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

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In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026
f/k/a General Motors Corp., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Robert E. Gerber
	:	
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**ORDER GRANTING THE SECOND CONSOLIDATED APPLICATION OF BRADY C. WILLIAMSON, FEE EXAMINER, AND GODFREY & KAHN, S.C., COUNSEL TO THE FEE EXAMINER, FOR INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED FROM JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010 AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM SEPTEMBER 1, 2010 THROUGH OCTOBER 31, 2010**

Upon consideration of the *Second Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Interim Allowance of Compensation for Professional Services Rendered from June 1, 2010 through September 30, 2010 and Reimbursement of Actual and Necessary Expenses Incurred from September 1, 2010 through October 31, 2010* [Docket No. 7798] (the “**Application**”) for the stated periods (the “**Compensation Period**”), pursuant to sections 330 and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed on

November 16, 2010, in the aggregate amount of \$444,866.21 as listed on **Schedule A** that accompanies this order, and notice having been given pursuant to Fed. R. Bankr. P. 2002(a)(6) and (c)(2) and to the *Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures* [Docket No. 6750], and it appearing that no other or further notice need be provided; and a hearing having been held before this Court on December 15, 2010 to consider the Application (the “**Hearing**”); and there being no objection to the Application filed before the deadline of December 8, 2010, or as set forth on the record of the Hearing; and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED** that pursuant to sections 330 and 331 of the Bankruptcy Code, the Application is granted and approved as provided in Schedule A; and it is further

**ORDERED** that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule A (but not costs) will be held back until further order of the Court (the “**Holdback**”); and it is further

**ORDERED** that the Debtors are directed and authorized, upon entry of this Order, to pay the Fee Examiner and the Godfrey & Kahn firm forthwith, by wire transfer or check, all the fees and expenses allowed herein (less the Holdback); 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  
December 16, 2010.

/s/ Robert E. Gerber  
Honorable Robert E. Gerber  
United States Bankruptcy Judge

# **SCHEDULE A**

**Current Fee Period: June 1, 2010 to September 30, 2010 for Fees  
and September 1, 2010 to October 31, 2010 for Expenses**

Case No.: 09-50026 (REG) (Chapter 11)

Case Name: In re Motors Liquidation Company, *et al.*, f/k/a General Motors Corporation, *et al.*, Debtors

<b>Applicant</b>	<b>Date/ Document No. of Application</b>	<b>Fees Requested</b>	<b>Fees Awarded (Including Fees Held Back)</b>	<b>Fees Held Back (10%)</b>	<b>Fees Payable by Debtors</b>	<b>Expenses Requested</b>	<b>Expenses Awarded</b>
Brady C. Williamson, Fee Examiner	11/16/2010 7798	\$57,766.50	\$57,766.50	\$5,776.65	\$51,989.85	See Below	See Below
Godfrey & Kahn, S.C., Counsel to the Fee Examiner	11/16/2010 7798	\$381,644.25	\$381,644.25	\$38,164.43	\$343,479.82	\$5,455.46	\$5,455.46

**Schedule A**

**Date: December 16, 2010**

**Initials: REG USBJ**

**SCHEDULE B**

**Summary: All Compensation Periods**  
**(Including This Period)**

Case No.: 09-50026 (REG) (Chapter 11)

Case Name: In re Motors Liquidation Company, *et al.*, f/k/a General Motors Corporation, *et al.*, Debtors

<b>Applicant</b>	<b>Total Fees Requested</b>	<b>Total Fees Awarded (Including Fees Held Back)</b>	<b>Total Fees Held Back (10%)</b>	<b>Total Fees Payable by Debtors</b>	<b>Total Expenses Requested</b>	<b>Total Expenses Awarded</b>
Brady C. Williamson, Fee Examiner	\$151,915.50	\$151,915.50	\$15,191.55	\$136,723.95	See Below	See Below
Godfrey & Kahn, S.C., Counsel to the Fee Examiner	\$960,766.75	\$960,766.75	\$96,076.68	\$864,690.07	\$65,155.19	\$65,155.19

**Schedule B**

**Date: December 16, 2010**

**Initials: REG USBJ**