20
0008	5/7/2010	Messenger Fee-Avant Business Services (Katie Cooperman)	\$13.75
0008	5/18/2010	Express Delivery Charges-Federal Express (Katie Cooperman)	\$13.48
		Total:	\$139.71
		Grand Total:	\$20,791.35

EXHIBIT F

EXHIBIT F

**COMPENSATION BY PROJECT CODE FOR
SERVICES RENDERED BY BUTZEL LONG FOR THIRD
INTERIM PERIOD OF FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT (FEES + EXPENSES)
0001	General Advice	3.1	\$2,167.50
0002	Retention of Butzel Long	18.3	\$11,590.51
0005	Butzel Long Fee Applications and Monthly Budgets	57.2	\$19,691.75
0006	JPMorgan Avoidance Complaint	459.9	\$214,585.56
0007	General Motors Nova Scotia Finance Company	385.8	\$172,787.18
0008	Defending Fee Applications	55.5	\$25,099.21
0010	Monthly Fee Statements Less Adjustment ¹	29.7	\$10,759.50 (\$5,379.75)
TOTAL:			\$451,301.46
LESS CREDIT:			(\$665.36)²
TOTAL AMOUNT REQUESTED:		1,009.5	\$450,636.10

¹ BL has only requested 50% of fees incurred in connection with its preparation of monthly fee statements.

² This credit reflects BL's write off of \$665.36 relating to copy charges invoiced pursuant to its February Statement in accordance with this Court's determination that copies are reimbursable at the lesser of \$0.10 or cost.

EXHIBIT G

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 15, 2010

Account Number 000141216-0001

Invoice No. 8460423

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: GENERAL ADVICE

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	1.00	hours at \$725.00	\$725.00
Total For Shareholder	1.00		\$725.00

Current Fees:	725.00
Current Disbursements:	0.00
Total Current Invoice:	725.00
Total Balance Due:	\$725.00

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March 15, 2010

Account Number: 000141216-0001

Invoice No. 8460423

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/24/10	BNS	Attend (part of) UCC meeting with MLC..	1.00
PROFESSIONAL SERVICES			725.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 15, 2010

Account Number 000141216-0002

Invoice No. 8460424

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.40	hours at	\$525.00	\$210.00
Barry N. Seidel	10.20	hours at	\$725.00	\$7,395.00
Total For Shareholder	10.60			\$7,605.00

Disbursements	
Description	Total
Copies	\$7.92
Total Disbursements	\$7.92

Current Fees:	7,605.00
Current Disbursements:	7.92
Total Current Invoice:	7,612.92
Total Balance Due:	\$7,612.92

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March 15, 2010

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Invoice No. 8460424

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/09/10	BNS	Begin draft of amendment to disclosure.	1.30
02/22/10	BNS	Revise supplemental declaration (.6).	0.60
02/23/10	BNS	Review draft of supplemental declaration.	3.20
02/24/10	E.F.	Review supplemental disclosure affidavit.	0.40
02/24/10	BNS	Finalize draft of second supplement declaration regarding JPM.	2.70
02/25/10	BNS	Finalize working draft of supplemental declaration regarding JPM disclosure.	2.40
PROFESSIONAL SERVICES			7,605.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 15, 2010

Invoice No. 8460425

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total

Associate

Katie L. Coopeman	8.60	hours at	\$395.00	\$3,397.00
Total For Associate	8.60			\$3,397.00

Paralegal II

Frederick Capria	8.20	hours at	\$245.00	\$2,009.00
Total For Paralegal II	8.20			\$2,009.00

Disbursements	
Description	Total
Copies	\$15.66
Express Delivery Charges	\$52.61
Total Disbursements	\$68.27

Current Fees:	5,406.00
Current Disbursements:	68.27
Total Current Invoice:	5,474.27
Total Balance Due:	\$5,474.27

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March 15, 2010

Invoice No. 8460425

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/12/10	KLC	Draft March budget letter.	0.30
02/15/10	KLC	Correspondence to B. Williamson (Fee examiner) re: March budget letter.	0.10
02/17/10	KLC	Draft second interim fee application.	2.40
02/18/10	KLC	Draft second interim fee application (2.3); telephone calls with Capria re: assignments (0.2).	2.50
02/18/10	FJC	Telephone call with K. Cooperman re assignments in connection with fee application and monthly statement (.2); research re dates for submissions of data to Office of the Trustee (.2); e-mail to Cooperman re same (.2).	0.60
02/19/10	KLC	Draft second interim fee application.	3.30
02/19/10	FJC	Internet research re fee applications (.3); e-mail images of same to K. Cooperman (.1); Internet research re docket number of Butzel fee application (.2); additional review of all monthly statements for information re new timekeepers to be added to fee application (.7).	1.30
02/22/10	FJC	Telephone calls to United States Trustee's office re upcoming deadlines and information to be transmitted in connection with fee application (.3); begin review and revisions of ASCII files to be transmitted to Trustee (1.4).	1.70
02/23/10	FJC	Continue review and editing of ASCII files to be submitted to Office of the Bankruptcy Trustee in connection with formal fee application (2.5);	2.80

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		update setup files for submission (.2); e-mail to accounting department re request for additional ASCII files (.1)	
02/25/10	FJC	Gather October-January invoices for all matters in connection with preparing fee application.	0.20
02/26/10	FJC	Begin review and comparing of ASCII file information with invoices (1.6).	1.60
PROFESSIONAL SERVICES			5,406.00

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Account Number 000141216-0006

Invoice No. 8460427

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010
 RE: JP MORGAN AVOIDANCE COMPLAINT

PROFESSIONAL SERVICES 98,618.50

Professional Services		Total
Timekeeper		Total

Shareholder

Eric Fisher	63.10	hours at	\$525.00	\$33,127.50
Robert Sidorsky	0.30	hours at	\$625.00	\$187.50
Barry N. Seidel	12.30	hours at	\$725.00	\$8,917.50
Total For Shareholder	75.70			\$42,232.50

Associate

Maria Caceres-Boneau	27.80	hours at	\$325.00	\$9,035.00
Katie L. Cooperman	113.70	hours at	\$395.00	\$44,911.50
Total For Associate	141.50			\$53,946.50

Paralegal

Kimberly A. Schoening	1.50	hours at	\$140.00	\$210.00
Total For Paralegal	1.50			\$210.00

Paralegal II

Frederick Capria	9.10	hours at	\$245.00	\$2,229.50
Total For Paralegal II	9.10			\$2,229.50

Disbursements		Total
Description		Total
Copies		\$996.12
Computer Research		\$2,206.32
Express Delivery Charges		\$317.58
Travel Expenses		\$180.00
Out Of Town Travel		\$1,257.31
Out Of Town Meal		\$16.88
Document Production Cost		\$1,449.63
Third Party Service Fees		\$5,571.43
Total Disbursements		\$11,995.27

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Current Fees:	98,618.50
Current Disbursements:	11,995.27
Total Current Invoice:	110,613.77
Total Balance Due:	\$110,613.77

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**PROFESSIONAL SERVICES posted through February 28, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/01/10	E.F.	Conference with Seidel concerning strategy for summary judgment motion and depositions (.8); draft information request to New GM (.4); conference with Cooperman concerning exhibits for STB deposition and legal research issues (.9); analyze exhibits and prepare outline for STB deposition (1.2); review Pertowski transcript.	4.30
02/01/10	BNS	Review cases regarding mistaken UCC-3 filing (.4); review various exhibits regarding Mayer Brown depositions (1.2).	1.60
02/01/10	BNS	Conference with E. Fisher regarding status and strategy and theory.	0.80
02/01/10	KLC	Prepare documents for STB deposition (1.8); destroy Mayer Brown document (0.6); discuss same with Capria (0.2); discuss same with Schoening (0.1); research agency cases (1.9); office conference with Fisher re: STB deposition (0.9).	5.50
02/01/10	K_S	Remove documents inadvertently produced by Mayer Brown from Summation database and load files and destroy same.	0.60
02/02/10	E.F.	Analyze documents to prepare for Merjian deposition (1.9); conference with Cooperman concerning deposition preparation and legal research issues (.5); conference with Seidel and Cooperman concerning additional discovery from Morgan Lewis and summary judgment	4.80

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		issues (1.3); draft and revise letter to Buonomo concerning collateral valuation (.6); e-mail to FTI concerning same (.2); e-mail to Rice concerning STB deposition (.1); e-mail to Panarella concerning discovery issues (.1).	
02/02/10	BNS	Conference with E. Fisher, K. Cooperman regarding deposition strategy and issues and theory of case.	1.30
02/02/10	BNS	Review and comment on draft letter to GM regarding document request.	0.40
02/02/10	KLC	Prepare for STB deposition (1.9); office conference with Fisher re: same (0.5); review lien searches re: correction (0.3); review privilege log (0.2); review letter to WGM re: collateral (0.2); research summary judgment standard (1); office conference with Fisher and Seidel re: strategy (1.3).	5.40
02/02/10	FJC	Search for all copies of documents, hard and electronic, produced by Mayer Brown (.6); gather and review CDs of same and images thereon (.2); download and copy images (.4); remove particular images per Mayer Brown instructions (.2); burn new CD with revised production (.1); forward CD to K. Cooperman and send confirming e-mail (.1).	1.60
02/03/10	E.F.	Analyze exhibit and prepare outline for STB deposition (6.2); conference with Cooperman concerning preparations for STB deposition (.4); conference with Seidel concerning STB	7.60

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		deposition (.3); e-mail correspondence concerning collateral valuation issue (.3); conference with Boneau concerning research for summary judgment motion [.4].	
02/03/10	BNS	Conference with E. Fisher regarding STB deposition.	0.30
02/03/10	KLC	Telephone calls with Capria re: Mayer Brown (.2); prepare STB deposition exhibits (2.5); review STB supplemental production (0.5); review JPM deposition binder(1.8); conference with Fisher re: STB deposition (.4).	5.40
02/03/10	MCB	Meeting with E. Fisher to discuss research re: admissibility of legal conclusions.	0.40
02/03/10	FJC	Telephone calls with K. Cooperman re document production from Mayer Brown	0.20
02/04/10	E.F.	Prepare outline and analyze exhibits for Merjian deposition (2.9); conduct deposition of Merjian (2.3); participate in conference call with Committee concerning JPM litigation (.5); meet with Cooperman to discuss discovery strategy (.4).	6.10
02/04/10	BNS	Review R. Green transcript to prepare for Merjian deposition.	1.30
02/04/10	KLC	Prepare exhibits and review documents in preparation for STB deposition (2); attend deposition (2.3); telephone call with Committee re: case update (0.5); office conference with Fisher re: STB deposition (0.4); prepare	9.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		documents for JPM deposition (4.3).	
02/04/10	MCB	Research re: admissibility of legal conclusions.	5.80
02/05/10	E.F.	Conference with Seidel and Cooperman to prepare for Duker deposition (.8); analyze documents for Duker deposition (.9); analyze results of Boneau's research concerning summary judgment evidence (.5); draft letter to Callagy concerning discovery issues (4); draft letter to Bomchill concerning depositions (.3); review Merjian transcript (.5).	3.40
02/05/10	BNS	Conference with E. Fisher and K. Cooperman to discuss strategy for Duker deposition.	0.80
02/05/10	KLC	Draft letter to Callagy re: STB production (.4); review JPM privilege log (0.4); review MLB privilege log (0.4); prepare exhibits for JPM deposition (.7); office conference with Seidel and Fisher re: same (0.8).	2.70
02/05/10	MCB	Further research re: inadmissibility of legal conclusions in a summary judgment motion.	4.40
02/05/10	K_S	Retrieve, format and load production into Summation for further attorney review and analysis.	0.50
02/06/10	KLC	Prepare exhibits for JPM deposition.	1.90
02/07/10	E.F.	Analyze documents and prepare outline for Duker deposition.	4.40
02/08/10	E.F.	Teleconference with Buonomo concerning information request to New GM (.4); e-mail to FTI	7.80

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		regarding same (.2); teleconference with FTI concerning collateral valuation issues (.3); conference with Cooperman to prepare for Duker deposition (.9); analyze Term Loan Agreement, Collateral Agreement and Intercreditor Agreement (.7); conference with Seidel re: Duker deposition (.4); prepare outline for Duker deposition (3.5); review Merjian transcript (.5); draft letter to Rice at STB regarding same (.3); review notice to admit served by JPM (.4); e-mail communications to Cooperman regarding US Treasury lien issues (.4).	
02/08/10	BNS	Conference with E. Fisher regarding preparation for Duker deposition on 2/9 (.4); consider E. Fisher email regarding GM document production (.2).	0.60
02/08/10	KLC	Prepare for JPM deposition (4.1); office conference with Fisher re: same (.9); review documents re: JPM production (2.4); review term loan amendment (0.5); review collateral agreement (0.5); review intercreditor agreement (0.5); correspondences to Fisher re: same (0.3); correspondence to Bomchill re: Mayer Brown production (0.2).	9.40
02/09/10	E.F.	Prepare for deposition of Richard Duker (1.2); review Merjian transcript (.4); conduct deposition of Duker (2.9); confer with Cooperman concerning depositions and summary judgment (.5); draft memo to Committee concerning status of litigation (.7).	5.70
02/09/10	E.F.	Confer with Seidel concerning Duker deposition.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/09/10	BNS	Conference with E. Fisher regarding Duker deposition (.3); review draft email to Committee regarding litigation status (.6).	0.90
02/09/10	KLC	Prepare for Duker deposition (2); attend Duker deposition (2.9); office conference with Fisher re: same (0.5); research bankruptcy actions in connection with motion for summary judgment (2.9); correspondences to Fisher re: same (0.2).	8.50
02/10/10	E.F.	Review Duker transcript (1.0); emails to Cooperman concerning research issues (.1); teleconference with Caton concerning UST lien issues and litigation strategy (.4); emails with Williams regarding same (.2); emails to Seidel regarding same (.2); draft summary judgment motion (.4).	2.30
02/10/10	BNS	Consider email exchange between M. Williams, E. Fisher regarding litigation proceeds.	0.50
02/10/10	KLC	Review forms for undisputed facts (0.6); read Perlowski deposition transcript (0.6); research ratification issues (1); read Green deposition transcript (1.7); read Gonshorek deposition transcript (0.7); read Gordon deposition transcript (0.9); read Merjian deposition transcript (0.9); research summary judgment standard (0.4).	6.80
02/11/10	E.F.	Draft letter to Callagy concerning discovery issues (.4); review Duker transcript (.9); confer with Cooperman concerning summary judgment motion (.3); confer with Boneau concerning	2.00

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

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Suite 100 150 West Jefferson
Detroit, Michigan 48226
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www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 15, 2010

Account Number 000141216-0006

Invoice No. 8460427

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		agency research (.2); emails with Kramer Levin concerning lien issues (.2).	
02/11/10	BNS	Review transcript of Duker deposition.	1.40
02/11/10	BNS	Review email exchange with A. Caton regarding UST liens.	0.40
02/11/10	KLC	Read Duker transcript (0.7); draft statement of undisputed facts (6.4); further agency research (1); conference with Fisher re: summary judgment (0.3).	8.40
02/11/10	MCB	Research the scope of a lawyer's authority on behalf of client (6); conference with Fisher re: same (0.2).	6.20
02/11/10	FJC	Upload transcripts onto LiveNote database (.6); upload exhibit images (.3).	0.90
02/12/10	E.F.	Analyze results of summary judgment research (.4); confer with Cooperman concerning Rule 56 statement (.2).	0.60
02/12/10	BNS	Conference with K. Cooperman regarding UCC issues (.2); consider email exchanges regarding discovery by JPM and counsel of mistaken UCC-3 (.5); review article regarding UCC 9-518 (.6).	1.30
02/12/10	KLC	Conference with Seidel re: UCC issues (0.2); office conference with Fisher re: DIP Order and Wind Down Order (0.2); review correspondence re: same (0.4); review both Orders (0.7); draft statement of undisputed facts (4); correspondence to FTI re: affidavit (0.2); correspondences from KD&W re: letters and	6.30

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		review same [0.6].	
02/12/10	MCB	Continue to research the scope of lawyer's authority to act on behalf of his client in New York. Review research results.	7.10
02/12/10	FJC	Review deposition transcripts in LiveNote database (.2); download exhibit images and separate same into folders of individual witnesses (.1); e-mail to vendor re linking of exhibit images to deposition transcripts (.2).	0.50
02/13/10	KLC	Draft statement of undisputed facts for SJ motion.	5.70
02/14/10	E.F.	Review and revise Rule 56 statement (.5); emails to Seidel and Cooperman regarding discovery issues (.1).	0.60
02/14/10	KLC	Revise statement of undisputed facts for SJ motion (2); review DIP order and Wind Down order (3); research agency issues (1.3).	6.30
02/15/10	E.F.	Confer with Cooperman regarding drafting of summary judgment motion and research issues (1.4); review privilege log (.2); confer with Cooperman regarding same (.3); confer with Seidel regarding non-recourse lien issues (.3).	2.20
02/15/10	BNS	Confer with Fisher re: non-recourse lien issues.	0.30
02/15/10	KLC	Research bankruptcy causes of action re: preferences, post petition transfers and lien creditor (3.1); office conference with Fisher re: motion for summary judgment (1.4); revise privilege log (2.3); discuss same with Fisher (0.3);	9.80

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PROFESSIONAL SERVICES posted through February 28, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		draft letter to Callagy re: document requests and interrogatories (2.7).	
02/15/10	FJC	Organize deposition transcript materials (.3); scan condensed transcripts to Acrobat (.pdf) images (.2); forward materials re same to Cooperman (.2)	0.70
02/16/10	E.F.	Draft memorandum of law in support of motion for summary judgment (2.3); confer with Cooperman concerning legal research issues for inclusion in memo of law (.6); review, revise and finalize privilege log (.6); revise letter to Callagy responding to discovery inquiries (.4); confer with Cooperman concerning Delaware UCC issues (.4).	4.30
02/16/10	KLC	Telephone calls to and from J. Santambrogio (FTI) re: affidavit (0.3); conference with Fisher re: memo (0.6); research DE UCC applicable code sections and commentary (.6); conference with Fisher re: same (0.4); revise letter to Callagy re: discovery (0.8); research agency issues (4.6).	7.30
02/17/10	E.F.	Confer with Boneau regarding results of attorney-client/agency research (.6); confer with Cooperman regarding results of research on various issues for summary judgment motion (.7); teleconference with Caton regarding termination statement (.3); confer with Seidel re: strategy (.3); teleconference with Panarella regarding summary judgment issues (.2).	2.10
02/17/10	BNS	Conference with E. Fisher regarding strategy (.3);	0.40

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		telephone conference R. Berkovitch regarding collateral value (.1).	
02/17/10	KLC	Gather collateral materials for FTI (.3); office conference with Fisher re: research (.7); telephone call to A. Caton (KLNf) re: Callagy letter (.3); research in connection with motion for summary judgment (4.4).	5.70
02/17/10	MCB	Review additional cases regarding the authority of an attorney to act on behalf of his client and limitations to that authority (2.6); meeting with E. Fisher to discuss the research findings (0.6).	3.20
02/17/10	FJC	Research re judge's rules in connection with summary judgment motion papers (.2); research re transcripts of proceedings in main action (.4).	0.60
02/18/10	RS	Office conference with K. Cooperman regarding agency issues.	0.30
02/18/10	E.F.	Confer with Panarella regarding pre-motion letter (.2); confer with Cooperman to analyze results of summary judgment research (.3); draft summary judgment memorandum of law (.4).	0.90
02/18/10	KLC	Office conference with Sidorsky re: agency (0.3); research actual authority (2.7); research agency principles re: theories of authority (2.3); confer with Fisher re: same (0.3); revise statement of undisputed facts (1).	6.60
02/18/10	FJC	Download and review transcripts of proceedings of bankruptcy hearings re provisions of liens held by United States Treasury.	2.10

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/19/10	E.F.	Review results of legal research regarding agency issues and UCC issues.	1.00
02/19/10	KLC	Research for summary judgment motion and prepare binder re: same.	2.50
02/19/10	FJC	Internet research re case management order (.2); download and print out same (.1); review order for instructions re motion practice (.2); e-mail to Cooperman and E. Fisher re: same (.1); continue review of transcripts of proceedings re Treasury Department liens on bankruptcy assets (1.4).	2.00
02/23/10	E.F.	Review results of research for summary judgment motion.	0.60
02/23/10	MCB	Review research and prepare an outline of our arguments concerning agency.	0.70
02/23/10	K_S	Load most recent production into Summation for review and analysis.	0.40
02/24/10	E.F.	Draft summary judgment brief (1); prepare for and participate in call with Committee concerning status of JPMorgan case (0.4).	1.40
02/25/10	E.F.	Draft pre-motion letter (.4); analyze FTI information regarding book value of collateral (.3).	0.70
02/26/10	FJC	Process deposition exhibit images in preparation of transmission to vendor for linking to deposition transcripts (.4); e-mail same to vendor (.1).	0.50

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

March 15, 2010

Account Number 000141216-0007

Invoice No. 8460431

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>	
02/17/10	BNS	Telephone conference with Fisher and Ronit Berkovitch regarding litigation position.	0.40	
PROFESSIONAL SERVICES			13,250.00	
Professional Services				
Timekeeper				Total
Shareholder				
Richard B. Brosnick	2.60	hours at	\$490.00	\$1,274.00
Eric Fisher	4.60	hours at	\$525.00	\$2,415.00
Jane Greyf	1.80	hours at	\$590.00	\$1,062.00
Robert Sidorsky	2.90	hours at	\$625.00	\$1,812.50
Barry N. Seidel	5.30	hours at	\$725.00	\$3,842.50
Total For Shareholder	17.20			\$10,406.00
Associate				
Katie L. Cooperman	7.20	hours at	\$395.00	\$2,844.00
Total For Associate	7.20			\$2,844.00

Disbursements	
Description	Total
Copies	\$477.36
Total Disbursements	\$477.36

Current Fees:	13,250.00
Current Disbursements:	477.36
Total Current Invoice:	13,727.36
Total Balance Due:	\$13,727.36

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March 15, 2010

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/01/10	RS	Review motion papers and transcript of oral argument.	0.60
02/02/10	E.F.	Analyze documents concerning potential claim against Nova Scotia noteholders.	0.40
02/03/10	E.F.	Analyze documents relevant to potential claim (.3); analyze FTI presentation concerning potential claims against NS bondholders (.4).	0.70
02/03/10	KLC	Review summary of issues from Kramer Levin (2); review complaint (0.7).	2.70
02/04/10	RS	Review objection of Creditors' Committee.	0.50
02/04/10	RB	Begin review of materials regarding potential preference claim on behalf of GM Creditors' Committee.	1.00
02/04/10	E.F.	Analyze documents concerning potential claims against NS Bondholders.	1.10
02/05/10	J.G.	Office conference with B. Seidel regarding unlimited liability statute, guarantee (.3); office conference with Seidel, Brosnick, Sidorsky, Fisher, Cooperman regarding strategy (1.5).	1.80
02/05/10	RS	Prepare for meeting (.3); attend team meeting regarding potential claims (1.5).	1.80
02/05/10	RB	Internal meeting regarding facts and issues of new matter and discussion of potential claims and implications thereof.	1.50
02/05/10	E.F.	Conference with Seidel, Cooperman, Greyf, Brosnick and Sidorsky regarding legal issues to be	1.50

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PROFESSIONAL SERVICES posted through February 28, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		analyzed with regard to claims objection and preference action (1.5).	
02/05/10	BNS	Review background materials regarding Nova Scotia dispute (2); office conference with Greyf re: corporate matters (0.3); attend organizational meeting with Butzel Long team to discuss issues and staffing (11a - 12:30p).	3.80
02/05/10	KLC	Review materials re: lock up agreement (1.5); meeting with team (Brosnick, Greyf, Seidel, Sidorsky, Fisher) re: strategy (1.5).	3.00
02/09/10	RB	Confer with Fisher re: swap.	0.10
02/09/10	E.F.	Confer with Brosnick concerning swap agreement.	0.10
02/10/10	E.F.	Emails with Macksoud and Caton re: potential litigation issues.	0.20
02/12/10	BNS	Respond to FTI email regarding coordinating work plan (.1); conference with K. Cooperman regarding Aurelius issues (.1).	0.20
02/12/10	KLC	Review Tribune docket re: bank claims (1.4); office conference with Seidel re: Aurelius (0.1).	1.50
02/15/10	BNS	Consider issues regarding litigation position with respect to transaction (.5); review redacted K. Levin memo (.4).	0.90
02/16/10	E.F.	Email correspondence from Weil concerning NS and follow-up with Seidel regarding same.	0.20
02/17/10	E.F.	Confer with Seidel and Berkovich regarding potential claims objection.	0.40

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 Detroit, Michigan 48226
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 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

March 15, 2010

Account Number 000141216-0010

Invoice No. 8473931

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: MONTHLY FEE STATEMENTS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.30	hours at	\$725.00	\$217.50
Total For Shareholder	0.30			\$217.50
Associate				
Katie L. Cooperman	5.50	hours at	\$395.00	\$2,172.50
Total For Associate	5.50			\$2,172.50
Paralegal II				
Frederick Capria	1.50	hours at	\$245.00	\$367.50
Total For Paralegal II	1.50			\$367.50

Current Fees:	2,757.50
Less 50% Fee Discount:	(1,378.75)
Current Disbursements:	0.00
Total Current Invoice:	1,378.75
Total Balance Due:	\$1,378.75

BUTZEL LONG

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

March 15, 2010

Invoice No. 8473931

Account Number: 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through February 28, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
02/06/10	KLC	Revise January proformas.	1.50
02/11/10	KLC	Further revise January invoices.	0.50
02/12/10	KLC	Revise January invoices (0.4); draft January monthly fee statement (0.5).	0.90
02/15/10	KLC	Revise January fee statement.	0.40
02/16/10	KLC	Correspondences to accounting re: rates (0.3); revise January monthly fee statement re: same (1.7).	2.00
02/17/10	KLC	Revise January fee statement.	0.20
02/19/10	FJC	Review and confirm draft monthly statement.	1.50
02/22/10	BNS	Review January fee statement and cover letter.	0.30
PROFESSIONAL SERVICES			2,757.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number 000141216-0001

Invoice No. 8463491

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: GENERAL ADVICE

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	1.40	hours at \$725.00	\$1,015.00
Total For Shareholder	1.40		\$1,015.00

Current Fees:	1,015.00
Current Disbursements:	0.00
Total Current Invoice:	1,015.00
Total Balance Due:	\$1,015.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number: 000141216-0001

Invoice No. 8463491

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/12/10	BNS	Review Kramer memo regarding AP's fees and claims (.3); review letter from J. L. Mealy (.2).	0.50
03/16/10	BNS	Attend committee update meeting regarding JPM litigation and plan and claims (.6).	0.60
03/22/10	BNS	Review FTI report.	0.30
PROFESSIONAL SERVICES			1,015.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

April 14, 2010

Invoice No. 8463492

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010
 RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	1.30	hours at	\$525.00	\$682.50
Barry N. Seidel	3.00	hours at	\$725.00	\$2,175.00
Total For Shareholder	4.30			\$2,857.50
Associate				
Katie L. Cooperman	1.60	hours at	\$395.00	\$632.00
Total For Associate	1.60			\$632.00
Paralegal II				
Frederick Capria	1.80	hours at	\$245.00	\$441.00
Total For Paralegal II	1.80			\$441.00

Disbursements	
Description	Total
Copies	\$9.54
Special Postal Charges	\$9.76
Filing Fees	\$7.36
Service Fees	\$15.81
Search Charges	\$4.62
Total Disbursements	\$47.09

Current Fees:	3,930.50
Current Disbursements:	47.09
Total Current Invoice:	3,977.59
Total Balance Due:	\$3,977.59

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number: 000141216-0002

Invoice No. 8463492

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010
RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/01/10	BNS	Review J. Wynne comments to draft supplemental declaration.	0.50
03/03/10	BNS	Revise Seidel declaration regarding JPM.	0.80
03/03/10	KLC	Revise Seidel second supplemental declaration.	0.70
03/04/10	BNS	Finalize supplemental declaration regarding JPM relationship.	1.70
03/04/10	KLC	Review and revise Seidel supplemental declaration.	0.90
03/04/10	FJC	Process Word file of B. Seidel Supplement to Declaration for electronic filing (.2); research re service of same (.3); prepare service of Supplement to Declaration (.7); electronically file Supplement to Seidel Declaration (.3).	1.50
03/05/10	FJC	Prepare image of Affidavit of Service of Supplement to B. Seidel Declaration for electronic filing (.2); electronically file same (.1).	0.30
03/08/10	E.F.	Call with H. Lieberman regarding JPM issue (1.1); e-mails internally and to Mayer (KLNF) regarding same (.2).	1.30
PROFESSIONAL SERVICES			3,930.50

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April 14, 2010

Invoice No. 8463495

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010
RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.20	hours at	\$525.00	\$105.00
Barry N. Seidel	1.70	hours at	\$725.00	\$1,232.50
Total For Shareholder	1.90			\$1,337.50
Associate				
Katie L. Cooperman	17.20	hours at	\$395.00	\$6,794.00
Total For Associate	17.20			\$6,794.00
Paralegal II				
Frederick Capria	19.80	hours at	\$245.00	\$4,851.00
Total For Paralegal II	19.80			\$4,851.00

Disbursements	
Description	Total
Copies	\$181.26
Express Delivery Charges	\$153.85
Filing Fees	\$0.24
Total Disbursements	\$335.35

Current Fees:	12,982.50
Current Disbursements:	335.35
Total Current Invoice:	13,317.85
Total Balance Due:	\$13,317.85

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PROFESSIONAL SERVICES posted through March 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/01/10	KLC	Draft second interim fee application.	2.40
03/02/10	KLC	Office conference with Capria re: ASCII format for second interim fee application (0.7); correspondences to accounting re: same (0.1).	0.80
03/02/10	FJC	Print out ASCII files of billing information for K. Cooperman review (.6); revise ASCII setup file re expenses and print out same (.3); meeting with Cooperman re charges and accounting categories for disbursements (.7); additional review of all ASCII files in preparation for e-mail instructions to accounting (.5); compose detailed e-mail instructions to accounting re disbursement codes and re-formulation of ASCII files for fees and costs (.5).	2.60
03/03/10	KLC	Review ASCII files re: second interim fee application (2); revise second interim fee application (0.7); meet with Capria re: same (0.2).	2.90
03/03/10	FJC	Review text files of time entry on all matters taken from invoices and compare text files text to invoices (2.3); e-mail to accounting attaching text files pertaining to timekeepers and matters (.1); meeting with K. Cooperman re status of fee application and schedule of assignments (.2).	2.60
03/04/10	BNS	Review BL 2nd fee application (1.0); and discuss with K. Cooperman (.3).	1.30

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a professional corporation

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Suite 100 150 West Jefferson
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www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number 000141216-0005

Invoice No. 8463495

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/04/10	KLC	Revise fee application (1.4); office conference with Capria re: same (1); discuss same with Seidel (0.3); numerous correspondences with Capria and accounting re: same (0.4).	3.10
03/04/10	FJC	Telephone call to K. Cooperman re revisions to text files to be submitted to Bankruptcy Trustee (.1); research re redaction rule and e-mail to Cooperman re same (.3); review disbursements noted on text files (.5); prepare for meeting with Cooperman and call with accounting department (.2); meeting with Cooperman and call to accounting department re revisions to text files and expense categories (1); update setup files to be transmitted to Bankruptcy Trustee (.2); review fee application fees and disbursements (2.1); finalize setup files for Trustee (.3); conduct final review and transmit setup files to Trustee (.1).	4.80
03/05/10	KLC	Revise and review fee application and all exhibits (3); office conference with Capria re: same (1.2); correspondences with Capria re: same (0.3); correspondences to Committee chair and debtors re: fee application (0.3).	4.80
03/05/10	FJC	Telephone calls and e-mails with K. Cooperman re various matters (.2); revise exhibit to fee application (.2); review ASCII files of invoices and make corrections to same (2.4); create ASCII file of Exhibit G to fee application (.2); incorporate corrections to fee application (.2); meeting with	4.80

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		Cooperman to assemble and transmit via e-mail the complete electronically formatted fee application to the Bankruptcy Trustee (1.2); organize files (.2); telephone call with accounting department re process and future execution of fee application (.2).	
03/10/10	KLC	Draft April budget letter.	0.30
03/12/10	BNS	Attention to issues regarding fee application.	0.20
03/12/10	KLC	Revise April budget and correspondence to Seidel re: same.	0.20
03/12/10	FJC	Redacting of Butzel tax ID number from invoices to be used as exhibit to filed fee application in preparation for filing same (.5); review and scan hard copy of redacted exhibit (.2); research re Federal rule re redacting of information to be filed and e-mail results of research to K. Cooperman (.1).	0.80
03/15/10	BNS	Review Butzel Long April budget letter.	0.20
03/15/10	KLC	Correspondence to B. Seidel re: April budget (0.1); correspondence to B. Williamson (Fee Examiner) re: April budget (0.1).	0.20
03/16/10	FJC	Review fee application in preparation for filing of same with Court (.3); revise redacting of exhibit containing tax ID number (.8); scan and re-create image of exhibit and consolidate same with remainder of fee application image (.3).	1.40
03/17/10	KLC	Revise second fee application (2.4); coordinate	2.50

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		filing and service (0.1).	
03/17/10	FJC	Telephone calls with office of the United States Trustee re submission of final Fee Application (.1); telephone call to K. Cooperman re submission of same (.1); assemble hard copy of Fee Application and all exhibits thereto (.3); research re rules pertaining to filing of Fee Application and courtesy copies to Judge Gerber (.4); update Word files, ASCII files, and Acrobat (.pdf) images to reflect changes to Fee Application (1.1); merge individual Acrobat (.pdf) images of Fee Application and exhibits thereto for electronic filing (.2); e-mails to Cooperman re results of research re rules pertaining to filing and courtesy copies of Fee Application (.2); prepare hard copy of Fee Application for duplication (.2); electronic transmission of revised ASCII and Acrobat (.pdf) image files to United States Trustee (.2).	2.80
03/31/10	E.F.	Review correspondence from fee auditor and e-mail Seidel regarding same.	0.20
PROFESSIONAL SERVICES			12,982.50

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PROFESSIONAL SERVICES posted through March 31, 2010
 RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	45.90	hours at	\$525.00	\$24,097.50
Barry N. Seidel	12.30	hours at	\$725.00	\$8,917.50
Total For Shareholder	58.20			\$33,015.00
Associate				
Maria Caceres-Boneau	20.90	hours at	\$325.00	\$6,792.50
Katie L. Cooperman	79.80	hours at	\$395.00	\$31,521.00
Total For Associate	100.70			\$38,313.50
Paralegal				
Kimberly A. Schoening	6.00	hours at	\$140.00	\$840.00
Total For Paralegal	6.00			\$840.00
Paralegal II				
Michelle Martinez	1.60	hours at	\$150.00	\$240.00
Frederick Capria	27.00	hours at	\$245.00	\$6,615.00
Total For Paralegal II	28.60			\$6,855.00

Disbursements	
Description	Total
Copies	\$291.24
Computer Research	\$3,801.07
Express Delivery Charges	\$102.35
Filing Fees	\$19.52
Travel Expenses	\$1,278.55
Meal Expense	\$20.00
Total Disbursements	\$5,512.73

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Current Fees:	79,023.50
Current Disbursements:	5,512.73
Total Current Invoice:	84,536.23
Total Balance Due:	\$84,536.23

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03/01/10	E.F.	Conference with Cooperman regarding summary judgment motion.	0.40
03/01/10	BNS	Review and consider FTI analysis of collateral book value (.3); review E. Fisher letter to J. Callagy (KDW) regarding discovery requests (.2).	0.50
03/01/10	KLC	Office conference with Fisher re: summary judgment motion (.4); telephone call from J. Sharret (KLNf) re: requests for admission (0.1); revise letter to Callagy (KDW) re: discovery (0.8); correspondence to Callagy (KDW) re: same (0.1); begin drafting responses to requests for admission (0.3).	1.70
03/02/10	E.F.	Revise statement of undisputed facts [2.2]; draft pre-motion letter (2.1).	4.30
03/03/10	E.F.	Revise pre-motion letter.	0.40
03/03/10	BNS	Review and revise draft pre summary judgment motion letter to Bankruptcy Judge Gerber.	1.20
03/03/10	KLC	Revise statement of facts (1.4); review pre-motion letter (0.8); continue drafting responses to requests for admission (2.8); office conference with M. Caceres re: attorney authority (0.5).	5.50
03/03/10	MCB	Office conference with K. Cooperman to discuss the undisputed facts and attorney authority (.5); read the Statement of Undisputed Material Facts section as background for the outline regarding attorney authority (.6).	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/04/10	E.F.	Review and revise responses to requests to admit (.8); meet with Cooperman regarding same (.6); meet with Seidel regarding pre-motion letter (.3); revise and circulate pre-motion letter (1.3); revise statement of facts for summary judgment motion (.7).	3.70
03/04/10	BNS	Conference with E. Fisher to review comments regarding pre-motion letter.	0.30
03/04/10	KLC	Revise statement of facts (0.3); revise responses to admission requests (0.2); meet with Fisher re: same (0.6).	1.10
03/04/10	MCB	Review research concerning agency and attorney-client relationship (2.1); research re: attorney and actual authority (1.1); review same research (2.3); draft summary of same research (2.5).	8.00
03/05/10	E.F.	Revisions to requests for admission (.7); conferences with Seidel re: same (0.7); confer with Mayer (KLNF) regarding same (.2); revisions to pre-motion letter (.4); confer with Panarella (KDW) regarding same (.3); review results of summary judgment research (.2).	2.50
03/05/10	BNS	Review draft of response to request for admissions (.3); conferences with E. Fisher regarding same (.7).	1.00
03/05/10	KLC	Revise statement of facts (0.3); draft Fisher declaration re: motion for summary judgment	1.50

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		(1.2).	
03/05/10	MCB	Conduct further research regarding actual authority of attorney, including express and implied authority (3.4); review research regarding ratification (.7); conduct further research regarding ratification of the attorney's acts by the client (1.9); draft summary of research points and arguments to be made by applying the facts (1.8).	7.80
03/06/10	MCB	Email correspondence to E. Fisher re: research.	0.20
03/07/10	E.F.	Revisions to request for admission (1.1); draft memorandum to Committee regarding same (.2).	1.30
03/08/10	E.F.	Revise and finalize responses to request for admission (.6); revise and finalize pre-motion letter (.6); draft summary judgment motion (.5).	1.70
03/08/10	KLC	Review and revise responses to requests for admission (0.4); correspondence to Callagy (KDW) re: same (0.2); revise Fisher declaration re: motion for summary judgment (4.9).	5.50
03/08/10	KLC	Revise pre-motion letter (0.5) and confer with Capria re: filing same and summary judgment exhibits (1.1).	1.60
03/08/10	MCB	Review research concerning attorney actions (1.3); review research concerning the presumption that an attorney can settle his client's case (1.1); create a summary of research	3.50

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		concerning attorney actions (.6); create a summary concerning the presumption that an attorney can settle his client's case (.5).	
03/08/10	FJC	Review LiveNote database of deposition transcripts (.2); e-mail to case team re additional deposition transcripts (.2); update LiveNote database (1.5); create files and Acrobat (.pdf) images of condensed deposition transcripts (.4); download transcript files for use in Summary Judgment motion (.2); organize files of depositions (.2); burn disk of deposition transcript images, exhibits, and related electronic files for P. Phonetheva and forward all to her (.3); meeting with K. Cooperman re exhibits to Summary Judgment motion (1.1); begin assembling exhibits to Summary Judgment motion (.9); prepare Acrobat (.pdf) image of pre-motion letter to Judge Gerber for electronic filing (.1); e-mail courtesy copy of letter to Judge Gerber (.1)	5.20
03/09/10	E.F.	Revise statement of undisputed facts (.8); draft summary judgment motion (2.6).	3.40
03/09/10	KLC	Correspondence from M. Krolewski (KDW) re: letter and document produced (0.1); review document produced (0.6); correspondences to Fisher re: same (0.1).	0.80
03/09/10	MCB	Review the pre-motion conference request letter.	0.30

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03/09/10	FJC	Continue processing and compiling images and hard copies of Summary Judgment Motion exhibits (4.6); meetings with M. Martinez re help with same (.4).	5.00
03/09/10	MM	Meetings with Capria re: exhibits for Summary Judgment motion.	0.40
03/09/10	MM	Review exhibits to confirm they match E. Fisher's declaration.	0.20
03/10/10	E.F.	Draft memorandum of law in support of motion for summary judgment (6.8); review summary judgment papers (1.2); internal e-mails concerning pre-motion conference (.2).	8.20
03/10/10	BNS	Correspondences re: scheduling of conference with B. J. Gerber regarding summary judgment motion (.3); telephone conference with KD&W (.1); conference with K. Cooperman re: same (.2); review revised scheduling order and letter to Bankruptcy Judge Gerber (.3); telephone conference with H. Blum (chambers) regarding scheduling (.2).	1.10
03/10/10	KLC	Office conference with Capria re: brief citations (0.2); telephone calls to and from Helene (Judge Gerber's Chambers) re: conference scheduling (0.1); telephone calls with M. Krolewski (KDW) re: same (0.1); office conference with Seidel re: same (0.2); draft scheduling order modification and cover letter (2.7); revise brief (5.9).	9.20

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03/10/10	FJC	Continue processing images of exhibits to Summary Judgment motion (.6); meeting with M. Martinez re assignment pertaining to same (.2); meeting with K. Cooperman re assignment entailing citations in brief to 7056 statement and key-citing of caselaw (.2); begin citations in brief to 7056 statement (2.4); burn CD ROM with electronic copy of Stipulation and Proposed Order modifying briefing schedule and create label for same (.3); deliver package containing CD and hard copy of Stipulation to Judge Gerber (1.2).	4.90
03/10/10	MM	Continue to prepare exhibits for Summary Judgment.	0.40
03/10/10	MM	Continue to review exhibits to confirm they match E. Fisher's declaration.	0.40
03/10/10	MM	Meet with F. Capria to review exhibits of declaration.	0.20
03/11/10	E.F.	Review pre-motion letters and prepare for conference.	1.50
03/11/10	BNS	Review and consider KD&W letter regarding JPM summary judgment.	0.30
03/11/10	KLC	Revise brief re: motion for summary judgment (7.6); meet with Capria re: remaining tasks (0.2); telephone call from D. youssiff (Och-Ziff) re: adversary proceeding (0.2); draft Committee update re: pre-motion conference (1).	9.00

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/11/10	FJC	Review summary judgment brief (.1); meeting with K. Cooperman re remaining tasks (.2); being Shepardizing, key-citing, and cite-checking summary judgment brief (2.4).	2.70
03/12/10	E.F.	Meet with Cooperman regarding summary judgment brief (.5); e-mail to Committee regarding pre-motion letters and case status (.3); draft summary judgment brief (.9).	1.70
03/12/10	BNS	Review E. Fisher email regarding status of adversary proceeding (.2).	0.20
03/12/10	KLC	Draft and review committee update (0.4); review Evans case (0.5); revise brief (1.7); meet with Fisher re: same (0.5); correspondence to K. Schoening re: document production (0.1); review Rule 9037 on redaction (0.3); correspondence to Capria re: same (0.1); review FTI analysis re: book value of collateral (0.3); review summary judgment motion exhibits re: redaction (1.4).	5.30
03/12/10	FJC	Forward hard copies of exhibits to summary judgment motion to K. Cooperman (.1); continue cite-checking of summary judgment brief (.3); formulate list of long and short citation forms to be used in brief (.9); forward same to Cooperman via e-mail (.1); e-mail to Cooperman re redacting of exhibits to summary judgment motion (.1).	1.50
03/13/10	KLC	Revise brief.	2.00

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03/15/10	E.F.	Review correspondence from Mayer Brown (.2); review correspondence from STB (.2); meet with Cooperman regarding summary judgment brief (.5); review and revise summary judgment brief (2.3).	3.20
03/15/10	KLC	Draft summary judgment standard for brief (2.2); further revisions to motion for summary judgment (2.5); review docket re: hearing transcripts re: DIP and Wind Down (0.3); review 6/23 transcript (1.1); review 6/1 transcript (0.6); office conference with Fisher re: brief revisions (0.4).	7.10
03/15/10	FJC	Redact information from exhibits and re-scan same to Acrobat (.pdf) images (2.7); e-mail with case team re possibility of filing some exhibits under seal (.2); additional preparation of certain exhibits for filing under seal (1.1).	4.10
03/16/10	E.F.	Prepare for pre-motion conference (.4); participate in Committee telephonic meeting (.9); conference with Cooperman regarding revisions to summary judgment brief (1.9); participate in pre-motion conference with Judge Gerber (.6); conference with Cooperman and Seidel re: same (.5).	4.30
03/16/10	BNS	Prepare for telephone conference with Bankruptcy Judge Gerber regarding summary judgment motions (0.4); attend conference with Bankruptcy Judge Gerber (0.6); follow up discussions with E. Fisher and K. Cooperman re:	1.50

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		same (0.5).	
03/16/10	KLC	Telephone calls to and from Judge Gerber's chambers re: call (0.2); correspondences to and from KDW re: same (0.1); office conference with Fisher re: brief (1.9); telephone call with Judge Gerber, KDW, Fisher and Seidel (0.6); office conference with Fisher and Seidel re: same (0.5); telephone call with Committee (0.5); revise brief (3.1); research bifurcation (1).	7.80
03/16/10	FJC	Continue and complete cite-checking, key-citing and checking jump cites to Summary Judgment motion brief and editing same where needed.	2.80
03/17/10	E.F.	Confer with Mayer and Caton (KLNF) regarding pre-motion conference issues (.4); conference with Cooperman regarding same (.3); conference with Cooperman regarding supplemental research for summary judgment (.1); review statement of facts (1.2).	2.00
03/17/10	BNS	Review K. Cooperman email regarding mistake and intent.	0.30
03/17/10	BNS	Review strategy issue regarding summary judgment motion (.7); telephone conference with T. Mayer and A. Caton (KLNF) regarding summary judgment conference with Bankruptcy Judge (.4).	1.10
03/17/10	KLC	Telephone call with (KLNF) re: pre-motion conference (0.4); office conference with Fisher	0.80

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		re: same (0.3); confer with Fisher re: supplemental research (0.1).	
03/17/10	KLC	Correspondences to K. Schoening re: related preference and termination statement.	0.20
03/17/10	FJC	Final review of draft summary judgment motion brief (.2); forward edited version to K. Cooperman (.1).	0.30
03/17/10	K_S	Review online related docket for UCC3 references in multiple complaints for further attorney review and analysis.	4.40
03/18/10	E.F.	Review update to Committee (.3); finalize and e- mail same to Committee (.2).	0.50
03/18/10	BNS	Provide further update to committee.	0.50
03/18/10	KLC	Draft and review GM Committee update re: pre- motion conference.	1.00
03/19/10	E.F.	E-mails to Committee regarding pre-motion conference (.3); e-mail to Buonomo (GM) regarding collateral value (.3); draft supplemental pre-motion letter (.5).	1.10
03/21/10	E.F.	E-mails to Seidel and Cooperman regarding supplemental pre-motion letter.	0.20
03/21/10	KLC	Review hearing transcripts re: wind down order.	2.50
03/22/10	E.F.	E-mails with FTI regarding valuation (.2); conference with Seidel regarding supplemental pre-motion letter (.2); conference with Cooperman regarding same (.2).	0.60

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 16, 2010

Invoice No. 8463493

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/22/10	BNS	Review collateral valuation issues (.1); conference with Fisher re: same (0.2).	0.30
03/22/10	KLC	Draft and revise summary of 6 transcripts re: DIP order and wind down (3.6); office conference with Fisher re: supplemental letter (0.2).	3.80
03/22/10	FJC	E-mails to K. Cooperman re case status.	0.20
03/23/10	E.F.	Review Hoge affidavit and e-mails regarding same (.4); confer with Callagy (KDW) regarding summary judgment issues (.3); conference with Seidel re: same (0.3); prepare pre-motion letter (.2).	1.20
03/23/10	BNS	Review notes from hearings on DIP financing as to collateral (.3); conference with E. Fisher regarding telephone conference with Callagy (KDW) (.3).	0.60
03/23/10	KLC	Draft second request for a pre-motion conference.	1.50
03/24/10	E.F.	Review corrected deposition transcripts (.5); conference with Cooperman regarding pre-motion letter (.5); review affidavit and supplemental documents (.4).	1.40
03/24/10	KLC	Draft second supplemental letter requesting pre-motion conference re: summary judgment (2); conference with Fisher re: same (0.5); further research bifurcation in avoidance action (1.5).	4.00
03/25/10	E.F.	Conference with Cooperman regarding pre-	0.50

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PROFESSIONAL SERVICES posted through March 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		motion letter.	
03/25/10	KLC	Revise supplemental letter requesting pre-motion conference (2.6); conference with Fisher re: same (0.5).	3.10
03/25/10	FJC	Upload images of latest Mayer Brown document production (.2); organize files re same (.1).	0.30
03/26/10	E.F.	Teleconference with Chambers (.2); meet with Seidel regarding pre-motion issues (.2); review supplemental pre-motion letter (.2).	0.60
03/26/10	BNS	Conference with E. Fisher regarding summary judgment motion conference (.2); telephone conference with Chambers regarding scheduling (.2); telephone conference with Peter Faulkner regarding litigation status (.1).	0.50
03/26/10	KLC	Revise second pre-motion letter request (0.6); correspondence to and from Fisher re: Callagy (KDW) correspondence (0.1).	0.70
03/26/10	K_S	Load most recent Mayer Brown production into Summation database for further attorney review and analysis.	0.80
03/28/10	KLC	Read article re: GM February 2010 tax filings using lower valuations (0.2); correspondence to K. Schoening re: JPM March 23, 2010 production (0.1); review Homic (GM) affidavit and compare to R. Gordon (Mayer Brown) affidavit (0.3); correspondence to Fisher re: same (0.1); correspondence to M. Manning (Mayer Brown)	0.90

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PROFESSIONAL SERVICES posted through March 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		re: closing CD (0.1); review errata sheet to Duker deposition (0.1).	
03/29/10	E.F.	Revisions to supplemental pre-motion letter.	0.90
03/29/10	KLC	Review second pre-motion letter filed by JPMorgan (0.5); correspondence from J. Sharrett (KLNf) re: New GM filing (0.1).	0.60
03/29/10	K_S	Load most recent production into Summation database for further attorney review and analysis.	0.80
03/30/10	BNS	Review and consider Callagy (KDW) letter to Bankruptcy Judge Gerber regarding summary judgment (.4); review K. Cooperman draft response (.3); additional review and consideration of letter to Bankruptcy Judge Gerber (2.2).	2.90
03/30/10	KLC	Further revise second pre-motion conference letter in light of JPMorgan's second letter.	2.60
03/31/10	E.F.	Review and revise draft supplemental pre-motion letter.	0.30

PROFESSIONAL SERVICES

79,023.50

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a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

April 14, 2010

Invoice No. 8463494

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	2.60	hours at	\$525.00	\$1,365.00
Barry N. Seidel	9.50	hours at	\$725.00	\$6,887.50
Total For Shareholder	12.10			\$8,252.50
Associate				
Katie L. Cooperman	21.90	hours at	\$395.00	\$8,650.50
Total For Associate	21.90			\$8,650.50

Disbursements	
Description	Total
Computer Research	\$590.40
Total Disbursements	\$590.40

Current Fees:	16,903.00
Current Disbursements:	590.40
Total Current Invoice:	17,493.40
Total Balance Due:	\$17,493.40

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ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number: 000141216-0007

Invoice No. 8463494

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/01/10	E.F.	Conference with Cooperman regarding legal research issues.	0.20
03/01/10	KLC	Review notes re: consent fee (.2); conference with Fisher re: legal research issues (0.2).	0.40
03/02/10	KLC	Review notes re: lock up agreement (0.6); research fraudulent transfers and preference law involving fee (5).	5.60
03/04/10	BNS	Review materials in preparation for meeting with FTI regarding issues and strategy.	4.30
03/04/10	KLC	Read cases re: preferences and fraudulent transfers involving fee.	1.30
03/05/10	E.F.	Prepare for and participate in call with Seidel and FTI concerning next steps in NS matter.	1.30
03/05/10	BNS	Develop strategy regarding NS bondholders and prepare for telephone conference with FTI (3.6); conference call with FTI regarding status and strategy (.8).	4.40
03/05/10	KLC	Continue review of avoidance cases re: fee.	0.60
03/09/10	KLC	Further research re: fees avoided under section 547 or 548 of the Bankruptcy Code.	6.10
03/13/10	KLC	Review smurfit Ontario pleading (1); review cases re: fraudulent transfer and summary of notes re: same (1).	2.00
03/16/10	E.F.	Conference with Cooperman regarding Nova	0.40

BUTZEL LONG

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Suite 300 150 West Jefferson
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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number 000141216-0007

Invoice No. 8463494

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Scotia issues.	
03/16/10	KLC	Review Smurfit docket re: related filings (1.1); conference with Fisher re: Nova Scotia issues (0.4).	1.50
03/19/10	KLC	Research Tribune docket re: applicable pleadings.	2.00
03/21/10	KLC	Review filings in Smurfit bankruptcy re: double dip claim.	1.50
03/22/10	E.F.	Conference call with FTI concerning status and strategy (.5); prepare for call with FTI by reviewing materials and e-mails (.2).	0.70
03/22/10	BNS	Prepare for 4p call with FTI regarding status and strategy (.3); participate in call with FTI (.5).	0.80
03/22/10	KLC	Telephone call with FTI re: Nova Scotia matters (0.5); prepare for same (0.2); correspondences to Fisher and Seidel re: same (0.2).	0.90
PROFESSIONAL SERVICES			16,903.00

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a professional corporation

Tax I.D. No. 4883

Suite 100 150 West Jefferson
 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

April 14, 2010

Account Number 000141216-0010

Invoice No. 8473932

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010

RE: MONTHLY FEE STATEMENTS

PROFESSIONAL SERVICES 3,224.00

Professional Services		Total
Timekeeper		

Shareholder				
Barry N. Seidel	0.10	hours at	\$725.00	\$72.50
Total For Shareholder	0.10			\$72.50
Associate				
Katie L. Cooperman	6.80	hours at	\$395.00	\$2,686.00
Total For Associate	6.80			\$2,686.00
Paralegal II				
Frederick Capria	1.90	hours at	\$245.00	\$465.50
Total For Paralegal II	1.90			\$465.50

Current Fees:	3,224.00
Less 50% Fee Discount:	(1,612.00)
Current Disbursements:	0.00
Total Current Invoice:	1,612.00
Total Balance Due:	\$1,612.00

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a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

April 14, 2010

Account Number: 000141216-0010

Invoice No. 8473932

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through March 31, 2010
RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
03/11/10	KLC	Revise February proformas.	1.00
03/12/10	KLC	Correspondences to and from accounting re: February proformas.	0.20
03/15/10	KLC	Correspondences to Accounting re: February invoices.	0.10
03/18/10	KLC	Review February invoices and correspondences to and from Accounting re: same.	1.10
03/19/10	KLC	Revise February invoices and begin drafting February monthly statement.	1.00
03/25/10	KLC	Revise February fee statement summary, letter and enclosure.	1.00
03/26/10	KLC	Correspondences to and from L. Shrug (Accounting) re: cost back up documentation for February fee statement (0.2); review same documentation (0.4); revise February fee statement (1.7); correspondence to B. Seidel re: same for review (0.1).	2.40
03/26/10	FJC	Review entries to February monthly fee statement and check totals.	1.90
03/29/10	BNS	Review and revise February fee statement letter.	0.10

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a professional corporation

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Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8466920

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.10	hours at	\$725.00	\$72.50
Total For Shareholder	0.10			\$72.50
Associate				
Katie L. Cooperman	0.60	hours at	\$395.00	\$237.00
Total For Associate	0.60			\$237.00

Disbursements	
Description	Total
Copies	\$60.20
Computer Research	\$8.64
Express Delivery Charges	\$52.78
Total Disbursements	\$121.62

Current Fees:	309.50
Current Disbursements:	121.62
Total Current Invoice:	431.12
Total Balance Due:	\$431.12

BUTZEL LONG
ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
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T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8466920

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/14/10	KLC	Draft May budget letter.	0.40
04/15/10	BNS	Review draft budget letter (.1).	0.10
04/15/10	KLC	Revise May budget letter (0.1); correspondence to B. Williamson (Fee Examiner) re: same (0.1).	0.20
PROFESSIONAL SERVICES			309.50

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8466921

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010
 RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
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Timekeeper				Total
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Shareholder

Eric Fisher	12.20	hours at	\$525.00	\$6,405.00
Barry N. Seidel	2.60	hours at	\$725.00	\$1,885.00
Total For Shareholder	14.80			\$8,290.00

Associate

Katie L. Cooperman	4.40	hours at	\$395.00	\$1,738.00
Total For Associate	4.40			\$1,738.00

Paralegal

Kimberly A. Schoening	0.30	hours at	\$140.00	\$42.00
Total For Paralegal	0.30			\$42.00

Paralegal II

Frederick Capria	1.60	hours at	\$245.00	\$392.00
Total For Paralegal II	1.60			\$392.00

Disbursements	
---------------	--

Description	Total
Copies	\$6.80
Computer Research	\$98.85
Document Copy Charges	\$365.04
Service Fees	\$13.75
Less Credit Applied for Copy Charge	(\$214.24)
Total Disbursements	\$270.20

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ATTORNEYS AND COUNSELORS

a professional corporation

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GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8466921

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Current Fees:	10,462.00
Current Disbursements:	270.20
Total Current Invoice:	10,732.20
Total Balance Due:	\$10,732.20

BUTZEL LONG

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a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Account Number: 000141216-0006

Invoice No. 8466921

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/01/10	E.F.	Review supplemental pre-motion letter submitted by JPM (.6); review and revise draft response to pre-motion letter (.3); conference with Seidel re: same (.3).	1.20
04/01/10	BNS	Conference with E. Fisher regarding draft of letter to Bankruptcy Judge Gerber regarding summary judgment.	0.30
04/01/10	KLC	Distinguish cases cited by JPMorgan in second pre-motion letter (0.5); correspondences to Seidel and Fisher re: same (0.1).	0.60
04/02/10	E.F.	Draft supplemental pre-motion letter.	3.50
04/03/10	E.F.	Further revisions to supplemental pre-motion letter.	4.20
04/05/10	KLC	Further revisions to supplemental pre-motion letter (0.8); confirm from discovery number of termination statements filed by Mayer Brown and inclusion thereof on documents noted in letter (0.7); further attention to bifurcation research re: letter (0.3).	1.80
04/05/10	FJC	Telephone call to K. Cooperman re: pre-motion letter (.1); review letter brief re summary judgment motion (.1); key-cite and check jump-cites to same (.7); e-mail to court reporter re exhibits to depositions (.1).	1.00
04/06/10	E.F.	Review supplemental pre-motion letter.	0.30

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/06/10	BNS	Review and make revisions to Fisher draft of email to Bankruptcy Judge Gerber regarding request for summary judgment (.2.1); circulate to Committee (.2).	2.30
04/06/10	KLC	Correspondences to Seidel re: prior Committee updates (0.1); revise same per Seidel comments (0.7); correspondences to Seidel re: same (0.2).	1.00
04/06/10	FJC	Update LiveNote database deposition transcript database (.2); process deposition exhibit images for conversion and linking to transcripts (.2).	0.40
04/07/10	E.F.	Revise and finalize supplemental pre-motion letter (.4); teleconference and e-mails with Callagy (KD&W) regarding scheduling issues (.2); e-mails with Buonomo (New GM) and FTI regarding New GM collateral values (.3).	0.90
04/07/10	KLC	Coordinate filing and hand delivery of supplemental pre-motion letter (0.2); correspondence to J. Callagy (KD&W) re: same (0.1); telephone call to J. Sharrett (KLNf) re: Committee e-mail distribution list (0.1); correspondences to Seidel and Fisher re: same (0.1).	0.50
04/08/10	E.F.	Teleconference with Callagy (KD&W) regarding pre-motion issues.	0.10
04/09/10	E.F.	Call with Callagy (KD&W) regarding pre-motion conference.	0.10
04/09/10	FJC	Prepare and transmit image of deposition	0.20

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UNSECURED CREDITORS COMMITTEE OF
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May 18, 2010

Account Number 000141216-0006

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		exhibits to vendor for processing and linking to deposition transcripts.	
04/12/10	E.F.	Call with Callagy (KD&W) regarding pre-motion issues (.3); review information request to New GM regarding fair value accounting (.5).	0.80
04/12/10	K_S	Load most recent production into Summation database for attorney review.	0.30
04/13/10	E.F.	E-mails with Callagy (KD&W) regarding summary judgment scheduling issues.	0.20
04/19/10	E.F.	E-mails with Larry Buonomo (New GM) regarding information request to New GM.	0.10
04/30/10	E.F.	Call with Larry Buonomo (New GM) regarding information request to New GM (.4); follow-up analysis of 10-K in connection with collateral valuation (.4).	0.80
04/30/10	KLC	Telephone call with Fisher and L. Buonomo (New GM) re: information requests (0.5).	0.50
PROFESSIONAL SERVICES			10,462.00

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ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
 www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

May 18, 2010

Account Number 000141216-0007

Invoice No. 8466922

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010
 RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services			
			Total

Timekeeper			
Shareholder			
Eric Fisher	14.90	hours at	\$525.00
Jane Greyf	0.30	hours at	\$590.00
Barry N. Seidel	10.70	hours at	\$725.00
Total For Shareholder	25.90		\$15,757.00
Associate			
Omer Granit	11.00	hours at	\$325.00
Katie L. Cooperman	26.40	hours at	\$395.00
Total For Associate	37.40		\$14,003.00

Disbursements	
Description	Total
Computer Research	\$57.09
Total Disbursements	\$57.09

Current Fees:	29,760.00
Current Disbursements:	57.09
Total Current Invoice:	29,817.09
Total Balance Due:	\$29,817.09

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ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 1883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8466922

Account Number: 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/07/10	E.F.	Conference with Seidel regarding analysis of Nova Scotia claims.	0.20
04/07/10	BNS	Conference with Fisher re: Nova Scotia claims (.2).	0.20
04/19/10	E.F.	Conference with Seidel and Cooperman regarding strategy.	0.20
04/19/10	BNS	Conference with E. Fisher, K. Cooperman regarding strategy.	0.20
04/19/10	KLC	Conference with Fisher and Seidel re: strategy (.2).	0.20
04/21/10	KLC	Review swap transaction between GMNS and Old GM (2.5); prepare summary of same (0.6).	3.10
04/22/10	E.F.	Analyze Canadian legal issues and double-dip theory with respect to potential claim objection (2.2); meet with Cooperman regarding analysis of potential claim objection (.8).	3.00
04/22/10	BNS	Conference with K. Cooperman regarding telephone conference with WG&M and Alix and legal analysis of issues regarding claims related to Nova Scotia.	0.80
04/22/10	KLC	Read hearing transcript re: objection to claim procedure (0.8); office conference with Fisher re: strategy (.8); telephone call with R. Berkovitch (WGM) re: objections (0.4); correspondence from R. Berkovitch re: swap and lock-up assumption (0.2); discuss analysis with Seidel (0.8);	7.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Account Number 000141216-0007

Invoice No. 8466922

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		review Canadian redacted memo re: contribution claim (2.3); review GMNS trustee proof of claim (0.4); review noteholders guarantee proof of claim (0.6); review Debtors' objection re: Smurfit (1.2).	
04/23/10	E.F.	Analyze Lockup Agreement, proofs of claim and double-dip theory in connection with potential claims objections (2.7); meet with Cooperman and Seidel to analyze potential claims objection (1.3); analyze results of legal research regarding double recovery issue (.5); analyze Canadian legal issues regarding deficiency claim (.4).	4.90
04/23/10	BNS	Conference with E. Fisher and K. Cooperman to discuss legal issues regarding claims asserted by Nova Scotia bondholders.	1.30
04/23/10	KLC	Office conference with Fisher and Seidel re: objection issues (1.3); review PBGC case re: duplicative claims (0.5); begin timeline of relevant facts concerning claims objections (3.5); review Lock up agreement and prepare summary re: same (1); correspondence to A. Caton and J. Sharrett (KLNf) re: Canadian counsel (0.1); correspondence to FTI re: consent fee (0.1).	6.50
04/25/10	BNS	Review purchase agreement for New GM purchase of Old GM assets and consider issues relating to claims of Nova Scotia bondholders.	3.30
04/25/10	KLC	Research effect of condition subsequent on	1.70

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

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www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Account Number 000141216-0007

Invoice No. 8466922

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		prepetition contract.	
04/26/10	E.F.	Meet with Seidel and Cooperman regarding analysis of Nova Scotia matters (1.4); call with FTI concerning potential objections based on lock-up agreement (1.0); analyze Canadian law and fraudulent transfer issues (.8); analyze swap agreement, lock-up agreement and proofs of claim (.5); e-mail concerning retention of Canadian counsel concerning NS issues (.2).	3.90
04/26/10	BNS	Review possible defenses to claims of Nova Scotia trustee (.4); conference with E. Fisher and K. Cooperman to discuss issues (1.4).	1.80
04/26/10	BNS	Participate on conference call with FTI to discuss legal issues and FTI support (1.0).	1.00
04/26/10	KLC	Review cases re: condition subsequent to prepetition contract (.9); correspondence from Seidel re: swap strategy (0.2); telephone call with FTI re: Nova Scotia matters (1); office conference with Seidel and Fisher re: same (1.4).	3.50
04/27/10	J.G.	Meet with K. Cooperman re: Swap Issue.	0.30
04/27/10	E.F.	Conference with Cooperman concerning challenges to Lock-up Agreement (.7); analyze lock-up agreement (.5); e-mails concerning retention of Canadian counsel (.4); e-mails with Weil regarding same (.2).	1.80
04/27/10	BNS	Review facts and develop legal theories to dispute bondholder claims (.8); telephone	0.90

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		conference with S. Karotkin (WGM) regarding status (.1).	
04/27/10	KLC	Meet with Greyf re: Swap.	0.30
04/27/10	KLC	Office conference with Fisher re: lock up agreement.	0.70
04/28/10	E.F.	E-mails regarding search for Canadian counsel (.3); e-mails to Cooperman regarding Notes (.2).	0.50
04/28/10	KLC	Review swap (1.1); research undoing contracts as fraudulent (1.4); discuss equitable subordination with Granite (0.4).	2.90
04/28/10	OG	Research regarding equitable subordination (3.1); discuss same with Cooperman (0.4).	3.50
04/29/10	BNS	Telephone conference with Bill Gray regarding Canadian insolvency law and possible retention as Canadian counsel.	0.60
04/29/10	OG	Research regarding equitable subordination.	4.50
04/30/10	E.F.	Calls with potential Canadian counsel to analyze unlimited company act issues.	0.40
04/30/10	BNS	Telephone conference with Bill Gray (Tony's) regarding serving as Canadian counsel.	0.60
04/30/10	OG	Research regarding equitable subordination.	3.00
		PROFESSIONAL SERVICES	29,760.00

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May 18, 2010

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Account Number 000141216-0008

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>		
		proceedings in Bankruptcy case (.1); download and review transcript and e-mail to Cooperman (.1).			
				PROFESSIONAL SERVICES	22,352.50
Professional Services					
Timekeeper					Total
Shareholder					
	Eric Fisher	1.90	hours at	\$525.00	\$997.50
	Barry N. Seidel	9.60	hours at	\$725.00	\$6,960.00
	Total For Shareholder	11.50			\$7,957.50
Associate					
	Katie L. Cooperman	34.50	hours at	\$395.00	\$13,627.50
	Orlee Goldfeld	0.30	hours at	\$435.00	\$130.50
	Total For Associate	34.80			\$13,758.00
Paralegal II					
	Frederick Capria	2.60	hours at	\$245.00	\$637.00
	Total For Paralegal II	2.60			\$637.00

Disbursements	
Description	Total
Copies	\$32.80
Express Delivery Charges	\$13.48
Total Disbursements	\$46.28

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PROFESSIONAL SERVICES posted through April 30, 2010
RE: DEFENDING FEE APPLICATIONS

Current Fees:	22,352.50
Current Disbursements:	46.28
Total Current Invoice:	22,398.78
Total Balance Due:	\$22,398.78

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/05/10	KLC	Review and consider letter from fee examiner re: inquiries concerning first Butzel fee application.	0.40
04/06/10	KLC	Research compensability of time spent defending fee applications.	1.00
04/07/10	KLC	Further research re: compensability of defending fee applications.	0.60
04/08/10	KLC	Telephone call to C. Andres (Godfrey and Kahn) re: form of response (0.1); begin drafting response (0.5).	0.60
04/09/10	KLC	Telephone call to T. Chen (Library) re: Lexis and Westlaw contracts (0.1); discuss same with D. Miller in light of confidential nature re: same (0.2); correspondences with D. Miller and T. Chen re: same (0.1); begin drafting response to Fee Examiner's request for information (0.6).	1.00
04/10/10	KLC	Complete draft response to Fee Examiner request for information re: first Butzel fee application.	3.20
04/12/10	OG	Review of excerpt of draft letter to the fee examiner.	0.20
04/12/10	KLC	Further revisions to response letter re: fee examiner; telephone call to C. Andres (GK) re: same.	0.50
04/13/10	E.F.	Review and revise letter to fee examiner and conference with Cooperman regarding same.	0.30

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/13/10	BNS	Review and revise letter to fee examiner drafted by K. Cooperman.	0.30
04/13/10	KLC	Revise response to Fee Examiner and conference with Fisher re: same.	0.30
04/13/10	FJC	Print out cover e-mail of November 16, 2009 addressed to Trustee, with text attachment (.2); review and mark text attachment and forward all to Cooperman (.3).	0.50
04/14/10	KLC	Correspondences to and from Seidel re: different caps on copying costs per fee examiner's reports; correspondence to C. Andres (GK) re: same; correspondence from C. Andres re: draft pleading.	0.40
04/15/10	BNS	Review fee examiner draft objection to Butzel Long fee application.	0.30
04/15/10	KLC	Correspondence from T. Chen re: Westlaw contract; correspondence to D. Miller re: same.	0.20
04/15/10	KLC	Correspondence from Fee Examiner re: draft pleading (0.1); review same pleading (0.5).	0.60
04/15/10	KLC	Review first and second reports filed by fee examiner.	1.50
04/16/10	BNS	Conference with K. Cooperman regarding addressing fee examiner issues.	0.40
04/16/10	OG	E-mail correspondence with K. Cooperman regarding expenses included on fee application.	0.10

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RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/16/10	KLC	Correspondences to and from O. Goldfeld re: expenses disputed by Fee Examiner (0.2); prepare summary of expense substantiation per Fee Examiner inquiry (0.8); correspondence to C. Andres (GK) re: same (0.1); telephone call to meal vendor re: same (0.2); correspondence from meal vendor re: same (0.1); discuss same with Seidel (0.4).	1.80
04/17/10	KLC	Analyze fee applications of 6 retained professionals regarding time spent and fees incurred re: retention and fee matters.	1.50
04/19/10	BNS	Review and revise response to fee examiner.	0.40
04/19/10	KLC	Draft response to Fee Examiner's second letter enclosing draft pleading (1.8); correspondence to Fisher and Seidel re: same (0.2).	2.00
04/20/10	BNS	Review and revise draft response to fee examiner.	0.20
04/20/10	KLC	Revise response to Fee Examiner's second letter enclosing draft pleading (1); correspondence from C. Andres (GK) re: meals and travel (0.1); further revisions to response letter (0.2); correspondence to Seidel and Fisher re: same (0.1); correspondence to C. Andres re: response and clarification (0.1).	1.50
04/22/10	KLC	Review Fee Examiner's limited objection to first interim fee application.	0.40
04/22/10	FJC	Telephone call with K. Cooperman re assignment	0.30

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		(.1); Internet database research re Fee Examiner's Statement re Butzel Long request for reimbursement (.1); forward image of same to Cooperman (.1).	
04/23/10	KLC	Correspondence to and from C. Andres (GK) re: reply deadline extension.	0.10
04/23/10	FJC	Telephone call from K. Cooperman re assignment (.1); Internet database research re responses to objections to fee applications (.5); download and forward results to Cooperman (.1).	0.70
04/24/10	KLC	Draft reply to Fee Examiner's limited objection to first fee application.	2.00
04/25/10	KLC	Revise reply to fee examiner objection.	0.90
04/26/10	BNS	Review draft of response to fee examiner objection to Butzel Long first fee application (.7); conference with K. Cooperman to discuss (.5).	1.20
04/26/10	KLC	Telephone call with Accounting re: expense reports; discuss same with applicable secretaries.	0.30
04/26/10	KLC	Revise reply to Fee Examiner's objection to first interim fee application (2.4); conference with Seidel re: same (.5).	2.90
04/27/10	BNS	Review and revise Butzel Long response to examiner objection after review of Kramer Levin and WG&M responses.	1.10
04/27/10	KLC	Telephone call to and from M. Williams (GDC) re:	4.40

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PROFESSIONAL SERVICES posted through April 30, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		support for fee hearing (0.2); revise reply to Fee Examiner's objection to first interim fee application (.4); coordinate service of reply (0.2).	
04/27/10	FJC	Research re service of response to Fee Examiner (.4); e-mail to K. Cooperman re same (.1).	0.50
04/28/10	KLC	Telephone call with accounting re: process in light of Fee Examiner reports (0.4); prepare materials in anticipation for hearing on first interim fee applications (0.8).	1.20
04/28/10	FJC	Prepare copy of Response to Fee Examiner's report for delivery to Judge Gerber (.2); e-mails to K. Cooperman re status of delivery (.1).	0.30
04/29/10	E.F.	Telephonically participate in fee hearing.	1.60
04/29/10	BNS	Attend hearing on Butzel Long first fee application (3.5); review pleadings re: same (.5); attend telephone reading of Bankruptcy Judge Gerber's decision on fee application (5p-6:40p) (1.6).	5.60
04/29/10	KLC	Attend hearing on first interim fee applications (3.5); attend decision of Judge Gerber re: same (1.6).	5.10
04/30/10	BNS	Discuss issue with K. Cooperman regarding Bankruptcy Judge Gerber decisions 4/29/10.	0.10
04/30/10	KLC	Discuss Judge Gerber decision with Seidel.	0.10
04/30/10	FJC	Telephone call from K. Cooperman re assignment (.1); Internet research re transcript of	0.30

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 Detroit, Michigan 48226
 T: 313 225 7000 F: 313 225 7080
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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8473933

Account Number 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: MONTHLY FEE STATEMENTS

PROFESSIONAL SERVICES **2,965.50**

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.20	hours at	\$725.00	\$145.00
Total For Shareholder	0.20			\$145.00
Associate				
Katie L. Cooperman	5.90	hours at	\$395.00	\$2,330.50
Total For Associate	5.90			\$2,330.50
Paralegal II				
Frederick Capria	2.00	hours at	\$245.00	\$490.00
Total For Paralegal II	2.00			\$490.00

Current Fees:	2,965.50
Less 50% Fee Discount:	(1,482.75)
Current Disbursements:	0.00
Total Current Invoice:	1,482.75
Total Balance Due:	\$1,482.75

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

May 18, 2010

Invoice No. 8473933

Account Number: 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through April 30, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
04/14/10	KLC	Revise March proformas (1.6); telephone call to accounting re: same (0.1); telephone call and correspondences with Accounting re: disbursement summary for March fee statement (0.2).	1.90
04/15/10	KLC	Revise March invoices.	0.30
04/21/10	KLC	Revise March invoices (0.8); correspondences to accounting re: same (0.1).	0.90
04/23/10	KLC	Draft March monthly statement, cover letter, enclosure and expense summary.	1.40
04/27/10	KLC	Further revisions to March monthly statement, cover letter, enclosure and disbursements detail.	0.60
04/27/10	FJC	Begin review of March Monthly Fee Statement, checking all figures.	1.60
04/28/10	FJC	Continue and complete review of March Monthly Fee Statement and e-mail to K. Cooperman re same.	0.40
04/30/10	BNS	Review Butzel Long March Monthly Fee Statement.	0.20
04/30/10	KLC	Revise March Monthly Statement documents in light of Judge Gerber's decision (0.6); correspondences to Fee Examiner, Committee, Debtors, US Trustee and Debtors' counsel re: same (0.2).	0.80

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Account Number 000141216-0001

Invoice No. 8468866

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010
RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	0.40	hours at	\$525.00	\$210.00
Barry N. Seidel	0.30	hours at	\$725.00	\$217.50
Total For Shareholder	0.70			\$427.50

Current Fees:	427.50
Current Disbursements:	0.00
Total Current Invoice:	427.50
Total Balance Due:	\$427.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Account Number: 000141216-0001

Invoice No. 8468866

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/17/10	E.F.	Review agenda and information for committee call (.3); e-mails with Kramer Levin regarding same (.1).	0.40
05/17/10	BNS	Review exclusivity pleading in relation to Butzel Long engagement (.3).	0.30
PROFESSIONAL SERVICES			427.50

BUTZEL LONG

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8468867

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

Professional Services	
Timekeeper	Total

Associate				
Katie L. Coopeman	0.80	hours at	\$395.00	\$316.00
Total For Associate	0.80			\$316.00

Disbursements	
Description	Total
Copies	\$22.70
Express Delivery Charges	\$129.81
Total Disbursements	\$152.51

Current Fees:	316.00
Current Disbursements:	152.51
Total Current Invoice:	468.51
Total Balance Due:	\$468.51

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Account Number: 000141216-0005

Invoice No. 8468867

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS AND MONTHLY BUDGETS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/11/10	KLC	Correspondence to and from R. Brooks (WGM) re: fees and expenses in connection with first interim fee application.	0.30
05/14/10	KLC	Draft June budget.	0.30
05/20/10	KLC	Correspondence to and from C. Basler (Alix) re: March monthly statement.	0.20
PROFESSIONAL SERVICES			316.00

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UNSECURED CREDITORS COMMITTEE OF
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June 9, 2010

Invoice No. 8468868

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010
 RE: JP MORGAN AVOIDANCE COMPLAINT

Date	Tkpr	Narrative Description	Hours
05/28/10	FJC	Research re delivery of second pre-motion letter to judge's chambers.	0.30

PROFESSIONAL SERVICES 8,720.50

Professional Services		Total
Timekeeper		

Shareholder				
Eric Fisher	8.00	hours at	\$525.00	\$4,200.00
Barry N. Seidel	3.60	hours at	\$725.00	\$2,610.00
Total For Shareholder	11.60			\$6,810.00
Associate				
Katie L. Cooperman	3.10	hours at	\$395.00	\$1,224.50
Total For Associate	3.10			\$1,224.50
Paralegal II				
Frederick Capria	2.80	hours at	\$245.00	\$686.00
Total For Paralegal II	2.80			\$686.00

Disbursements		Total
Description		
Copies		\$35.20
Total Disbursements		\$35.20

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June 9, 2010

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PROFESSIONAL SERVICES posted through May 31, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT

Current Fees:	8,720.50
Current Disbursements:	35.20
Total Current Invoice:	8,755.70
Total Balance Due:	\$8,755.70

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PROFESSIONAL SERVICES posted through May 31, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/03/10	E.F.	Teleconference with FTI concerning valuing collateral.	0.30
05/04/10	E.F.	Confer with FTI concerning collateral valuation issues (.2); follow-up e-mail to Buonomo (New GM) concerning information request (.2).	0.40
05/06/10	E.F.	E-mails with Buonomo (New GM) concerning collateral valuation issues and case status.	0.20
05/06/10	BNS	Telephone conference with K. Martorana (GD&C) regarding status of JPM litigation (.1); correspondence to E. Fisher regarding same (.1); email to K. Martorana regarding status (.1).	0.30
05/11/10	FJC	Telephone call with West Court Reporters tech support re linking of exhibits to deposition transcripts (.2); prep images of exhibits and e-mail same to West tech support (.2).	0.40
05/13/10	E.F.	E-mail update to Committee concerning Term Loan litigation.	0.40
05/13/10	FJC	Update deposition transcripts on LiveNote database (.2); electronically link exhibits to transcripts (.8).	1.00
05/17/10	E.F.	Review discovery schedules in preparation for pre-motion conference.	0.30
05/20/10	KLC	Prepare for hearing regarding pre-motion conference.	0.50
05/25/10	E.F.	Review pre-motion letters and cases to prepare	1.80

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www.butzel.com

UNSECURED CREDITORS COMMITTEE OF -
GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8468868

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		for court conference.	
05/26/10	E.F.	Prepare for pre-motion conference before Judge Gerber (.9); conference with Seidel concerning same (.4).	1.30
05/26/10	BNS	Review agenda for 5/27 pretrial conference and review materials in preparation for same (.9); conference with E. Fisher regarding presentation for pretrial on summary judgment motion (.4).	1.30
05/26/10	KLC	Review Green testimony in preparation for status conference.	0.30
05/26/10	FJC	Telephone call to K. Cooperman re assignment pertaining to deposition testimony (.1); research LiveNote database and locate selected testimony (.8); create reports containing selected testimony (.1); forward report to Cooperman (.1).	1.10
05/27/10	E.F.	Prepare for court conference concerning summary judgment motion (1.1); participate in GM court conference before Judge Gerber concerning adversary proceeding (2.0).	3.10
05/27/10	BNS	Attend status conference regarding summary judgment motions with E. Fisher and K. Cooperman (2).	2.00
05/27/10	KLC	Attend status conference (2); prepare summary of same (0.3).	2.30
05/28/10	E.F.	Review stipulated briefing schedule in connection with anticipated briefing schedule.	0.20

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PROFESSIONAL SERVICES posted through May 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total

Shareholder

Richard B. Brosnick	5.90	hours at	\$490.00	\$2,891.00
Eric Fisher	36.70	hours at	\$525.00	\$19,267.50
Robert Sidorsky	6.90	hours at	\$625.00	\$4,312.50
Barry N. Seidel	13.60	hours at	\$725.00	\$9,860.00
Total For Shareholder	63.10			\$36,331.00

Associate

Laura E. Tedesco	5.90	hours at	\$215.00	\$1,268.50
Maria Caceres-Boneau	38.40	hours at	\$325.00	\$12,480.00
Omer Granit	21.50	hours at	\$325.00	\$6,987.50
Katie L. Cooperman	132.40	hours at	\$395.00	\$52,298.00
Total For Associate	198.20			\$73,034.00

Paralegal II

Frederick Capria	2.80	hours at	\$245.00	\$686.00
Total For Paralegal II	2.80			\$686.00

Disbursements	
Description	Total
Copies	\$127.70
Computer Research	\$1,570.63
Less Credit Applied For Copies	(\$665.36)
Total Disbursements	\$1,032.97

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Current Fees:	110,051.00
Current Disbursements:	1,032.97
Total Current Invoice:	111,083.97
Total Balance Due:	\$111,083.97

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/03/10	E.F.	Meet with Cooperman concerning challenges to lockup agreement (.7); call with FTI and Cooperman concerning same (.3); meet with Granit concerning results of equitable subordination research (.3); analyze legal challenges to consent fee and swap liability (1.1).	2.40
05/03/10	BNS	Review GM report regarding value of Nova Scotia.	0.30
05/03/10	KLC	Review Fiscal Paying Agency Agreement (2); office conference with Fisher re: challenges to Lock-up Agreement (0.7); telephone call with FTI and Fisher re: same (0.3); correspondence from FTI and Fisher re: Notes (0.1); revise summary of Nova Scotia research issues and timeline (0.9).	4.00
05/03/10	OG	Research regarding equitable subordination (1); meet with Fisher re: same (0.3); draft summary and analysis of equitable subordination research (0.7).	2.00
05/04/10	E.F.	E-mails with Canadian counsel concerning foreign law issues relevant to analysis of objections (.4); analyze challenges to deficiency claim (.3); meet with Seidel concerning potential bases for objection (.5).	1.20
05/04/10	BNS	Conference with E. Fisher regarding issues and strategy in potential litigation.	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/04/10	KLC	Review transcript from hearing re: global proof of claim (0.9); draft summary re: same (0.6).	1.50
05/05/10	RB	Meeting with Ms. Cooperman regarding GM currency swap issue.	0.20
05/05/10	E.F.	Review analysis of potential claims prepared by Cooperman.	0.50
05/05/10	KLC	Complete draft of summary of claims, legal issues and timeline of events (4.7); correspondence to Fisher re: same (0.1); discuss swap with Brosnick (0.2).	6.00
05/05/10	OG	Further research regarding equitable subordination.	3.00
05/06/10	E.F.	Call with Bruce Clarke and Cooperman concerning Canadian legal issues related to NS Finance (.6); call with Carl Holm and Cooperman concerning same (.6); meet with Cooperman to analyze ULC Act and other Canadian legal issues pertinent to potential objection (.5); analyze memorandum prepared by Cooperman concerning chronology and potential bases for objection (.9).	2.60
05/06/10	KLC	Telephone call with E. Fisher and Bruce Clarke concerning Canadian legal issues (0.6); telephone call with Fisher and Carl Holm re: same (0.6); meet with Fisher re: same (0.5).	1.70
05/06/10	OG	Further research regarding equitable subordination.	2.00

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/07/10	E.F.	Analyze potential theories for adversary proceeding and objection to claim.	0.50
05/07/10	BNS	Exchange of emails with B. Clarke regarding potential representation in connection with matter; telephone call to E. fisher regarding Nova Scotia status.	0.30
05/07/10	KLC	Review research re: agreement as fraudulent transfer under bankruptcy code (0.8); begin research of same under NY law (0.8); discuss duress research with Tedesco (0.2).	1.80
05/07/10	LT	Discussion with Katie Cooperman regarding research assignment for duress under NY law.	0.20
05/10/10	E.F.	Contact potential NS counsel concerning Canadian legal issues (0.1); analyze cases concerning reasonably equivalent value (0.5).	0.60
05/10/10	KLC	Review cases re: avoidance of agreement or obligation incurred under section 548 of the bankruptcy code.	1.30
05/10/10	KLC	Review indirect benefit fraudulent transfer cases.	1.00
05/11/10	BNS	Conference with K. Cooperman regarding status of research and analysis.	0.40
05/11/10	KLC	Research prepetition agreement as to allowance of claims.	1.00
05/11/10	KLC	Research re: postpetition transactions outside ordinary course (1.6); research NY Debtor and Creditor law (2.5); telephone call with Canadian	5.50

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		counsel prospect (0.4); draft and revise summary of 548 cases (0.6); conference with Seidel re: status of research and analysis (0.4).	
05/12/10	E.F.	E-mails with Cooperman regarding Notes and Guarantee.	0.20
05/12/10	KLC	Review guarantee language re: contribution claim waiver(1.1); correspondence with Fisher re: same (0.2); review indirect benefit subsidiary cases (2.6).	3.90
05/12/10	LT	Research duress under New York law (2.5); research duress under Bankruptcy Cases (.5).	3.00
05/12/10	OG	Research regarding equitable subordination.	3.00
05/13/10	E.F.	Confer with McFarlane concerning Canadian legal issues in NS matter (.4); e-mails with FTI concerning NS issues (.3); conference with Granit concerning equitable subordination claim (.3); review results of fraudulent transfer research (.5).	1.50
05/13/10	LT	Draft memo on duress under NY law.	0.70
05/13/10	OG	Research regarding equitable subordination doctrine (3.2); discuss same with Fisher (0.3).	3.50
05/14/10	RB	Start review of GM papers regarding facts of currency swap and consideration of currency movements at issue.	1.00
05/14/10	E.F.	E-mails with FTI concerning information requests (.2); meeting with Cooperman to analyze objections to NS claims (1.5); analyze	2.60

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Ikpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		memorandum prepared by Cooperman concerning potential objections and avoidance actions (.5); review e-mails from KL concerning financing of potential NS litigation (.2); e-mails to Seidel and Cooperman concerning same (.2).	
05/14/10	KLC	Correspondence from L. Tedesco re: duress memorandum (0.1); review same (0.3); office conference with Fisher re: objections to NS claims (1.5); research re: agreements as avoidable preferences (1.9).	3.80
05/14/10	MCB	Review Collier on Bankruptcy's commentary on Rule 9019 (1); research re: Rule 9019 (.5).	1.50
05/14/10	LT	Draft and edit memo regarding duress under NY law.	2.00
05/14/10	OG	Research regarding equatable subordination.	3.00
05/15/10	KLC	Revise summary of fraudulent transfer research under 548(a)(1)(A) and 548(a)(1)(B).	2.30
05/17/10	RB	Complete initial review and consideration of issues presented by currency swap materials (1.5); research regarding exchange rates, ISDA and related provisions (1.4); internal e-mails regarding same and initial analysis (.5).	3.40
05/17/10	E.F.	Review memorandum by Cooperman summarizing issues and chronology (.8); analyze cases concerning fraudulent transfer theory as it pertains to obligations for benefit of subsidiary (2.2); meet with Cooperman to analyze	5.20

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		fraudulent transfer issues in preparation for conference call with FTI (.5); confer with FTI concerning fraudulent transfer and other issues (.6); review results of research concerning equitable subordination (.5); meet with Cooperman and Seidel to discuss next steps with respect to objection to NS proofs of claim (.6).	
05/17/10	BNS	Participate on conference call with FTI regarding issues and strategy (.6); meeting to follow up on related issues with E. Fisher and K. Cooperman (.6).	1.20
05/17/10	BNS	Review monthly operating report regarding Nova Scotia disclosure (.2).	0.20
05/17/10	KLC	Review all operative Nova Scotia agreements and correspondence to FTI re: summary of same (0.6); telephone call with FTI re: Nova Scotia strategy (0.6); office conference with Fisher re: preparation for same (0.5); correspondence from K. Lundsten (FTI) re: additional operative agreements (0.2); review May 29 promissory note (0.3); review May 29 trust agreement (0.3); review Nova Scotia decision (0.4); review escrow agreement (0.3); research effect in bankruptcy of prepetition agreement re: claims allowance (1.4); correspondence from Fisher re: equitable subordination research (0.1); review same (0.3); correspondence from Seidel re: operating report disclosure (0.2); correspondences to and from Capria re: citations (0.2); correspondences to	9.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		and from Brosnick re: swap analysis (0.2); office conference with Fisher and Seidel re: objections and strategy (0.6); review docket re: notice of assumption (1); begin summary of preference research (0.8); review 8-K filings and public disclosure re: Lock-Up Agreement (1).	
05/17/10	MCB	Research in NY case law re: Rule 9019.	6.70
05/17/10	OG	Draft summary and analysis of equitable subordination and its application to the case.	5.00
05/17/10	FJC	E-mail with K. Cooperman re assignment (.1); cite check cases and e-mail results back to Cooperman (.4).	0.50
05/18/10	RB	Meeting with Ms. Cooperman regarding currency swap issues and questions (1.0); follow up e-mails to team regarding applicable ISDA terms (.3).	1.30
05/18/10	E.F.	Conference with Cooperman concerning certain post-petition filings related to NS objection (.3); prepare outline for Committee call concerning NS objection (1.9); meet with Cooperman concerning same (.6).	2.80
05/18/10	BNS	Review documents relating to swap agreement.	0.80
05/18/10	KLC	Continue reviewing filings on Old GM's docket re: lock up agreement disclosure (0.5); office conference with Fisher re: same (0.3); office conference with Brosnick re: swaps (1); correspondences from Brosnick re: same (0.3);	6.00

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		review 547 research and prepare summary of same (1.7); research duplicative claims matters (0.4); telephone call from FTI re: bond exchange (0.4); draft summary re: same (0.8); office conference with Fisher re: same (0.6).	
05/18/10	MCB	Review research re: estate property results from New York (2.5); research same in secondary sources (1.4); continue to research same in all federal bankruptcy courts (3.4).	7.30
05/19/10	BNS	Review analysis of Nova Scotia claims prepared by Alix.	0.40
05/19/10	KLC	Correspondence to and from FTI re: swap definitions and master agreement (0.2); correspondence from FTI re: summary of claims (0.1); review same (0.3); continue drafting summary of facts and legal theories (7.5); further research regarding same theories (1.3); review master sale and purchase agreement re: sale of affiliates (1.5).	10.90
05/19/10	MCB	Expand research by looking for legal authority outside of Rule 9019.	5.90
05/20/10	E.F.	E-mails with FTI concerning objection and complaint (.2); e-mails to Cooperman regarding same (.2); review documents supplied by Alix concerning GMNSF transaction (.8).	1.20
05/20/10	BNS	Telephone conference with T. Mayer regarding timing of lawsuit (.2); update Butzel Long team (.2); attention to selection of Canadian counsel	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		(.5); review fraudulent transfer case (B. J. Walsath) and comments to K. Cooperman (.5); telephone conference with K. Cooperman regarding legal theories regarding lock up agreement (.7).	
05/20/10	KLC	Correspondences to and from Capria re: citations (0.3); revise summary of legal theories and facts (4.3); telephone call with Seidel re: strategy (0.7); correspondence to and from R. Berkovitch (WGM) re: assumption (0.2); telephone call from R. Berkovitch re: same (0.2); research assumption and assignment consequences (1.3); correspondence from FTI re: additional documents received from Alix (0.1); begin reviewing same documents (1); correspondences from KLNf re: Canadian counsel (0.2).	8.30
05/20/10	MCB	Continue to research property of the estate (2.9); review research (1.9); email correspondence to K. Cooperman re: same (.1).	4.90
05/20/10	FJC	Internet database research (West Find & Print) re cases (.3); cite check all cases (1.9); send listing of same to Cooperman via e-mail (.1).	2.30
05/21/10	E.F.	Call with FTI and KL concerning memorandum for committee about objection to NS claim (.7); meet with Cooperman concerning same (2.0); review memorandum and analysis to prepare memorandum (.9); review materials supplied by Alix in connection with same (.6).	4.20

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/21/10	BNS	Participate on conference call with A. Caton, FTI and E. Fisher (11a-11:45a) (.7); conference with K. Cooperman regarding issues for memo to committee regarding Nova Scotia claims (.9); review K. Cooperman draft memo (1).	2.60
05/21/10	KLC	Office conference with Fisher re: outline for Committee call (2); draft same outline (4.1); discuss same with Seidel (.9); draft updated request list for Alix (1).	8.00
05/21/10	MCB	Continue to research transfers of property on date of petition and property of the estate (2.1); review cases re: same (1.2); draft legal memo summarizing same research (2.3).	5.60
05/22/10	E.F.	Review and revise memorandum to Committee concerning grounds for objection to NS claims (4.4); e-mails with Cooperman concerning revisions (.3).	4.70
05/22/10	KLC	Continue drafting memorandum to the Committee regarding Nova Scotia legal theories and crucial facts for May 24 telephone call (8.2); attention to lock up agreement in connection with same (2); further research concerning collapsing transactions (0.8); correspondences to and from Fisher re: memorandum revisions (0.3).	11.30
05/23/10	E.F.	Call with Cooperman concerning revisions to memorandum to Committee (.2); call with Seidel and Cooperman regarding same (.7); revise memorandum to Committee concerning	3.30

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		challenges to proofs of claim (.6); call with Seidel concerning fraudulent transfer theory (.2); call with Cooperman concerning revisions to Committee memorandum (.2); revise memorandum to Committee concerning challenges to Lock-Up Agreement (1.2); e-mail to Committee concerning same (.2).	
05/23/10	BNS	Review and revise draft memo to committee (1.7); telephone conference with K. Cooperman to discuss revisions to memo (.5); telephone conference with E. Fisher to discuss memo (.2); review revised memo (.5); and discuss with K. Cooperman and E. Fisher (.7).	3.60
05/23/10	KLC	Telephone call with Seidel re: revisions to Committee memorandum regarding Nova Scotia theories and critical facts (0.5); telephone calls with Fisher and Seidel re: same (0.7); review memorandum revised by Fisher (1.3); further revisions to memorandum (5.8); telephone calls (2) with Fisher re: same (0.4); review sale agreement from Old GM to New GM (0.9); review Nova Scotia proceeding allegations (0.5).	10.10
05/24/10	E.F.	Prepare to brief Committee concerning Nova Scotia objection (.4); office conference with Cooperman re: same (0.2); participate in Committee call concerning Nova Scotia issues (.8); review materials in connection with preparation of complaint (.5).	1.90
05/24/10	BNS	Participate on committee telephone meeting to	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		discuss status of Nova Scotia claim.	
05/24/10	KLC	Office conference with Fisher in preparation of Committee Call (0.2); call with Committee (0.8); correspondence to and from Seidel re: memo for Committee (0.1); begin drafting complaint (4.4).	5.50
05/24/10	MCB	Organize research and file.	0.20
05/25/10	E.F.	Meet with Cooperman regarding drafting of complaint.	0.20
05/25/10	BNS	Consider e-mail advice from FTI (Juan S.) regarding valuation of stock regarding possible Nova Scotia outcome.	0.40
05/25/10	KLC	Continue drafting complaint (5); office conference with Fisher re: same (0.2); discuss research with M. Caceres (0.4).	5.60
05/25/10	MCB	Meeting with K. Cooperman to discuss research assignment (.4); research re: escrow account and property of the estate (3.1); review research results (2.1); email K. Cooperman explaining the standard used by the courts (.3).	5.90
05/26/10	E.F.	Analyze materials in connection with drafting complaint.	0.40
05/26/10	KLC	Continue drafting complaint.	10.40
05/26/10	MCB	Email correspondence to K. Cooperman re: research assignment.	0.40
05/27/10	RS	Review May 24, 2010 memo to Creditors Committee.	0.60

BUTZEL LONG
ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No. [REDACTED] 4883

Suite 100 150 West Jefferson
Detroit, Michigan 48226
T: 313 225 7000 F: 313 225 7080
www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8468869

Account Number 000141216-0007

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/27/10	E.F.	Conference with Cooperman concerning drafting of adversary proceeding complaint.	0.40
05/27/10	KLC	Revise complaint (7.3); conference with Fisher re: same (0.4).	7.70
05/28/10	RS	Review TOUSA amended complaint regarding fraudulent conveyance issues.	1.20
05/28/10	E.F.	Conference with Cooperman concerning draft complaint.	0.30
05/28/10	KLC	Revise complaint (3.6); discuss same with Fisher (0.3); correspondence to Sidorsky re: same (0.1).	4.00
05/29/10	RS	Review draft adversary proceeding complaint (2.2); review Committee's objection to motion of noteholders that no proofs of claim need be filed (0.6).	2.80
05/30/10	RS	Email to K. Cooperman regarding draft complaint (.1); review draft complaint (.8).	0.90
05/31/10	RS	Telephone conference with K. Cooperman regarding draft complaint (1.2); review draft complaint (.2).	1.40
05/31/10	KLC	Telephone call with Sidorsky re: complaint revisions (1.2); revise complaint (0.5).	1.70

PROFESSIONAL SERVICES

110,051.00

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UNSECURED CREDITORS COMMITTEE OF
 GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8468870

Account Number 000141216-0008

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010
 RE: DEFENDING FEE APPLICATIONS

Professional Services	
Timekeeper	Total

Associate				
Katie L. Cooperman	6.60	hours at	\$395.00	\$2,607.00
Total For Associate	6.60			\$2,607.00

Disbursements	
Description	Total
Copies	\$66.20
Express Delivery Charges	\$13.48
Service Fees	\$13.75
Total Disbursements	\$93.43

Current Fees:	2,607.00
Current Disbursements:	93.43
Total Current Invoice:	2,700.43
Total Balance Due:	\$2,700.43

BUTZEL LONG

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Account Number: 000141216-0008

Invoice No. 8468870

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: DEFENDING FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/04/10	KLC	Correspondence to C. Andres (GK) re: first fee application allowed amount (0.1); calculate same amount (0.5); correspondence from J. Sharrett (KLNf) re: same (0.1).	0.70
05/06/10	KLC	Telephone call with C. Andres (GK) re: second interim fee application (0.5); gather documentation per same request (0.3); correspondence to C. Andres re: same (0.2).	1.00
05/07/10	KLC	Revise March monthly statement re: holdback.	0.70
05/10/10	KLC	Draft description of expenses re: Fee examiner inquiry per second interim fee application.	2.40
05/14/10	KLC	Draft reply to C. Andres (GK) re: expenses concerning second interim fee application.	1.80
PROFESSIONAL SERVICES			2,607.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8473934

Account Number 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: MONTHLY FEE STATEMENTS

Professional Services			
Timekeeper			Total

Associate			
Katie L. Cooperman	3.10	hours at \$395.00	\$1,224.50
Total For Associate	3.10		\$1,224.50
Paralegal II			
Frederick Capria	2.40	hours at \$245.00	\$588.00
Total For Paralegal II	2.40		\$588.00

Current Fees:	1,812.50
Less 50% Fee Discount:	(906.25)
Current Disbursements:	0.00
Total Current Invoice:	906.25
Total Balance Due:	\$906.25

Invoice is payable upon receipt

For your information, the firm stores closed files for seven years, after which they are generally destroyed.

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

June 9, 2010

Invoice No. 8473934

Account Number 000141216-0010

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through May 31, 2010

RE: MONTHLY FEE STATEMENTS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
05/11/10	KLC	Correspondences to notice parties re: revised monthly statement.	0.10
05/14/10	KLC	Correspondence to Seidel re: April monthly statement.	0.10
05/17/10	KLC	Draft April monthly statement.	1.00
05/18/10	KLC	Correspondence to and from accounting re: April monthly statement; revise April monthly statement.	0.50
05/20/10	KLC	Draft cover letter and enclosure in connection with April monthly statement.	0.60
05/26/10	KLC	Revise April monthly statement, cover letter and enclosure.	0.80
05/27/10	FJC	Review April monthly fee and expense statement, checking numbers and totals.	1.60
05/28/10	FJC	Continue and complete review of April monthly statement.	0.80
		PROFESSIONAL SERVICES	1,812.50

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