

First Hearing Date and Time: September 24, 2010 at 9:45 a.m. (Eastern Time)

Objection Date and Time: September 17, 2010 4:00 p.m. (Eastern Time)

Second Hearing Date and Time: October 26, 2010 at 9:45 a.m. (Eastern Time)

Objection Date and Time: October 19, 2010 4:00 p.m. (Eastern Time)

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

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**NOTICE OF HEARINGS ON THIRD
INTERIM APPLICATIONS AND ONE ADJOURNED
SECOND INTERIM APPLICATION FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

PLEASE TAKE NOTICE that a hearing (the “**First Hearing**”) will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **September 24, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard, to consider the third interim applications listed on **Exhibit “A”** annexed hereto.

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Second Hearing,**” and collectively with the First Hearing, the “**Hearings**”) will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **October 26, 2010 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard, to consider (i) the third interim applications listed on **Exhibit “B”** annexed hereto and (ii) the second interim application of LFR, Inc. listed on **Exhibit “C”** annexed hereto (the applications listed on Exhibits “A,” “B,” and “C,” collectively, the “**Applications**”).

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

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Applications must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York

10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert

T. Brousseau, Esq.); (xii) Godfrey & Kahn, S.C., attorneys for the Fee Examiner, 780 North Water Street, Milwaukee, Wisconsin 53202 (Attn: Brady C. Williamson, Esq. and Timothy F. Nixon, Esq.); and (xiii) the professional whose Application is the subject of the objection, so as to be received no later than (i) **September 17, 2010 at 4:00 p.m. (Eastern Time)** with respect to the First Hearing and (ii) **October 19, 2010 at 4:00 p.m. (Eastern Time)** with respect to the Second Hearing (collectively, the “**Objection Deadlines**”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Applications, the Debtors may, on or after the Objection Deadlines, submit to the Bankruptcy Court an order approving the fees and expenses requested which may be entered with no further notice or opportunity to be heard offered to any party.

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

Dated: New York, New York
August 20, 2010

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

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Attorneys for Debtors
and Debtors in Possession

Exhibit A

Third Interim Fee Applications
to Be Heard on September 24, 2010 at 9:45 a.m.

Applicant	Docket No.	Period	Fees Requested	Expenses Requested
Brownfield Partners, LLC	6541	Feb. 1, 2010 to May 31, 2010	\$416,398.80	\$14,930.47
Caplin & Drysdale, Chartered	6553	Oct. 6, 2009 to May 31, 2010	\$497,190.25	\$50,070.63
Claro Group, LLC, The	6506	Feb. 1, 2010 to May 31, 2010	\$527,315.50	\$7,886.51
Dean M. Trafelet, in His Capacity as Legal Representative for Future Asbestos Personal Injury Claimants	6350	Nov. 13, 2009 to May 31, 2010	\$38,936.00	\$2,050.61
Kramer, Levin Naftalis & Frankel LLP	6538	Feb. 1, 2010 to May 31, 2010	\$644,939.25	\$7,592.26
Plante & Moran, PLLC	6527	Feb. 1, 2010 to May 31, 2010	\$332,405.34	\$5,870.07
Stutzman, Bromberg, Esserman & Plifka, a Professional Corporation	6352	Feb. 24, 2010 to May 31, 2010	\$63,314.50	\$3,712.78
Weil, Gotshal & Manges LLP	6554	Feb. 1, 2010 to May 31, 2010	\$5,316,122.75	\$141,489.52

Exhibit B

Third Interim Fee Applications
to Be Heard on October 26, 2010 at 9:45 a.m.

Applicant	Docket No.	Period	Fees Requested	Expenses Requested
Analysis Research Planning Corporation	6351	Mar. 1, 2010 to May 31, 2010	\$16,034.50	\$0.00
Bates White, LLC	6537	Mar. 16, 2010 to May 31, 2010	\$198,620.00	\$776.00
Butzel Long, a professional corporation	6542	Feb. 1, 2010 to May 31, 2010	\$429,844.75	\$20,791.35
Deloitte Tax LLP	6535	Jan. 1, 2010 to May 31, 2010	\$579,353.00	\$135.00
FTI Consulting, Inc.	6536	Feb. 1, 2010 to May 31, 2010	\$2,000,000.00	\$11,713.21
Hamilton, Rabinovitz & Associates, Inc.	6528	Feb. 1, 2010 to May 31, 2010	\$7,970.00	\$0.00
Jenner & Block LLP	6524	Feb. 1, 2010 to May 31, 2010	\$38,943.30	\$2,390.68
Legal Analysis Systems, Inc.	6555	Apr. 28, 2010 to May 31, 2010	\$34,232.00	\$969.19
LFR Inc.	6539	Feb. 1, 2010 to May 31, 2010	\$1,010,871.20	\$387,715.62
Togut, Segal & Segal LLP	6543, 6544	Dec. 21, 2009 to May 31, 2010	\$529,364.00	\$3,107.43

Exhibit C

Adjourned Second Interim Fee Application
to be Heard on October 26, 2010 at 9:45 a.m.

Applicant	Docket No.	Period	Fees Requested	Expenses Requested
LFR Inc.	5270	Oct. 1, 2009 to Jan. 31, 2010	\$1,034,548.40	\$182,730.34