

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

-----X
In re : Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
Debtors. : (Jointly Administered)
-----X

**SEVENTH SUPPLEMENTAL DECLARATION OF ALBERT A. KOCH
OF AP SERVICES, LLC AS CRISIS MANAGERS AND CHIEF
RESTRUCTURING OFFICER TO THE DEBTORS AND DEBTORS IN POSSESSION**

I, Albert A. Koch, being duly sworn, state the following under penalty of perjury.

1. I am a managing director of AlixPartners, LLP (“**AlixPartners**”). AlixPartners is an affiliate of AP Services, LLC (“**APS**”), a Michigan limited liability corporation, which has as its principal place of business 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

3. On June 12, 2009, I executed my original declaration (the “**Original Declaration**”) in support of the application (the “**Application**”), dated June 12, 2009, of General Motors Corporation, n/k/a Motors Liquidation Company, and its affiliated debtors and debtors in possession (the “**Debtors**”) for entry of an order authorizing the Debtors to employ and retain APS as their crisis manager and designating Albert A. Koch as Chief Restructuring Officer under the terms and conditions set forth in the Application. The Original Declaration was supplemented by my first supplemental declaration filed on June 24, 2009, my second supplemental declaration filed on July 13, 2009, my third supplemental declaration filed on July 31, 2009, my fourth supplemental declaration filed on September 4, 2009, my fifth

supplemental declaration filed on January 19, 2010 and my sixth supplemental declaration filed on March 12, 2010.

4. On or about July 2, 2009, this Court entered an amended order approving the Application (the “**Retention Order**”). The Retention Order supersedes a prior order approving the Application entered on June 25, 2009.

5. On or about July 10, 2009, the Debtors closed on a sale of a substantial portion of their assets to a U.S. Treasury sponsored purchaser, General Motors Company (“**GM**”). The Bankruptcy Court authorized the sale to GM pursuant to an order entered on July 5, 2009 (the “**Closing**”).

6. APS previously disclosed that its affiliate, AlixPartners, entered into an engagement letter with GM post-Closing, dated August 13, 2009, to assist GM and General Motors Europe with certain performance improvement and integration tasks (the “**Engagement Letter**”).

7. In the Original Declaration, I stated that APS reserved the right to supplement its declaration in the event that APS discovered any facts bearing on matters described in the Original Declaration regarding APS’ employment by the Debtors.

8. In addition, in the first supplemental declaration, I stated that APS would provide further disclosures in the event of additional work streams between GM and AlixPartners. Accordingly, APS wishes to disclose the items noted below.

9. On or about November 8, 2010, AlixPartners entered into an amendment to the Engagement Letter with GM to provide consulting services to General Motors Europe in connection with the Opel/Vauxhall business (“**GME Engagement**”). The GME Engagement does not involve matters for GM directly opposite or in potential conflict with the Debtors.

Generally, and to the extent possible, AlixPartners and APS will maintain separate engagement teams with respect to the Debtors and GM. Currently, however, I am expected to work on both engagements. In all circumstances, however, AlixPartners and APS will continue to ensure that no confidential information related to one party is disclosed to the other, except to the extent they obtain mutual client consent.

10. APS continues to submit that it holds no adverse interest as to the matters for which it has been employed by the Debtors and continues to reserve the right to supplement this and the Original Declaration in the event that APS discovers any facts bearing on matters regarding APS' employment by the Debtors. If any new material relevant facts or relationships are discovered or arise, APS will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

Dated this 12th day of November, 2010



Albert A. Koch