

Hearing Date and Time: (To Be Determined) (Prevailing Eastern Time)  
Objection Date and Time: (To Be Determined) (Prevailing Eastern Time)

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

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In re: : Chapter 11  
: :  
MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026  
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)  
: :  
Debtors. : Honorable Robert E. Gerber  
: :  
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**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE  
GUIDELINES FOR REVIEWING APPLICATIONS FILED UNDER  
11 U.S.C. § 330 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

**FINAL FEE APPLICATION**

Name of Applicants: Brady C. Williamson, Fee Examiner  
Godfrey & Kahn, S.C., Counsel to the  
Fee Examiner

Time Period: December 28, 2009 through March 29, 2011

Fifth and Sixth Interim Periods:<sup>1</sup> Total Fees Requested: \$363,138.25  
(October 1, 2010 through March 29, 2011)  
Total Expenses Requested: \$43,833.74  
(November 1, 2010 through March 29, 2011)

Entire Retention Period: Total Fees Requested: \$1,475,820.50  
Total Expenses Requested: \$108,988.93

<sup>1</sup> This application includes fees and expenses not previously requested for the fifth interim period (October 1, 2010 through January 31, 2011) and the sixth interim period (February 1, 2011 through March 29, 2011, the Confirmation Date). All of the Retained Professionals, the Fee Examiner and his counsel have, by consensus, incorporated the fifth and sixth interim periods (October 1, 2010 through March 29, 2011) in their final fee applications.

Prior Applications:

<b>Date Application Filed</b>	<b>Docket No.</b>	<b>Compensation Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Allowed</b>	<b>Expenses Allowed</b>	<b>Holdback</b>
9/27/2010	7134	December 28, 2009 through May 31, 2010	\$673,271.50	\$59,699.73	\$673,271.50	\$59,699.73	\$67,327.15
11/16/2010	7798	June 1, 2010 through September 30, 2010	\$439,410.75	\$5,455.46	\$439,410.75	\$5,455.46	\$43,941.08

Interim Monthly Payments from Debtors: None

Payments actually received pursuant to court order: \$1,066,569.21 (fees and expenses)

**Summary of Professionals and Paraprofessionals Providing Services**

**Fifth and Sixth Interim Periods  
October 1, 2010 through March 29, 2011**

<b>Name of Professional</b>	<b>Practice Group(s) and Year of Attorney Admission</b>		<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Proposed Compensation</b>
<b>Shareholders</b>					
Brady C. Williamson	Bankruptcy	1975	\$495	115.15	\$56,999.25
Katherine Stadler	Litigation/Bankruptcy	1997	\$410	171.2	\$70,192.00
Eric J. Wilson	Litigation	1994 IL 2003 WI	\$390	86.3	\$33,657.00
<b>Special Counsel</b>					
Carla O. Andres	Bankruptcy	1989 OH 1993 WI	\$350	223.7	\$78,295.00
<b>Associates</b>					
Monica Santa Maria	Litigation	2008	\$205	109.7	\$22,488.50
Peggy L. Heyrman	Bankruptcy	2009	\$205	83.5	\$17,117.50
<b>Paraprofessionals</b>					
Jamie Kroening	Research		\$110	.9	\$99.00
Jill Bradshaw	Research		\$170	5.0	\$850.00
Zerithea G. Raiche	Bankruptcy paralegal		\$160	324.1	\$51,856.00
Nicole Talbot Settle	Litigation paralegal		\$160	162.5	\$26,000.00
Maribeth Roufus	Bankruptcy paralegal		\$160	34.9	\$5,584.00
<b>TOTAL</b>					<b>\$363,138.25</b>

**Blended Hourly Rates:**

**All attorneys: \$354.05**

**All professionals: \$275.74**

**Summary of Professionals and Paraprofessionals Providing Services**

**Entire Retention Period  
December 28, 2009 through March 29, 2011**

<b>Name of Professional</b>	<b>Practice Group(s) and Year of Attorney Admission</b>		<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Proposed Compensation</b>
<b>Shareholders</b>					
Brady C. Williamson	Bankruptcy	1975	\$495	422.05	\$208,914.75
Katherine Stadler	Litigation/Bankruptcy	1997	\$410	682.3	\$279,743.00
Eric J. Wilson	Litigation	1994 IL 2003 WI	\$390	411.8	\$160,602.00
Timothy F. Nixon	Bankruptcy	1991	\$450	18.5	\$8,325.00
<b>Special Counsel</b>					
Carla O. Andres	Bankruptcy	1989 OH 1993 WI	\$350	998.6	\$349,510.00
<b>Associates</b>					
Monica Santa Maria	Litigation	2008	\$205	441.6	\$90,528.00
Claire K. Finando	Corporate	2008	\$205	18.6	\$3,813.00
Peggy L. Heyrman	Bankruptcy	2009	\$205	270.2	\$55,391.00
<b>Paraprofessionals</b>					
Jamie Kroening	Research		\$110	2.0	\$220.00
Jill Bradshaw	Research		\$170	31.2	\$5,304.00
Zeritheia G. Raiche	Bankruptcy paralegal		\$160	1084.2	\$173,472.00
Nicole Talbot Settle	Litigation paralegal		\$160	592.70	\$94,832.00
Maribeth Roufus	Bankruptcy paralegal		\$160	168.6	\$26,976.00
Jenna Stiegler	Litigation paralegal		\$150	163.2	\$24,480.00
<b>TOTAL</b>					<b>\$1,482,110.75<sup>2</sup></b>

**Blended Hourly Rates:**

**All attorneys: \$354.46**

**All professionals: \$279.35**

<sup>2</sup> The hours and blended rates set forth on this fee detail *do not* reflect the deduction, discussed at paragraph 33(C), *infra*, for FTI-related time. That deduction, in the aggregate, totals \$6,290.25.

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 MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026  
 f/k/a General Motors Corp., *et al.*, : (Jointly Administered)  
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 Debtors. : Honorable Robert E. Gerber  
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**FINAL CONSOLIDATED APPLICATION OF BRADY C. WILLIAMSON, FEE EXAMINER, AND GODFREY & KAHN, S.C., COUNSEL TO THE FEE EXAMINER, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM DECEMBER 28, 2009 THROUGH MARCH 29, 2011<sup>3</sup>**

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

The appointed Fee Examiner of General Motors Corporation (n/k/a Motors Liquidation Company) (the “**Fee Examiner**”) and Godfrey & Kahn, S.C. (“**Godfrey & Kahn**”), Counsel to the Fee Examiner (collectively, the “**Applicants**”), submit this *Final Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner,*

<sup>3</sup> This application includes fees and expenses not previously requested for the fifth interim period (October 1, 2010 through January 31, 2011) and the sixth interim period (February 1, 2011 through March 29, 2011, the Confirmation Date). All of the Retained Professionals, the Fee Examiner and his counsel have, by consensus, incorporated the fifth and sixth interim periods (October 1, 2010 through March 29, 2011) in their final fee applications.

*for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From December 28, 2009 Through March 29, 2011* (the “**Final Fee Application**”) pursuant to 11 U.S.C. §§ 330 and 331 and Fed. R. Bankr. P. 2016.

The Final Fee Application seeks a final award of \$1,475,820.50 in compensation for reasonable professional services and \$108,988.93 in reimbursement of necessary and actual expenses incurred from December 28, 2009 through March 29, 2011 (the “**Retention Period**”). The application includes a request for allowance of \$363,138.25 in compensation for services rendered during the fifth and sixth interim fee periods (October 1, 2010 through March 29, 2011) and \$43,833.74 in reimbursement for necessary and actual expenses incurred from November 1, 2010 through March 29, 2011 (the “**Fifth and Sixth Interim Periods**”).

#### **BACKGROUND**

1. Commencing on June 1, 2009, General Motors Corp. and certain of its affiliates (“**Debtors**”) filed in this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Federal Rule of Bankruptcy Procedure 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

2. On June 3, 2009, the United States Trustee for the Southern District of New York appointed the statutory committee of unsecured creditors pursuant to 11 U.S.C. § 1102 (the “**Creditors’ Committee**”).

3. On August 7, 2009, the Court entered its *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket 3711] (the “**Compensation Order**”).

4. As of March 29, 2011, 27 professionals either have or have had interim applications for compensation pending before the Court for approval and now have final applications pending (collectively, the “**Retained Professionals**”).

5. On December 23, 2009, the United States Trustee, the Debtors, and the Creditors’ Committee proposed by stipulation the appointment of Brady C. Williamson as Fee Examiner and, without objection and through the Fee Examiner order entered that same day, the Court approved the appointment.

A. Pursuant to that order, the Fee Examiner was charged with submitting periodic reports to the Court, the U.S. Trustee, the Debtors, the Creditors’ Committee and each Retained Professional applying for interim and final compensation and reimbursement of expenses pursuant to the Compensation Order.

B. He also was charged with informing each Retained Professional of any issue relating to the professional’s application for compensation and expense reimbursement in advance of filing a report or objection regarding that application.

6. On January 5, 2010, the Fee Examiner submitted an *Application for Authorization to Employ and Retain Godfrey & Kahn, S.C. as Counsel to the Fee Examiner, Nunc Pro Tunc to December 28, 2009* and, without objection, the Court entered an Order authorizing the employment of Godfrey & Kahn on January 19, 2010 [Docket No. 4833].

7. On January 29, 2010, the Fee Examiner submitted the *Fee Examiner’s Application to Authorize the Limited Retention and Employment of the Stuart Maue Firm as Consultant to the Fee Examiner as of January 22, 2010* (“**Stuart Maue**” or the “**Auditor**”) [Docket No. 4910]. The Court entered an order authorizing Stuart Maue’s limited retention on February 17, 2010 [Docket No. 5005] and, subsequently, twice extended that retention. *See In re Motors Liquidation Company*, First Interim Fee Hr’g Tr. at 15:1-4, No. 09-50026 (Bankr.

S.D.N.Y. April 29, 2010, 5:24 P.M.) [Docket No. 5699]; *In re Motors Liquidation Company*, Second Interim Fee Ruling Tr. at 38:21-39:2, No. 09-50026 (Bankr. S.D.N.Y. July 6, 2010) [Docket No. 6369]. The Court also entered orders [Docket Nos. 6342 and 8152] approving Stuart Maue's applications for interim compensation, totaling \$453,671.49 in fees and expenses.

8. On September 27, 2010, the Fee Examiner and Godfrey & Kahn filed their first consolidated interim fee application [Docket No. 7134] (the "**First Fee Application**"), seeking fees in the amount of \$673,271.50 for the period from December 28, 2009 through May 31, 2010 and expenses in the amount of \$59,699.73 for the period from December 28, 2009, through August 31, 2010. There was no objection to the First Fee Application, and it is incorporated here by reference.

9. On October 26, 2010, the Court entered an order approving the First Fee Application. *See Order Granting the First 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 December 28, 2009 through May 31, 2010 and Reimbursement of Actual and Necessary Expenses Incurred from December 28, 2009 through August 31, 2010* [Docket No. 7571]. The order authorized payment to the Fee Examiner and Godfrey & Kahn of \$673,271.50 for fees (which included a 10 percent holdback) and \$59,699.73 for expenses, which the Debtors paid on October 29, 2010, less the holdback.

10. On November 16, 2010, the Fee Examiner and Godfrey & Kahn filed their second consolidated interim fee application [Docket No. 7798] (the "**Second Fee Application**"), seeking fees in the amount of \$439,410.75 for the period from June 1, 2010 through September 30, 2010 and expenses in the amount of \$5,455.46 for the period from September 1, 2010 through October 31, 2010. There was no objection to the Second Fee Application, and it is incorporated here by reference.



11. On December 17, 2010, the Court entered an order approving the Second Fee Application. *See 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.* [Docket No. 8154]. The order authorized payment to the Fee Examiner and Godfrey & Kahn of \$439,410.75 for fees (which included a 10 percent holdback) and \$5,455.46 for expenses, which the Debtors paid on December 28 and 29, 2010, less the holdback.

12. On December 30, 2010, in the interests of economy and efficiency, the Fee Examiner filed the Fee Examiner's *Motion to Amend the Stipulation and Order with Respect to Appointment of a Fee Examiner for the Fifth and Subsequent Interim Periods* [Docket No. 8355]. The Court entered an order approving the motion [Docket No. 8561], granting the Fee Examiner authorization to limit his review of any subsequently-filed interim fee applications and to incorporate a detailed review of any such interim applications with his review of the Retained Professionals' final fee applications.

13. By consensus, the Retained Professionals did not file any subsequent interim applications. Accordingly, the Court has yet to approve any compensation for any services by any Retained Professional or reimbursement of expenses for the period from October 1, 2010 through March 29, 2011.

14. On March 29, 2011 (the "**Confirmation Date**"), the Court entered its *Findings of Fact, Conclusions of Law, and Order Pursuant to Sections 1129(a) and (b) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors' Second Amended Joint Chapter 11 Plan* [Docket No. 9941] (the "**Confirmation Order**"). Under the

Confirmation Order, the bar date for filing final fee applications for professional services in these cases is May 16, 2011.

15. AP Services on April 29, 2011 [Docket No. 10143] filed an application for up to \$14.5 million in discretionary fees. That application has been scheduled for a hearing on June 22, 2011 with a June 15, 2011 objection deadline.

16. In a May 2, 2011 e-mail, the Debtors' counsel notified the Retained Professionals that the final fee applications would be heard on June 27. The Fee Examiner has responded, for himself and the U.S. Trustee, that the notional date provides insufficient time to review the applications, prepare a report on each application, and discuss them with each Retained Professional before filing a final report with objections, if any.

17. The Court has not yet set a hearing date on the final fee applications.

#### **SUMMARY STATEMENT**

This fee application covers the Fee Examiner's work, and that of his legal counsel, from December 28, 2009 through March 29, 2011, including the interim periods for which the Applicants have not yet sought approval from the Court. *See* nn.1, 3, *supra*. The Court conducted a hearing on interim applications on October 26, 2010 and, during November and December, the Fee Examiner and his counsel continued their analysis and reporting on the fourth round of fee applications, submitted by 19 Retained Professionals, which were ultimately heard on December 15, 2010. The Court last approved an interim application by the Fee Examiner and his counsel—their second—on December 15.

Over the course of these proceedings, the Fee Examiner reviewed more than 70 interim applications from some 27 Retained Professionals requesting, in the aggregate and on their face, a total of \$79,889,687.28 in fees and \$3,076,085.51 in expenses for the services provided from June 1, 2009, through September 30, 2010. In response to those applications and responding, in

part, to the Fee Examiner's objections and reports, the Court conducted five hearings in open court: on April 29, June 29, October 26, December 15, 2010, and January 11, 2011. The Court accepted many, though not all, of the recommendations submitted by the Fee Examiner and his counsel.

18. The Fee Examiner and his counsel request Court approval—pursuant to the U.S. Bankruptcy Code, the U.S. Trustee Guidelines, and the orders approving the Fee Examiner's retention and that of his counsel—of a total of \$1,475,820.50 in fees and \$108,988.93 in expenses.

19. The Fee Examiner and his counsel request that the Court approve this final application, incorporating services and expenses for the Fifth and Sixth Interim Periods (after October 1, 2010) not yet submitted to the Court, because they have completed their assignment in a timely, efficient and effective manner. Their services have provided direct benefit to the estates, both tangible and intangible, by saving amounts inadvertently, improvidently or inappropriately billed to the estates. The services have assisted the Court and the U.S. Trustee in fulfilling their statutorily-mandated responsibilities, and those same services have encouraged the Retained Professionals to submit applications for compensation and reimbursement that have met the letter and the spirit of the U.S. Bankruptcy Code, the U.S. Trustee guidelines and the local rules of the Southern District of New York. Not incidentally, the decisions by the Court that have arisen out of the fee review and approval process have helped develop the law applying sections 327-331 of the Bankruptcy Code in a way that will continue to provide guidance to other courts and other professionals.

20. In response to the first and second interim applications filed by the Fee Examiner and his counsel, no interested party filed an objection. The U.S. Trustee supported the

applications, saying: “[t]he detailed review and analyses performed by [the Fee Examiner and his counsel] has been exceptional.” [Docket Nos. 7450 and 8094].

21. The services provided by the Fee Examiner and his counsel neither can be nor should be evaluated quantitatively in terms of documented savings to the estates. Any “savings” total does not reflect the time or expense saved by the Court, by the U.S. Trustee, or by interested parties and Retained Professionals reviewing each other’s fee and expense applications. Nor does the total reflect the prophylactic effect of the fee review process, which only can be “measured” in fees and expenses never billed to the estates as a result of professional judgment—avoiding scrutiny and objections for fees and expenses that might have been, however improvidently, requested. Nevertheless, for Retained Professionals’ services rendered and costs incurred through September 30, 2010, by negotiation and objection, the Fee Examiner and his counsel can document at least \$1,797,452.36 in reductions from fee applications as a result of the review process.<sup>4</sup>

22. Moreover, it is apparent that the quality of the applications submitted by the Retained Professionals and their compliance with the rules improved, incrementally and significantly, between the first and fourth interim applications. That saved the Court, the U.S. Trustee, and the estates substantial, though not quantifiable, time and expense.

23. With the accompanying detailed statement of time spent and expenses incurred, the Fee Examiner and his counsel submit this Final Fee Application and summary, noting:

- In the exercise of billing judgment, the Fee Examiner and his counsel have eliminated more than 700 hours of legal services, representing \$215,754.75, to avoid billing the estate for duplicative time or time that may be otherwise non-compensable. Some of those entries do not appear on the time detail submitted with this application.

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<sup>4</sup> See, e.g., Docket Nos. 5834, 6402, 7910, 8289.

- Travel time has been discounted 50 percent (pursuant to local practice and this Court’s rulings). There are no charges of any kind for local ground transportation, and air travel has been at coach fares.
- Time recorded by transient billers, attorneys who spent fewer than 10 hours on these cases since December 28, 2009, has been eliminated. Paraprofessional time less than 10 hours has been billed because of the discrete nature of the tasks—checking citations, for example.
- There has been no increase—at any time, for any reason—in the hourly rates established in the retention orders. In addition, no timekeeper has been billed at a higher rate for services provided in these cases than their respective rate for Milwaukee-based clients<sup>5</sup> in non-bankruptcy cases. Some timekeepers have been billed at lower rates in these cases than the rates generally applicable to Milwaukee-based clients in non-bankruptcy cases.
- Where the time entries reflect meetings or conferences, whether in person or by telephone, the subject matter of the meeting and the participants are generally noted—unless the meetings are purely internal between or among members of the Godfrey & Kahn team (*see infra*, ¶¶ 29, 45C, 51D), in which case only the subject matter is noted to reduce the redundancy and length of the entry.
- The Final Fee Application includes *no* charges for time spent reviewing, editing, or categorizing daily time records. All such time entries have been denominated “no charge” or eliminated.
- With occasional exception, the Fee Examiner has eliminated charges for the administrative conferences (involving only Godfrey & Kahn attorneys and paraprofessionals) that were charged and approved in the Court’s order on Godfrey & Kahn’s first interim fee application, from December 28, 2009 to May 31, 2010.

### **ADDITIONAL GROUNDS**

24. The Debtors’ cases are, by any measure, among the largest chapter 11 filings in history. They are largely funded by U.S. taxpayers. A May 2011 report from the U.S. Government Accountability office describes the context for the proceeding and its significance. GAO, Report to Congressional Committees, *TARP: Treasury’s Exit from GM and Chrysler Highlights Competing Goals, and Results of Support to Auto Communities are Unclear*.

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<sup>5</sup> Godfrey & Kahn, S.C. is a Milwaukee-based law firm.

25. In light of the size and complexity of the cases and the potential costs and expenses of administering the compensation system for professionals, the U.S. Trustee proposed to the Debtors and to the Creditors' Committee that a Fee Examiner be appointed to review applications for compensation and reimbursement to draft reports and, if appropriate, objections regarding those fee applications. The stated goal was to assist the U.S. Trustee and, ultimately, the Court in determining the compensation for Retained Professionals and to help provide transparency and accountability in the case administration.

26. During the Retention Period, the Applicants examined more than 70 first, second, third, and fourth interim fee applications—consisting of more than 15,000 pages describing the services provided. The Applicants reviewed the voluminous time records and the supporting documentation for expenses. That review was supported, in some instances, by electronic auditing by the Stuart Maue firm. However, many of the applications were not subject to Stuart Maue audit—with the Fee Examiner and Godfrey & Kahn performing every aspect of bill review.<sup>6</sup>

27. The fee review process involved multiple steps. During the time period covered by Godfrey & Kahn's first interim fee application (December 28, 2009-May 31, 2010), Godfrey & Kahn developed a list of potential billing practices of concern—incorporating them into a protocol for fee and expense review.

A. That protocol has evolved, and the underlying conclusions and research were periodically updated and shared with the Retained Professionals to address and to

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<sup>6</sup> Pursuant to the Court's comments at the July 6, 2010 ruling, Stuart Maue's court-approved retention ended with the third interim fee period. See *In re Motors Liquidation Company*, Second Interim Fee Hr'g Tr. at 36-39, No. 09-50026 (Bankr. S.D.N.Y. July 6, 2010) [Docket No. 6369]. The post-confirmation Debtors have authorized the retention of Stuart Maue to assist in the analysis of the final fee applications.

incorporate their questions and responses to the Fee Examiner as well as this Court's application of the fee standards in these cases.

B. The protocol was applied to each interim fee application to identify an initial universe of billing practices involving the reasonableness or necessity of work. The Fee Examiner and his counsel then narrowed the issues.

28. The Fee Examiner, through his counsel and directly, engaged in communications with all of the Retained Professionals regarding their fee applications; sought additional explanations and supporting documentation from many of them; and negotiated significant stipulated reductions. In many instances, these efforts—documented in a series of letters, advisory reports and filed reports (“**Recommendation Reports**”)—avoided the need for a contested hearing. Of the 71 interim applications subject to review by the Fee Examiner, the Fee Examiner and the Retained Professional consensually resolved many points of disagreement and potential objections.

29. Only a small number of Godfrey & Kahn professionals worked on these matters, and their assignments were designed to reduce, to the extent possible, duplication of effort.<sup>7</sup> The bulk of the work has been performed by the Fee Examiner himself along with Katherine Stadler, Carla O. Andres, Eric J. Wilson, Monica Santa Maria, Peggy L. Barlett,<sup>8</sup> Zerithea G. Raiche, and Nicole Talbot Settle.

#### **SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

30. The Fee Examiner and Godfrey & Kahn seek an award of \$1,475,820.50 in compensation for services rendered and \$108,988.93 in reimbursement for actual and necessary

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<sup>7</sup> The Godfrey & Kahn billing records have been reviewed in detail to try to ensure that duplicative or otherwise unproductive time has not been charged to the estate.

<sup>8</sup> Previously known as Peggy L. Heyrmann.

expenses incurred during the Retention Period, including allowance of \$363,138.25 in compensation for professional services rendered and \$43,833.74 in reimbursement for actual and necessary expenses incurred between October 1, 2010 and March 29, 2011.

31. Neither the Fee Examiner nor Godfrey & Kahn has sought, received or been promised any payment from the Debtors pursuant to the Compensation Order, or from any other entity or source, in connection with these cases for services performed or expenses incurred during the Retention Period. Through the Debtors' counsel, the Applicants have been promised payment from the newly-reorganized Debtors for services rendered and expenses incurred after the Confirmation Date, including all services performed in connection with reviewing Retained Professionals' final fee applications.

32. Neither the Fee Examiner nor Godfrey & Kahn holds any retainer related to these cases. Except for the amounts authorized by the Court for payment [Docket Nos. 7571 and 8154], Godfrey & Kahn has received no payments of any kind from the Debtors.

33. The combined amounts requested, \$1,475,820.50 in fees for services rendered and \$108,988.93 in reimbursement for actual and necessary expenses incurred, already reflect the Applicants' voluntary reductions.

A. For the convenience of the Court and interested parties, many (but not all) of the charges and expenses for which the Applicants do not seek compensation or reimbursement—a total of \$215,754.75 in fees—have been nonetheless described in the detailed time records with a “no charge” notation.

B. The fees and expenses for which the Applicants generally do not seek reimbursement include: travel time and expenses for attorneys without a participating role at hearings, interoffice travel, most in-house meals and some travel-related meals,



long distance telephone charges, time spent reviewing and generating bills, and secretarial and paralegal overtime.<sup>9</sup>

C. In the two interim applications submitted by the Applicants, they affirmatively noted that they were not seeking compensation for specific services—for example, \$6,290.25 in services related to the review of FTI’s time records. The applicants do not, now, seek approval retroactively for that or any other foregone time. They note, however, that they do seek compensation for the \$13,300 they paid to Stuart Maue as an expense. *See* ¶ 26, *supra*.

34. The fees and expenses billed in these cases are in accordance with Godfrey & Kahn’s existing billing rates and practices in effect during the Retention Period. It is Godfrey & Kahn’s standard practice to evaluate its professionals’ billing rates for market and seniority-based adjustments that routinely take effect on January 1st of each year; however, the rates disclosed in Godfrey & Kahn’s retention application have *not* changed for this engagement.

35. There is no agreement or understanding between the Fee Examiner or Godfrey & Kahn and any other entity, other than shareholders of Godfrey & Kahn, for the sharing of compensation to be received for services rendered in or in connection with these cases.

36. Attached to this application as **Exhibit A** is a certification of compliance with Administrative Order M-389.

37. Attached as **Exhibit B-1** is a chart identifying each professional who provided services after October 1, 2010, organized by project category.

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<sup>9</sup> As part of the Applicants’ standard billing practice, certain fees and expenses—for example, fees incurred for the attendance of a junior attorney at an internal conference where the intended benefit is not primarily to the client—have been removed from the billing records entirely. Consistent with Administrative Order M-389, however, all such fees are included in the Applicants’ calculation of total voluntary reductions.

38. Attached as **Exhibit B-2** is a chart identifying each professional who provided services during the Retention Period, organized by project category.

39. Attached as **Exhibit C** are the detailed time records summarizing the services provided by the Applicants after October 1, 2010, separated by project category.

40. Attached as **Exhibit D** is a chart identifying the expenses incurred after November 1, 2010 for which the Applicants are seeking reimbursement and the total expense amount for each such category.

41. Attached as **Exhibit E** are the detailed expense records summarizing the expenses for which the Applicants request reimbursement since November 1, 2010.

42. Attached as **Exhibit F** is a chart identifying the expense categories for which the Applicants are seeking reimbursement, for the entire Retention Period, and the total amount for each category.

#### **SUMMARY OF PROFESSIONAL SERVICES RENDERED DURING THE COMPENSATION PERIOD**

43. The Applicants provided 6,048.50 hours of services necessary to the administration of the Debtors' cases during the Retention Period. The services were provided primarily by professionals and paraprofessionals in Godfrey & Kahn's Bankruptcy and Litigation practice groups at billing rates ranging from \$150 to \$495 an hour. The Applicants have voluntarily written off more than 700 hours of legal services and seek compensation for only 5,305.5 hours—less than 88 percent of the total value of the services they provided. Allowance of the requested compensation would result in a blended rate for all attorneys of \$354.46 and a total blended rate of \$279.35 over the Retention Period.

44. The services for which the Applicants request compensation have been provided in six project categories, summarized here.

**Fifth and Sixth Interim Fee Periods  
October 1, 2010 through March 29, 2011**

45. Analysis, Reports and Recommendations Regarding Professionals' Fee

Applications: \$268,294.50.

A. After October 1, 2010, the Applicants reviewed 20 fee applications for services during the fourth interim fee period and two for the third interim fee period. Of these, only eight were reviewed with the assistance of Stuart Maue; the balance was reviewed manually. The fee applications were divided into three groups and, to reduce the likelihood of duplication, each group was assigned to a single supervising attorney. *See supra*, ¶ 29.

B. In general, the fee applications and supporting expense or other documentation were initially reviewed by one attorney for compliance with established case law, guidelines, local rules and this Court's orders. Questionable billing practices were identified—either through Stuart Maue's filtering or through a manual review. After the initial review, the members of the Godfrey & Kahn team exchanged information about the practices they had identified. They also identified mitigating or aggravating circumstances surrounding each application and winnowed the list of practices to those that would be brought to each Retained Professional's, the U.S. Trustee's and the Court's attention.

C. Godfrey & Kahn professionals regularly kept each other apprised of the issues in the applications they examined to ensure as consistent an application of the fee standards as possible. The majority of these communications was by e-mail. The Applicants established a practice of keeping the relatively small team informed of case-related issues and developments. To reduce redundancy, the detailed time records for internal communications and conferences involving the team do not invariably

identify each team participant. External and internal communications *not* involving the practice team itself are almost always identified both by participant and subject matter in the detailed billing records.

D. The Applicants' analysis of the 71 interim fee applications for services provided before October 1, 2010 have directly resulted in a minimum of \$1,797,452.36 in reductions—whether stipulated or court-ordered. All applications reviewed during the fourth interim period were resolved by the Court at the December 15, 2010 and January 11, 2011 hearings or by stipulated orders thereafter.

E. For Retained Professionals whose applications have been electronically audited, a team member reviewed each of the draft exhibits produced by the Auditor. This review often resulted in the revision of the draft exhibits or regenerated exhibits applying a more precise standard. In some cases, the Auditor on request generated new exhibits and conducted specific follow-up analysis. This helped ensure that only the subset of billing practices meriting attention was included in the exhibits, helping ensure a consistent application of standards.

F. Retained Professionals received repeated opportunities to comment and respond to the Fee Examiner's concerns for each application—and many professionals had a continuing dialogue with the Fee Examiner and his counsel. Generally, no later than two weeks before the hearing on interim fee applications, the Godfrey & Kahn attorney responsible for that Retained Professional's fee application sent it a copy of the draft report.<sup>10</sup> Nearly every Retained Professional was also provided with a draft copy of the Auditor's reports or an itemization of the questioned time entries. For the first

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<sup>10</sup> On several occasions, by agreement, a Retained Professional and the Fee Examiner have agreed to slight variances from this schedule.

52 interim applications, the Fee Examiner's counsel sent an initial letter summarizing concerns even before preparing the draft report.

G. Some professionals regularly responded—by telephone, e-mail or letter—and either provided additional documentation, explained the billing practice identified, agreed to a voluntary reduction of their fee request, or sought to defer the hearing on their fee application to continue to try to negotiate a consensual resolution.

46. Prepare for and Attend Hearings: \$33,276.00. The Fee Examiner and his counsel attended the October 26 hearing on the third interim applications in person. The Fee Examiner or his counsel also attended the December 15, 2010 and January 11, 2011 hearings on the fourth interim fee applications.

47. Travel: \$6,268.25. Consistent with the practice in the Southern District of New York, charges for all non-working travel time have been reduced by half. Most travel-related charges were for attendance at the hearings described in ¶ 45, *supra*.

48. General Case Administration: \$29,402.00. Services provided in this category include general case management activities that do not fit easily into one substantive category—including intermittent meetings where the Applicants discussed procedural as well as substantive issues related to the consistent application of standards.

49. Firm Retention/Disclosure Issues: \$12,099.00. Services in this category include the preparation and filing of motions to modify the retention of the Fee Examiner and Auditor.

50. Fee Application Preparation: \$13,798.50. Services provided in this project category include reviewing and helping to prepare interim fee applications and exhibits for the Fee Examiner and his counsel as well as initial activities related to the interim fee applications of the Auditor.

**Entire Retention Period  
December 28, 2009 through March 29, 2011**

The Applicants previously filed detailed time records for the period December 28, 2009 through September 30, 2010 [Docket Nos. 7134, Ex. C and 7798, Ex. C]. Those billing records are incorporated, unchanged, by reference.

51. Analysis, Reports and Recommendations Regarding Professionals' Fee

Applications: \$1,038,097.50.

A. During the Retention Period, the Applicants developed a protocol to evaluate Retained Professionals' compliance with the guidelines promulgated by the U.S. Trustee's office, the Compensation Order, applicable local orders and the requirements of the Bankruptcy Code and Rules. The development of the protocol included research into applicable case law, statutes, rules and regulations and discussions with the Auditor regarding the technical capabilities of the Auditor's proprietary software. The protocol and underlying research were periodically updated to reflect the Court's rulings on fee-related issues.

B. The Applicants reviewed 71 fee applications for services rendered during the first, second, third and fourth interim fee periods. Of these, only 18 were reviewed with the assistance of Stuart Maue; the balance was reviewed manually. The fee applications were divided into three groups and, to reduce the likelihood of duplication, each group was assigned to a single supervising attorney. *See supra*, ¶¶ 29 and 45(A).

C. In general, the fee applications and supporting expense or other documentation were initially reviewed by one attorney for compliance with established case law, guidelines, local rules and this Court's orders. Questionable billing practices were identified—either through Stuart Maue's filtering or through a manual review. After the initial review, the members of the team exchanged information about the

practices they had identified. They also identified mitigating or aggravating circumstances related to each application and winnowed the list of practices to those that would be brought to each Retained Professional's, the U.S. Trustee's and the Court's attention.

D. Godfrey & Kahn professionals kept each other apprised of the issues in the applications they examined to ensure as consistent an application of the fee standards as possible. The majority of these communications was by e-mail. The Applicants established a practice of keeping the relatively small team informed of case-related issues and developments. To reduce redundancy, the detailed time records for internal communications and conferences involving the team do not invariably identify each team participant. External and internal communications *not* involving the practice team itself are identified both by participant and subject matter in the detailed billing records.

E. For Retained Professionals whose applications have been electronically audited, a team member reviewed each of the draft exhibits produced by the Auditor. This review often resulted in the revision of the draft exhibits or regenerated exhibits applying a more precise standard. In some cases, the Auditor on request generated new exhibits and conducted specific follow-up analysis. This helped ensure that only the subset of billing practices meriting attention was included in the exhibits and helped ensure a consistent application of standards.

F. Retained Professionals received at least one opportunity, and in the earlier interim periods at least two opportunities, to comment and respond to the Fee Examiner's concerns for each application—and many professionals had a continuing dialogue with the Fee Examiner and his counsel. Nearly every Retained Professional was also provided with a draft copy of the Auditor's reports or an itemization of the questioned time entries

during the discussion and negotiation period. Some professionals regularly responded—by telephone, e-mail or letter—and either provided additional documentation, explained the billing practice identified, or agreed to a voluntary reduction of their fee request.

G. The Applicants' analysis of the 71 fee applications reviewed during the Retention Period have directly resulted in a minimum of \$1,797,452.36 in reductions—whether stipulated or court-ordered.

52. Prepare for and Attend Hearings: \$93,191.00. The Fee Examiner and his counsel attended no fewer than five hearings at which the Court considered fee-related issues. If practical, given the issues before the Court, the Fee Examiner and his counsel attended telephonically to reduce the expense to the estates.

53. Travel: \$32,186.75. Consistent with the practice in the Southern District of New York, charges for all non-working travel time have been reduced by half. During the Retention Period, the Applicants traveled to attend meetings with the Debtors' management, the members of the U.S. Trustee's office and to attend this Court's hearings on fee-related issues.

54. General Case Administration: \$223,556.50. Services provided in this category include general case management activities that do not fit easily into one substantive category—including meetings where the Applicants discussed procedural as well as substantive issues related to the consistent application of standards.

55. Firm Retention/Disclosure Issues: \$45,490.00. Services in this category include the preparation and filing of the Applicants' retention application, amended disclosure statements, and motions to limit or modify the Fee Examiner's retention. Services in this category also include the review and filing of retention applications of the Auditor.



56. Fee Application Preparation: \$49,589.00. Services provided in this project category include reviewing and helping to prepare the First and Second Fee Applications and assistance to the Auditor in its preparation of its own fee applications.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FIFTH AND SIXTH INTERIM PERIODS  
NOVEMBER 1, 2010 THROUGH MARCH 29, 2011<sup>11</sup>**

57. The Applicants incurred total expenses in the amount of \$49,427.16, of which \$5,593.42 have been voluntarily assumed and not billed to the estate. Exhibits D and E contain the expense categories for which the Applicants seek reimbursement and the detailed expense records, respectively. The expenses for which the Applicants seek reimbursement include only some of those routinely charged to the Applicants' non-bankruptcy clients. The Applicants are not making a profit on any expense incurred as a result of services provided by a third party, and they have made a reasonable estimate of the actual cost for expenses incurred for any services provided in-house. The Applicants' charges in these cases are at the same rates or rates lower than those routinely charged to, and paid by, the Applicants' non-bankruptcy clients.

58. The largest expenditure, totaling \$24,678.53, was for service of process through the Garden City Group. The next largest expense was for the assistance of the Auditor, Stuart Maue, with the review and analysis of the fourth interim fee application of Weil, Gotshal & Manges LLP, an expense paid by Godfrey & Kahn and for which it did not seek prior Court approval.

59. The Applicants are not seeking reimbursement for any staff overtime, or in-house meals.

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<sup>11</sup> The Court approved the Applicants' request for interim reimbursement of expenses for October 2010 through its order on the Second Consolidated Fee Application. *See* Docket No. 8154.

60. The expenses requested are actual, reasonable and necessary in light of the scope of the Applicants' retention to aid in the administration of these cases.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED  
ENTIRE RETENTION PERIOD  
DECEMBER 28, 2009 THROUGH MARCH 29, 2011**

61. The Applicants incurred total expenses in the amount of \$133,642.80, of which \$24,653.87 have been voluntarily assumed and not billed to the estate. Exhibit F contains the expense categories for which the Applicants seek reimbursement.<sup>12</sup> The expenses for which the Applicants seek reimbursement include only some of those routinely charged to the Applicants' non-bankruptcy clients. The Applicants are not making a profit on any expense incurred as a result of services provided by a third party, and they have made a reasonable estimate of the actual cost for expenses incurred for any services provided in-house. The Applicants' charges in these cases are at the same rates or rates lower than those routinely charged to, and paid by, the Applicants' non-bankruptcy clients.

62. Again, the largest expenditure was for process service through Garden City Group. The next largest expense, was for travel-related costs, primarily for attendance at hearings.

63. The Applicants are not seeking reimbursement for any staff overtime or in-house meals.

64. The expenses requested are actual, reasonable and necessary in light of the scope of the Applicants' retention to aid in the administration of these cases.

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<sup>12</sup> The detailed expense records for expenses incurred prior to November 1, 2010 were filed previously with the court [Docket Nos. 7134, Ex. E and 7798, Ex. E]. They are incorporated here, unchanged, by reference.

## **THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

65. Compensation to professionals is governed by 11 U.S.C. §§ 330 and 331. The Court is authorized to grant “reasonable compensation for actual, necessary services rendered by the [professional person] and reimbursement for actual, necessary expenses.”

66. The Applicants respectfully maintain that the services provided were actual and necessary to the administration of the fee examination process in these cases. The fee review process is a statutory mandate in all chapter 11 cases. Given the size and complexity of these cases, however, the U.S. Trustee proposed the appointment of a fee examiner to aid both the U.S. Trustee and the Court. The Debtors and Creditors’ Committee concurred in the U.S. Trustee’s proposal that a fee examiner be appointed. Neither objected to the Applicants’ two interim fee applications.

67. In reviewing whether a compensation request should be granted, the Court should be guided by the following statutory factors:

[T]he 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 the services 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;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330.

68. The requested compensation and reimbursement meet the statutory requirements for allowance. The Applicants have completed their work in a timely and efficient manner commensurate with the complexity, importance and nature of the issues involved. The projects were staffed by professionals and paraprofessionals with demonstrated skill in the bankruptcy context, and all work has been assigned consistently with the need to prevent unnecessary duplication and to ensure that work is performed by the least senior person competent to handle the matter efficiently.

69. Moreover, the requested compensation is reasonable: it is based on the customary compensation charged by comparably skilled professionals in the Applicants' Milwaukee market and paid by the Applicants' non-bankruptcy clients. The Applicants have also thoroughly reviewed their time and expense detail and have chosen, in the exercise of billing judgment, not to bill more than \$240,000.00 in fees and expenses incurred during the Retention Period.

70. Accordingly, approval of the requested compensation is warranted.

#### **NOTICE**

71. Notice of this Final Fee Application has been provided to parties in interest in accordance with the *Sixth 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*, dated May 5, 2011 [Docket No. 10183]. The Fee Examiner and Godfrey & Kahn submit that such notice is sufficient and no other or further notice need be provided.

72. No previous request for the relief sought herein, except the previous interim applications, has been made by the Fee Examiner or Godfrey & Kahn to this or any other Court for these matters.

## CONCLUSION

The Fee Examiner and Godfrey & Kahn request the Court enter a final Order authorizing (i) final allowance of compensation for professional services rendered during the Compensation Period in the amount of \$1,584,809.43, consisting of \$1,475,820.50 in fees and \$108,988.93 in actual and necessary expenses incurred during the Retention Period; (ii) directing payment forthwith by the Debtors of the amounts authorized (including all unpaid amounts previously ordered to be held back); and (iii) such other and further relief as is just.

**WHEREFORE**, the Fee Examiner and Godfrey & Kahn respectfully submit this Final Fee Application and request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: Madison, Wisconsin  
May 16, 2011.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
Timothy F. Nixon

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*Attorneys for Fee Examiner*

# **EXHIBIT A**

## **Certification of Compliance**

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Facsimile: (414) 273-5198

*Attorneys for Fee Examiner*

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

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

**FEE EXAMINER’S AND GODFREY & KAHN’S CERTIFICATION OF COMPLIANCE  
WITH THE AMENDED GUIDELINES, PURSUANT TO ADMINISTRATIVE ORDER  
M-389, FOR FINAL CONSOLIDATED APPLICATION OF BRADY C. WILLIAMSON,  
FEE EXAMINER, AND GODFREY & KAHN, S.C., COUNSEL TO THE FEE  
EXAMINER, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FROM DECEMBER 28, 2009 THROUGH MARCH 29, 2011**

I, Brady C. Williamson, hereby certify that:

1. I am a shareholder of Godfrey & Kahn, S.C. (“**Godfrey & Kahn**”) and have been retained and served continuously as the Fee Examiner in the above-captioned matter. Godfrey & Kahn has been my counsel.

2. I have reviewed the *Final Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Allowance of*

*Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from December 28, 2009 Through March 29, 2011* (the “**Application**”).

3. I make this certification pursuant to Administrative Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “**Amended Guidelines**”).

4. I hereby certify that:

A. I have read the accompanying Application and each page of each exhibit and, to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application for work I performed and expenses I incurred in the performance of my duties as Fee Examiner—and the work performed and expenses incurred by Godfrey & Kahn as my counsel—fall within the Amended Guidelines and the United States Trustee Guidelines, 28 C.F.R. Part 58, Appendix A (collectively, the “**Guidelines**”);

B. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by me and Godfrey & Kahn and generally accepted by our clients. In some instances, expenses have been billed at rates lower than generally applicable to Godfrey & Kahn clients;

C. In providing a reimbursable service, neither I nor Godfrey & Kahn makes a profit on the service, whether the service is provided by Godfrey & Kahn or through a third-party;



D. The U.S. Trustee, the counsel for each official committee, and the Debtors have all been provided with a copy of the Application at least 14 days before the date set by the Court or any applicable rules for filing fee applications; and

E. I have reviewed, without charge to the estate, each and every time entry for the period from December 28, 2009 through March 29, 2011 reflected in the exhibits accompanying this Application.

Dated: Madison, Wisconsin  
May 16, 2011.

GODFREY & KAHN, S.C.

By: /s/ Brady C. Williamson  
Brady C. Williamson

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*Fee Examiner*

# **EXHIBIT B-1**

**Summary by Project Category  
(October 1, 2010 through March 29, 2011)**

**EXHIBIT B-1**  
**Fee Examiner and Godfrey and Kahn, S.C.**  
**Summary by Project Category**

Summary of Services Rendered From  
October 1, 2010 through March 29, 2011

PROJECT CATEGORY	Analysis, Reports and Recommendations (Exhibit C-1)		Prepare for and Attend Hearings (Exhibit C-2)		Travel <sup>1</sup> (Exhibit C-3)		General Case Administration (Exhibit C-4)		Firm Retention/ Disclosure Issues (Exhibit C-5)		Fee Application Preparation (Exhibit C-6)		TOTALS
	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	
Brady C. Williamson	79.8	\$39,501.00	16.1	\$7,969.50	9.35	\$4,628.25	4.8	\$2,376.00	4.2	\$2,079.00	0.9	\$445.50	Hours: 115.15 Fees: \$56,999.25
Katherine Stadler	118.2	\$48,462.00	18.2	\$7,462.00	4.00	\$1,640.00	1.0	\$410.00	17.3	\$7,093.00	12.5	\$5,125.00	Hours: 171.2 Fees: \$70,192.00
Eric J. Wilson	67.0	\$26,130.00	11.5	\$4,485.00			0.8	\$312.00	3	\$1,170.00	4.0	\$1,560.00	Hours: 86.3 Fees: \$33,657.00
Carla O. Andres	212.8	\$74,480.00	7.3	\$2,555.00			2.8	\$980.00	0.8	\$280.00			Hours: 223.7 Fees: \$78,295.00
Monica Santa Maria	102.2	\$20,951.00	0.1	\$20.50			2.4	\$492.00	2.6	\$533.00	2.4	\$492.00	Hours: 109.7 Fees: \$22,488.50
Peggy L. Barlett <sup>2</sup>	83.5	\$17,117.50											Hours: 83.5 Fees: \$17,117.50
Rebecca J. Bradshaw	5.0	\$850.00											Hours: 5.0 Fees: \$850.00
Jamie Kroening	0.9	\$99.00											Hours: 0.9 Fees: \$99.00
Zerithea G. Raiche	160.6	\$25,696.00	23.2	\$3,712.00			102.9	\$16,464.00	5.9	\$944.00	31.5	\$5,040.00	Hours: 324.1 Fees: \$51,856.00
Nicole Talbott Settle	59.1	\$9,456.00	44.2	\$7,072.00			52.1	\$8,336.00			7.1	\$1,136.00	Hours: 162.5 Fees: \$26,000.00
Maribeth Roufus	34.7	\$5,552.00					0.2	\$32.00					Hours: 34.9 Fees: \$5,584.00
<b>TOTAL:<sup>2</sup></b>	<b>923.8</b>	<b>\$268,294.50</b>	<b>120.6</b>	<b>\$33,276.00</b>	<b>13.35</b>	<b>\$6,268.25</b>	<b>167.0</b>	<b>\$29,402.00</b>	<b>33.8</b>	<b>\$12,099.00</b>	<b>58.4</b>	<b>\$13,798.50</b>	Hours: 1316.95 Fees: \$363,138.25

<sup>1</sup> Total Travel Time is 26.7 (Hours) and \$12,536.50 (Fees). The amounts listed represent a reduction of 50% for non-working travel time.

<sup>2</sup> Previously known as Peggy L. Heyrman

<sup>3</sup> The hours and blended rates set forth on this summary do not reflect the deduction, discussed at paragraph 33(C) of the accompanying fee application, for FTI-related time entries.

# **EXHIBIT B-2**

**Summary by Project Category  
(December 28, 2009 through March 29, 2011)**

**EXHIBIT B-2**  
**Fee Examiner and Godfrey and Kahn, S.C.**  
**Summary by Project Category**

Summary of Services Rendered From  
December 28, 2009 through March 29, 2011

PROJECT CATEGORY	Analysis, Reports and Recommendations (Exhibit C-1)		Prepare for and Attend Hearings (Exhibit C-2)		Travel <sup>1</sup> (Exhibit C-3)		General Case Administration (Exhibit C-4)		Firm Retention/ Disclosure Issues (Exhibit C-5)		Fee Application Preparation (Exhibit C-6)		TOTALS
	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	
Brady C. Williamson	267.6	\$132,462.00	39.9	\$19,750.50	28.95	\$14,330.25	64.9	\$32,125.50	10.6	\$5,247.00	10.1	\$4,999.50	Hours: 422.05 Fees: \$208,914.75
Timothy F. Nixon	2.7	\$1,215.00	8.5	\$3,825.00			4.6	\$2,070.00	2.7	\$1,215.00			Hours: 18.5 Fees: \$8,325.00
Katherine Stadler	487.1	\$199,711.00	47.8	\$19,598.00	15.0	\$6,150.00	36.9	\$15,129.00	44.6	\$18,286.00	50.9	\$20,869.00	Hours: 682.3 Fees: \$279,743.00
Eric J. Wilson	314.6	\$122,694.00	30.0	\$11,700.00	14.4	\$5,616.00	32.2	\$12,558.00	13.5	\$5,265.00	7.1	\$2,769.00	Hours: 411.8 Fees: \$160,602.00
Carla O. Andres	897.5	\$314,125.00	25.4	\$8,890.00	15.0	\$5,250.00	39.2	\$13,720.00	17.8	\$6,230.00	3.7	\$1,295.00	Hours: 998.6 Fees: \$349,510.00
Monica Santa Maria	375.2	\$76,916.00	13.3	\$2,726.50	4.1	\$840.50	24.3	\$4,981.50	4.6	\$943.00	20.1	\$4,120.50	Hours: 441.6 Fees: \$90,528.00
Claire Finando	18.3	\$3,751.50					0.3	\$61.50					Hours: 18.6 Fees: \$3,813.00
Peggy L. Barlett <sup>2</sup>	260.0	\$53,300.00					10.2	\$2,091.00					Hours: 270.2 Fees: \$55,391.00
Rebecca J. Bradshaw	11.7	\$1,989.00					19.5	\$3,315.00					Hours: 31.2 Fees: \$5,304.00
Jamie Kroening	2.0	\$220.00											Hours: 2.0 Fees: \$220.00
Zerithea G. Raiche	481.9	\$77,104.00	66.8	\$10,688.00			428.8	\$68,608.00	34.7	\$5,552.00	72.0	\$11,520.00	Hours: 1084.2 Fees: \$173,472.00
Nicole Talbott Settle	223.1	\$35,696.00	92.3	\$14,768.00			246.1	\$39,376.00	6.1	\$976.00	25.1	\$4,016.00	Hours: 592.7 Fees: \$94,832.00

**EXHIBIT B-2**  
**Fee Examiner and Godfrey and Kahn, S.C.**  
**Summary by Project Category**

Summary of Services Rendered From  
December 28, 2009 through March 29, 2011

PROJECT CATEGORY	Analysis, Reports and Recommendations (Exhibit C-1)		Prepare for and Attend Hearings (Exhibit C-2)		Travel <sup>1</sup> (Exhibit C-3)		General Case Administration (Exhibit C-4)		Firm Retention/ Disclosure Issues (Exhibit C-5)		Fee Application Preparation (Exhibit C-6)		TOTALS
	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	Hours	Fees	
Maribeth Roufus	113.9	\$18,224.00					43.6	\$6,976.00	11.1	\$1,776.00			Hours: 168.6 Fees: \$26,976.00
Jenna Stiegler	4.6	\$690.00	8.3	\$1,245.00			150.3	\$22,545.00					Hours: 163.2 Fees: \$24,480.00
<b>TOTAL:<sup>2</sup></b>	<b>3460.2</b>	<b>\$1,038,097.50</b>	<b>332.3</b>	<b>\$93,191.00</b>	<b>77.45</b>	<b>\$32,186.75</b>	<b>1100.9</b>	<b>\$223,556.50</b>	<b>145.7</b>	<b>\$45,490.00</b>	<b>189.0</b>	<b>\$49,589.00</b>	Hours: 5305.55 Fees: \$1,482,110.75

<sup>1</sup> Total Travel Time is 154.9 (Hours) and \$64,373.50 (Fees). The amounts listed represent a reduction of 50% for non-working travel time.

<sup>2</sup> Previously known as Peggy L. Heyrmann

<sup>3</sup> The hours and blended rates set forth on this summary do not reflect the deduction, discussed at paragraph 33(C) of the accompanying fee application, for FTI-related time entries.

# **EXHIBIT C-1**

**Detailed Time Records**

**Project Category: Analysis, Reports and Recommendations**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532275  
Matter No. 004179-001L

Re: Analysis, Reports, and Recommendations Regarding  
Professionals' Fee Applications

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-01-2010	Carla Andres	Review e-mails from Ms. Rabinovitz regarding payments received (.2); review and respond to e-mail LFR billing concern (.2).	0.40	140.00
10-01-2010	Monica Santa Maria	Analyze Togut Segal fee application and time detail (1.5); edit draft letter to Togut Segal (.8).	2.30	471.50
10-02-2010	Carla Andres	Review and respond to status inquiry for reports (.2); finalize Hamilton Rabinovitz statement of no objection (.2).	0.40	140.00
10-03-2010	Monica Santa Maria	Edit draft letter to Legal Analysis Systems (.4).	0.40	82.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-04-2010	Zerithea Raiche	Review and revise fee examiner's initial letter to Togut Segal on its first interim fee application: verify record citations (.3), verify and insert record quotations (.2), locate record citations for insertion (.4) and revise letter for content (.4); update chart of payments made by Debtors as reported on monthly operating report for July 2010 (.3) and August 2010 (.2); update exhibit for fee examiner's summary of recommendations for fee applications scheduled for hearing on October 26, 2010 (.3).	2.10	336.00
10-04-2010	Carla Andres	Substantial revisions to Butzel Long correspondence and schedules (1.6); draft correspondence to Ms. Rabinovitz and Mr. Florence regarding draft reports (.2); substantial revisions to correspondence to Mr. Shekell regarding Deloitte Tax fee application (1.3); revise correspondence to Mr. DiConza, LFR (1.7); e-mail regarding draft correspondence for review (.2).	5.00	1,750.00
10-04-2010	Carla Andres	Review summary of LFR expenses (.5); review Butzel Long expense summary (.3); further analysis of additional LFR issues (1.1).	1.90	665.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-04-2010	Peggy Barlett	Review of LFR's third interim fee application to identify professionals working five hours or less and review of tasks completed to determine reasonableness and necessity (.1); initial review of LFR's third interim fee application (3.1); telephone conference regarding LFR's expenses (.1); review expenses (.8); calculate mark-up, sur-charge and actual amounts for subcontractors used by LFR (3.2); email summaries regarding time entries and calculations (.2).	7.50	1,537.50
10-04-2010	Brady C. Williamson	Review and revise draft letters: Legal Analysis Systems (.2), Togut Segal (.3), Hamilton Rabinovitz (.1).	0.60	297.00
10-04-2010	Katherine Stadler	Review Togut Segal fee application (.3) and review and revise draft letter to Togut Segal (.9); review and revise letter to Legal Analysis Systems (.7); finalize Legal Analysis Systems letter for service (.3); review, in detail, fee application of Bates White and supporting documentation (3.6); draft correspondence to Bates White highlighting issues of concern in fee application (2.2); revisions to Togut Segal letter (.3); review third interim fee application of Jenner & Block (1.1).	9.40	3,854.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-05-2010	Zerithea Raiche	Review bankruptcy docket for fee committee advisories and court rulings on fee application preparation in Enron (1.4) and responses to the fee committee's objections (1.2) for use in preparation of reports on fee applications and the fee examiner's summary recommendations.	2.60	416.00
10-05-2010	Carla Andres	E-mail Mr. Deems regarding Claro Group conference (.1); continue draft correspondence to Mr. DiConza (1.9); revisions to correspondence to Ms. Cooperman to incorporate comments (.5); revisions to correspondence to Mr. Shekell to incorporate comments (.5).	3.00	1,050.00
10-05-2010	Carla Andres	Review summary of LFR billing (.4); review prior LFR applications for continuing issues (.6).	1.00	350.00
10-05-2010	Carla Andres	Telephone conference regarding draft correspondence to professionals (.4).	0.40	140.00
10-05-2010	Monica Santa Maria	Conference regarding Bates White and Jenner & Block draft letters (.2); review and edit Bates White letter (.7); review and edit Togut Segal letter (.3); review Jenner & Block letter (.1); telephone conference with Mr. Oswald, Togut Segal, regarding correspondence requesting additional information (.4).	1.70	348.50
10-05-2010	Peggy Barlett	Review email regarding requested expenses from LFR outside of the interim period (.1); review expenses and identify (.4).	0.50	102.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-05-2010	Brady C. Williamson	Review and revise draft letters: Butzel Long (.3), conference on Togut Segal application (.1), Jenner & Block (.1), Deloitte Tax (.2), Bates White (.2).	0.90	445.50
10-05-2010	Katherine Stadler	Revise correspondence to Togut Segal for service (.6); telephone conference with Mr. Oswald of Togut Segal on fee examiner's correspondence (.3); draft and forward letter to Jenner & Block on third fee application (.5); telephone conference on consistency issues in draft letters to professionals (.2); continue drafting correspondence to Bates White with preliminary analysis (.5); revisions to Jenner & Block letter (.2); complete letters and forward to Bates White (.1) and Jenner & Block (.1); e-mail update to Mr. Velez-Rivera for U.S. Trustee on today's outgoing letters (.1); review treatment of "fees on fees" issue in Enron case in light of conversation with Mr. Oswald (.2).	2.80	1,148.00
10-06-2010	Zerithea Raiche	Review Enron hearing transcript and download excerpts on compensation for preparation of fee applications and preparation of responses to the fee committee (1.4); review Enron docket and download final fee application of Weil Gotshal (.4); prepare email to team members with findings from review of Enron docket (.6); continue review of other case dockets for fee committee advisories and rulings on compensation issues (1.7).	4.10	656.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-06-2010	Zerithea Raiche	Review records on professionals to verify receipt of the July 28, 2010 draft memorandum on application of court's April 29 and July 6, 2010 rulings ("July 28 memorandum") (.9); prepare email with list of professionals that received the July 28 memorandum (.4); prepare emails on professionals to be removed from list based on prior correspondence for Epiq, Great American, Hilco/Maynard, Jones Day and Honigman Miller (.4); locate contact information for Hamilton Rabinovitz, Stutzman Bromberg, Evercore, Togut Segal, PricewaterhouseCoopers and Bates White (.6); prepare email and forward July 28 memorandum to: Hamilton Rabinovitz (.1), Stutzman Bromberg (.1) and Evercore (.1); prepare fax transmittals for materials: Togut Segal (.2), PricewaterhouseCoopers (.1) and Bates White (.1); update chart of requests made and responses received from retained professionals for use in preparation of fee examiner's reports (.6).	3.60	576.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-06-2010	Carla Andres	Review e-mail regarding LFR comments and revise correspondence to incorporate comments (.5); review e-mails regarding Enron treatment of fee committee responses (.2); review Epiq invoice for August (.1); e-mails regarding correspondence to professionals and status of letters (.5); review correspondence from Mr. Deems regarding Claro Group's third fee application (.4); telephone conference with Mr. Deems regarding outstanding matters (.5); review e-mails from Ms. Cooperman with Butzel Long expense detail (.5); begin drafting Claro Group amended report (.8); e-mails regarding draft third advisory (.2).	3.70	1,295.00
10-06-2010	Monica Santa Maria	Draft Togut Segal report (2.4); telephone and email communications regarding report on summary of Judge Gerber's rulings (.3); draft Jenner & Block report (1.2); draft Bates White report (.2).	4.10	840.50
10-06-2010	Peggy Barlett	Review of additional information for requested expenses from Butzel Long's third interim fee application (.8).	0.80	164.00
10-06-2010	Brady C. Williamson	Review and revise draft letters: LFR (.2); internal conferences on status of letters and draft reports (1.0).	1.20	594.00
10-06-2010	Katherine Stadler	E-mail exchange on providing July 28 memorandum to new applicants (.4); review other case material for information pertinent to "fees on fees" dispute (.7); review draft letter to LFR (.2).	1.30	533.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-07-2010	Zerithea Raiche	Prepare email forwarding fee examiner's report on third fee application of Weil Gotshal (.1); verify record citations for Togut Segal report on first interim fee application (.2).	0.30	48.00
10-07-2010	Carla Andres	Review and respond to e-mail regarding status of JPMorgan litigation (.2); review and respond to e-mail from Mr. Santambrogio, and e-mail Ms. Raiche regarding Hilco/Maynard (.2).	0.40	140.00
10-07-2010	Monica Santa Maria	Draft Bates White report (.7); draft Legal Analysis Systems report (.8); edit draft report for Togut Segal to incorporate Mr. Oswald's responses (.9); edit Bates White report (.3); edit Jenner & Block report (1.6); edit Legal Analysis Systems report (.3); edit Togut Segal report (.4).	5.00	1,025.00
10-07-2010	Brady C. Williamson	Review Togut Segal response (.2); exchange related email with Assistant U.S. Trustee (.1).	0.30	148.50
10-07-2010	Katherine Stadler	Review and revise reports of Togut Segal (.4); Bates White (.6); Jenner & Block (.4) and Legal Analysis Systems (.3); review responsive correspondence from Togut Segal (.2) and revisions to report based on that (.3).	2.20	902.00
10-08-2010	Zerithea Raiche	Search Enron bankruptcy docket and locate fee committee's report on final fee application of Togut Segal (.2); prepare email and forward fee committee's report on Togut Segal (.1); prepare email on information listed in the monthly operating reports for payments made to retained professionals (.2).	0.50	80.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-08-2010	Carla Andres	E-mail Mr. Testa regarding lack of Brownfield response (.4); e-mails regarding monthly compensation to professionals, e-mails regarding responses from professionals (.3); begin Butzel Long draft report (.8).	1.50	525.00
10-08-2010	Monica Santa Maria	Edit Togut Segal report (.1); edit Jenner & Block report (.1); edit Legal Analysis Systems report (.1); edit Bates White report (.1).	0.40	82.00
10-08-2010	Peggy Barlett	Review additional information and prepare summary of outstanding disallowances for expenses (.4).	0.40	82.00
10-08-2010	Brady C. Williamson	Review and revise draft reports: Legal Analysis Systems (.2), Togut Segal (.3), Jenner & Block (.1), Bates White (.3).	0.90	445.50
10-10-2010	Zerithea Raiche	Update report on requests made by the fee examiner and responses received for preparation of draft and final reports scheduled for hearing on October 26, 2010 (.7).	0.70	112.00
10-11-2010	Mary Roufus	Review and revise draft of report on the first interim fee application of Deloitte Tax (1.8); review and revise draft of report on the first interim fee application of Analysis, Research and Planning Corporation (.9).	2.70	432.00
10-11-2010	N. Talbott Settle	Review report and limited objection for Bates White for document titles, record citations, and verification of numbers and calculations (2.6).	2.60	416.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-11-2010	Zerithea Raiche	Review and revise draft of report on the first interim fee application of Togut Segal: verify calculations (.7), record citations (.5), quotations (.4) and case citations (.6); conference on draft reports and assignment of reports for review (.2); review Exhibit A of administrative and clerical entries for Butzel Long especially with regard to preparation and review of ASCII files (.6); prepare email on review of Exhibit A for Butzel Long and analysis of time entries for preparation and review of ASCII files as a paralegal assigned task (.3); update chart of fee applications scheduled for hearing on October 26, 2010 and letters sent to each professional for use by the U.S. Trustee (.7); review and revise draft report on the third interim fee application of Jenner & Block: verify and insert record citations (.8).	4.80	768.00
10-11-2010	Carla Andres	Telephone conference with Mr. Young regarding Deloitte Tax responses (.2); draft Butzel Long report (1.9); draft Deloitte Tax report (2.1); revise Analysis, Research and Planning Corporation report and draft e-mail to Mr. Florence regarding open issue (.5); review correspondence from Ms. Cooperman regarding Butzel Long response (.8); update Butzel Long report (.2); review, discuss and incorporate comments on Analysis, Research and Planning Corporation and Deloitte Tax reports (.4).	6.10	2,135.00
10-11-2010	Carla Andres	Draft LFR report (1.1).	1.10	385.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-11-2010	Peggy Barlett	Status conference regarding preparation of reports for remaining third interim fee applications (.1); review Deloitte Tax project categories and issues with fee report (.2).	0.30	61.50
10-11-2010	Monica Santa Maria	Edit Togut Segal report (.5); review Mr. Murray's letter with additional information (.1); edit Jenner & Block report to incorporate new information provided by Mr. Murray (.6); email correspondence and telephone conference with Ms. Grinberg regarding conference call to discuss Bates White report (.2).	1.40	287.00
10-11-2010	Brady C. Williamson	Review and revise draft reports: Analysis, Research and Planning Corporation (.3), Butzel Long (.2), Deloitte Tax (.2), Legal Analysis Systems (.3), Togut Segal (.3); review Jenner & Block response (.1).	1.40	693.00
10-11-2010	Katherine Stadler	E-mail from Ms. Grinberg from Bates White on response to fee examiner correspondence (.1); review and consider Jenner & Block response to fee examiner correspondence (.3).	0.40	164.00
10-12-2010	Mary Roufus	Review and revise draft of report on the third interim fee application of Butzel Long (1.9); e-mail regarding re-calculations and re-review fee application to compare (.2); review and revise draft of report on the second and third interim fee application of LFR (1.3); telephone conference regarding status of report and language included regarding amendments to retention (.2).	3.60	576.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-12-2010	N. Talbott Settle	Conference on edits to Bates White and circulate edits (.2); review draft report of Legal Analysis Systems for document titles, record citations and verification of numbers (1.2); review draft report of Deloitte Tax for document titles, record citations and verification of numbers (1.4); review Butzel Long draft edits and email forwarding additional information (.4); review file and forward additional information for the draft report of Legal Analysis Systems (.5) and review revised edits and calculate disallowances (.9); review files for global changes to fee application reports (.3).	4.90	784.00
10-12-2010	N. Talbott Settle	Review file on draft memorandum on fee applications sent to retained professionals (.1); review correspondence relating to fee applications (.1); work on index to binders of draft reports scheduled for October 26, 2010 hearing (1.0).	1.20	192.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-12-2010	Zerithea Raiche	Respond to email on December 2010 hearing date for pending fee applications (.1); locate and forward to Ms. Stadler reports filed on September 17, 2010 and fee examiner's summary report filed on September 20 (.4); review payments made to Legal Analysis Systems (.3) and prepare email on dollar amounts (.1); email attaching Godfrey & Kahn, S.C.'s first fee application, the fee examiner's reports on the third fee applications of Weil Gotshal and Kramer Levin and the fee examiner's summary report filed September 20, 2010 for use by the U.S. Trustee's Office (.4); update chart of third round of fee applications for use by the U.S. Trustee (.9) and forward updated chart (.1); revise report on first interim fee application of Togut Segal: amounts paid to Togut Segal as reported in the Debtors' monthly operating report (.2), verify inserted record references (.8), and case citations (.6); prepare paragraph for insertion in the report on the third interim fee application of Jenner & Block for time spent communicating with the fee examiner or his counsel (.7), verify revised calculations (.4), verify case citations (.5); review payments made to Bates White as reported in the Debtors' monthly operating reports (.3) and prepare email on dollar amounts (.1).	5.90	944.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-12-2010	Zerithea Raiche	Prepare chart on status of draft reports for all pending fee applications (.8) and update chart (.3); review and respond to email on notice required for a hearing on Stuart Maue's second fee application (.2).	1.30	208.00
10-12-2010	Carla Andres	Review and respond to e-mail regarding status and comments on reports and incorporate comments (.5); review edits on reports (.5); revisions to Butzel Long report (1.0); telephone conferences with team members regarding citations and consistency of provisions (.5); telephone conferences regarding deferred mailing, language in reports, and status (.3); final review of LFR responses on second interim application (1.4); draft LFR report (4.7); telephone conference with Mr. Florence regarding Analysis, Research and Planning Corporation application (.1).	9.00	3,150.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-12-2010	Monica Santa Maria	Edit Togut Segal report (.3); coordinate citation checking (.2); edit Jenner & Block report (.6); edit Bates White report (.1); edit Legal Analysis Systems report (.1); email correspondence regarding report status (.1); conference with Ms. Grinberg, Bates White, and Ms. Sharret, Kramer Levin, regarding Bates White fee application (.4); email regarding Bates White additional information (.2); edit Bates White report to incorporate additional information (.8); edit Togut Segal report in preparation for sending to Mr. Oswald (.4); edit Legal Analysis Systems report (.8); forward Togut Segal, Legal Analysis Systems and Jenner & Block reports to respective professionals with cover email (.2); email Mr. Velez-Rivera and Ms. Basler regarding draft reports (.1); telephone conference regarding Bates White outstanding matters and draft reports (.1).	4.40	902.00
10-12-2010	Brady C. Williamson	Review Jenner & Block status email (.1); review Caplin & Drysdale budget (.1); review LFR draft report (.3); review and revise draft report for Bates White (.3); conference and email on continued retention of Stuart Maue (.3); review and revise Butzel Long draft report (.2), review Bates White draft and related email exchanges (.3).	1.60	792.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-12-2010	Katherine Stadler	Conference with Ms. Hope Davis on status of third interim fee applications and tasks in preparation for October 26 hearing (.5); conferences on status of Togut Segal and Jenner & Block reports (.4); e-mail to Ms. Davis, Mr. Masumoto, and Ms. Rifkin with documents for October 19 objection date (.2); e-mail on status of Bates White report (.2); review e-mail from Mr. Murray on Jenner & Block's conversion to ordinary course status (.1).	1.40	574.00
10-13-2010	N. Talbott Settle	Continue work on index and binders of draft reports (2.6); review protocol list for letters, draft and final reports and circulate (.2); verify numbers in the draft report of Bates White (.4).	3.20	512.00
10-13-2010	Zerithea Raiche	Prepare email to Ms. Hope Davis, Ms. Rifkin and Mr. Masumoto attaching drafts of the fee examiner's reports for all pending fee applications (.7); update chart of pending fee applications and forward to the U.S. Trustee's Office (.5).	1.20	192.00
10-13-2010	Carla Andres	Review and respond to e-mail from Mr. Santambrogio regarding schedules (.2); review correspondence from Mr. Shekell regarding Deloitte Tax fee application, and review e-mail regarding caption in LFR document (.2); telephone conference with Ms. Lipstein regarding Brownfield adjournment (.2).	0.60	210.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-13-2010	Monica Santa Maria	Conference regarding Bates White report (.2); edit Bates White draft report (.9); forward Bates White draft report to Ms. Grinberg (.1).	1.20	246.00
10-13-2010	Brady C. Williamson	Review and revise Bates White draft report (.2).	0.20	99.00
10-13-2010	Katherine Stadler	E-mail to Ms. Hope Davis and staff on conference call to discuss status (.2); e-mail exchange with Ms. Rifkin on materials needed for call (.3); confer on updates to authorities before filing reports (.2); confer on updates to status report and charts (.1); review communications from Bates White in response to our inquiries (.3); review all draft reports (1.4).	2.50	1,025.00
10-14-2010	Zerithea Raiche	Review order on deferral of Evercore's first interim fee application (.2); prepare email on court's ruling (.1).	0.30	48.00
10-14-2010	Brady C. Williamson	Review email correspondence: Ms. Basler from Motors Liquidation Company on application questions (.2); Mr. Masumoto from U.S. Trustee on application status (.1); Mr. Brooks/Weil Gotshal on format for application (.1); review Butzel Long response (.1).	0.50	247.50
10-14-2010	Katherine Stadler	Telephone conference with Mr. Masumoto on current listing of fee applications pending for hearing on October 26 (.1); e-mail updated chart to Mr. Masumoto (.1).	0.20	82.00
10-15-2010	Jamie Kroening	Citation check report and cases for memorandum (.9).	0.90	99.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-15-2010	Zerithea Raiche	Review April 29, June 29 and July 6, 2010 transcripts regarding the ten percent holdback issue for use in the fee examiner's summary report (2.6); prepare emails with excerpts from transcripts on the ten percent holdback issue for use in the examiner's summary report (.6); prepare memorandum on transcript excerpts on ten percent holdback issue (1.2); prepare detailed email with synopsis of findings from review of the April 29, June 29 and July 6, 2010 transcripts on ten percent holdback issue and attaching memorandum with transcript excerpts on this issue (.4).	4.80	768.00
10-15-2010	Carla Andres	Review e-mail from Ms. Basler regarding fee application, review draft response, review file and update detail in connection with Lowe, Fell (.5); e-mail regarding Brownfield adjournment, e-mail regarding Evercore adjournment, e-mail regarding responses from professionals on draft reports, and review final draft to Ms. Basler regarding fee application (.5); update Deloitte Tax report to incorporate letter (.6); review correspondence from Ms. Cooperman and amend report to incorporate comments (.5); review e-mail from Mr. Florence and incorporate comments in report (.5); draft status update on responses from professionals and report status (.2).	2.80	980.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-15-2010	Monica Santa Maria	Review email correspondence regarding request for additional documentation from Weil Gotshal and Ms. Basler regarding first fee application (.2); research "fees on fees" cases in preparation for editing reports (.7); draft email summary of research (.2).	1.10	225.50
10-15-2010	Eric Wilson	Review and respond to correspondence from Weil Gotshal regarding supplement to fee billing detail (.9).	0.90	351.00
10-15-2010	Brady C. Williamson	Review fee inquiry emails from Ms. Basler for Motors Liquidation Company and prepare response (.8); exchange calls with Ms. Basler on schedule and issues (.3); review draft budget: Legal Analysis Systems (.1), Weil Gotshal (.2); continue work on summary report (.5).	1.90	940.50
10-15-2010	Katherine Stadler	E-mail exchange with Mr. Masumoto on Evercore application hearing date (.1); review updated research for fee examiner's summary report (.4).	0.50	205.00
10-16-2010	Carla Andres	E-mail Mr. Florence regarding updated report (.1).	0.10	35.00
10-16-2010	Peggy Barlett	Preparation of stipulation for Brownfield third interim fee application (.1).	0.10	20.50
10-16-2010	Brady C. Williamson	Review Legal Analysis Systems budget/November (.1); review additional budgets: Weil Gotshal (.2), Jenner & Block (.1), Butzel Long (.1), LFR (.1); review AP Services quarterly report (.4); continue work on summary report (.7); review Butzel Long response (.1).	1.80	891.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-18-2010	Mary Roufus	Final review and revisions to draft of the report for first interim fee application of Deloitte Tax (.4); final review and revisions to draft of the fee examiner's report for first interim fee application of Analysis, Research and Planning Corporation (.6); prepare e-mail regarding review (.1); final review and revisions to draft of the fee examiner's report for third interim fee application of Butzel Long (.5); final review and revisions to draft of the fee examiner's report for second interim fee application of LFR (.9).	2.50	400.00
10-18-2010	N. Talbott Settle	Update professional binder for Legal Analysis Systems (.4); Hamilton Rabinovitz (.6); Analysis, Research and Planning Corporation (.3); work on final report and review files for Legal Analysis Systems (.4); Togut Segal (.4), Jenner & Block (.4); Bates White (.4); Analysis, Research and Planning Corporation (.3); Brownfield (.2); Butzel Long (.2); Deloitte Tax (.3); and Hamilton Rabinovitz (.5); LFR (.2); fee examiner's executive summary (.2); Butzel Long (.3).	5.10	816.00
10-18-2010	N. Talbott Settle	Check citations in the fee examiner's final report and recommendations (.8).	0.80	128.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-18-2010	Zerithea Raiche	Review and forward the U.S. Trustee's and the Creditors' Committee's objections to the Debtors' motion to approve the disclosure statement (.3); review and calculate fees attributable to rate increases for use in summary report (.9); locate and prepare email regarding article on payments estimated for unsecured creditors (.2); update status chart on final reports due for pending fee applications (.6) and forward updated chart (.1); review and revise summary report by verifying: record citations (1.8), case citations (1.8) and calculations (2.2); file stipulation and order for adjournment of third interim fee application of: Brownfield (.3) and LFR (.2); prepare email to Garden City on service of stipulations and October 19, 2010 reports (.2); update chart on fee applications scheduled for hearing on October 26 (1.8).	10.40	1,664.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-18-2010	Carla Andres	Review draft report from fee examiner (.3); review draft Brownfield and LFR stipulations, telephone conference regarding revisions to draft, confirm status of Brownfield report and e-mail to Ms. Lipstein regarding Brownfield adjournment (.5); e-mail to Mr. DiConza and Ms. Spangler regarding LFR status (.2); review e-mail from Ms. Spangler and respond regarding adjournment and review amended stipulation (.3); review Plante & Moran November budget and update to fee examiner's report (.3); review amended Butzel Long report, and e-mail revisions (.3); telephone conferences regarding edits to revised reports (.3); review amended Analysis, Research and Planning Corporation report, revise, and e-mail final draft (.3).	2.50	875.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-18-2010	Carla Andres	Telephone conference with Ms. Shelley, LFR, regarding revised time detail, and review and respond to Mr. DiConza regarding LFR stipulation (.3); telephone conference regarding Dean Trafelet fee adjustment, review file, and e-mail regarding footnote (.5); review executed stipulations from Messrs. DiConza and Testa and respond regarding filing (.4); revise LFR report to incorporate stipulated adjournment, and convert to preliminary report (.6); review edits on reports and incorporate appropriate comments (.7); review Butzel Long November budget and review e-mail regarding draft report (.2); review LFR report and revise, and e-mail final draft (.3).	3.00	1,050.00
10-18-2010	Peggy Barlett	Prepare Brownfield stipulation to adjourn hearing on third interim fee application (.4); prepare LFR stipulation to adjourn hearing on third interim fee application (.5).	0.90	184.50
10-18-2010	Monica Santa Maria	Edit Bates White report (.5); review information supplied by Legal Analysis Systems (.9); edit Legal Analysis Systems report (.8); edit Togut Segal report (.3); edit Jenner & Block report (.4); email correspondence and telephone conference with Ms. Grinberg, Bates White regarding stipulated status of report (.3).	3.20	656.00
10-18-2010	Brady C. Williamson	Review Togut Segal budget (.1); complete work on fee examiner's summary (.8); review Dean Trafelet report and changes (.1).	1.00	495.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-18-2010	Katherine Stadler	Review correspondence on draft Legal Analysis Systems report (.3); discuss revisions to draft report with team (.2); confer on preparations for October 26 hearing (.3); review and revise fee examiner's summary report (1.1); telephone conference with Mr. Peterson on Legal Analysis Systems report (.2); review and revise Togut Segal (.2) and Bates White (.3) reports; review and revise Jenner & Block report (.2); e-mail draft fee examiner summary to Ms. Hope Davis (.1); review U.S. Trustee's disclosure statement objections (.3).	3.20	1,312.00
10-19-2010	N. Talbott Settle	Work on final report and review file for Deloitte Tax (.4); and final report review file for the second application of LFR (.9); verify numbers in spreadsheet attachment to fee examiner's report (1.3); review final report checklists (1.1); work on binders of final reports and overnight (2.9).	6.60	1,056.00
10-19-2010	Zerithea Raiche	File fee examiner's reports on pending fee applications for: LFR (.3), Hamilton Rabinovitz (.2), Analysis, Research and Planning Corporation (.3), Bates White (.3), Butzel Long (.4), Deloitte Tax (.2), Jenner & Block (.3), Legal Analysis Systems (.3) and Togut Segal (.4); update exhibit to the fee examiner's summary report (.9); arrange for service of 11 documents filed today (.2); update and file the fee examiner's summary report (1.1); facilitate service of chambers' copy of the October 19, 2010 filings (.6).	5.50	880.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-19-2010	Carla Andres	E-mail Ms. Basler regarding Epiq expenses (.1); review revisions to Hamilton Rabinovitz report, execute final document, and e-mail regarding update to Hamilton Rabinovitz payment (.4); review e-mails regarding no objection to Godfrey & Kahn, S.C. fee application, and confirm filings of documents (.1).	0.60	210.00
10-19-2010	Carla Andres	Review LFR summary, review case report status, and e-mail regarding changes to fee examiner's report (.4); review and confirm entries on exhibit to fee examiner's report (.6); e-mail and telephone conference regarding exhibit and report status (.5); confirm stipulation filing regarding LFR and Brownfield, and revise Brownfield report (.3); revise Deloitte Tax report (.3); final review and execution of remaining reports (.5); e-mails regarding status of Hamilton Rabinovitz statement (.2).	2.80	980.00
10-19-2010	Monica Santa Maria	Review email correspondence regarding U.S. Trustee objection to third interim fee applications (.1).	0.10	20.50
10-19-2010	Eric Wilson	Prepare summary of Weil Gotshal response to fee examiner statement of limited objection, comparison of position on issues and revise recommended disallowances for Weil Gotshal third interim fee application (3.3).	3.30	1,287.00
10-19-2010	Eric Wilson	Review correspondence regarding billing detail in Excel format compiled in response to request from Weil Gotshal (.4); prepare correspondence to Mr. Brooks for Weil Gotshal regarding same (.3).	0.70	273.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-19-2010	Eric Wilson	Draft correspondence to Mr. Brown and Ms. Snyder regarding additional analysis of vague entries in third interim fee application of Weil Gotshal (.3).	0.30	117.00
10-19-2010	Brady C. Williamson	Review and revise reports: Jenner & Block (.1), Hamilton Rabinovitz (.1), LFR (.3), Legal Analysis Systems (.1), Butzel Long (.2), Bates White (.1), Deloitte Tax (.1), Togut Segal (.2), Analysis, Research and Planning Corporation (.1), Brownfield (.2); review and revise summary chart (.2); review Kramer Levin November budget (.2); review Butzel Long budget (.1).	2.00	990.00
10-19-2010	Katherine Stadler	Revise reports of Jenner & Block (.2); Bates White (.3); Togut Segal (.3); Legal Analysis Systems (.2) for filing and service; conferences on consistency of treatment across all reports (.4); review Deloitte Tax (.4); LFR (.5); Analysis, Research and Planning Corporation (.3); Hamilton Rabinovitz (.3) reports for final consistency issues; review and revise fee examiner summary (1.2); revise summary chart attached to summary report (1.1); verify all figures in chart (1.4).	6.60	2,706.00
10-19-2010	Katherine Stadler	Review response of Weil Gotshal to fee examiner report (.2); review U.S. Trustee's response to fee examiner reports (.2) and fee examiner's fee application (.2).	0.60	246.00
10-20-2010	Carla Andres	Review professional files and responses (.6); draft summary inserts for hearing (1.6).	2.20	770.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-20-2010	Monica Santa Maria	Review U.S. Trustee objections to third interim fee applications (.2).	0.20	41.00
10-20-2010	Brady C. Williamson	Review Butzel Long response (.2); review Weil Gotshal response and comparative chart: objections/responses (.7); review Kramer Levin budget (.1).	1.00	495.00
10-21-2010	Carla Andres	Review Butzel Long reply (.2); draft summary of Butzel Long issues (.2); review e-mail and responses from Mr. Deems, Claro Group (.4); analysis of time and compensation issues raised by Claro Group (.9); draft summary of Claro Group issues (.4); e-mail regarding revised Deloitte Tax certificate, review certificate, and conference regarding court appearance (.4).	2.50	875.00
10-21-2010	Brady C. Williamson	Review and revise draft order on fee examiner compensation (.3); review Kramer Levin response (.3).	0.60	297.00
10-21-2010	Katherine Stadler	Review Kramer Levin's response to fee examiner report on third interim application (.3); draft reply outline (1.9); review Deloitte Tax response (.2).	2.40	984.00
10-22-2010	Carla Andres	Telephone conference with Ms. Panko regarding additional payment received by Stutzman Bromberg (.2); update to proposed order (.1).	0.30	105.00
10-23-2010	Brady C. Williamson	Review Weil Gotshal's calendar of matters to be heard (.2); review AP Services latest staffing report (.7).	0.90	445.50
10-24-2010	Brady C. Williamson	Continue work on summary report (.8).	0.80	396.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-25-2010	Carla Andres	Review e-mail and draft stipulation from LFR regarding TEA retention (.2); review Epiq September invoice (.1); review e-mail from Mr. Deems and telephone conference with Mr. Deems regarding Claro Group's status (.4); e-mail Mr. Deems regarding Claro Group summary (.3).	1.00	350.00
10-25-2010	Eric Wilson	Prepare for conference call with Mr. Brooks regarding fee application of Weil Gotshal (.2); conference call with Mr. Brooks (.3); review and respond to email correspondence from Mr. Brooks regarding scheduling of conference call (.2).	0.70	273.00
10-25-2010	Katherine Stadler	E-mail exchange with Mr. Oswald of Togut Segal firm on expansion of role (.2).	0.20	82.00
10-25-2010	Brady C. Williamson	Review late-filed replies (.6).	0.60	297.00
10-26-2010	Monica Santa Maria	Review email correspondence with Mr. Oswald regarding new work by Togut Segal (.1).	0.10	20.50
10-26-2010	Eric Wilson	Telephone conference with Mr. Smolinski regarding third interim fee application of Weil Gotshal (.7); review objections and fee application and draft correspondence to Mr. Smolinski regarding proposed recommended disallowances (3.1).	3.80	1,482.00
10-26-2010	Brady C. Williamson	Follow up on open matters and schedule on conference calls with respect to Weil Gotshal (.4) and with respect to Kramer Levin (.2) and fee analysis logistics for next round (.4); review email on open Weil Gotshal issues (.4).	1.40	693.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-27-2010	Brady C. Williamson	Follow up on potential resolution of Weil Gotshal issues (.4) and review email exchanges (.3).	0.70	346.50
11-01-2010	Brady C. Williamson	Initial review of Butzel Long application - fourth interim (.3).	0.30	148.50
11-02-2010	Brady C. Williamson	Review Weil Gotshal email on explanation for research projects (.1).	0.10	49.50
11-02-2010	Eric Wilson	Review correspondence from Mr. Brooks for Weil Gotshal with additional information regarding legal research and draft correspondence regarding same (.2).	0.20	78.00
11-03-2010	Brady C. Williamson	Review email from team on resolution of research issues -- compensability for "fees on fees" (.3).	0.30	148.50
11-03-2010	Eric Wilson	Draft correspondence to Mr. Brooks regarding additional information provided about legal research (.2).	0.20	78.00
11-04-2010	Zerithea Raiche	Review of reports for treatment of transient billers (1.2); prepare email to team members on treatment of transient billers and requests for disallowance of fees (.4).	1.60	256.00
11-04-2010	Carla Andres	Review e-mails from Ms. Cooperman regarding fourth Butzel Long application (.3).	0.30	105.00
11-04-2010	Brady C. Williamson	Review email exchange with Mr. Brooks for Weil Gotshal on open issues (.3); conference on response (.2).	0.50	247.50
11-04-2010	Brady C. Williamson	Team conference on final order status (.1) and on remaining open issues (.1).	0.20	99.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-04-2010	Eric Wilson	Internal telephone conference regarding status of outstanding issues on third interim fee application of Weil Gotshal (.2); review correspondence from Mr. Brooks with counter-proposal to proposal regarding third interim fee application and draft internal correspondence regarding same (.5).	0.70	273.00
11-05-2010	Zerithea Raiche	Verify calculations in Debtors' draft order regarding third round of fee applications (.6).	0.60	96.00
11-05-2010	Monica Santa Maria	Email communication with Ms. Grinberg, Bates White, regarding chart exhibit prepared by Debtor's counsel identifying fees requested and approved and internal conference regarding structure of chart (.2).	0.20	41.00
11-05-2010	Brady C. Williamson	Review LFR filing on retention (.2); review and draft revisions to email exchange on open Weil Gotshal issues (.3).	0.50	247.50
11-05-2010	Eric Wilson	Telephone conference regarding counter-proposal from Weil Gotshal for objections to third interim fee application (.2); draft correspondence to Mr. Smolinsky and Mr. Brooks regarding same (.2)	0.40	156.00
11-08-2010	Carla Andres	Review filed LFR stipulation and review and respond to e-mail from LFR regarding stipulation (.2); telephone conference with Mr. Deems and review and respond to e-mail from Mr. Deems regarding Claro Group's fee application (.5); review e-mails regarding order and confirmation of amounts (.6).	1.30	455.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-08-2010	Monica Santa Maria	Email correspondence with Ms. Grinberg, Bates White, regarding time segregation (.1).	0.10	20.50
11-08-2010	Eric Wilson	Review and respond to correspondence from Ms. Stadler regarding carve out of "fees for fees" from third interim fee applications (.4).	0.40	156.00
11-08-2010	Katherine Stadler	Telephone conference with Mr. Murray, Jenner & Block, on figures for insertion in order on third interim compensation (.2).	0.20	82.00
11-09-2010	Monica Santa Maria	Email correspondence with Ms. Grinberg, Bates White, regarding time segregation (.1).	0.10	20.50
11-09-2010	Eric Wilson	Review and respond to correspondence regarding contacts by Mr. Brooks and Mr. Smolinsky of Weil Gotshal and leave voice mail messages for Mr. Brooks and Mr. Smolinsky (.2).	0.20	78.00
11-09-2010	Brady C. Williamson	Initial review of Claro Group application (.2); review Togut Segal budget (.1).	0.30	148.50
11-09-2010	Katherine Stadler	Review and respond to inquiry from Bates White on contents of fee application (.1).	0.10	41.00
11-10-2010	Eric Wilson	Telephone conferences with Mr. Smolinsky and Mr. Brooks regarding outstanding issues involving third interim fee application of Weil Gotshal (.4); review and forward correspondence from Mr. Brooks regarding proposed fee order and calculations regarding same (.5); draft correspondence summarizing outstanding issues with Weil Gotshal (.8).	1.70	663.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-10-2010	Brady C. Williamson	Conference on open issues and proposed resolution of them for Weil Gotshal and draft order (.8); review related email exchanges (.3); review monthly operating report (.3).	1.40	693.00
11-11-2010	Carla Andres	Review and respond to e-mail from Mr. Wilson regarding Weil Gotshal status and comments (.4); telephone conference with Ms. Heyrman regarding new fee applications and expense review (.2); review third interim fee application of Plante & Moran (4.8).	5.40	1,890.00
11-11-2010	Peggy Barlett	Internal telephone conference regarding review of expenses in fourth interim fee applications from retained professionals (.1); analyze fourth interim fee application for Claro Group (.4).	0.50	102.50
11-11-2010	Monica Santa Maria	Review Kramer Levin calculation of fee examiner time carve out and email correspondence with Ms. Stadler regarding conclusions (.2).	0.20	41.00
11-11-2010	Eric Wilson	Internal telephone conference regarding draft compensation order (.2).	0.20	78.00
11-11-2010	Brady C. Williamson	Initial review of Plante & Moran application (.2); review monthly fee statements: Analysis, Research and Planning Corporation (.1), Bates White (.1), Butzel Long (.1), Caplin & Drysdale (.1), Kramer Levin (.1), Legal Analysis Systems (.1), Plante & Moran (.1), Stutzman Bromberg (.1), Dean Trafelet (.1).	1.10	544.50
11-11-2010	Katherine Stadler	Review materials from Ms. Sharret, Kramer Levin, on figures for inclusion in third interim fee order (.3).	0.30	123.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-12-2010	Zerithea Raiche	Review and revise schedules to proposed order granting fee applications for third fee period and adjourned fee application of LFR (2.9); prepare redline of changes to proposed order (.3); prepare internal email on changes made to schedules of proposed order and basis for changes (.2).	3.40	544.00
11-12-2010	Carla Andres	Review e-mail regarding final order, telephone conference regarding calculations, review comments to order, telephone conference regarding hearing on fourth interim applications (.5).	0.50	175.00
11-12-2010	Carla Andres	Draft statement of objection to Plante & Moran (1.1); draft schedules of Plante & Moran questioned entries (.9).	2.00	700.00
11-12-2010	Peggy Barlett	Review transcript of October 26, 2010 hearing (1.2); analyze third interim fee application of Plante & Moran (1.1).	2.30	471.50
11-12-2010	Eric Wilson	Draft and respond to correspondence on draft compensation order for purposes of communicating input to Weil Gotshal (.6); draft proposed modification to proposed compensation order (.6); draft correspondence to Weil Gotshal regarding proposed compensation order (.5).	1.70	663.00
11-12-2010	Brady C. Williamson	Review LFR budgets for November and December (.2); review and contribute to email exchange with Weil Gotshal counsel on final order for third set of applications (.8); internal conference on open issues in final order (.3).	1.30	643.50



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-12-2010	Katherine Stadler	Confer internally on contents of order on third interim fee applications (.2).	0.20	82.00
11-15-2010	Carla Andres	Review and comment on draft correspondence to professionals and e-mails regarding order on third interim fee applications (.5); review and respond to e-mails forwarding supporting detail (.2); draft Butzel Long statement of objection (.9); begin review of Butzel Long fee application (.5); review Analysis, Research and Planning Corporation fee application (1.6); draft Analysis, Research and Planning Corporation report (.5); review Stutzman Bromberg fee application (2.2); draft Stutzman Bromberg report (.4).	6.80	2,380.00
11-15-2010	Peggy Barlett	Review internal correspondence regarding supplemental information for certain professionals not filed with the court (Dean Trafelet, Analysis, Research and Planning Corporation and Stutzman Bromberg) (.1); finalize comments to Claro Group's expenses (.2); continue analysis of Plante & Moran's third interim fee application and prepare expense summary chart regarding the same (2.2); analyze Dean Trafelet's second interim fee application and prepare expense summary chart (1.4); analyze second interim fee application of Analysis, Research and Planning Corporation and prepare summary comments (.9); begin analysis of Stutzman Bromberg's second interim fee application (.3).	5.10	1,045.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-15-2010	Monica Santa Maria	Begin analysis of Jenner & Block fee application (.1); telephone conference with Mr. Murray regarding missing fee detail (.1).	0.20	41.00
11-15-2010	Eric Wilson	Telephone conference with Mr. Dalton regarding analysis of fourth interim fee application of Weil Gotshal (.3); prepare correspondence to Mr. Dalton regarding same (.6).	0.90	351.00
11-15-2010	Eric Wilson	Review fourth interim fee application of Weil Gotshal, LEDES data associated with it (1.1); review discrepancies between proposed compensation order submitted by Weil Gotshal and suggested changes submitted to Weil Gotshal and prepare correspondence to retained professionals regarding suggested changes (1.2).	2.30	897.00
11-15-2010	Brady C. Williamson	Conference with Ms. Stadler on final draft of fee order from October 26 hearing (.3).	0.30	148.50
11-15-2010	Brady C. Williamson	Preliminary review of Kramer Levin budgets (.1); review Jenner & Block budget and related email (.1); initial review of Dean Trafelet fee application and budget (.3); Weil Gotshal application (.5); Togut Segal application (.2); review Brownfield application (.2); LFR application (.2); review Legal Analysis Systems budget (.1); draft procedural memorandum to retained professionals (.7).	2.40	1,188.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-15-2010	Katherine Stadler	E-mails on order arising out of October fee hearing and questions about professionals' fee figures (.2); e-mail contact information for Togut Segal and Caplin & Drysdale to Mr. Wilson (.1); review and revise letter to retained professionals on revisions to the fee examiner's protocol to eliminate letter-writing phase (.2).	0.50	205.00
11-16-2010	Zerithea Raiche	Review Debtors' notice of hearing on fee applications to be heard on December 15, 2010 and verify fee applications listed (.2); respond to email on fee applications listed in the hearing notice (.1).	0.30	48.00
11-16-2010	Carla Andres	Review and respond to e-mail regarding PricewaterhouseCoopers fee application (.1); Ms. Spangler regarding LFR applications (.1); begin review of LFR responses (1.9); LFR fourth interim application review (2.6).	4.70	1,645.00
11-16-2010	Peggy Barlett	Continue analysis of Stutzman Bromberg's fourth interim fee application (2.6); begin analysis of Butzel Long's fourth interim fee application (1.3).	3.90	799.50
11-16-2010	Monica Santa Maria	Analyze Jenner & Block expenses (.3); conference with Ms. Stadler regarding segregation of billing activities and treatment of billing categories in draft reports (.4); analyze Jenner & Block time detail (1.0); edit Jenner & Block report (1.4).	3.10	635.50
11-16-2010	Monica Santa Maria	Analyze Legal Analysis Systems fee application, including billing increment issue (.8).	0.80	164.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-16-2010	Eric Wilson	Telephone conference with Mr. Dalton and Ms. Snyder regarding preparation of exhibits for report on fourth interim fee application of Weil Gotshal (.2); review and respond to correspondence from Mr. Dalton regarding that (.1).	0.30	117.00
11-16-2010	Eric Wilson	Review data submitted by Weil Gotshal in support of fourth interim fee application (.6).	0.60	234.00
11-16-2010	Brady C. Williamson	Review Weil Gotshal hearing notice (.1); initial review of applications: Legal Analysis Systems (.2), Caplin & Drysdale (.2), PricewaterhouseCoopers (.1), Deloitte Tax (.2), Hamilton Rabinovitz (.1), Butzel Long (.3), Bates White (.2), review Butzel Long budget (.1).	1.50	742.50
11-16-2010	Katherine Stadler	Revise and serve memorandum to professionals on change in fee examiner procedure to eliminate letter-writing step (.6); initial review of Caplin & Drysdale fee application (1.1); conference with Ms. Santa Maria on treatment of "fees on fees" time in fourth interim fee applications in light of absence of ruling from Judge Gerber (.4); initial review of Bates White fee application (1.4).	3.50	1,435.00
11-17-2010	N. Talbott Settle	Work on review of fee application of Caplin & Drysdale and data conversion (.6).	0.60	96.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-17-2010	Carla Andres	Review Plante & Moran expense summary and compare budgets to actual (.4); revise Plante & Moran report and telephone conference with Mr. Colella (.5); review Analysis, Research and Planning Corporation expense summary and compare budgets to actual (.3); amend Analysis, Research and Planning Corporation statement of objection (1.2); review PricewaterhouseCoopers first and final fee application (3.6).	6.00	2,100.00
11-17-2010	Peggy Barlett	Email correspondence with Ms. Andres regarding expense summaries and comments for Plante & Moran, Claro Group, Dean Trafelet, Analysis, Research and Planning Corporation, and Stutzman Bromberg (.1); finish analysis of Butzel Long's fourth interim fee application and prepare expense summary (2.7); review voice message from Ms. Andres regarding LFR's third interim fee application and supplemental material provided by LFR (.1); analyze LFR's supplemental information in response to fee examiner's request and summarize (1.4); analyze LFR's fourth interim fee application and summarize additional information still needed (.3); analyze Brownfield's fourth interim fee application and prepare expense summary (1.3); email Ms. Andres regarding all remaining expense summaries and drafts (.1).	6.00	1,230.00
11-17-2010	Monica Santa Maria	Edit Jenner & Block report (2.4).	2.40	492.00
11-17-2010	Monica Santa Maria	Edit Caplin & Drysdale report (.6).	0.60	123.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-17-2010	Eric Wilson	Analyze billing records accompanying fourth interim fee application of Weil Gotshal (3.1).	3.10	1,209.00
11-17-2010	Brady C. Williamson	Initial review of Kramer Levin application (.4) and internal conference on approach to analysis (.2).	0.60	297.00
11-17-2010	Katherine Stadler	Detailed review of Caplin & Drysdale application (2.4); begin drafting report and statement of objection (1.1); initial review of Kramer Levin application (.4); initial review of Jenner & Block report (.3).	4.20	1,722.00
11-18-2010	N. Talbott Settle	Prepare Excel spreadsheet of Caplin & Drysdale's fee detail for analysis (.4).	0.40	64.00
11-18-2010	Mary Roufus	Review Brownfield retention application for references to retention of legal counsel and reimbursement by Debtors (.3); prepare e-mail outlining findings and attaching necessary section of retention application (.1).	0.40	64.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-18-2010	Zerithea Raiche	Review and respond to email from Mr. Wilson on the earliest budget received for Weil Gotshal (.2); telephone conferences with Mr. Masumoto on payments made and amounts due to Evercore (.2); prepare and forward to Mr. Masumoto chart of payments made and amounts due to Evercore along with details on adjournment of its first and final fee application (1.2); review records on adjournment of September 24, 2010 hearing and timing of notice to all professionals (.3); prepare email to Ms. Andres on notice received by retained professionals of the September 24, 2010 hearing (.1); prepare chart of fee applications for fourth fee period (.4).	2.40	384.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-18-2010	Carla Andres	Review fee application of HRA (.4); draft statement of no objection (.6); review memorandum from fee examiner, confirm recipients, e-mail to additional representatives, and update on contact list (.5); review expense summary regarding Stutzman Bromberg and telephone conference with Ms. Panko (.3); continue to draft Stutzman Bromberg report (.6); review LFR summary and e-mail Ms. Spangler regarding expense documentation (.2); compare Stutzman Bromberg budget to actual (.4); review Brownfield expense summary and e-mail Mr. Testa regarding needed responses on third interim application (.2); review e-mails with Brian Masumoto, U.S. Trustee's Office, regarding Evercore and e-mail Ms. Panko regarding open Stutzman Bromberg issues (.4).	3.60	1,260.00
11-18-2010	Peggy Barlett	Telephone conference with Ms. Andres regarding review of expenses for PricewaterhouseCoopers first and final fee application (.1); begin analysis (1.3).	1.40	287.00
11-18-2010	Eric Wilson	Review fee and expense issues on fourth interim fee application of Weil Gotshal (4.0); review correspondence from Stuart Maue regarding project codes employed by Weil Gotshal and prepare correspondence to Mr. Brooks regarding same (.9).	4.90	1,911.00
11-18-2010	Brady C. Williamson	Review budgets: Kramer Levin (.1), Butzel Long (.1).	0.20	99.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-19-2010	N. Talbott Settle	Format billing records in Excel spreadsheet to facilitate Caplin & Drysdale analysis of time detail from the second fee application and filter information (3.4); update the fee summary with new data from fee applications (.6).	4.00	640.00
11-19-2010	Zerithea Raiche	Review and locate information on billing rate comparison charts for use in review of fee applications for fourth fee period (.7); prepare billing rate comparison charts (.1); update chart of all fee applications filed to date for use in preparation of fee examiner's summary and recommendations (1.4).	2.20	352.00
11-19-2010	Carla Andres	Telephone conference with HRA regarding open issues on fee application and report for HRA (.5); telephone conference with Plante & Moran regarding entries of concern (.3); review Dean Trafelet application (.6); compare Dean Trafelet actual to budget (.4); draft Dean Trafelet report (.8).	2.60	910.00
11-19-2010	Peggy Barlett	Review email regarding review of Brownfield's retention motion and comparison of fees requested to identify discrepancies (.1).	0.10	20.50
11-19-2010	Monica Santa Maria	Edit Caplin & Drysdale report (.3); review and edit letter to Ms. Tobin (.1).	0.40	82.00
11-19-2010	Monica Santa Maria	Edit Jenner & Block report (.9).	0.90	184.50
11-19-2010	Eric Wilson	Draft statement of objection to fourth interim fee application of Weil Gotshal (1.6).	1.60	624.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-19-2010	Brady C. Williamson	Review and revise Caplin & Drysdale letter (.4); review draft report for Jenner & Block (.1); exchange email on issues with Weil Gotshal bill (.3).	0.80	396.00
11-19-2010	Katherine Stadler	Continue detailed review of Caplin & Drysdale application (2.7); continue draft report and statement of limited objection (.8); detailed review of expense documentation (1.4); draft correspondence to Ms. Tobin (1.1); review and revise correspondence to Ms. Tobin in light of revisions to report (.3); review and revise Jenner & Block draft report (1.1).	7.40	3,034.00
11-20-2010	Carla Andres	Review and respond to e-mail regarding consistency on fees for fees for Debtors' counsel (.2); prepare PricewaterhouseCoopers schedules (1.1); review draft Jenner & Block report for consistency issues (.4); revise HRA statement of no objection (.7).	2.40	840.00
11-20-2010	Eric Wilson	Draft correspondence to Mr. Brown and Ms. Snyder with requests to prepare additional exhibits regarding the fourth interim fee application of Weil Gotshal (.7).	0.70	273.00
11-20-2010	Eric Wilson	Review fee and expense entries accompanying fourth interim fee application of Weil Gotshal (4.9); prepare correspondence to Mr. Smolinski and Mr. Brooks of Weil Gotshal regarding that (.6).	5.50	2,145.00
11-22-2010	N. Talbott Settle	Report on the fourth interim application of Jenner & Block for verification of numbers (1.6).	1.60	256.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-22-2010	Zerithea Raiche	Review court records for indication of Jenner & Block's conversion to an ordinary course professional (.6); review and post to website October 2010 budget for Togut Segal (.1); prepare email to team members on status and review of draft reports to retained professionals (.2); prepare chart of pending fee applications for use in fee examiner's summary and recommendations (1.6).	2.50	400.00
11-22-2010	Carla Andres	Revisions to Plante & Moran report (2.1); revise Analysis, Research and Planning Corporation report (1.2); review and respond to e-mail from Ms. Heyrman regarding Brownfield counsel fees and PricewaterhouseCoopers' retention (.5); revise Dean Trafelet report (.8); revise Stutzman Bromberg report (1.3); further review of Plante & Moran time detail (.4); initial draft of PricewaterhouseCoopers report (1.6); draft reply on LFR's responses to third interim fee application (2.1); telephone conference with Ms. Heyrman regarding duplicate rates for LFR (.1).	10.10	3,535.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-22-2010	Peggy Barlett	Review email and attachments containing LFR's additional expense information for the fourth interim fee application (.2); review Brownfield's retention motion and expenses for fourth interim fee application to identify any expenses outside retention motion (.6); email comments to Ms. Andres (.1); continue analysis of PricewaterhouseCoopers' expenses in first and final fee application (1.9); review email regarding draft of Brownfield's fee report and preparation (.1); prepare section in Brownfield's fee report regarding retention order and reimbursements of expenses (.7).	3.60	738.00
11-22-2010	Peggy Barlett	Review of PricewaterhouseCoopers retention letter, order and fee application to determine rates used and to determine required time increments (.1); begin review of retention application and fee application to identify rates and time increments applied (.5); telephone conference with Ms. Andres regarding engagement letters for PricewaterhouseCoopers (.1); continue review of retention application, fee advisories, and fee application (.7).	1.40	287.00
11-22-2010	Peggy Barlett	Telephone conference with Ms. Andres regarding LFR's response letter to fee examiner's request for additional information and review to identify discrepancies in hourly rates for certain professionals (.1).	0.10	20.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-22-2010	Monica Santa Maria	Analyze Togut Segal second fee application (1.6); draft Togut Segal report (1.8); edit Kramer Levin report (.3); edit Bates White report (.4).	4.10	840.50
11-22-2010	Eric Wilson	Draft correspondence to Mr. Smolinski and Mr. Brooks regarding additional inquiries about fourth interim fee application of Weil Gotshal (.3); review additional exhibits forwarded by Stuart Maue (1.1).	1.40	546.00
11-22-2010	Katherine Stadler	Continue detailed review of Kramer Levin application (2.3); begin drafting report and statement of limited objection (1.8).	4.10	1,681.00
11-23-2010	N. Talbott Settle	Verify amount of fees attributable to rate increases in the Kramer Levin fourth interim fee application (1.0).	1.00	160.00
11-23-2010	Mary Roufus	Review fee examiner's report regarding Stutzman Bromberg's second fee application to verify citations, calculations and references (1.2); review fee examiner's report regarding Analysis, Research & Planning Corporation's second fee application to verify citations, calculations and references (.8); review fee examiner's report regarding Hamilton Rabinovitz's second fee application to verify citations, calculations and references (.9); review fee examiner's report regarding Plante & Moran's third fee application to verify (1.1); review fee examiner's report regarding Dean Trafelet's second fee application to verify (1.2).	5.20	832.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-23-2010	Zerithea Raiche	Locate and forward July 28, 2010 memorandum sent to Caplin & Drysdale on court's April 29 and July 6, 2010 rulings (.2); verify record citations in the fee examiner's draft report on the fourth fee application of Weil Gotshal (.9); prepare chart of timekeepers and billing rates for use in preparation of draft reports for fourth fee period (1.8); update chart of pending fee applications (.7).	3.60	576.00
11-23-2010	Carla Andres	Review and revise HRA report and circulate for review (.3); internal telephone conference regarding revisions to global language in fourth interim report (.1); review e-mail summary of bench decision (.1); review and revise Analysis, Research and Planning Corporation report (.4); revise Dean Trafelet statement (.5); telephone conference with Ms. Panko and revisions to Stutzman Bromberg report (.5); draft LFR report (2.8); prepare LFR schedules (.6); telephone conference with Mr. Colella and revise Plante & Moran report (.4); review Deloitte Tax application (.8); draft Deloitte Tax report (.6); review comments on HRA report and revise (.2).	7.30	2,555.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-23-2010	Peggy Barlett	Review local guidelines and trustee guidelines to identify citations governing time entries and increments (.7); draft section of PricewaterhouseCoopers fee report regarding issue with one-tenth time increments (.4); review PricewaterhouseCoopers' fee application and retention application to verify correct fees were requested (.9); email draft section and comments regarding rates applied and fees requested (.2); continue review of PricewaterhouseCooper expenses (.6).	2.80	574.00
11-23-2010	Peggy Barlett	Review LFR's third fee application to identify rates and hours of certain individuals billing at two different rates (.4); review retention application to identify whether it addresses individuals billing at two different rates (.3); calculate average applicable rate (.5).	1.20	246.00
11-23-2010	Peggy Barlett	Begin analysis of Claro Group fee application (.6).	0.60	123.00
11-23-2010	Peggy Barlett	Review bench decision on pending fee issues (.3).	0.30	61.50
11-23-2010	Monica Santa Maria	Review court ruling on rate increases and fees on fees (.3); edit Togut Segal report (.7); draft and edit Legal Analysis Systems report (2.0); internal conferences regarding protocol for disallowances for fees related to fee examiner inquiries (.4); edit Caplin & Drysdale report to incorporate protocol and analysis (1.3).	4.70	963.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-23-2010	Eric Wilson	Draft and revise report in response to fourth interim fee application of Weil Gotshal (3.0).	3.00	1,170.00
11-23-2010	Brady C. Williamson	Review Judge Gerber's bench decision (.2), assess implications in light of pending issues (.6).	0.80	396.00
11-23-2010	Brady C. Williamson	Review and revise draft reports: Jenner & Block (.2), Togut Segal (.2), and Hamilton Rabinovitz (.1); draft paragraphs to apply in fourth round of fee applications in light of bench decision (.8).	1.30	643.50
11-23-2010	Katherine Stadler	Review Judge Gerber's bench decision on pending fee issues (.1); internal conferences on treatment of fee inquiry time in pending fee applications in light of the ruling (.4); revisions to boilerplate language in reports on fourth interim reports (.2); review all rate increase data from prior Kramer Levin applications and update in light of September 2010 associate rate increases (4.9); begin drafting Kramer Levin report section on rate increases (.9); coordinate paralegal verification of rate increase calculations (.3).	6.80	2,788.00
11-24-2010	Rebecca J. Bradshaw	Compile research on percent billing rate increases over past three years (.9).	0.90	153.00
11-24-2010	N. Talbott Settle	Review fee examiner's report on the fourth interim fee application of Jenner & Block for document titles, record citations and verification of numbers (1.9); prepare attorney review files for fourth round of fee applications (.2).	2.10	336.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-24-2010	Zerithea Raiche	Telephone conferences with Mr. Masumoto on statistical information available on fee applications filed to date (.1); calculate and prepare email to Mr. Masumoto on fee applications filed through the third fee period (.3); calculate the total number of fee applicants to date and report that total to Mr. Masumoto (.2); calculate the number of timekeepers in a representative sample of the fee applications on file and report to Mr. Masumoto (.9); prepare emails to Mr. Williamson and Ms. Stadler on calculation of statistical information requested by Mr. Masumoto (.1); forward adversary complaints filed by Toyota Corporation and NUMMI for use in preparation of fee examiner's report regarding Weil Gotshal (.2); update request and response chart for all retained professionals for use in preparation of the fee examiner's draft reports (1.3); review and revise record citations for draft report on the fourth fee application of Weil Gotshal (1.6).	4.70	752.00
11-24-2010	Carla Andres	Complete review of PricewaterhouseCoopers fee application (1.3); revise schedules for PricewaterhouseCoopers (.6); review and revise PricewaterhouseCoopers report (1.8); LFR schedule review and report drafting (.5); complete review of Butzel Long fee application (1.8); review of Brownfield fee application (1.5).	7.50	2,625.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-24-2010	Monica Santa Maria	Edit Jenner & Block report to incorporate new fee inquiry time protocol and analysis (1.3); segregate Kramer Levin fee application time to determine amount of fee inquiry time (.8); edit Kramer Levin report (1.0); revise fee inquiry time protocol (1.3); edit Caplin & Drysdale report (.3); edit Togut Segal report (1.0); edit Legal Analysis Systems report (.3); analyze Weil Gotshal fee inquiry time and forward to Mr. Wilson (.3); edit Weil Gotshal report (.2); review correspondence from Kramer Levin regarding notice of September 2010 rate increases (.1).	6.60	1,353.00
11-24-2010	Peggy Barlett	Continue analysis of PricewaterhouseCoopers expenses in the first and final fee application, specifically meals and ground transportation (1.4).	1.40	287.00
11-24-2010	Eric Wilson	Review and analyze Weil Gotshal time entries for responding to fee examiner and revised report regarding fourth interim fee application (1.6).	1.60	624.00
11-24-2010	Brady C. Williamson	Team conference on application of November 23 decision (.7); review email exchange with U.S. Trustee's Office on data request (.2).	0.90	445.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-24-2010	Brady C. Williamson	Review and revise draft reports: Caplin & Drysdale (.4), Togut Segal (.3), Legal Analysis Systems (.2), Weil Gotshal (.8); review articles and data on hourly rate increases (.8); conference on Kramer Levin application and time spent on specific issues: committee/treasury dispute and asbestos matters (.9); correspondence from Kramer Levin on rate increases (.1).	3.50	1,732.50
11-24-2010	Katherine Stadler	Continue drafting Kramer Levin report on fourth interim fee application (1.4); review order on third interim fee applications and revisions to draft reports (Jenner & Block, Togut Segal, Legal Analysis Systems) (.2); e-mails in response to Mr. Masumoto, U.S. Trustee's Office, on number of professionals and timekeepers (.2); e-mail exchange with Mr. Williamson, Ms. Santa Maria and Ms. Andres on treatment of fee inquiry and fee hearing time (.3); review pleadings in the UCC-Treasury dispute over ownership of the term loan litigation proceeds (2.2); incorporate discussion into Kramer Levin draft report's treatment of adversary expenses (1.1); review updated draft of Jenner & Block report with fee inquiry discussion (.7); review correspondence from Kramer Levin disclosing rate increases (.1); add footnote to draft Kramer Levin report on disclosure (.1).	6.30	2,583.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-27-2010	Peggy Barlett	Analyze Claro Group's fourth fee application and identify issues for report (2.1); begin preparing fee examiner's statement and limited objection regarding the same (.6).	2.70	553.50
11-28-2010	Zerithea Raiche	Prepare chart of pending fee applications for use in preparation of December 1, 2010 draft reports (1.8); update chart of requests and responses by retained professionals (2.1); update exhibit for use by fee examiner in preparation of summary and recommendations for fourth round of fee applications that includes information on all fee applications and quarterly reports filed to date (1.4); review and revise draft report on the second interim fee application of Togut Segal: verify calculations (.7), check record citations and titles (.9), and verify case citations (.7); review and revise fee examiner's draft report on the fourth interim fee application of Weil Gotshal: check record citations (.6).	8.20	1,312.00
11-28-2010	N. Talbott Settle	Prepare fee application review file for Jenner & Block (.3).	0.30	48.00
11-28-2010	Carla Andres	Review and respond to e-mail summary from Ms. Heyrman regarding Claro Group (.5); review revised language regarding order for consistency and e-mails related thereto (.5); review articles regarding law firm billing rates (.7); review e-mails regarding UCC-Treasury dispute, likelihood of success, and value to estate of services provided (.5); e-mails regarding hourly rates (.3); draft Deloitte Tax report (1.6).	4.10	1,435.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-28-2010	Monica Santa Maria	Edit Togut Segal report (.2); edit Legal Analysis Systems report (.3); edit Caplin & Drysdale report (.4); edit Kramer Levin report (.1); edit Jenner & Block report (.1); analyze Bates White fee application and time detail (2.0); edit Bates White report (.1).	3.20	656.00
11-28-2010	Peggy Barlett	Continue analysis of PricewaterhouseCoopers expenses in the first and final fee application, specifically meals and ground transportation (1.6).	1.60	328.00
11-28-2010	Peggy Barlett	Finalize comments to Claro Group's fee application (.9); email regarding comments and possible disallowances to Claro Group's fourth interim fee application (.2); continue preparing Claro Group fee report (1.8); review email regarding Togut Segal report and incorporation into Claro Group report (.2); revise Claro Group report accordingly (.3); review administrative entries for Claro Group fee application preparation (.3); revise Claro Group report accordingly (.2).	3.90	799.50
11-29-2010	Rebecca J. Bradshaw	Compile articles on fees for Motors Liquidation Company IPO and law firm representation (.9).	0.90	153.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	Zerithea Raiche	Review and revise changed paragraphs to the fee examiner's draft report on the second interim fee application of Togut Segal: verify calculations (.2), check record citations and titles (.6), and verify case citations (.7); conference with Ms. Talbott Settle on format citation (.1); prepare email to Ms. Andres and Ms. Roufus on fee inquiry time standard for all reports (.1); review and revise the fee examiner's draft report on the fourth interim fee application of Kramer Levin: verify and revise calculations (3.2), check record citations and titles (1.9), and verify case citations (.7); review and revise draft report on the second interim fee application of Caplin & Drysdale: verify and revise calculations (2.7); check record citations and titles (1.7) and verify case citations (.6).	12.50	2,000.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	N. Talbott Settle	Review new draft of the fee examiner's report on the fourth interim fee application of Jenner & Block for new document titles, record citations and verification of numbers (1.2); prepare review file for Caplin & Drysdale (.4); and Togut Segal (.3); review draft fee examiner's report of the second interim fee application of Legal Analysis Systems for document titles, record citations and verification of numbers (3.4); draft global changes to fee application reports (.3); conference with Ms. Santa Maria regarding Jenner & Block calculations (.1); prepare review file for Bates White LLC (.2).	5.90	944.00
11-29-2010	Mary Roufus	Calculation of PricewaterhouseCooper's deductions for meals over the limit (1.2); review fee examiner's report relating to Dean Trafelet's second fee application to verify citations, calculations and references (.4); review fee examiner's report relating to Analysis, Research & Planning Corporation to verify citations, calculations and references (1.0); review fee examiner's report relating to Hamilton Rabinovitz to verify (.6); review fee examiner's report relating to Stutzman Bromberg to verify (.7).	3.90	624.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	Carla Andres	Review and revise Claro Group report (.5); review and incorporate comments on draft reports (.5); revise Deloitte Tax report (1.3); revise Butzel Long report (1.0); e-mail regarding status and report review, and review and comment on Analysis, Research and Planning Corporation proposed changes (.3); review and respond to e-mail regarding concerns with duplication on asbestos professionals (.2); review and revise LFR report (1.8); review comments to Analysis, Research and Planning Corporation, Dean Trafelet, Plante & Moran, and Stutzman Bromberg (.4); revisions to Analysis, Research and Planning Corporation (1.1); revisions to Plante & Moran report (.7); review and revise Dean Trafelet report and HRA report (.5); review and revise Stutzman Bromberg report (1.1); review e-mails from Ms. Heyrman regarding PricewaterhouseCoopers expenses and LFR expenses, and telephone conference regarding calculations (.4); revisions to PricewaterhouseCoopers report (.3).	10.10	3,535.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	Monica Santa Maria	Draft new sections to Bates White report (1.4); conferences with Ms. Talbott Settle and Ms. Andres regarding edits to fee inquiry time section of reports (.2); edit Togut Segal report (.1); edit Weil Gotshal report (.1); team conference regarding evaluation of fee inquiry time and status of report drafts (.5); conference with Ms. Stadler regarding Bates White and Kramer Levin report (.1); review citation edits to Jenner & Block report and edit report (.7); update Caplin & Drysdale report with new disallowance calculations (1.3); summary email to Ms. Stadler regarding status of each report (.1).	4.50	922.50
11-29-2010	Peggy Barlett	Review PricewaterhouseCoopers expenses and finish calculating disallowances for meals (2.3); review airfare expenses and calculate disallowance amounts (1.3); review lodging and calculate disallowance amounts (2.6); review LFR's additional information for fourth fee application and revise expense summary chart to reflect current disallowances (1.5).	7.70	1,578.50
11-29-2010	Peggy Barlett	Review email from Ms. Andres regarding subcontractors and disallowance amounts (.1); review information from LFR's third fee application (.2); insert amounts and revise LFR report accordingly (.4); telephone conference with Ms. Andres regarding calculations and additional information (.1).	0.80	164.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	Peggy Barlett	Finalize analysis of fee inquiry and application time in Claro Group fee report (1.4); revise Claro Group report regarding prior compensation pursuant to the order and finalize disallowance totals (.4).	1.80	369.00
11-29-2010	Eric Wilson	Review and revise draft report and accompanying exhibits on fourth interim fee application of Weil Gotshal (3.8); prepare correspondence to Mr. Brown and Ms. Snyder at Stuart Maue regarding revisions to exhibits (.7); internal conference regarding fee examiner reports for December 15 hearing (.5); prepare correspondence regarding additional issues to include in draft report on fourth interim fee application of Weil Gotshal (.4).	5.40	2,106.00
11-29-2010	Brady C. Williamson	Team meeting to address consistency of treatment issues (.4).	0.40	198.00
11-29-2010	Brady C. Williamson	Review and revise draft reports: Weil Gotshal (.8), Kramer Levin (.9), Jenner & Block (.3).	2.00	990.00
11-29-2010	Katherine Stadler	Continue work on Kramer Levin draft report, with revisions to fee inquiry discussion (1.1) and rate increase analysis (.9); work on Caplin & Drysdale report in light of non-response to letter inquiry (1.8).	3.80	1,558.00
11-29-2010	Katherine Stadler	Conference call on treatment of asbestos issues, rate increases, and fee examiner inquiry safe harbor application (.4).	0.40	164.00
11-29-2010	Katherine Stadler	Bates White: detailed review and revisions to draft report (1.4).	1.40	574.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-30-2010	Rebecca J. Bradshaw	Research increase in lawyer/law firm hourly rates in past ten years (1.2); citation check cases (.6).	1.80	306.00
11-30-2010	Zerithea Raiche	Prepare chart of pending fee applications for fourth fee period and information on carve out for "fees on fees" issue for use by the U.S. Trustee's Office (.9); review and revise the fee examiner's draft report on the second interim fee application of Caplin & Drysdale: verify and revise calculations (1.8); review and revise the fee examiner's draft report on the fourth interim fee application of Weil Gotshal: verify and revise calculations (3.2), check record citations and titles (2.2), and verify case citations (1.3); review on changes to reports on asbestos litigation (.2).	9.60	1,536.00
11-30-2010	N. Talbott Settle	Continue verifying numbers in Legal Analysis Systems (.3); review draft of the fee examiner's report on the second interim fee application of Bates White LLC for document titles, record citations and verification of numbers (3.1); verify additional citations in Kramer Levin report (.3).	3.70	592.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-30-2010	Mary Roufus	Review and calculate suggested disallowed TEA, Inc. fees as included in LFR's fourth interim fee application (.4); review fee examiner's report regarding second fee application for Deloitte Tax to verify citations, calculations and references (1.6); review fee examiner's report regarding fourth fee application of Claro Group to verify (1.2); review fee examiner's report regarding first and final fee application of PricewaterhouseCoopers to verify (1.3).	4.50	720.00
11-30-2010	Carla Andres	E-mail regarding Brownfield and document review (.5); revise Deloitte Tax calculations (.5); review and revise Claro Group report (.6); e-mail Ms. Heyrman regarding Claro Group and LFR, telephone conference regarding LFR, and review Claro Group reply (.4); review and revise LFR report (2.1); review and revise Brownfield report (1.6); e-mails and telephone conferences regarding asbestos footnote and additional language (.4); revisions to PricewaterhouseCoopers report (1.3); revisions to Butzel Long report (.8); review and revise Plante & Moran report and e-mails with Mr. Colella regarding delayed response (.3); review and respond to e-mail from Ms. Panko regarding budget disparity and revise Stutzman Bromberg report (.3).	8.80	3,080.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-30-2010	Monica Santa Maria	Edit Legal Analysis Systems report (.3); edit Kramer Levin report (3.2); edit Bates White report (1.5); telephone conference with Ms. Andres regarding incorporation of language regarding duplicative asbestos services into all asbestos professionals' reports (.2); edit Caplin & Drysdale report (.1); edit Hamilton Rabinovitz report (.1); edit Stutzman Bromberg report (.1); edit Dean Trafelet report (.1); edit Analysis, Research and Planning Corporation report (.1).	5.70	1,168.50
11-30-2010	Peggy Barlett	Finalize PricewaterhouseCoopers expense totals (2.1).	2.10	430.50
11-30-2010	Peggy Barlett	Review Claro Group fee report and final review of calculations (.4); internal email regarding finalized calculations (.1).	0.50	102.50
11-30-2010	Peggy Barlett	Review all LFR fee applications to identify any instances where professionals billed at two different rates (.5); calculate disallowance amount based on lower rate for all professionals billing at two different rates (.4); review fourth fee application documents regarding subcontractors and calculate mark-up fees and disallowances (.9).	1.80	369.00
11-30-2010	Peggy Barlett	Review and finalize LFR report for disallowance amounts (1.5); review subcontractors' additional time sheets and revise disallowance amount (1.5); email the LFR report and all comments to the same (.2).	3.20	656.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-30-2010	Peggy Barlett	Review email regarding preparation of Brownfield report for third and fourth fee applications (.1); prepare the same (3.5).	3.60	738.00
11-30-2010	Brady C. Williamson	Review and revise draft reports: Deloitte Tax (.3), Weil Gotshal (1.0), Kramer Levin (1.4).	2.70	1,336.50
11-30-2010	Eric Wilson	Review and revise report and exhibits regarding fourth interim fee application of Weil Gotshal (4.6).	4.60	1,794.00
11-30-2010	Katherine Stadler	Jenner & Block: final review and revisions to draft report (.4).	0.40	164.00
11-30-2010	Katherine Stadler	Togut Segal: final review and revisions to draft report (.3).	0.30	123.00
11-30-2010	Katherine Stadler	Weil Gotshal: confer with Mr. Wilson on consistency issues (.1); e-mail drafts to Ms. Hope Davis and U.S. Trustee staff (.1).	0.20	82.00
11-30-2010	Katherine Stadler	Bates White: conference with Mr. Williamson on safe harbor provision as applied to Bates White application (.1); additional revisions to report (.2).	0.30	123.00
11-30-2010	Katherine Stadler	Kramer Levin: extensive revisions to draft report based on comments (2.3); internal conference on treatment of rate increases (.3); detailed e-mail to Mr. Williamson on cumulative impact of rate increases, reviewing spreadsheet data (.4); review asbestos related pleadings on anonymity protocol, 2004 discovery, and dispute over claims estimation procedures (1.4).	4.40	1,804.00
11-30-2010	Katherine Stadler	Legal Analysis Systems: review and revise draft and report with attention to asbestos language (.7).	0.70	287.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-01-2010	Zerithea Raiche	Prepare summary for use as exhibit to the fee examiner's summary and recommendation report for fourth round of fee applications (.8).	0.80	128.00
12-01-2010	Mary Roufus	Review fee examiner's report regarding Butzel Long's fourth interim fee application to verify citations, calculations and references (.8); review fee examiner's report regarding Brownfield's fourth interim fee application to verify citations, calculations and references (1.6); review fee examiners' report regarding Plante & Moran's third interim fee application to verify (.4); review all fee examiner's reports prepared by Ms. Andres to incorporate global updates (.9).	3.70	592.00
12-01-2010	N. Talbott Settle	Update report review files for PricewaterhouseCoopers (.2); Claro Group (.3); Butzel Long (.1); conference regarding binders of draft reports for hearing (.1).	0.70	112.00
12-01-2010	Carla Andres	Draft Brownfield report (1.2); telephone conferences with Ms. Heyrman regarding Claro Group subcontractor issues (.4); review and revise Claro Group report (.4); telephone conferences with Ms. Heyrman regarding Brownfield counsel fees and review draft language (.4); review and revise Brownfield report (.4); e-mails with team regarding global edits for consistency in preparation for finalizing reports (.4).	3.20	1,120.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-01-2010	Carla Andres	Telephone conference with Ms. Roufus regarding Brownfield report edits, review comments and revise report (.4); draft and edits to LFR report and incorporate comments (.8); revisions to PricewaterhouseCoopers report (.8); receive and review Plante & Moran responses (.3); revise Plante & Moran report (.4); review memorandum to professionals and telephone conference regarding status (.4).	3.10	1,085.00
12-01-2010	Peggy Barlett	Email correspondence with Ms. Andres regarding analysis of time sheets for subcontractors (.1); review subcontractor time detail for fourth fee application and determine percentage of disallowable entries based on inadequate time entries (.5); revise LFR report sections regarding subcontractors (.5); revise disallowance calculations in LFR report (.4).	1.50	307.50
12-01-2010	Peggy Barlett	Revisions and review of outstanding issues to Brownfield report for third and fourth fee applications (.1); review local counsel time sheets to identify tasks completed (.2); review and revise Brownfield report to include total disallowance for local counsel expenses and hotel expenses (.3); revise Brownfield report to address retention order and local counsel disallowance as result (.9); final revisions to Brownfield report (.3).	1.80	369.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-01-2010	Monica Santa Maria	Review email correspondence from Mr. Friedman, Kramer Levin, regarding carve out fees from third interim fee period (.1); edits to asbestos language in reports (.2); edit Legal Analysis Systems report (.2); edit Caplin & Drysdale report (.2); edit Bates White report (.4); edits to Kramer Levin report (.4); edit Stutzman Bromberg report (.1); edit Hamilton Rabinovitz report (.1); edit Analysis, Research and Planning Corporation report (.1); edit Dean Trafelet report (.1); draft memorandum to professionals regarding protocol for fee inquiry time (.6); review correspondence from Mr. Oswald, Togut Segal, and edit Togut Segal report to reflect stipulation (.4).	2.90	594.50
12-01-2010	Eric Wilson	Review and revise draft report and exhibits on fourth interim fee application of Weil Gotshal (2.1).	2.10	819.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-01-2010	Katherine Stadler	Kramer Levin: review and revise draft report, with changes to asbestos treatment (1.1); review correspondence from Kramer Levin on carve out treatment and draft covering memorandum for draft reports addressing that issue (.8); review and revise covering memorandum (.2); review, revise, and complete Jenner & Block draft (.2); e-mail Jenner & Block draft to Mr. Murray (.1); review, revise, and complete Caplin & Drysdale draft (1.3); review, revise, and complete Bates White draft (.8); review, revise and finalize draft Togut Segal report (.3); review, revise, and complete draft Legal Analysis Systems report (.2); e-mail from Mr. Oswald on Togut Segal draft (.1); e-mail from Ms. Tobin on draft Caplin & Drysdale report (.2); e-mail draft Kramer Levin report to Ms. Macksoud, Mr. Friedman, Mr. Schmidt and Ms. Sharret (.1).	5.40	2,214.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-01-2010	Brady C. Williamson	Review and revise final draft reports: PricewaterhouseCoopers (.2); Butzel Long (.3); Weil Gotshal (.6); Brownfield (.2); Dean Trafelet (.1); Plante & Moran (.1); Hamilton Rabinovitz (.1); Claro Group (.2); Stutzman Bromberg (.1); Analysis, Research and Planning Corporation (.1); Deloitte Tax (.1); LFR (.2); Kramer Levin (.4); Bates White (.1); Togut Segal report and email response (.4); Legal Analysis Systems report (.2); Caplin & Drysdale (.3); Jenner & Block (.1); review October statements for Bates White, Butzel Long, Caplin & Drysdale, and Legal Analysis Systems (.2); revise report to professionals on protocol (.6).	4.60	2,277.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-02-2010	Zerithea Raiche	Search of records regarding Rule 2004 examination, asbestos trust and trust discovery issues as well as testimony of Bates White or Litigation Resolution Group in the Motors Liquidation Company or Leslie Control bankruptcies (.2); search bankruptcy dockets for Motors Liquidation Company and Leslie Control on asbestos trust documents and testimony/reports of Bates White or Litigation Resolution Group (1.8); forward documents located on asbestos trust issues and testimony of Mr. Mullin of Bates White (.4); order transcript of the November 22, 2010 hearing from Veritext (.1); locate listings for Mr. Bentley in time detail of fee applications (.3) and prepare email to Ms. Santa Maria on affiliation of Mr. Bentley (.2); prepare email to Ms. Santa Maria forwarding audio file of December 2, 2010 hearing for use in evaluation of fourth interim fee applications (.1); review responses from LFR on the fee examiner's objections to third and fourth interim fee applications (.1).	3.20	512.00
12-02-2010	Carla Andres	Revise Butzel Long report to incorporate stipulated disallowance (.2).	0.20	70.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-02-2010	Carla Andres	Review and respond to e-mails from Mr. DiConza and Ms. Spangler, LFR, with supporting documents (.4); telephone conference with Ms. Panko, Stutzman Bromberg, e-mail Ms. Panko regarding Analysis, Research and Planning Corporation report (.3); review Brownfield motion to increase fee cap (.2); review and respond to e-mail from Ms. Cooperman regarding Butzel Long agreement, telephone conference with Ms. Santa Maria regarding Bates White affidavit (.1); review asbestos reports in preparation for Stutzman Bromberg call (.4); review and respond to further inquiry from Ms. Spangler, LFR, regarding time records and open matters (.2).	1.60	560.00
12-02-2010	Monica Santa Maria	Telephone conferences with Ms. Grinberg, Bates White, regarding vague entries (.2); review supplemental information provided by Ms. Grinberg (.2); review supplemental disclosure filed by Mr. Mullin, Bates White (.4); review audio of November 22 hearing before Judge Gerber at which Mr. Mullin's relationship to Litigation Resource Group is discussed (1.5); review website of Litigation Resource Group (.2); listen to portion of December 2, 2010 hearing regarding asbestos issues (.6); review Caplin & Drysdale motion and stipulation regarding asbestos discovery and claims estimation (.4); draft summary of supplemental disclosure and hearing (.6).	4.10	840.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-02-2010	Brady C. Williamson	Review monthly fee statement: Caplin & Drysdale (.1); review email exchange with Mr. Brooks for Weil Gotshal and conference on report status (.3); review latest summary on Caplin & Drysdale/Bates White dispute, including new declaration and email exchanges (.3); review supplementary material from Bates White (.2); review October statements for Dean Trafelet, Stutzman Bromberg and analysis research (.2); review amendments to Brownfield's engagement (.1); review summary email on Bates White controversy (.2).	1.40	693.00
12-03-2010	Carla Andres	Review voice mail from Ms. Brockman, Analysis, Research and Planning Corporation (.2); review e-mail from Ms. Panko confirming agreement on Stutzman Bromberg report, and revise report (.1).	0.30	105.00
12-03-2010	Monica Santa Maria	Telephone conference with Ms. Benetos, Caplin & Drysdale, regarding fee examiner objection to meal expenses (.2); draft memorandum to file (.1); email correspondence with Ms. Grinberg regarding meal cap (.1); review supplemental information provided by Bates White (1.5); begin editing report to incorporate additional Bates White information (.3).	2.20	451.00
12-03-2010	Brady C. Williamson	Review Bates White follow-up correspondence (.2); email on schedule from Assistant U.S. Trustee (.1).	0.30	148.50
12-04-2010	Brady C. Williamson	Review email on Bates White adjustments (.2).	0.20	99.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-05-2010	Brady C. Williamson	Email on Bates White alleged conflict controversy (.1); continue work on summary report (1.2).	1.30	643.50
12-06-2010	Rebecca J. Bradshaw	Citation check reports (.7).	0.70	119.00
12-06-2010	Zerithea Raiche	Review and revise fee examiner's first annual report and summary of responses to fourth interim fee applications: calculate totals (2.3) and insert dates (.6); update chart of fees and expenses requested through the third interim fee period (.9); review revisions to the fee examiner's report on fourth fee application of Weil Gotshal, verify exhibit references (2.3), verify revised calculations (1.6), check record references (.7), verify case citations (1.2); update fee examiner's report on second interim fee application of Togut Segal (.6).	10.20	1,632.00
12-06-2010	N. Talbott Settle	Review draft and revised draft of fee examiner's summary for record and citation consistency and accuracy (2.9); review final draft of Bates White LLC report for any new document titles, record citations and verify numbers (2.8); prepare the review file for Kramer Levin (.4).	6.10	976.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-06-2010	Carla Andres	Review voice mail from Ms. Panko, e-mail response regarding Analysis, Research and Planning Corporation time increments (.4); review Claro Group report in preparation for call, telephone conference with Mr. Deems (.2); communications regarding LFR time detail for subcontractor (.6); review e-mail from Mr. DiConza, telephone conference regarding duplication of responses (.4); draft e-mail to Mr. DiConza and file review (.6).	2.20	770.00
12-06-2010	Carla Andres	Review Deloitte Tax report in preparation for call (.3); review e-mail and supplemental materials from Analysis, Research and Planning Corporation (.4); revise Analysis, Research and Planning Corporation to statement of no objection (.7).	1.40	490.00
12-06-2010	Peggy Barlett	Review email and several attachments from LFR regarding TEA subcontractors and objections to disallowance of expense amounts (.6); review LFR's first and second fee applications to identify whether LFR sufficiently addressed the time details for subcontractors (.8); email summary regarding LFR's prior time details for subcontractors and regarding Sections 330 and 331 of the bankruptcy code (.5).	1.90	389.50



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-06-2010	Monica Santa Maria	Telephone conference with Mr. Murray, Jenner & Block, regarding voluntary reduction to the fourth fee application (.1); memorandum to file (.1); edit Jenner & Block report (.3); email communications with Ms. Stadler and Ms. Andres regarding burden of proof on reasonableness of sub-retained professional expenses (.2); edit executive summary (.5); edit Bates White report (2.2); telephone conference with Ms. Grinberg regarding erroneous billing reduction (.1); review response to draft report from Ms. Macksoud, Kramer Levin (.5); edit Kramer Levin report (.7); review Caplin & Drysdale response to draft report (.3).	5.00	1,025.00
12-06-2010	Katherine Stadler	E-mails on treatment of sub-retained professionals in LFR report (.2); review and revise Bates White draft based on input from professional (.4); e-mail exchange on billing rates in Bates White application (.2); review and revise annual report and advisory (1.0).	1.80	738.00
12-06-2010	Brady C. Williamson	Exchange email with U.S. Trustee's Office on status of reports and objections (.2); continue work on 12-month report and review rate increase research materials (.8); review LFR email and responses on sub-retention issues (.4).	1.40	693.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-07-2010	Zerithea Raiche	Review and revise fee examiner's report on fourth interim fee application of Kramer Levin: verify calculations (1.9), check record citations (1.7), verify and update case citations (1.4); review and revise the fee examiner's annual report and summary of recommendations: verify calculations (1.7), update chart of pending fee applications - Exhibit A to report (.8), verify case citations (.6); research on billing rates and National Law Journal reports on billing rates (.7); review and revise the fee examiner's report on the fourth interim fee application of Weil Gotshal: verify exhibit references (1.3) and verify calculations (1.2); review and revise the fee examiner's report on second interim fee application of Caplin & Drysdale: verify calculations (.9) and check record citations (.8).	13.00	2,080.00
12-07-2010	N. Talbott Settle	Continue reviewing the final report for Bates White LLC (.9); review the final report for Jenner & Block (1.1); draft global changes to final reports (.3); verify exhibit of KCM entries (1.5); prepare binder of final reports (1.2).	5.00	800.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-07-2010	Carla Andres	Review and comment on annual summary (.4); review internal e-mail regarding updates and annual summary (.2); e-mail regarding effect of fee dispute carve out (.1); e-mails regarding sub-retention treatment (.4); review and revise Stutzman Bromberg and Analysis, Research and Planning Corporation drafts (.3); review e-mail from Mr. Young, Deloitte Tax, exchange messages, and telephone conference with Mr. Young (.4); incorporate comments from fee examiner into Analysis, Research and Planning Corporation and Stutzman Bromberg reports, telephone conference with fee examiner regarding status of reports (.3); revise Deloitte Tax report (.5); revise Claro Group report (.2); final review of Butzel Long and Deloitte Tax reports (.5); review and revise Brownfield report; incorporate motion to amend retention and failure to respond (.8); review and edit Analysis, Research and Planning Corporation reports (.2); e-mails with team members regarding global changes, updates due to recent filings, and incorporate changes (.4).	4.70	1,645.00
12-07-2010	Carla Andres	Final review and edit of Hamilton Rabinovitz and Dean Trafelet reports (.4); final review and edits to LFR report (.6).	1.00	350.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-07-2010	Monica Santa Maria	Edit Bates White report (.2); conference with Ms. Stadler on Caplin & Drysdale and Kramer Levin responses (.4); edit Caplin & Drysdale report to incorporate response (2.2); research case law regarding reasonableness/staffing (1.0); edit Kramer Levin report (.3); edit executive summary (.2); forward copy of itemized fee detail entries to Ms. Macksoud, Kramer Levin (.1); edit Legal Analysis Systems report (.2); edit Kramer Levin report (.3); edit Caplin & Drysdale report (1.6); edit Bates White report (.1); edit Jenner & Block report (.1).	6.70	1,373.50
12-07-2010	Katherine Stadler	Detailed review of Caplin & Drysdale letter response to draft report (.6); revise Caplin & Drysdale report (1.1); review e-mail response from Ms. Macksoud to set up conference (.1); revisions to draft Kramer Levin report in light of responses (.8); review and revise annual report with revised recommendation for treatment of fee inquiry time (1.5); telephone conference with Ms. Tobin of Caplin & Drysdale on contents of draft report (.2); revisions to draft Caplin & Drysdale report addressing sub-retentions (.7); review amended plan and disclosure statement for treatment of asbestos issues (.9); revisions to all draft reports reflecting filing of amended plan and disclosure statement (.1); review and revise draft Legal Analysis Systems report (.8).	6.80	2,788.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-07-2010	Eric Wilson	Telephone conference with Mr. Brooks regarding draft report on fourth interim fee application of Weil Gotshal (.4); internal conference regarding same (.3).	0.70	273.00
12-07-2010	Eric Wilson	Analyze time entries and tasks by Weil Gotshal timekeepers in connection with Strasbourg transaction, Internal Revenue Service ruling request, SEC Form 8k filings, and coordination of mediation (2.6); review and revise fee examiner report on fourth interim fee application of Weil Gotshal (1.2).	3.80	1,482.00
12-07-2010	Brady C. Williamson	Continue work on Jenner & Block report (.1); review asbestos treatment in amended disclosure statement and related email (.4); review latest email on Kramer Levin issues (.2); review Caplin & Drysdale response to draft report and conference on issues raised (.7); review Kramer Levin's substantive responsive (.4).	1.80	891.00
12-08-2010	Rebecca J. Bradshaw	Citation check Caplin & Drysdale filing (.7).	0.70	119.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-08-2010	Zerithea Raiche	Review changes to the fee examiner's report on the fourth interim fee application of Weil Gotshal: verify and update exhibits (1.2); prepare and file the fee examiner's final reports on: Analysis, Research and Planning Corporation (.2), Bates White (.3) Brownfield (.4), Butzel Long (.2), Caplin & Drysdale (.3), Deloitte Tax (.2), Hamilton Rabinovitz (.2), Jenner & Block (.3), Kramer Levin (.4), Legal Analysis Systems (.3), LFR (.3), Plante & Moran (.2), PricewaterhouseCoopers (.3), Stutzman Bromberg (.3), Claro Group (.2), Togut Segal (.2), Dean Trafelet (.2) and Weil Gotshal (.7); prepare final reports for service of chambers' copy, U.S. Trustee and AP Services (.9); prepare three emails to Garden City on service of 19 final reports (.3).	7.60	1,216.00
12-08-2010	N. Talbott Settle	Review Caplin & Drysdale report and verify document titles, record citations and numbers (1.9) and final draft of Legal Analysis Systems (.8); review internal correspondence relating to report of Weil Gotshal (.1); and prepare exhibits to the report of Weil Gotshal (.5).	3.30	528.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-08-2010	Carla Andres	Review comments on Deloitte Tax and final review and edits to Deloitte Tax report (.4); final review and edits to LFR report (.6); final review and edits to Claro Group report (.3); final review and edits to Plante & Moran and Stutzman Bromberg reports (.5); telephone conferences regarding additional global changes (.3); review and edit Claro Group and PricewaterhouseCoopers reports (.5); review Butzel Long and Plante & Moran December budgets (.2); e-mails regarding citation matters, sub-retention issues, and consistency (.4).	3.20	1,120.00
12-08-2010	Monica Santa Maria	Edit Caplin & Drysdale report and case law research cited (1.6); review and edit reports: LFR (.1); Dean Trafelet and Analysis, Research and Planning Corporation (.1); Deloitte Tax (.1); Hamilton Rabinovitz (.1); Weil Gotshal (.3); PricewaterhouseCoopers and Butzel Long (.1); Brownfield (.2); Plante & Moran (.2); Claro Group (.1); edit summary (.4); email to Ms. Stadler regarding Togut Segal carve out in fee order (.1).	3.40	697.00
12-08-2010	Eric Wilson	Review and incorporate edits to fee examiner report on fourth interim fee application of Weil Gotshal (1.3); analyze fees and expenses in response to discussions with attorneys for Weil Gotshal and prepare spreadsheets to assess merits of proposal (2.7).	4.00	1,560.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-08-2010	Katherine Stadler	Review and revise reports for filing and service: Togut Segal (.3); Kramer Levin (.4); Legal Analysis Systems (.3); Bates White (.4); Jenner & Block (.3); Caplin & Drysdale (1.2); Plante & Moran (.2); PricewaterhouseCoopers (.3); Analysis, Research and Planning Corporation (.2); Hamilton Rabinovitz (.2); Deloitte Tax (.2); Butzel Long (.3); Brownfield (.3); Stutzman Bromberg (.2); Dean Trafelet (.2); LFR (.5); Claro Group (.2); conference on Weil Gotshal status and global revisions to report (.3); internal conference on consistency of treatment of sub-retentions (.4).	6.40	2,624.00
12-08-2010	Brady C. Williamson	Review final Weil Gotshal report and exhibits (.3); internal conference on consensual resolution of open issues (.2); review final reports and make final revisions (.8); continue work on 12-month summary report (.4).	1.70	841.50



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-09-2010	Zerithea Raiche	Review and revise annual report and summary: recalculate professional fees requested data (.2), update calculations in revised sections (.4) and verify citations in revised sections (.7); update chart of pending fee applications for use as exhibit to the fee examiner's report and summary (1.4); prepare service to chambers, U.S. Trustee and AP Services of fee examiner's report (.6); locate references from Debtors' monthly operating reports as to payments made to Legal Analysis Systems during August and September, 2010 (.3); prepare email to Garden City on service of the fee examiner's report (.1); facilitate service of filings for December 15, 2010 hearing to chambers, U.S. Trustee and AP Services (.4); forward the fee examiner's filed report (.1).	4.20	672.00
12-09-2010	Carla Andres	Review e-mail from Mr. Young, Deloitte Tax, regarding resolution, and report status (.3).	0.30	105.00
12-09-2010	Monica Santa Maria	Telephone conference with Ms. Grinberg regarding draft report (.1); edit Bates White report (.7); voicemail to and telephone conference with Mr. Peterson regarding draft report (.4); conferences with Ms. Stadler regarding Legal Analysis Systems reductions (.5).	1.70	348.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-09-2010	Eric Wilson	Telephone conferences with Mr. Smolinsky regarding fee examiner report on fourth interim fee application of Weil Gotshal (.5); internal conference regarding conference with Mr. Smolinsky (.2).	0.70	273.00
12-09-2010	Katherine Stadler	E-mail exchange with Mr. Friedman, Kramer Levin, on extension of time to respond to report (.2); e-mail from Ms. Tobin on Caplin & Drysdale report (.2); review and revise annual report (4.1), incorporating all comments; complete annual report for filing and service (.2); review Legal Analysis Systems response (.5); confer on revisions to Legal Analysis Systems report (.2); e-mail draft to U.S. Trustee's Office (.1); revisions to exhibit to annual report (.4).	5.90	2,419.00
12-09-2010	Brady C. Williamson	Complete work on summary report (.7); review data exhibit for report (.5); review latest email on Legal Analysis Systems submission and response (.2).	1.40	693.00
12-10-2010	Carla Andres	Telephone conference with Ms. Hofmann, PricewaterhouseCoopers, regarding application and intended amendment and schedules to objection (.2); review U.S. Trustee's response to fee examiner (.3); review e-mails from professional regarding amended PricewaterhouseCoopers application (.2); review e-mail from Ms. Spangler, LFR, regarding supplemental response (.1).	0.80	280.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-10-2010	Monica Santa Maria	Telephone conference with Mr. Peterson, Legal Analysis Systems, regarding resolution to time increments objection (.1); edit Legal Analysis Systems report (.5).	0.60	123.00
12-10-2010	Brady C. Williamson	Review amendments to Bates White report (.1); conference on Legal Analysis Systems dispute (.1); review October operating report for Debtors (.3); review latest email on Kramer Levin resolution (.2).	0.70	346.50
12-11-2010	Brady C. Williamson	Review amended PricewaterhouseCoopers application (.3).	0.30	148.50
12-13-2010	Zerithea Raiche	Review and revise amended report on Legal Analysis Systems (.9) and file amended report (.2); review and revise amended report on Bates White (.7) and file amended report (.2); prepare email to Ms. Stadler on conversation with Caplin & Drysdale on filing of response by Legal Analysis Systems to objections (.3); review email from Caplin & Drysdale on extension of time to file a response to report (.1); prepare email to Garden City on service of amended reports for Legal Analysis Systems and Bates White (.1); review and retrieve four cases cited in response filed by LFR (.6); prepare email forwarding retrieved cases cited by LFR (.1); prepare email to Ms. Benetos of Caplin & Drysdale on extension of time to file response to the fee examiner's report (.1).	3.30	528.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-13-2010	Carla Andres	Review and respond to e-mail from Ms. Hofmann regarding PricewaterhouseCoopers schedules (.2); e-mails regarding report status and telephone conference regarding PricewaterhouseCoopers adjournment request (.4); e-mail Mr. Testa regarding Brownfield status, adjournment, review and comment on draft Stuart Maue order (.2); review PricewaterhouseCoopers amended application (.6); telephone conferences regarding status and adjournment with team and PricewaterhouseCoopers counsel (.5); review LFR response by correspondence (.8); review LFR formal response (.6); summarize LFR issues (.7); internal e-mails regarding LFR citations and telephone conference regarding adjournment and stipulation for PricewaterhouseCoopers (.3).	4.30	1,505.00
12-13-2010	Peggy Barlett	Telephone conference with Ms. Andres regarding PricewaterhouseCoopers amended fee application and preparation of stipulation delaying hearing (.1); review email including contact information for PricewaterhouseCoopers representatives (.1); prepare stipulation (.9).	1.10	225.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-13-2010	Monica Santa Maria	Edit Legal Analysis Systems report (.6); voicemail to Mr. Peterson, Legal Analysis Systems, regarding amended report (.1); review LFR response (.2); telephone conference regarding possible adjournments for LFR, Brownfield and PricewaterhouseCoopers and drafting of stipulations and motions (.1); review U.S. Trustee objections to fourth interim fee applications (.1); telephone conferences with Ms. Macksoud, Mr. Friedman and Ms. Stadler regarding possible settlement (.3); internal conferences regarding settlement proposals (.9).	2.30	471.50
12-13-2010	Katherine Stadler	Telephone conferences with Ms. Macksoud and Mr. Friedman on Kramer Levin application and adjournment (.2); conference with Mr. Wilson on terms of Weil Gotshal resolution (.2); e-mail and telephone conference with Ms. Tobin on status of Caplin & Drysdale application (.2); review and execute amended Legal Analysis Systems report (.4) and amended Bates White report (.5).	1.50	615.00
12-13-2010	Eric Wilson	Conference regarding status of pending fee applications, including agreement with Weil Gotshal on fourth interim fee application (.5); telephone conference with attorneys from Kramer Levin regarding fourth interim fee application (.2); review materials in preparation for hearing on December 15, 2010 (.5).	1.20	468.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-13-2010	Brady C. Williamson	Review email on scheduling issues: to and from U.S. Trustee (.2), Kramer Levin (.2); conference on open issues: Caplin & Drysdale (.3) and LFR (.1); review and revise amended reports: Bates White (.1), Legal Analysis Systems (.1); review LFR report response (.2).	1.20	594.00
12-14-2010	Zerithea Raiche	Prepare and file stipulations and orders to adjourn hearing on fee applications for: Brownfield (.4), PricewaterhouseCoopers (.3) and Kramer Levin (.3); update summary chart for applications scheduled for the December 15, 2010 hearing to include revised numbers on disallowances, filed reports, amendments and adjourned matters (1.2).	2.20	352.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-14-2010	Carla Andres	Draft LFR memorandum (2.9); e-mails with Ms. Spangler and Mr. DiConza regarding documentation and open issues (.2); internal telephone conferences and e-mails regarding Brownfield status and adjournment, including Ms. Lipstein (.4); review and revise draft Brownfield stipulation and draft PricewaterhouseCoopers stipulation (.5); telephone conference with Ms. Hofmann regarding PricewaterhouseCoopers supplemental detail, review and respond to Mr. Deems regarding compensation requests and fee categories (.5); e-mail stipulations to PricewaterhouseCoopers and Brownfield, forward executed stipulations for filing, and e-mails regarding adjournments (.5); review and execute PricewaterhouseCoopers stipulation (.1).	5.10	1,785.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-14-2010	Peggy Barlett	Internal conference regarding Brownfield stipulation adjourning hearing to January and review of LFR's fee applications to calculate TEA amounts and identify issues with TEA billing previously raised by the fee examiner (.1); draft Brownfield stipulation (.4); review LFR fee applications to calculate TEA totals and identify issues with TEA billing and prepare summary list (1.6); telephone conference regarding time sheets for Lowell McBurney and how fees were requested in the fee applications for services (.1); review fee applications to identify additional information provided by LFR regarding Mr. McBurney's time entries and provide summary (1.3).	3.50	717.50
12-14-2010	Monica Santa Maria	Review response filed by Caplin & Drysdale to fee examiner's report (.2); prepare stipulation and forward to Kramer Levin for review and execution (.3); prepare supporting materials of case law and transcript citations, with annotations, for preparation for fourth interim fee hearing (2.2).	2.70	553.50
12-14-2010	Monica Santa Maria	Assist in preparing hearing materials and binder (1.1).	1.10	No Charge
12-14-2010	Katherine Stadler	E-mail exchange with Mr. Friedman and Ms. Macksoud on adjournment of December 15, 2010 hearing on fourth interim Kramer Levin application (.1); review and execute stipulation (.1).	0.20	82.00
12-14-2010	Brady C. Williamson	Review Caplin & Drysdale's response to fee examiner's report (.3); review Brownfield response materials (.2).	0.50	247.50



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-15-2010	Carla Andres	Review recent filings including U.S. Trustee's response to applications (.4); review voice mail from Mr. DiConza regarding open issues e-mail and documents from Ms. Spangler regarding expenses, e-mail Mr. DiConza regarding hearing status and availability (.5); conference call regarding LFR fee application, Messrs. Lorincz and DiConza and Ms. Spangler (.8); e-mail Ms. Stadler regarding LFR results, e-mails with Mr. Lorincz regarding fee detail (.5).	2.20	770.00
12-15-2010	Katherine Stadler	Conference with Mr. Masumoto of U.S. Trustee's Office on status of objections and adjournments (.2); telephone conference with Ms. Macksoud on Kramer Levin adjournment (.1); conference with Ms. Tobin on results of hearing (.1).	0.40	164.00
12-15-2010	Brady C. Williamson	Email from Jenner & Block on status and January budget (.1); review LFR/AMS budget (.1); review Stutzman Bromberg, Dean Trafelet and Analysis, Research and Planning Corporation budgets (.2).	0.40	198.00
12-16-2010	Zerithea Raiche	Update chart of requests and responses by retained professionals (.9).	0.90	144.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-16-2010	Monica Santa Maria	Analyze Caplin & Drysdale response to fee examiner's objection and begin itemizing vague entries for disallowance (.5); review audio file of December 15 hearing on Caplin & Drysdale fourth interim fee application (.5); prepare analysis of new suggested reductions for Caplin & Drysdale based on Judge Gerber rulings (.6).	1.60	328.00
12-16-2010	Brady C. Williamson	Review Legal Analysis Systems budget report for January (.1); Caplin & Drysdale budget (.1); Butzel Long (.1); review Kramer Levin October statement (.2).	0.50	247.50
12-17-2010	Zerithea Raiche	Prepare schedules of payments due for pending fee applications for use by Debtors' counsel on preparation of order authorizing payment of fees (2.7).	2.70	432.00
12-17-2010	Carla Andres	Review filings related to Nova Scotia litigation (.4); e-mail regarding Butzel Long discovery budget and review and respond to e-mail from Ms. Basler for Motors Liquidation Company regarding compensation order and review recently filed orders (.5); telephone conference regarding draft order (.2).	1.10	385.00
12-17-2010	Carla Andres	Finalize LFR numbers for compensation order (.4); review PricewaterhouseCoopers supplemental time detail in amended application (.4); draft schedules for PricewaterhouseCoopers (.6).	1.40	490.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-17-2010	Monica Santa Maria	Segregate Caplin & Drysdale vague entries by various different standards (.4); prepare analysis and forward (.3).	0.70	143.50
12-17-2010	Eric Wilson	Conference regarding status of backup information for compensation order (.1); prepare correspondence to Mr. Smolinsky regarding same (.1).	0.20	78.00
12-17-2010	Brady C. Williamson	Review Kramer Levin budget for January (.1); conference on Butzel Long discovery budget (.2); review motion and order on Brownfield retention (.1); follow up on December 15, 2010 hearing and analysis (.4).	0.80	396.00
12-18-2010	Eric Wilson	Review draft of compensation order exhibit and accompanying memorandum and forward to Mr. Smolinski of Weil Gotshal (.4).	0.40	156.00
12-20-2010	Zerithea Raiche	Respond to email from AP Services on payment chart for pending fee applications (.1); respond to emails from Ms. Stadler and Ms. Santa Maria on carve out issues for pending fee applications (.3); revise order schedules for payments on pending fee applications to include payments for LFR and carve outs (1.1); prepare email on information required regarding payments for Caplin & Drysdale's second interim fee application and LFR's third and fourth interim fee applications (.2); locate information on the Creditors' Committee's motions to enforce the final debtor-in-possession order, the wind-down order and the amended debtor-in-possession facility (.4).	2.10	336.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-20-2010	Monica Santa Maria	Prepare itemization of vague entries from Caplin & Drysdale's second interim fee application (1.1); draft letter to Ms. Tobin regarding Caplin & Drysdale disallowances (.5).	1.60	328.00
12-20-2010	Eric Wilson	Prepare correspondence regarding revisions to draft compensation order (.3).	0.30	117.00
12-20-2010	Brady C. Williamson	Review January fee estimates: Butzel Long (.1), Caplin & Drysdale (monthly statement for November) (.2); review proposed Caplin & Drysdale correspondence and conference on status (.3); review latest schedule for payments to professionals (.3); review correspondence with Ms. Basler for Motors Liquidation Company (.1).	1.00	495.00
12-20-2010	Katherine Stadler	E-mail exchange with Ms. Basler of Motors Liquidation Company on order approving professional fees (.1); internal e-mail exchanges on terms of order with respect to fourth interim fee payments (1.1); internal conference on treatment of Caplin & Drysdale in the order (.1); internal conference on treatment of disputed Caplin & Drysdale amounts and letter to Ms. Tobin on those issues (.2); review and revise letter to Caplin & Drysdale (.3); e-mails with Ms. Raiche on Togut Segal payment amounts as stated in order (.2); review and revise motion to amend fee examiner retention (1.3); e-mail to U.S. Trustee on revisions (.1).	3.40	1,394.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-21-2010	Zerithea Raiche	Calculate payment and carve out amounts for LFR on third and fourth interim fee applications (.8); prepare emails on final numbers for LFR on payments due for third and fourth interim fee applications (.3); prepare email to Mr. DiConza on calculation of payments due for LFR's third and fourth interim fee applications (.2); review and revise schedules to order authorizing payment of pending fee applications to include verified numbers for LFR (.9); respond to email on deadline for Debtors' counsel to submit proposed order on pending fee applications (.1).	2.30	368.00
12-21-2010	Carla Andres	Telephone conferences regarding LFR hearing and fee resolution for third interim period (.3); respond to e-mails from Mr. DiConza and Ms. Spangler regarding LFR fees and carve out (.6); telephone conference regarding agreed carve out (.2); review draft order and telephone conference with Mr. Lorincz regarding calculations (.3); revise calculations, and telephone conference regarding amendment to order (.3); review e-mails regarding calculation of LFR compensation with Mr. Lorincz and Mr. DiConza (.5).	2.20	770.00
12-21-2010	Carla Andres	Review TEA invoices (1.8); draft e-mail to Mr. DiConza and review voice mail regarding LFR and TEA (.3).	2.10	735.00
12-21-2010	Monica Santa Maria	Review drafts of amended fee examiner stipulation and motion and propose edits (.2).	0.20	41.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-21-2010	Monica Santa Maria	Edit correspondence to Ms. Tobin regarding disallowances for second interim fee application and forward by email (.3).	0.30	61.50
12-21-2010	Eric Wilson	Telephone conference with Edward Wu of Weil Gotshal regarding draft compensation order (.2); review and respond to correspondence from Mr. Wu regarding same (.4); review and respond to internal correspondence regarding same (.6).	1.20	468.00
12-21-2010	Brady C. Williamson	Review draft order for compensation from Weil Gotshal and related email (.4); review proposed payment schedule (.2).	0.60	297.00
12-21-2010	Katherine Stadler	Telephone conferences on revisions to motion and order to amend fee examiner's retention (.5); e-mail exchange with Ms. Tobin on Caplin & Drysdale fee application (.1); e-mail exchange with Nan Eitel of U.S. Trustee's Office on contents of motion (.2).	0.80	328.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-22-2010	Zerithea Raiche	Revise schedules to order approving payment for pending fee applications to correct payments for FTI, Caplin & Drysdale and LFR (.7); prepare team emails on changes to schedules to order approving payment for pending fee applications (.3); forward audio file of hearing for use in discussions with Caplin & Drysdale on payments due for second interim fee application (.1); prepare email to Mr. Wu of Weil Gotshal forwarding final version of schedules to order approving payment for pending fee applications (.1); review and compare schedules from submitted order to approve payment for pending fee applications and schedules forwarded to Debtors' counsel (.3); prepare email on discrepancies between the schedules provided in the proposed order and the schedules provided by the fee examiner (.2).	1.70	272.00
12-22-2010	Carla Andres	Complete review of TEA invoices and draft e-mail to Mr. DiConza regarding TEA (.5); e-mails regarding finalized numbers for Alix Partners and timing (.2); review Epiq November invoice (.2); review LFR revised billing entries (.2); review e-mails regarding status, completing order, and transmission (.4).	1.50	525.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-22-2010	Monica Santa Maria	Telephone conference with Mr. Wu, Weil Gotshal, regarding Caplin & Drysdale disallowances (.3); telephone conference with Ms. Tobin and Ms. Benetos, Caplin & Drysdale, and Mr. Wu regarding Caplin & Drysdale disallowances (.2); review proposed order (.2); email correspondence to Mr. Wu regarding footnote in proposed order (.2).	0.90	184.50
12-22-2010	Brady C. Williamson	Review email exchanges on proposed and submitted order for compensation (.2); internal conferences on continuing disagreement with Caplin & Drysdale and footnote (.3); continue work on motion to amend stipulation for appointment (.6); review exchanges with Caplin & Drysdale on disagreements (.3).	1.40	693.00
12-23-2010	Carla Andres	Review PricewaterhouseCoopers schedules and e-mail to Ms. Hofmann (.2); review Analysis, Research and Planning Corporation rate notice (.1).	0.30	105.00
12-23-2010	Monica Santa Maria	Conference call with Mr. Wu, Weil Gotshal, regarding Bates White (.2); analyze Bates White background information (.5).	0.70	143.50
12-23-2010	Brady C. Williamson	Review order approving compensation (.2); review Analysis, Research and Planning Corporation notice of 2011 rate increase (.1); review email on motion to amend (.2).	0.50	247.50
12-23-2010	Katherine Stadler	Review Analysis, Research and Planning Corporation notice of rate increase (.1).	0.10	41.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-27-2010	Brady C. Williamson	Review latest Caplin & Drysdale email exchange and conference on dispute resolution (.3).	0.30	148.50
12-28-2010	Carla Andres	Review and respond to e-mail from Ms. Spangler regarding compensation (.6); review Epiq November compensation invoice (.2); e-mails to Ms. Hofmann and Mr. Testa regarding responses for hearing (.3).	1.10	385.00
12-28-2010	Eric Wilson	Telephone conference with Mr. Smolinsky regarding motion to modify order appointing fee examiner (.2); internal telephone conference regarding same (.2).	0.40	156.00
12-29-2010	Carla Andres	Review and respond to e-mail from Ms. Hofmann regarding PricewaterhouseCoopers responses and adjournment, review revisions to draft fee examiner order (.6).	0.60	210.00
12-29-2010	Katherine Stadler	Telephone conference with Ms. Macksoud on Kramer Levin report and extension of time to respond (.2); conference on status of Brownfield and LFR matters (.3).	0.50	205.00
12-29-2010	Brady C. Williamson	Exchange email on Brownfield and PricewaterhouseCoopers issues (.2).	0.20	99.00
12-29-2010	Katherine Stadler	Follow-up on Stuart Maue payments (.2).	0.20	No Charge
12-30-2010	Zerithea Raiche	Update chart listing fees paid by Debtors as reported on monthly operating reports for June through September, 2010 and track retainers held by professionals (.7).	0.70	112.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-30-2010	Carla Andres	Review final motion and order for fee examiner amendment, e-mail Mr. Testa regarding adjournment (.3); review transcript of December 15, 2010 fee hearing (.4); e-mail Ms. Spangler and Mr. DiConza regarding adjournment and hearing transcript (.2); review and respond to e-mail from Ms. Hofmann, e-mails regarding final version of motion (.3).	1.20	420.00
12-31-2010	Carla Andres	Revisions to PricewaterhouseCoopers report (.7); draft e-mail to Ms. Hofmann regarding status of review (.1).	0.80	280.00
01-03-2011	Zerithea Raiche	Respond to email on December 2010 budget for Weil Gotshal (.1); and on transmittal of fee statements by Weil Gotshal prior to December 2010 (.1).	0.20	32.00
01-03-2011	Carla Andres	E-mails with Ms. Hofmann regarding expenses (.2); telephone conference with Ms. Cooperman and Ms. Studer regarding notice of fee increase (.2); review statement of objection and revise (.6); calculate revised disallowances (.5).	1.50	525.00
01-03-2011	Brady C. Williamson	Review Bates White November invoice (.2) and check hourly rates and previous invoices (.3).	0.50	247.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-04-2011	Carla Andres	Review and respond to e-mail from Ms. Hofmann regarding expenses (.2); email Ms. Spangler regarding LFR timing and issues (.3); prepare expense schedules at PricewaterhouseCoopers request (1.7); prepare for call with Ms. Cooperman and telephone conference with Ms. Cooperman regarding fees, Nova Scotia (.5) memorandum regarding telephone conference with Ms. Cooperman, e-mail regarding resolution (.7).	3.40	1,190.00
01-05-2011	Carla Andres	E-mail Mr. Testa regarding Brownfield status and review response (.2); review PricewaterhouseCoopers schedules (.6); e-mail Ms. Hofmann regarding PricewaterhouseCoopers schedules and open matters (.3); review and respond to e-mail from Ms. Cooperman regarding confirmation of calculations (.3).	1.40	490.00
01-05-2011	Monica Santa Maria	Telephone conference with Ms. Macksoud of Kramer Levin and Ms. Stadler regarding proposed settlement (.1); draft settlement proposal and confer with Ms. Macksoud (.2).	0.30	61.50
01-05-2011	Brady C. Williamson	Conference on resolution of Kramer Levin issues, including review of summary emails (.3); review email on status of PricewaterhouseCoopers and Brownfield claims (.2); conference on resolution of Butzel Long issues (.1).	0.60	297.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-05-2011	Katherine Stadler	E-mails to and from Kramer Levin on resolution of outstanding issues for January 11 (.7); complete details of Kramer Levin settlement (.6).	1.30	533.00
01-06-2011	Carla Andres	Review Brownfield's responses (1.9); conference regarding Brownfield expenses, review e-mail response (.2).	2.10	735.00
01-06-2011	Peggy Barlett	Review of Brownfield letter response and issue with hotel expense (.1); review expense summary and submitted receipts in Brownfield's third fee application to identify any repetitive meal reimbursements (.5).	0.60	123.00
01-06-2011	Monica Santa Maria	Email and telephone correspondence with Ms. Macksoud regarding settlement proposal (.5).	0.50	102.50
01-06-2011	Brady C. Williamson	Review Kramer Levin issues and resolution (.3); review Weil Gotshal's suggested changes to order (.2); review Caplin & Drysdale letter to court and conference on response (.3).	0.80	396.00
01-06-2011	Katherine Stadler	Continue work on Kramer Levin settlement (.8); revisions to fee order (.4).	1.20	492.00
01-07-2011	Carla Andres	Draft amended statement of objection for Brownfield (1.9); e-mail Mr. Testa regarding current calculations and open matters (.4); review correspondence from Mr. Testa (.2).	2.50	875.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-07-2011	Monica Santa Maria	Email and telephone conferences with Ms. Macksoud, Kramer Levin, regarding settlement on Kramer Levin's third and fourth interim fee applications and proposed order (.2).	0.20	41.00
01-07-2011	Brady C. Williamson	Conference on resolution with Weil Gotshal of draft order (.2); review draft order for Kramer Levin compensation (.1); review Butzel Long rate increase notice (.1); review Kramer Levin statement for November (.3).	0.70	346.50
01-07-2011	Katherine Stadler	Review correspondence documenting settlement with Kramer Levin (.3); e-mail exchange with Mr. Smolinski on revisions to fee examiner order (.3); revise order and exhibits (1.7); e-mail to U.S. Trustee's Office on same (.2).	2.50	1,025.00
01-09-2011	Carla Andres	Review e-mail from Mr. Testa regarding status and review and comment on Butzel Long rate increase and e-mail Ms. Hofmann regarding status (.5); review e-mails and supplemental expense information from Ms. Hofmann, PricewaterhouseCoopers (.3); review further responses from Mr. Testa and Ms. Hofmann regarding fee issues (.2).	1.00	350.00
01-10-2011	Zerithea Raiche	Review and revise amended report on Brownfield's third and fourth interim fee applications (.4); file and prepare chambers' copy of amended report on Brownfield (.3); prepare email to Garden City on service of the amended report on Brownfield (.1).	0.80	128.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-10-2011	Mary Roufus	E-mail regarding review of fee examiner's report for PricewaterhouseCooper's first and final fee application (.2); review calculations, titles and references included in fee examiner's report for PricewaterhouseCooper's first and final fee application (1.9); review e-mail regarding review of amended report for Brownfield (.1); review calculations, titles and references included in amended report for Brownfield (1.2); telephone conference regarding calculations for order granting Brownfield fee applications (.1); review order and calculate figures to be included in Exhibits A and B (1.0); forward calculations and comments (.1); telephone conference regarding service of chambers copy of fee examiner's amended report for Brownfield third and fourth fee application and arrange for service (.2).	4.80	768.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-10-2011	Carla Andres	Draft amended statement of objection for PricewaterhouseCoopers (1.7); telephone conference with Ms. Hofmann regarding status and open matters, telephone conference with Mr. Testa confirming resolution (.2); draft Brownfield amended statement to incorporate negotiated resolutions (1.2); telephone conference with Ms. Hofmann regarding time increment and declaration issues, review e-mail from Mr. Testa confirming resolution (.2); draft PricewaterhouseCoopers order (.9); telephone conference with Ms. Hofmann regarding remaining concerns and review time detail, e-mail Ms. Hofmann counter-proposal (.5).	4.70	1,645.00
01-10-2011	Carla Andres	Draft Brownfield order (1.4); e-mails with Ms. Hofmann regarding confirmation of resolution (.2); revisions to PricewaterhouseCoopers amended statement (.7); telephone conference with Mr. Williamson regarding comments on Brownfield, incorporate changes, finalize and execute report (.5).	2.80	980.00
01-10-2011	Carla Andres	E-mails with Mr. Testa confirming order procedure and removal from agenda (.4).	0.40	140.00
01-10-2011	Peggy Barlett	Review of amended report for third and fourth fee applications of Brownfield and all amounts requested and allowed for fees and expenses (.9).	0.90	184.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-10-2011	Peggy Barlett	Review amended report of fee examiner for PricewaterhouseCoopers and verify disallowance amounts and information (.5); updated totals and issues with the same (.2).	0.70	143.50
01-10-2011	Monica Santa Maria	Review letter to court sent by Caplin & Drysdale regarding dispute as to interpretation of court's December 15, 2010 ruling on Caplin & Drysdale's fees on fees (.1).	0.10	20.50
01-10-2011	Brady C. Williamson	Review of monthly operating reports (.2); conference and related email on resolution of PricewaterhouseCoopers (.1) and Brownfield open issues (.2); review and revise final reports: PricewaterhouseCoopers (.2) and Brownfield (.3).	1.00	495.00
01-11-2011	Mary Roufus	Internal telephone conference and e-mail regarding calculations on Exhibits A and B to Brownfield order granting third and fourth fee applications (.2); review e-mail regarding additional review (.1); review calculations, titles and references included in updated report for PricewaterhouseCooper's (1.3); telephone conference regarding calculations for order and review order and calculate figures to be included in Exhibits A and B (.6).	2.20	352.00
01-11-2011	Carla Andres	Telephone conference with Ms. Hofmann and Mr. Testa (.3).	0.30	105.00
01-11-2011	Peggy Barlett	Confer regarding revised disallowance amounts and review amended fee report for compensation totals (.4).	0.40	82.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-11-2011	Brady C. Williamson	Review Butzel Long notice of rate increase (.1).	0.10	49.50
01-12-2011	Zerithea Raiche	Review and revise amended report on first and final fee application of PricewaterhouseCoopers to verify citations (.6).	0.60	96.00
01-12-2011	Carla Andres	Review and incorporate PricewaterhouseCoopers comments (.3); review e-mails from Ms. Lipstein on Brownfield order (.3); review and respond to e-mail from Mr. DiConza regarding LFR status (.1); e-mail Ms. Hofmann regarding order comments and review response (.2).	0.90	315.00
01-13-2011	Mary Roufus	Final review of calculations, references and document titles in report and order (1.2).	1.20	192.00
01-13-2011	Zerithea Raiche	Review and revise amended report on the first and final fee application of PricewaterhouseCoopers for record references (.4); prepare and file amended report (.3); prepare email to Garden City on service of the amended report (.1); prepare and forward chambers' copy of the amended report (.1).	0.90	144.00
01-13-2011	Carla Andres	Review Ms. Hofmann's e-mail and calculations regarding PricewaterhouseCoopers (.4); incorporate calculations into report and order (.5); e-mail calculations, updates to internal website (.3); review and incorporate comments, finalize report, and e-mail draft order to Ms. Hofmann (.4).	1.60	560.00
01-13-2011	Peggy Barlett	Review final numbers for PricewaterhouseCoopers amounts listed in exhibits (.2).	0.20	41.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-14-2011	Carla Andres	Review and respond to Ms. Hofmann regarding PricewaterhouseCoopers order status and review filing status (.2); review asbestos professionals' February 2011 budget (.2).	0.40	140.00
01-14-2011	Carla Andres	Review Ms. Lipstein's comments on order, evaluate inconsistency, and revise order (.4); e-mail Ms. Lipstein regarding final order (.3); review filed and executed PricewaterhouseCoopers order (.1).	0.80	280.00
01-14-2011	Brady C. Williamson	Email and budget summary from Jenner & Block (.1); review draft budgets: Kramer Levin (.1), Caplin & Drysdale (.1), asbestos claims committee and affiliates (.1), Legal Analysis Systems (.1).	0.50	247.50
01-17-2011	Brady C. Williamson	Review Butzel Long budget for February 2011 (.1).	0.10	49.50
01-18-2011	Zerithea Raiche	Revise record references in order granting third and fourth interim fee applications of Brownfield (.2); update chart of requests and responses to retained professionals (.6); update chart of payments made to retained professionals as listed in the Debtors' monthly operating report (.4); update report on payments made by Debtors and the amounts remaining on retainers paid by the Debtors (.3); prepare order granting third and fourth interim fee applications of Brownfield for entry by the court (.2).	1.70	272.00
01-18-2011	Carla Andres	Review e-mail from Ms. Lipstein regarding Brownfield order (.1); review e-mail from Ms. Spangler regarding LFR supplement (.2).	0.30	105.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-18-2011	Brady C. Williamson	Review Plante & Moran budget for February 2011 (.1).	0.10	49.50
01-19-2011	Zerithea Raiche	Review calculations of Butzel Long on resolution of carve-out for third interim fee application (.3); prepare chart of fees and expenses awarded after resolution of the Butzel Long carve-out as to its third interim fee application (.1); update chart on requests to and responses from retained professionals (.2).	0.60	96.00
01-19-2011	Carla Andres	Review e-mails regarding Butzel Long calculations and respond to Ms. Cooperman and review Brownfield order and PricewaterhouseCoopers order (.3); review Butzel Long February 2011 budget and AP Services' quarterly report (.3).	0.60	210.00
01-26-2011	Carla Andres	Telephone conference with Ms. Leary of State of New York regarding environmental claim issues of concern (.7).	0.70	245.00
01-27-2011	Brady C. Williamson	Review Butzel Long rate increase notice (.1).	0.10	49.50
01-28-2011	Carla Andres	Review TEA supplement from LFR (1.4).	1.40	490.00
01-31-2011	Carla Andres	Prepare e-mail to Ms. Spangler regarding LFR issues (.3); draft summary of remaining time entry concerns (.9); prepare memorandum regarding environmental/fee related concerns (.6).	1.80	630.00
02-01-2011	Zerithea Raiche	Respond to internal email on status of stipulation and order estimating asbestos claims (.1).	0.10	16.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
02-01-2011	Zerithea Raiche	Review records on timeline for filing of asbestos claim estimation (.4); prepare email to team members on asbestos claim estimation (.1); review records for monthly budgets and fee statements sent to the fee examiner to date by Weil Gotshal (.4).	0.90	144.00
02-01-2011	Carla Andres	Review Plante & Moran fee statement (.2); review and respond to e-mails regarding fee increase (.3); revise memorandum regarding open environmental issues (.2).	0.70	245.00
02-01-2011	Eric Wilson	Review status of budget submissions by Weil Gotshal and requirements of order (.3); draft correspondence to Mr. Smolinsky (.1).	0.40	156.00
02-01-2011	Brady C. Williamson	Review Caplin & Drysdale rate increase notice and conference on response (.2); review monthly statements: Plante & Moran (.1), Bates White (.1), Butzel Long (.1); review AP Services statement (.2).	0.70	346.50
02-01-2011	Katherine Stadler	Review and discuss notice of Caplin & Drysdale rate increases (.2).	0.20	82.00
02-02-2011	Zerithea Raiche	Review agenda of February 3, 2011 hearing (.1); prepare internal email on agenda items of interest for the February 3, 2011 hearing (.1).	0.20	32.00
02-03-2011	Carla Andres	E-mail Ms. Spangler regarding TEA invoice summary (.2).	0.20	70.00
02-03-2011	Monica Santa Maria	Email communications with team regarding proposal to instruct professionals to not file fifth interim fee applications but to file final fee applications instead (.1).	0.10	20.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
02-10-2011	Carla Andres	Review recent filings and Analysis, Research and Planning Corporation fee statement (.3).	0.30	105.00
02-10-2011	Brady C. Williamson	Review December statements: Stutzman Bromberg (.1), Dean Trafelet (.1); review just filed monthly operating report (.4).	0.60	297.00
02-11-2011	Brady C. Williamson	Review LFR budgets for February and March 2011 (.2).	0.20	99.00
02-11-2011	Brady C. Williamson	Review materials on claims estimation and latest docket entries (.3).	0.30	148.50
02-14-2011	Brady C. Williamson	Review budget materials and email from Jenner & Block (.2) and respond to Mr. Murray (.1); cursory review of latest pleadings: asbestos trust claim resolution (.2) and claims reserve motion (.2).	0.70	346.50
02-14-2011	Katherine Stadler	E-mail from Mr. Murray of Jenner & Block on monthly budget and conversion to ordinary course status (.2).	0.20	82.00
02-15-2011	Eric Wilson	Review correspondence from Ed Wu regarding budgets for Weil Gotshal and telephone conference with Mr. Wu regarding that (.1).	0.10	39.00
02-15-2011	Brady C. Williamson	Review Legal Analysis Systems budget for March (.1), Butzel Long budget for March (.1), Caplin & Drysdale budget (.1) and FLR (.1).	0.40	198.00
02-16-2011	Brady C. Williamson	Review Kramer Levin March budget and compare with previous budget (.2); review Morris Nichols retention request (.2).	0.40	198.00
02-22-2011	Eric Wilson	Prepare correspondence to Mr. Wu regarding status of budgets for Weil Gotshal (.1).	0.10	39.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
02-22-2011	Brady C. Williamson	Review email from Ms. Basler for MLC on estimation process (.2).	0.20	99.00
02-23-2011	Brady C. Williamson	Review Weil Gotshal budgets and related emails (.4); cursory review of plan confirmation pleadings (1.0).	1.40	693.00
02-24-2011	Carla Andres	Telephone conference with Ms. Spangler regarding status (.1).	0.10	35.00
02-26-2011	Brady C. Williamson	Cursory review of latest materials filed in connection with plan confirmation (.9); initial review of Butzel Long's fee application (.3).	1.20	594.00
03-02-2011	Brady C. Williamson	Conference on Weil proposal to defer interim compensation applications (.2).	0.20	99.00
03-02-2011	Eric Wilson	Telephone conference with Mr. Wu regarding timing of filing of next interim fee applications and draft correspondence regarding that (.1).	0.10	39.00
03-05-2011	Brady C. Williamson	Review Butzel Long statement for January (.2), Kramer Levin (.3), Legal Analysis (.1), Bates White (.1), Plante Moran (.1).	0.80	396.00
03-07-2011	Brady C. Williamson	Review Judge Gerber's bench decision on objections to confirmation (.6).	0.60	297.00
03-09-2011	Brady C. Williamson	Initial review of AP Services staffing report (.3).	0.30	148.50
03-15-2011	Carla Andres	Review and respond to internal e-mails regarding Stuart Maue audit for final fee applications (.2).	0.20	70.00
03-15-2011	Brady C. Williamson	Review monthly budget: Caplin & Drysdale (.1); Jenner & Block (.1); FCR (.1); LAS (.1).	0.40	198.00
03-16-2011	Brady C. Williamson	Exchange email with co-counsel on final fee application procedure and re-retention of Stuart Maue (.4).	0.40	198.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
03-17-2011	Carla Andres	Review updated materials from Ms. Spangler (LFR) (.9) and e-mail Ms. Spangler confirming resolution (.1).	1.00	350.00
03-19-2011	Brady C. Williamson	Review February statements from Kramer Levin (.2) and Butzel Long (.1).	0.30	148.50
03-29-2011	Katherine Stadler	Telephone conferences with Ms. Macksoud, Kramer Levin, on preparations for final fee applications (.4).	0.40	164.00
		Total Fees	\$	268,294.50
		Total Disbursements	\$	<u>0.00</u>
		<b>Total For This Invoice</b>	<b>\$</b>	<b><u>268,294.50</u></b>

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
JAMIE KROENING	Other - Staff	0.90	110.00	99.00
REBECCA J. BRADSHAW	Other - Staff	5.00	170.00	850.00
<b>Other - Staff Total</b>		<b>5.90</b>		<b>949.00</b>
ZERITHEA RAICHE	Paralegal	160.60	160.00	25,696.00
N. TALBOTT SETTLE	Paralegal	59.10	160.00	9,456.00
MARY ROUFUS	Paralegal	34.70	160.00	5,552.00
<b>Paralegal Total</b>		<b>254.40</b>		<b>40,704.00</b>
CARLA ANDRES	Of Counsel	212.80	350.00	74,480.00
<b>Of Counsel Total</b>		<b>212.80</b>		<b>74,480.00</b>
MONICA SANTA MARIA	Associate	102.20	205.00	20,951.00
PEGGY BARLETT	Associate	83.50	205.00	17,117.50
<b>Associate Total</b>		<b>185.70</b>		<b>38,068.50</b>
BRADY C. WILLIAMSON	Shareholder	79.80	495.00	39,501.00
KATHERINE STADLER	Shareholder	118.20	410.00	48,462.00
ERIC WILSON	Shareholder	67.00	390.00	26,130.00
<b>Shareholder Total</b>		<b>265.00</b>		<b>114,093.00</b>
<b>TIMEKEEPER TOTALS</b>		<b>923.80</b>		<b>\$268,294.50</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*



# **EXHIBIT C-2**

**Detailed Time Records**

**Project Category: Prepare for and Attend Hearings**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532271  
Matter No. 004179-001B

Re: Prepare for and Attend Hearings

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-06-2010	N. Talbott Settle	Continue work on index and binders of letters to the retained professionals for hearing on October 26, 2010 and overnight delivery (1.4); review correspondence relating to compensation (.2); update report review folders with correspondence to the professionals (.2); update the binder of Jenner & Block (.1); Bates White (.2); and Legal Analysis Systems (.4).	2.50	400.00
10-07-2010	N. Talbott Settle	For hearing preparation, update the binders of Togut Segal (1.7); Caplin & Drysdale (.2); Kramer Levin (.2); and LFR (2.3).	4.40	704.00
10-11-2010	N. Talbott Settle	Prepare materials for hearing (.5); update the professional binder of Butzel Long (.4); Jenner & Block (.2).	1.10	176.00
10-12-2010	Brady C. Williamson	Prepare for (.5) and participate in in-person conference with U.S. Trustee, Ms. Hope Davis, and colleagues on pending applications (1.8).	2.30	1,138.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-13-2010	Brady C. Williamson	Prepare for (.5) and participate in conference call with U.S. Trustee and colleagues on pending issues and hearing (.7).	1.20	594.00
10-14-2010	N. Talbott Settle	Prepare binder and report files for October 26, 2010 hearing (1.1).	1.10	176.00
10-14-2010	Eric Wilson	Preparation for October 26 hearing (.7).	0.70	273.00
10-15-2010	N. Talbott Settle	Continue preparing binders and report files in preparation for October 26, 2010 hearing (1.3).	1.30	208.00
10-17-2010	Eric Wilson	Review summary of fee applications pending for October 26 hearing and fee examiner responses (.7).	0.70	273.00
10-17-2010	Eric Wilson	Review fee examiner summary and recommendations for October 26 hearing and draft internal memoranda (.6).	0.60	234.00
10-18-2010	N. Talbott Settle	Correspondence regarding question on hearing binder materials (.1).	0.10	16.00
10-18-2010	Eric Wilson	Preparation for October 26 hearing (.5); telephone conference regarding calculation of hourly rate increases and review correspondence regarding same (.4); prepare summary of cases regarding "fees on fees" issue in preparation for October 26 hearing (2.4).	3.30	1,287.00
10-19-2010	N. Talbott Settle	Conference regarding materials for the October 26, 2010 hearing (.1).	0.10	16.00
10-19-2010	Zerithea Raiche	Prepare chart of fees requested in all fee applications for responding to inquiries by the fee examiner, the U.S. Trustee and the court for use at the October 26, 2010 hearing (1.3).	1.30	208.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-19-2010	Eric Wilson	Review materials in preparation for October 26 hearing, including fee applications and response by Weil Gotshal to fee examiner's statement of limited objection (2.1).	2.10	819.00
10-20-2010	N. Talbott Settle	Continue preparing hearing binder and report files (1.0); work on hearing binder of all applications for hearing (4.5).	5.50	880.00
10-20-2010	Zerithea Raiche	Prepare chart summarizing disputed issues and status of stipulated issues for pending fee applications for use at October 26, 2010 hearing (3.3); continue preparation of chart on fees requested in all fee applications for responses to the U.S. Trustee and the court (2.9).	6.20	992.00
10-21-2010	N. Talbott Settle	Review and update index and hearing binder regarding contested applications (2.2); update hearing materials for Mr. Wilson (1.7); prepare index and hearing binder on stipulated fee applications (.9).	4.80	768.00
10-21-2010	Zerithea Raiche	Complete chart summarizing issues of contention and status of stipulated issues for pending fee applications for use at October 26, 2010 hearing (2.6); continue preparation of chart on fees requested for responses to the U.S. Trustee and the court (1.3); arrange with CourtCall to attend the October 26, 2010 hearing by telephone (.2).	4.10	656.00
10-21-2010	Katherine Stadler	Draft summary of Kramer Levin application for inclusion with hearing materials (.5); assist with preparation of hearing materials (1.2).	1.70	697.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-22-2010	N. Talbott Settle	Update and convert final report review files into hearing files for the contested fee applications in preparation for the hearing (5.1); update logistics memorandum for October 26, 2010 hearing (.1); inventory additional items for preparation for the hearing (1.1).	6.30	1,008.00
10-22-2010	Zerithea Raiche	Update chart on fees requested in all fee applications for responses to the U.S. Trustee and the court (1.3); review agenda for October 26, 2010 hearing and send email on agenda items (.3).	1.60	256.00
10-22-2010	Brady C. Williamson	Preparation for October 26, 2010 hearing - review of disputed applications and issues (1.3).	1.30	643.50
10-25-2010	N. Talbott Settle	Review hearing notice and update hearing binder (1.2); correspondence regarding items to add to hearing notice (.2); update and circulate hearing logistics memorandum (.3); update index of final reports on the third round of fee applications with replies (.5); arrange live connection for court call (.2); conference regarding hearing logistics (.3).	2.70	432.00
10-25-2010	Zerithea Raiche	Prepare chart of fees and expenses requested and amounts disallowed for fee applications filed in the first, second and third fee periods for use at the October 26, 2010 hearing (.9); prepare chart of fees requested in pending applications (1.3).	2.20	352.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-25-2010	Zerithea Raiche	Prepare for appearances by telephone conference for the October 26, 2010 hearing due to flight delay (.1); update internal website to include responses from retained professionals (.3).	0.40	64.00
10-25-2010	Eric Wilson	Review notes, fee applications, fee examiner reports, and responses filed by fee applicants in preparation for hearing on third interim fee applications (3.5).	3.50	1,365.00
10-25-2010	Katherine Stadler	Final preparations for hearing on third interim compensation, reviewing updated agenda and list of responses (1.1).	1.10	451.00
10-25-2010	Brady C. Williamson	Preparation for October 26, 2010 hearing, including review of pending objections and grid summarizing totals (2.3); review amended notice of matters for hearing (.3).	2.60	1,287.00
10-26-2010	N. Talbott Settle	Provide documents for hearing (.2).	0.20	32.00
10-26-2010	N. Talbott Settle	Correspondence regarding documents for the hearing (.2); update professional binder for Togut Segal (.2); Claro Group (.2); Plante & Moran (.2); logistics in return of hearing materials (.1).	0.90	144.00
10-26-2010	Zerithea Raiche	Review and prepare email on December 2010 hearing dates in the Motors Liquidation Company case (.2); review transcript of October 21, 2010 hearing on Debtors' motion to approve the disclosure statement and forward (.2).	0.40	64.00
10-26-2010	Monica Santa Maria	Conference regarding Judge Gerber's discussion of the "fees on fees" issue (.1).	0.10	20.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-26-2010	Katherine Stadler	Attend, by telephone, hearing on third interim fee applications (2.2); follow up conferences on results (.2); review follow up emails between Mr. Wilson and Mr. Brooks (.2); e-mail exchange with U.S. Trustee (.1).	2.70	1,107.00
10-26-2010	Brady C. Williamson	Additional preparation for hearing (1.6); attend and participate in hearing (2.5).	4.10	2,029.50
10-27-2010	Zerithea Raiche	Telephone conference with Ms. Blum on hearing dates for fourth round of fee applications before the end of the year (.1); prepare email on telephone conference on hearing dates for December 2010 (.1).	0.20	32.00
10-28-2010	Carla Andres	Review e-mail regarding hearing dates (.1).	0.10	35.00
12-07-2010	N. Talbott Settle	Prepare hearing binder for fourth round fee applications (.8).	0.80	128.00
12-10-2010	Zerithea Raiche	Assemble and forward reports filed on December 8 for use at the December 15 hearing (.9).	0.90	144.00
12-13-2010	Zerithea Raiche	Prepare chart of pending fee applications for use at December 15 hearing (.9); telephone conference with Ms. Blum on status of pending fee applications for the hearing (.1); revise index for hearing binder (.3).	1.30	208.00
12-13-2010	N. Talbott Settle	Update hearing binder for December 15 hearing (2.1).	2.10	336.00
12-13-2010	N. Talbott Settle	Review correspondence relating to hearing (.4).	0.40	64.00
12-13-2010	Brady C. Williamson	Review chart of pending issues and matters scheduling for hearing (.2).	0.20	99.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-14-2010	Zerithea Raiche	Telephone conference with CourtCall to schedule four telephonic appearances for hearing (.2); prepare emails to telephone participants with instructions on Judge Gerber's requirements for telephonic appearances and call-in instructions (.3); leave voice mail message for Ms. Blum on status of fee applications scheduled for hearing (.1); two telephone conferences with Mr. Uroic on pending fee applications, fee applications to be adjourned to January 6, 2011, responses for contested matters on December 15, 2010 and on-the-record conference calls regarding "fees on fees" issues for specific fee applications (.3); prepare email on conversations with Mr. Uroic and clarification of status of fee applications scheduled for hearing (.2); update status chart of applications scheduled for hearing (.8); review notice of agenda (.1); review amended notice of agenda and report on changes made to the agenda for hearing attendees (.1); update chart of responses and requests by retained professionals (.9); update summary chart of pending fee applications (1.3).	4.30	688.00
12-14-2010	N. Talbott Settle	Continue updating hearing binder (4.3).	4.30	688.00
12-14-2010	N. Talbott Settle	Correspondence regarding hearing and logistics (.2); work on logistics and materials for hearing (1.0).	1.20	192.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-14-2010	Katherine Stadler	Prepare for hearing, working to compile materials and summarize status of disputed fee applications (1.2).	1.20	492.00
12-14-2010	Eric Wilson	Conferences regarding status of fee applications and preparations for December 15, 2010 hearing (.4); prepare correspondence to Mr. Smolinsky and Mr. Brooks regarding same (.2).	0.60	234.00
12-14-2010	Brady C. Williamson	Review stipulation for adjournment and docket for December 16 hearing (Kramer Levin, PricewaterhouseCoopers, Brownfield) (.3); preparation for hearing including review of LFR response points (.7).	1.00	495.00
12-15-2010	N. Talbott Settle	Continue preparing materials for hearing (1.1).	1.10	176.00
12-15-2010	Katherine Stadler	Review Caplin & Drysdale response, in detail, preparing notes for hearing (1.8); review all LFR filings, applications, and reports, along with memorandum on disputed issues in preparation for hearing (4.3); e-mail updates on status of negotiations with LFR to limit disputed issues (.3); e-mail exchange with fee examiner on hearing status (.2); telephone conferences with fee examiner on results (.4); attend and present position at fourth interim hearing (1.1).	8.10	3,321.00
12-15-2010	Brady C. Williamson	Prepare for (.5) and participate (.8) in hearing before Judge Gerber.	1.30	643.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-15-2010	Brady C. Williamson	Exchange preliminary telephone calls and emails with Mr. Masumoto for U.S. Trustee's Office on hearing (.2); exchange email with U.S. Trustee on follow up (.2).	0.40	198.00
12-17-2010	N. Talbott Settle	Work on logistics for January 6, 2010 hearing (1.0).	1.00	160.00
12-28-2010	Zerithea Raiche	Review notice of adjourned hearings originally scheduled for January 6, 2011 and verify adjourned dates for pending fee applications (.1); notify attorneys of matters scheduled for hearing on January 11, 2011 (.1).	0.20	32.00
12-28-2010	Brady C. Williamson	Review formal notice of rescheduling to January 11, 2011 (.1).	0.10	49.50
01-05-2011	Katherine Stadler	Telephone conferences with Judge Gerber's clerk on January 11 hearing (.4).	0.40	164.00
01-10-2011	N. Talbott Settle	Review correspondence regarding results of hearing and work on hearing logistics (.8); work on hearing binder (1.0).	1.80	288.00
01-10-2011	Katherine Stadler	E-mail exchange with U.S. Trustee's Office on open matters for hearing (.3); telephone conference with Judge Gerber's clerk on same (.2); telephone conference with Ms. Laken at Weil Gotshal on agenda items (.2); finalize modified fee examiner order for presentment (.6).	1.30	533.00
01-11-2011	Zerithea Raiche	Prepare request for transcript of the January 11, 2011 hearing (.1).	0.10	16.00
01-11-2011	N. Talbott Settle	Conference with CourtCall and the court staff regarding hearing audio issues (.5).	0.50	80.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-11-2011	Brady C. Williamson	Prepare for (.9) and participate by telephone in hearing before Judge Gerber on pending fee issues and motion to amend fee examiner order (.7).	1.60	792.00
01-11-2011	Katherine Stadler	Prepare for (.6) attend, by telephone, (.7) hearing on open issues with Judge Gerber, e-mail update on hearing results (.4).	1.70	697.00
02-16-2011	Carla Andres	Review objections to plan of reorganization in preparation for hearing (2.1).	2.10	735.00
02-18-2011	Carla Andres	Review plan and objections (5.1).	5.10	1,785.00
03-02-2011	Carla Andres	Review recent filings in preparation for confirmation hearing (4.4).	4.40	No Charge
03-03-2011	Carla Andres	Attend confirmation hearing (5.7).	5.70	No Charge
		Total Fees	\$	33,276.00
		Total Disbursements	\$	<u>0.00</u>
		<b>Total For This Invoice</b>	<b>\$</b>	<b><u>33,276.00</u></b>

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
ZERITHEA RAICHE	Paralegal	23.20	160.00	3,712.00
N. TALBOTT SETTLE	Paralegal	44.20	160.00	7,072.00
<b>Paralegal Total</b>		<b>67.40</b>		<b>10,784.00</b>
CARLA ANDRES	Of Counsel	7.30	350.00	2,555.00
<b>Of Counsel Total</b>		<b>7.30</b>		<b>2,555.00</b>
MONICA SANTA MARIA	Associate	0.10	205.00	20.50
<b>Associate Total</b>		<b>0.10</b>		<b>20.50</b>
BRADY C. WILLIAMSON	Shareholder	16.10	495.00	7,969.50
KATHERINE STADLER	Shareholder	18.20	410.00	7,462.00
ERIC WILSON	Shareholder	11.50	390.00	4,485.00
<b>Shareholder Total</b>		<b>45.80</b>		<b>19,916.50</b>
<b>TIMEKEEPER TOTALS</b>		<b>120.60</b>		<b>\$33,276.00</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*

# **EXHIBIT C-3**

**Detailed Time Records**  
**Project Category: Travel**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532274  
Matter No. 004179-001K

Re: Travel - Time

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-11-2010	Brady C. Williamson	Travel to Washington, D.C. for October 12 meeting with the Federal Office of the U.S. Trustee, U.S. Trustee and colleagues (4.5).	4.50	2,227.50
10-11-2010	Katherine Stadler	Non-working travel to Washington, D.C. for meeting with Ms. Hope Davis and Mr. Cliff White (4.0).	4.00	No Charge
10-12-2010	Katherine Stadler	Return travel from Washington, D.C. (5.2).	5.20	No Charge
10-13-2010	Brady C. Williamson	Return to Madison from Washington, D.C. (4.6).	4.60	2,277.00
10-25-2010	Brady C. Williamson	Non-working travel time to New York for hearing (4.7).	4.70	2,326.50
10-26-2010	Brady C. Williamson	Non-working travel time for return (4.9).	4.90	2,425.50
12-15-2010	Katherine Stadler	Non-working travel to and from New York for fourth interim fee hearing (8.0).	8.00	3,280.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
03-02-2011	Carla Andres	Non-working travel to New York for attendance at March 3, 2011 confirmation hearing.	2.90	No Charge
03-03-2011	Carla Andres	Non-working travel from New York.	6.20	No Charge
		Total Fees	\$	12,536.50
		50% Non-working Travel Reduction	\$	<u>-6,268.25</u>
		Total Adjusted Fees	\$	6,268.25
		Total Disbursements	\$	<u>0.00</u>
		<b>Total For This Invoice</b>	<b>\$</b>	<b><u>6,268.25</u></b>

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
BRADY C. WILLIAMSON	Shareholder	18.70	495.00	9,256.50
KATHERINE STADLER	Shareholder	8.00	410.00	3,280.00
<b>Shareholder Total</b>		<b>26.70</b>		<b>12,536.50</b>
<b>TIMEKEEPER TOTALS</b>		<b>26.70</b>		<b>\$12,536.50</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*



# **EXHIBIT C-4**

**Detailed Time Records**

**Project Category: General Case Administration**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532273  
Matter No. 004179-001J

Re: General Case Administration

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-01-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents for use by team members in review of fee applications (.3); check court docket, confirm accuracy of case calendar and docket response deadlines (.2); list of daily postings to the internal website and court filings (.1).	0.60	96.00
10-04-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents for use in review of fee applications of retained professionals (.9).	0.90	144.00
10-04-2010	N. Talbott Settle	Review newly-received correspondence from professionals and route new correspondence (.3).	0.30	48.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-05-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents (.4); list daily postings to the internal website and court filings (.2).	0.60	96.00
10-05-2010	N. Talbott Settle	Work on index of responses from the retained professionals in preparation for hearing on October 26, 2010 (.6); review file for FTI's backup to third interim fee application (.1); review correspondence regarding draft letters to the professionals (.1); review newly-received correspondence of professionals and route new correspondence (.3).	1.10	176.00
10-06-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents (1.4); prepare email to team members and include list of daily postings (.6); docket response deadlines (.2).	2.20	352.00
10-07-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents (.9); prepare emails to team members and include list of daily postings (.5); docket response deadlines (.2).	1.60	256.00
10-08-2010	Zerithea Raiche	Update responses from retained professionals, daily filings, and supporting documents in review of fee applications of retained professionals (.8); list daily postings to the internal website and court filings (.6).	1.40	224.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-08-2010	N. Talbott Settle	Update the professional binders of Plante & Moran (1.9); and Brownfield (.6).	2.50	400.00
10-08-2010	Brady C. Williamson	Exchange email with Assistant U.S. Trustee on disclosure statement and schedule (.3).	0.30	148.50
10-10-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings, and supporting documents (4.9).	4.90	784.00
10-11-2010	N. Talbott Settle	Work on final report and review files for the following professionals: Bates White, Butzel Long, FTI, Hamilton Rabinovitz (.3), update professional binder of Butzel Long and preceding professionals (1.5); review correspondence relating to draft reports (.3).	2.10	336.00
10-11-2010	Zerithea Raiche	Update internal website to include responses from retained professionals (1.2); prepare email to list daily postings to the internal website and court filings (.7).	1.90	304.00
10-12-2010	Zerithea Raiche	Prepare preliminary draft of service protocols for letters and reports to retained professionals (.9); update internal website to include responses from retained professionals (.6); list daily postings to the internal website and court filings (.3).	1.80	288.00
10-12-2010	Katherine Stadler	Prepare for meeting with U.S. Trustee's Office and Ken Feinberg (.6).	0.60	No Charge
10-12-2010	Katherine Stadler	Attend meeting with U.S. Trustee's office and Mr. Feinberg (1.5).	1.50	No Charge

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-13-2010	N. Talbott Settle	Update professional binder for Deloitte Tax (.4) and Bates White (.2).	0.60	96.00
10-13-2010	Zerithea Raiche	Update outline of service protocols for letters and reports to retained professionals (.6); update internal website to include responses from retained professionals (1.7); prepare emails to team members and daily postings to the internal website and court filings (.6); check court docket and confirm accuracy of case calendar (.3).	3.20	512.00
10-13-2010	Monica Santa Maria	Email correspondence regarding updating research on "fees on fees" issue (.1).	0.10	20.50
10-14-2010	N. Talbott Settle	Review service protocol memorandum (.2); update the professional binders for Butzel Long (.4); Brownfield (1.9); Claro Group (1.0); Jenner & Block (.2) attend team meeting (.5); conference regarding upcoming hearing and preparation (.2).	4.40	704.00
10-14-2010	Zerithea Raiche	Attend team meeting (.5); conference on preparations for the October 26, 2010 hearing (.2); update internal website to include responses from retained professionals, daily filings, and supporting documents (.7); check court docket and confirm accuracy of case calendar (.2).	1.60	256.00
10-14-2010	Monica Santa Maria	Attend team meeting to discuss procedure for next round of reports (.5).	0.50	102.50
10-14-2010	Brady C. Williamson	Administrative conference with team members and hearing preparation (.5).	0.50	247.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-14-2010	Katherine Stadler	Attend team meeting to discuss status of all third interim fee applications and Tuesday's meeting at U.S. Trustee's Office in Washington, D.C. (.5).	0.50	205.00
10-15-2010	Monica Santa Maria	Email correspondence regarding preparing summary of report status (.1); review memorandum and coordinate citation checking to update research (.2).	0.30	61.50
10-18-2010	N. Talbott Settle	Review correspondence on final reports and status (.5); work on index and binders of final reports (.7); work on file of first consolidated application of Godfrey & Kahn, S.C. (.3).	1.50	240.00
10-18-2010	Zerithea Raiche	Update website to include responses from retained professionals (.4); prepare email to team members and include list of daily postings (.2).	0.60	96.00
10-18-2010	Monica Santa Maria	Review objections to Debtors' disclosures statement and plan filed by U.S. Trustee and Creditor's Committee (.1).	0.10	20.50
10-19-2010	N. Talbott Settle	Update the retained professional binder for Weil Gotshal (.6); and LFR (.2).	0.80	128.00
10-19-2010	Zerithea Raiche	Update website to include responses from retained professionals (1.6).	1.60	256.00
10-19-2010	Monica Santa Maria	Review draft comprehensive report for hearing (.2); telephone conference regarding consistency issues across reports (.2); edit Legal Analysis Systems and Jenner & Block reports for consistency (.1).	0.50	102.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-20-2010	Zerithea Raiche	Update internal website to include daily filings, and supporting documents for use by team members in review of fee applications (2.2); list daily postings to the internal website and court filings (.6).	2.80	448.00
10-20-2010	Brady C. Williamson	Review U.S. Trustee's omnibus response on fee applications (.4).	0.40	198.00
10-21-2010	N. Talbott Settle	Changes to flight for Mr. Williamson (.6).	0.60	No Charge
10-21-2010	Zerithea Raiche	Update responses from retained professionals, daily filings, and supporting documents (.4); list daily postings to the internal website and court filings (.3).	0.70	112.00
10-21-2010	Brady C. Williamson	Exchange email with U.S. Trustee's Office on hearing schedule (.2).	0.20	99.00
10-22-2010	Zerithea Raiche	Update internal website with responsive materials (2.1); prepare email to team members and include list of daily postings and court filings (.6).	2.70	432.00
10-25-2010	N. Talbott Settle	Telephone conferences regarding travel arrangements (.4).	0.40	No Charge
10-25-2010	N. Talbott Settle	Review correspondence from professionals and forward for updates to professional binders (.4).	0.40	64.00
10-26-2010	Zerithea Raiche	Update internal website to include responses from retained professionals (.3); prepare email to team members and include list of daily postings (.2).	0.50	80.00
10-26-2010	Brady C. Williamson	Separate conferences with Mr. Smolinsky for Debtor (.2) and representatives of U.S. Trustee's Office before (.2) and after (.2) hearing.	0.60	297.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-27-2010	N. Talbott Settle	Confirm receipt of correspondence from professionals (.2); update the professional binder of Weil Gotshal (.2).	0.40	64.00
10-27-2010	Zerithea Raiche	Order transcript from Veritext of the October 26, 2010 hearing (.1); update website with supporting documents for use in review of fee applications of retained professionals (1.8); prepare email to team members and include list of daily postings (.7); prepare email to Ms. Leary of the U.S. Attorney General's Office on obtaining the audio file for the October 26, 2010 hearing (.2).	2.80	448.00
11-01-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings and supporting documents for review of fee applications of retained professionals (.3); forward to team list of daily postings to the internal website and court filings (.1).	0.40	64.00
11-02-2010	N. Talbott Settle	Review correspondence from professionals forwarded by team members and review file to determine if duplicative (.2); update binder of hearing transcripts (.2).	0.40	64.00
11-02-2010	Brady C. Williamson	Review hearing transcript (.7).	0.70	346.50
11-03-2010	Zerithea Raiche	Update internal website to include responses from retained professionals, daily filings and supporting documents for use by team members in review of fee applications of retained professionals (.6); forward to team list daily postings to the internal website and court filings (.2).	0.80	128.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-04-2010	Zerithea Raiche	Update responses from retained professionals, daily filings and supporting documents (1.8); forward to team list of daily postings to the internal website and court filings (.6); check court docket, confirm accuracy of case calendar and docket response deadlines (.4).	2.80	448.00
11-04-2010	N. Talbott Settle	Update the professional binder for Caplin & Drysdale (.3); Legal Analysis Systems (.2); Butzel Long (.5); and Plante & Moran (.3).	1.30	208.00
11-05-2010	Zerithea Raiche	Update website to include responses from retained professionals (2.7); prepare email to team to include list of daily postings to the internal website and court filings (.7); conference with Ms. Blum on December 2010 hearing date for fee applications that are not part of the interim compensation cycle (.1); prepare email to team on December 15, 2010 hearing date (.1).	3.60	576.00
11-08-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.4); file responses from retained professionals, daily filings and supporting documents for use in review of fee applications of retained professionals (.4).	0.80	128.00
11-09-2010	N. Talbott Settle	Update professional binder for Bates White (.3); Kramer Levin (.3); Claro Group (.2); Togut Segal (.1); review correspondence (.1).	1.00	160.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-09-2010	Zerithea Raiche	Update website, daily filings and supporting documents for use in review of fee applications of retained professionals (1.3); prepare email to team list of daily postings to the internal website and court filings (.8); prepare email to Mr. Wilson and leave voice mail message with contact information from Weil Gotshal (.2); check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	2.60	416.00
11-10-2010	Zerithea Raiche	Update website to include responses from retained professionals (1.8); check court docket, confirm accuracy of case calendar and docket response deadlines (.9).	2.70	432.00
11-11-2010	N. Talbott Settle	Update the professional binder of Plante & Moran (.1).	0.10	16.00
11-11-2010	Zerithea Raiche	Update website with daily filings (2.7); check court docket, confirm accuracy of case calendar and docket response deadlines (.2).	2.90	464.00
11-12-2010	N. Talbott Settle	Update the professional binders for Caplin & Drysdale, Epiq, Analysis, Research and Planning Corporation (.4); and Weil Gotshal (.4).	0.80	128.00
11-15-2010	N. Talbott Settle	Update the professional binders of Legal Analysis Systems (.3); Deloitte Tax (.1); Hamilton Rabinovitz (.3); Caplin & Drysdale (.6) create binder for PricewaterhouseCoopers (.6).	1.90	304.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-15-2010	Zerithea Raiche	Assemble responses from retained professionals, daily filings and supporting documents (2.3); prepare emails to team of daily postings to the internal website and court filings (1.1).	3.40	544.00
11-16-2010	N. Talbott Settle	Update the professional binders for FTI (.6); Bates White and Togut Segal (.4); Weil Gotshal (.4); LFR (.3); Plante & Moran, LFR and Dean Trafelet (.4); Brownfield (.4); review list of professionals and contacts for forwarding Motors Liquidation Company memorandum on fourth interim fee applications (.3).	2.80	448.00
11-16-2010	N. Talbott Settle	Draft distribution list and forward memorandum to retained professionals-counsel from the fee examiner (2.8).	2.80	448.00
11-16-2010	Zerithea Raiche	Update website to include latest responses from retained professionals (1.1); forward to team list daily postings to the internal website and court filings (.6); docket response deadlines (.4).	2.10	336.00
11-17-2010	N. Talbott Settle	Update the professional binder of Kramer Levin (.4).	0.40	64.00
11-18-2010	N. Talbott Settle	Prepare table of professionals that received the November 16, 2010 memorandum from the fee examiner and circulate (.5).	0.50	80.00
11-18-2010	Zerithea Raiche	Update daily filings and supporting documents (1.9); check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	2.20	352.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-19-2010	Zerithea Raiche	Summarize responses from retained professionals, daily filings and supporting documents (2.3).	2.30	368.00
11-22-2010	Zerithea Raiche	Update website to include responses from retained professionals (1.3); include list of daily postings to the internal website and court filings (.4); review and submit September 2010 invoice for Garden City (.1).	1.80	288.00
11-23-2010	N. Talbott Settle	Review and circulate bench decision on pending fee issues (.2); review correspondence and determine whether duplicative (.3); update the binder of retained professionals for Butzel Long (.3); review correspondence relating to Togut Segal's fee application (.1).	0.90	144.00
11-23-2010	Zerithea Raiche	Assemble responses from retained professionals (1.1); prepare email to team members and include list of daily postings to the internal website and court filings (.4); check court docket, confirm accuracy of case calendar and docket response deadlines (.6).	2.10	336.00
11-24-2010	N. Talbott Settle	Review correspondence relating to statistical rate increases information and fee applications (.2).	0.20	32.00
11-24-2010	Zerithea Raiche	Update website to include responses from retained professionals, daily filings and supporting documents (.8).	0.80	128.00
11-28-2010	N. Talbott Settle	Continue preparing review files and review check list for reports on fourth round of fee applications (2.0).	2.00	320.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-29-2010	Zerithea Raiche	Conference with Ms. Talbott Settle on document management for fourth round of fee applications (.3); update team website (.8).	1.10	176.00
11-29-2010	N. Talbott Settle	Conference with Ms. Raiche relating to document management (.3); draft email to team on file management of fee application review files (.1); update binder for Legal Analysis Systems (.2); update the retained professional binder of Bates White (.3).	0.90	144.00
11-30-2010	Zerithea Raiche	Update team website to include responses from retained professionals, daily filings and supporting documents (.4); include list of daily postings to the internal website and court filings (.3).	0.70	112.00
11-30-2010	N. Talbott Settle	Prepare binder of draft reports for the fourth round of fee applications (.3).	0.30	48.00
11-30-2010	Brady C. Williamson	Exchange email with U.S. Trustee's staff on schedule and report status (.3).	0.30	148.50
12-01-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	0.30	48.00
12-01-2010	N. Talbott Settle	Continue preparing binder of draft reports (.4); update retained professional binder for FTI (.2); review correspondence forwarding draft reports to professionals and update review files with draft reports (1.1).	1.70	272.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-02-2010	Zerithea Raiche	Update website to include responses from retained professionals, daily filings and supporting documents (1.4); list daily postings to the internal website and court filings (.6); check court docket, confirm accuracy of case calendar and update docket response deadlines (.3).	2.30	368.00
12-02-2010	N. Talbott Settle	Continue preparing binders of draft reports (.4); continue updating review files with draft reports (.2).	0.60	96.00
12-03-2010	N. Talbott Settle	Correspondence to Brian Masumoto, U.S. Trustee's Office (.1); update professional binders with October 2010 fee statements (.4); continue updating review files with draft reports (.9).	1.40	224.00
12-06-2010	Zerithea Raiche	Update website to include responses from retained professionals, daily filings and supporting documents for use by team members in review of fee applications of retained professionals (1.1).	1.10	176.00
12-06-2010	N. Talbott Settle	Update review files for final reports (.4).	0.40	64.00
12-06-2010	N. Talbott Settle	Update the retained professional binder of Bates White (.6); Kramer Levin (.4); Caplin & Drysdale (.6).	1.60	256.00
12-08-2010	N. Talbott Settle	Update professional binders with final reports on fourth round of interim fee applications (1.1).	1.10	176.00
12-09-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.2).	0.20	32.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-10-2010	Zerithea Raiche	Update website to include latest responses from retained professionals, daily filings and supporting documents (2.7); check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	3.00	480.00
12-11-2010	Brady C. Williamson	Review latest U.S. Trustee filings (.2).	0.20	99.00
12-12-2010	Zerithea Raiche	Update website to include responses from retained professionals, daily filings and supporting documents (4.6); prepare email to team with list of daily postings to the internal website and court filings (.9); update chart of requests and responses by retained professionals (.8).	6.30	1,008.00
12-13-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	0.30	48.00
12-14-2010	Zerithea Raiche	Assemble responses from retained professionals, daily filings and supporting documents (.8).	0.80	128.00
12-15-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.2).	0.20	32.00
12-16-2010	Zerithea Raiche	Update website to include responses from retained professionals (.4); check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	0.70	112.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-17-2010	Zerithea Raiche	Update website to include daily filings and supporting documents (.8); prepare email to team including list of daily postings to the internal website and court filings (.3).	1.10	176.00
12-17-2010	Monica Santa Maria	Review article on professional fees in large Chapter 11 cases written by staff of the U.S. Trustee's Office (.3).	0.30	61.50
12-20-2010	Zerithea Raiche	Update website to include supporting documents for use in review of fee applications of retained professionals (.6); prepare email to team members and include list of daily postings to the internal website and court filings (.2).	0.80	128.00
12-23-2010	Mary Roufus	Review, download and forward order regarding fourth interim fee applications (.2).	0.20	32.00
12-27-2010	N. Talbott Settle	Update professional binders with order granting fourth round of fee applications and related materials (1.2).	1.20	192.00
12-27-2010	Katherine Stadler	Internal conference on Caplin & Drysdale disputed fees (.2).	0.20	82.00
12-28-2010	Zerithea Raiche	Prepare email on audio file of December 15, 2010 hearing (.1); update website to include daily filings (1.3).	1.40	224.00
12-29-2010	Zerithea Raiche	Attend telephonic status on matters pending for January 11, 2011 hearing and filing of motion to amend terms of the fee examiner's appointment (.3); update team website to include latest filings and supporting documents (1.4); list daily postings to the internal website and court filings (.4).	2.10	336.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-29-2010	N. Talbott Settle	Update transcript and hearing binder with December 15, 2010 transcript the library (.4).	0.40	64.00
12-30-2010	Zerithea Raiche	Update website with latest documents (.6); list daily postings to the internal website and court filings (.2); check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	1.10	176.00
12-31-2010	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.4); update team website to include responses from retained professionals, daily filings, and supporting documents for use by team members in review of fee applications of retained professionals (.3); prepare email to team members and include list of daily postings to the internal website and court filings (.1).	0.80	128.00
01-03-2011	Zerithea Raiche	Prepare and forward summary of joint plan of liquidation to team (.3).	0.30	48.00
01-03-2011	Eric Wilson	Correspondence with Ms. Raiche regarding monthly budgets for Weil Gotshal (.2); review published summary of plan (.2); conference with Mr. Williamson regarding status of communications with Weil Gotshal (.1).	0.50	195.00
01-04-2011	N. Talbott Settle	Update the professional binder for each of the following professionals: Butzel Long (.7); Caplin & Drysdale (.6); Plante & Moran (.8); review correspondence and update professional binder for LFR (2.1).	4.20	672.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-05-2011	N. Talbott Settle	Update the professional binder for each of the following professionals: Epiq (.3); Legal Analysis Systems (.3); Bates White (.2); Kramer Levin (.6).	1.40	224.00
01-06-2011	N. Talbott Settle	Review and circulate new mail items and update professional binder of Bates White (.2).	0.20	32.00
01-10-2011	N. Talbott Settle	Update the professional binder of Butzel Long (.2).	0.20	32.00
01-10-2011	N. Talbott Settle	Review correspondence relating to hearing schedule (.3).	0.30	48.00
01-11-2011	Zerithea Raiche	Update team website to include daily filings, and supporting documents (1.1).	1.10	176.00
01-11-2011	Brady C. Williamson	Email to U.S. Trustee's Office on schedule (.1).	0.10	49.50
01-13-2011	N. Talbott Settle	Review correspondence received from professionals and circulate (.1).	0.10	16.00
01-14-2011	Zerithea Raiche	Update team website to include filings and supporting documents (1.9); prepare email to list daily postings to the internal website and court filings (.3).	2.20	352.00
01-19-2011	N. Talbott Settle	Update the retained professional binder for Plante & Moran (.2); Butzel Long (.2); Brownfield (.6); LFR (.3); update pleadings regarding global matters (.1).	1.40	224.00
01-19-2011	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.2).	0.20	32.00
01-20-2011	N. Talbott Settle	Update the retained professional binder for PricewaterhouseCoopers (1.1).	1.10	176.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-20-2011	Zerithea Raiche	Update team website to include filings and supporting documents (1.6); prepare email to include list of daily postings (.3).	1.90	304.00
01-21-2011	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.4).	0.40	64.00
01-24-2011	N. Talbott Settle	Review correspondence relating to various professionals (.4); update the professional binders for Hamilton Rabinovitz (.1); Caplin & Drysdale (.1); Legal Analysis Systems (.1); Bates White (.1); Dean Trafelet (.1); Stutzman Bromberg (.1); Analysis, Research and Planning Corporation (.1); and Weil Gotshal (.3).	1.40	224.00
01-24-2011	Zerithea Raiche	Update team website to include responses from retained professionals, filings, and supporting documents (.8).	0.80	128.00
01-24-2011	Monica Santa Maria	Review and summarize new fee case related to excessive conferencing (.4).	0.40	82.00
01-26-2011	Zerithea Raiche	Update team website to include latest responses from retained professionals, daily filings and supporting documents (.2); check court docket, confirm accuracy of case calendar and docket response deadlines (.2).	0.40	64.00
01-28-2011	N. Talbott Settle	Update the professional binder of Epiq (.4).	0.40	64.00
01-28-2011	Zerithea Raiche	Update team website to include responses from retained professionals, daily filings, and supporting documents (.4).	0.40	64.00
02-01-2011	N. Talbott Settle	Update professional binder for Plante & Moran (.2).	0.20	32.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
02-01-2011	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	0.30	48.00
02-02-2011	Carla Andres	Edit environmental professionals memorandum (.2).	0.20	70.00
02-02-2011	Brady C. Williamson	Review memorandum summarizing discussion with Ms. Basler, Motors Liquidation Company, on schedule and procedure (.3); conference with Ms. Stadler on response (.1).	0.40	198.00
02-02-2011	Katherine Stadler	Telephone conference with Ms. Basler on case status, confirmation issue, and final fee application protocols (.2); e-mail update and conference with Mr. Williamson (.1).	0.30	123.00
02-07-2011	Zerithea Raiche	Update team website to include latest filings(.5); check court docket, confirm accuracy of case calendar and docket response deadlines (.2); prepare email to list daily postings to the internal website and court filings (.3); review February 9, 2011 hearing agenda (.2).	1.20	192.00
02-08-2011	N. Talbott Settle	Update the professional binder for Bates White (.2); Caplin & Drysdale (.2); and Bates White (.2).	0.60	96.00
02-14-2011	Monica Santa Maria	Review asbestos trust stipulation (.1).	0.10	20.50
02-15-2011	Zerithea Raiche	Update team website to include court filings on objections to and in support of Debtors' amended joint plan of liquidation (1.4); prepare email attaching all documents filed for the March 3, 2011 plan confirmation hearing (.3).	1.70	272.00
02-16-2011	Zerithea Raiche	Update team website to include daily filings (.6).	0.60	96.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
02-16-2011	Brady C. Williamson	Preliminary review of additional plan objections (.4).	0.40	198.00
02-20-2011	N. Talbott Settle	Correspondence to team on new retained professionals and updates to retained professional tables (.2).	0.20	32.00
02-20-2011	N. Talbott Settle	Update the retained professional file for Analysis Research (.4); and Jenner & Block (.3).	0.70	112.00
02-21-2011	N. Talbott Settle	Review retained professional binder for Jenner & Block (.1).	0.10	16.00
02-23-2011	Zerithea Raiche	Update website to include filings and supporting documents (1.2).	1.20	192.00
02-23-2011	Carla Andres	Review recent filings, including response to asbestos estimation motion (1.3).	1.30	455.00
02-27-2011	Zerithea Raiche	Update team website to include daily filings and supporting documents (.7).	0.70	112.00
03-02-2011	Zerithea Raiche	Check court docket, confirm accuracy of case calendar and docket response deadlines (.3).	0.30	48.00
03-02-2011	Carla Andres	E-mails regarding fifth and final fee applications (.1); review asbestos professionals and Epiq's monthly statements for January (.2); review filings relating to confirmation hearing (.3).	0.60	210.00
03-02-2011	Brady C. Williamson	Initial review of latest filed materials involving confirmation hearing (.7).	0.70	346.50
03-04-2011	Zerithea Raiche	Update team website to include latest filings (.8).	0.80	128.00
03-04-2011	Carla Andres	Review articles regarding confirmation and e-mail with Ms. Leary regarding fee inquiry (.3).	0.30	105.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
03-06-2011	N. Talbott Settle	Review correspondence from professionals duplicative and forward for updates to retained professional binders (.8).	0.80	128.00
03-08-2011	Carla Andres	Review recent filings and e-mail regarding delayed fifth interim applications (.4).	0.40	140.00
03-09-2011	Zerithea Raiche	Update website to include daily filings (.3).	0.30	48.00
03-11-2011	Eric Wilson	Conference with Mr. Williamson regarding scheduling of final fee application hearing (.1).	0.10	39.00
03-14-2011	Zerithea Raiche	Attend meeting on timing for final fee applications and retention of Stuart Maue for statistical analysis of final fee applications (.1).	0.10	16.00
03-14-2011	Eric Wilson	Internal conference regarding potential use of Stuart Maue in connection with final fee hearing (.2).	0.20	78.00
03-15-2011	Monica Santa Maria	Email correspondence regarding possible use of auditor for final fee applications (.1).	0.10	20.50
		Total Fees	\$	29,402.00
		Total Disbursements	\$	<u>0.00</u>
		<b>Total For This Invoice</b>	<b>\$</b>	<b><u>29,402.00</u></b>

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
ZERITHEA RAICHE	Paralegal	102.90	160.00	16,464.00
N. TALBOTT SETTLE	Paralegal	52.10	160.00	8,336.00
MARY ROUFUS	Paralegal	0.20	160.00	32.00
<b>Paralegal Total</b>		<b>155.20</b>		<b>24,832.00</b>
CARLA ANDRES	Of Counsel	2.80	350.00	980.00
<b>Of Counsel Total</b>		<b>2.80</b>		<b>980.00</b>
MONICA SANTA MARIA	Associate	2.40	205.00	492.00
<b>Associate Total</b>		<b>2.40</b>		<b>492.00</b>
BRADY C. WILLIAMSON	Shareholder	4.80	495.00	2,376.00
KATHERINE STADLER	Shareholder	1.00	410.00	410.00
ERIC WILSON	Shareholder	0.80	390.00	312.00
<b>Shareholder Total</b>		<b>6.60</b>		<b>3,098.00</b>
<b>TIMEKEEPER TOTALS</b>		<b>167.00</b>		<b>\$29,402.00</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*

# **EXHIBIT C-5**

**Detailed Time Records**

**Project Category: Firm Retention/Disclosure Issues**



Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532270  
Matter No. 004179-001A

Re: Retention/Disclosure Issues

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-01-2010	Zerithea Raiche	Review and forward to team members transcript of the October 26, 2010 hearing (.1); prepare email to team members on court's statements regarding setting a hearing date in December 2010 (.1).	0.20	32.00
11-03-2010	Monica Santa Maria	Review local counsel engagements (.3); draft and edit supplemental disclosure regarding retention as local counsel by Weil Gotshal and Jenner & Block (.9).	1.20	246.00
11-08-2010	Carla Andres	Review Stuart Maue application (.3); e-mails regarding fee carve outs, fee applications, and internal telephone conference regarding timing (.5).	0.80	280.00
11-08-2010	Brady C. Williamson	Conference on schedule for Stuart Maue application (.2).	0.20	99.00
11-15-2010	Monica Santa Maria	Edit disclosure form regarding new local counsel and co-counsel relationships (.7).	0.70	143.50

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-15-2010	Katherine Stadler	Review and revise updated disclosure of co-counsel affiliation with certain of Debtor's counsel (.4).	0.40	164.00
11-16-2010	Zerithea Raiche	Revise affidavit and supplemental disclosure statement for execution with respect to Godfrey & Kahn, S.C.'s retention (.4); prepare email on execution of supplemental disclosure statement (.1).	0.50	80.00
11-16-2010	Monica Santa Maria	Edit draft disclosure statement (.3).	0.30	61.50
11-17-2010	Katherine Stadler	Complete supplemental disclosure affidavit for filing and service (.2).	0.20	82.00
11-29-2010	Zerithea Raiche	Prepare, file and forward chambers' copy of affidavit and supplemental disclosure statement (.2); prepare email to Garden City for service of affidavit and supplemental disclosure statement (.1).	0.30	48.00
12-16-2010	Brady C. Williamson	Conference call with U.S. Trustee and staff on proposal to amend appointment order (.4); internal conference on approach to process (.7).	1.10	544.50
12-17-2010	Zerithea Raiche	Respond to email on noticing deadlines for fee examiner's motion to amend terms of appointment (.2); review and revise motion to amend terms of appointment (.6).	0.80	128.00
12-17-2010	Monica Santa Maria	Edit proposed amended stipulation on fee examiner retention and accompanying order (.4).	0.40	82.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-17-2010	Katherine Stadler	Draft, review, and revise motion to amend fee examiner engagement (1.7); incorporate revisions (.5); draft amended order appointing fee examiner as exhibit to motion to amend retention (.4); e-mail to U.S. Trustee staff soliciting comments on draft (.1).	2.70	1,107.00
12-17-2010	Eric Wilson	Review draft motion to revise fee examiner appointment (.6).	0.60	234.00
12-17-2010	Brady C. Williamson	Draft motion to amend appointment order (.8); exchange email with U.S. Trustee's Office on proposal (.2).	1.00	495.00
12-21-2010	Brady C. Williamson	Review email exchanges with U.S. Trustee's Office on draft motion (.3).	0.30	148.50
12-22-2010	Zerithea Raiche	Revise notice of hearing for fee examiner's motion to amend terms of appointment (.2); review and revise changes and additional paragraphs to fee examiner's motion and proposed order (.7).	0.90	144.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-22-2010	Katherine Stadler	Telephone conference with Ms. Davis, Ms. Riffkin, and Mr. Masumoto--all of U.S. Trustee's Office on motion to revise fee examiner's role (.3); e-mail exchange with Mr. Hamilton at Motors Liquidation Company on payment of professionals and status of order approving same (.2); additional revisions to motion and amended stipulation on fee examiner's appointment (2.3); work with Mr. Wu on figures for inclusion in order (.4); follow-up conversation with Ms. Riffkin and consultation with Debtors' and Creditors' Committee on amendments to fee examiner's engagement(.2); conference with Mr. Williamson on motion and approach (.2); e-mail exchange with Ms. Tobin on Caplin & Drysdale disallowed amounts (.2); e-mail proposed motion amending fee examiner's engagement to counsel for committee of unsecured creditors (.1); e-mail draft motion and stipulation to Ms. Basler (.1).	4.00	1,640.00
12-23-2010	Katherine Stadler	E-mail draft motion and stipulation to Mr. Smolinsky (.2).	0.20	82.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-28-2010	Katherine Stadler	Follow-up with Debtors and UCC counsel on motion to amend (.2); e-mail from Mr. Smolinsky on proposed changes (.3); revise stipulation in response to Mr. Smolinsky's suggestion (1.8); e-mail exchanges on adjournment of January 6 hearing (.2); e-mail revised motion and stipulation documents to counsel for the Debtors, counsel for the Creditors' Committee, and U.S. Trustee and staff (.2); responsive e-mail from Mr. Smolinsky on requested revisions (.2).	2.90	1,189.00
12-28-2010	Brady C. Williamson	Review email exchanges with Weil Gotshal and U.S. Trustee on re-drafted stipulation and order amending fee examiner role (.4).	0.40	198.00
12-29-2010	Zerithea Raiche	Revise fee examiner's motion to amend the terms of appointment (.9); revise proposed order granting motion (.4); revise notice of hearing on motion (.3).	1.60	256.00
12-29-2010	Katherine Stadler	Conference on status of January 6 adjourned matters (.3); review and revise motion to amend terms of fee examiner retention (2.7); e-mail exchange with Ms. Davis on timing of motion and U.S. Trustee's position on motion (.3).	3.30	1,353.00
12-29-2010	Eric Wilson	Conferences regarding status of pending motion for modification of fee examiner appointment (.5); prepare correspondence to Mr. Smolinsky regarding same (.2).	0.70	273.00
12-29-2010	Brady C. Williamson	Additional changes to draft motion to revise fee examiner process (.3); internal conference call on status matters objections (.3).	0.60	297.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-30-2010	Zerithea Raiche	Prepare notice of hearing and verify dates (.6); file notice, motion and proposed order to amend the stipulation and order with respect to appointment of a fee examiner (.3); prepare chambers' copy of proposed order granting the fee examiner's motion to amend the stipulation and order with respect to appointment of a fee examiner (.2).	1.10	176.00
12-30-2010	Eric Wilson	Review and respond to correspondence from Ms. Stadler and Ms. Raiche regarding fee examiner motion (.2).	0.20	78.00
12-30-2010	Katherine Stadler	Review and revise motion to amend/clarify terms of fee examiner's appointment in light of U.S. Trustee's communication and status of Creditors' Committee consent (1.9); follow up e-mails to Ms. Macksoud to check on status of Creditors' Committee position (.2); follow up e-mail on status of Debtor's position on the motion (.2); telephone conferences on revisions to motion (.2); complete motion for filing and service (.7).	3.20	1,312.00
12-30-2010	Brady C. Williamson	Final review of motion and stipulation to revise fee review process (.3); conference on interim positions of U.S. Trustee, Debtors, and Creditors' Committee (.2).	0.50	247.50
01-06-2011	Eric Wilson	Review comments submitted by Mr. Smolinsky regarding modifications to order appointing fee examiner (.4).	0.40	156.00
01-10-2011	Zerithea Raiche	File revised proposed order amending the terms of the fee examiner's appointment (.4).	0.40	64.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01-13-2011	Zerithea Raiche	Verify that order provided by Weil Gotshal is the same as order forwarded (.1).	0.10	16.00
01-13-2011	Brady C. Williamson	Check order amending terms of appointment (.1).	0.10	49.50
03-14-2011	Eric Wilson	Telephone conferences with Mr. Dalton regarding scope of work in connection with final fee hearings (.3); review correspondence from Mr. Dalton regarding that in response (.2).	0.50	195.00
03-15-2011	Eric Wilson	Review correspondence from members regarding scope of work for Stuart Maue in connection with final fee hearing and prepare correspondence to Stuart Maue (.4).	0.40	156.00
03-15-2011	Katherine Stadler	E-mail exchange on revisions to Stuart Maue retention (.4).	0.40	164.00
03-16-2011	Eric Wilson	Telephone conference with Mr. Dalton regarding scope of work in connection with final fee hearing (.2).	0.20	78.00
Total Fees			\$	12,099.00
Total Disbursements			\$	<u>0.00</u>
<b>Total For This Invoice</b>			<b>\$</b>	<b><u>12,099.00</u></b>

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
ZERITHEA RAICHE	Paralegal	5.90	160.00	944.00
<b>Paralegal Total</b>		<b>5.90</b>		<b>944.00</b>
CARLA ANDRES	Of Counsel	0.80	350.00	280.00
<b>Of Counsel Total</b>		<b>0.80</b>		<b>280.00</b>
MONICA SANTA MARIA	Associate	2.60	205.00	533.00
<b>Associate Total</b>		<b>2.60</b>		<b>533.00</b>
BRADY C. WILLIAMSON	Shareholder	4.20	495.00	2,079.00
KATHERINE STADLER	Shareholder	17.30	410.00	7,093.00
ERIC WILSON	Shareholder	3.00	390.00	1,170.00
<b>Shareholder Total</b>		<b>24.50</b>		<b>10,342.00</b>
<b>TIMEKEEPER TOTALS</b>		<b>33.80</b>		<b>\$12,099.00</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*



# **EXHIBIT C-6**

**Detailed Time Records**

**Project Category: Fee Application Preparation**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532272  
Matter No. 004179-001I

Re: Fee Application Preparation: Godfrey & Kahn  
and Stuart Maue

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-01-2010	Zerithea Raiche	Update file for October 26, 2010 hearing on first interim consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (.3).	0.30	48.00
10-05-2010	Brady C. Williamson	Email to and from Assistant U.S. Trustee on application status (.1).	0.10	49.50
10-05-2010	Katherine Stadler	E-mail on billing protocols and timekeeping (.1).	0.10	No Charge
10-12-2010	Eric Wilson	Telephone conference with Andrew Dalton regarding status of proceedings and Stuart Maue fee application (.4); prepare correspondence regarding that (.3); prepare correspondence regarding November hearing date for Stuart Maue fee application (.3); telephone conference regarding Stuart Maue fee application (.1).	1.10	429.00
10-14-2010	Zerithea Raiche	Review and respond to request for conversion of Godfrey & Kahn, S.C.'s first interim fee application into Excel format for use by Weil Gotshal (.3).	0.30	48.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-14-2010	Eric Wilson	Review message from Mr. Dalton regarding Stuart Maue fee application and draft memorandum (.1).	0.10	39.00
10-15-2010	N. Talbott Settle	Correspondence to and from Brian Masumoto for U. S. Trustee regarding cost detail to consolidated fee application (.4).	0.40	64.00
10-15-2010	N. Talbott Settle	Review cost detail and expenses and disbursements and assist in response to Debtor's inquiry (1.5).	1.50	240.00
10-15-2010	Katherine Stadler	Review inquiry from Russ Brooks, Weil Gotshal, on billing data in Excel format (.1); extensive discussions with staff on format conversion issues (1.3); review e-mail inquiry from Carrienne Basler for U.S. Trustee on billing detail (.1); draft e-mail response to Motors Liquidation Company's specific billing inquiries (.4); review memorandum response to Ms. Basler (.4); e-mail to Ms. Hope Davis of U.S. Trustee's Office on inquiries regarding fee examiner's fee application (.1); work with Mr. Wilson on response to Mr. Brooks' inquiry (.3).	2.70	No Charge
10-18-2010	Katherine Stadler	Review all spreadsheets for content and accuracy (.5); telephone conference on transmission of spreadsheets to Mr. Brooks (.2).	0.70	No Charge
10-20-2010	Zerithea Raiche	Prepare draft order and schedule granting first interim fee application of the fee examiner and Godfrey & Kahn, S.C. (.8) and forward draft order for review (.1).	0.90	144.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
10-20-2010	Katherine Stadler	Detailed review of U.S. Trustee response to fee examiner's compensation application (.3); confer with paralegal on preparation of proposed order (.2).	0.50	No Charge
10-21-2010	Zerithea Raiche	Prepare chambers' copy of proposed order approving first interim fee application of the fee examiner and Godfrey & Kahn, S.C. (.2).	0.20	32.00
10-21-2010	Katherine Stadler	Review and revise proposed order granting compensation application of fee examiner and counsel (.2).	0.20	No Charge
10-26-2010	Katherine Stadler	Confer on order approving fees (.1); e-mail entered order to AP Services (.1); confer on billing and expenses for Godfrey & Kahn, S.C.'s second fee application (.1); review and forward Garden City invoice (.1).	0.40	No Charge
10-27-2010	Katherine Stadler	E-mails on December hearing dates for fee applications (.2).	0.20	No Charge
10-28-2010	Katherine Stadler	E-mail exchange on possible hearing dates for Godfrey & Kahn S.C.'s second interim fee application (.4).	0.40	No Charge
11-01-2010	Monica Santa Maria	Review and edit invoices for services performed June through September 2010 (1.9).	1.90	No Charge
11-01-2010	Katherine Stadler	Review and edit bills (2.5).	2.50	No Charge
11-02-2010	Monica Santa Maria	Edit bills in preparation for filing second interim fee application (1.2); internal conference regarding possible disclosure of retention as local counsel (.1).	1.30	No Charge
11-05-2010	Katherine Stadler	Review and revise bills for guideline compliance and consistency (2.6).	2.60	No Charge

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-08-2010	Zerithea Raiche	Respond to email on notice requirement for December 15, 2010 hearing date for fee applications (.1); prepare email to team members on bar date to file fee applications for December 15, 2010 hearing date (.1); review and revise consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. on expense receipts (.6).	0.80	128.00
11-08-2010	Monica Santa Maria	Review bills in preparation for filing fee application (2.5).	2.50	No Charge
11-08-2010	Eric Wilson	Draft correspondence to Andy Dalton regarding Stuart Maue fee application (.2).	0.20	78.00
11-08-2010	Katherine Stadler	E-mail exchange on deadlines and hearing dates for second interim fee application (.2).	0.20	82.00
11-08-2010	Katherine Stadler	Continue reviewing and editing bills for inclusion in second interim application (8.9).	8.90	No Charge
11-09-2010	Zerithea Raiche	Assimilate expense receipts for transcript preparation and for Garden City (.2); review expense reports for use in the fee examiner's and Godfrey & Kahn, S.C.'s consolidated fee application (.6); review and revise the fee examiner's and firm's consolidated fee application (.3).	1.10	176.00
11-09-2010	Katherine Stadler	Begin drafting second interim fee application (1.1).	1.10	451.00
11-10-2010	Zerithea Raiche	Review and revise consolidated fee application of the fee examiner and Godfrey & Kahn, S.C.: verify and revise calculations (3.2).	3.20	512.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-11-2010	Zerithea Raiche	Review and revise consolidated fee application of the fee examiner and Godfrey & Kahn, S.C.: verify calculations (2.4).	2.40	384.00
11-11-2010	Katherine Stadler	Consult with billing staff on final revisions to bills (1.1).	1.10	No Charge
11-12-2010	Zerithea Raiche	Begin preparation of summary chart of timekeepers by project categories for use as an exhibit in consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (1.6).	1.60	256.00
11-12-2010	Katherine Stadler	Review final bills and confer internally on second interim fee application (.4); continue drafting fee application narrative (2.6).	3.00	1,230.00
11-13-2010	Zerithea Raiche	Finalize chart of timekeepers by project categories for use in second consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (1.8); review and revise second consolidated fee application: verify record citations (.9) and revise calculations (.8).	3.50	560.00
11-14-2010	Katherine Stadler	Review and revise second interim fee application, incorporating revisions and comments from Mr. Williamson (1.2).	1.20	492.00
11-15-2010	N. Talbott Settle	Prepare back up documentation for costs (.9); review second consolidated application of the fee examiner and Godfrey & Kahn, S.C. for assigned citations, form and content (1.5).	2.40	384.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-15-2010	Zerithea Raiche	Prepare exhibits for the second consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (2.1); review and revise second consolidated fee application: check record citations (1.2), verify case citations (.6), verify calculations (1.3); prepare email to Ms. Newman on preparation of LEDES data (.1); review and revise second fee application of Stuart Maue (.9); revise notice of hearing on second consolidated fee application (.4); revise notice of hearing on Stuart Maue's second fee application (.2).	6.80	1,088.00
11-15-2010	Monica Santa Maria	Internal conference on (.7) and edit fee application (1.7).	2.40	492.00
11-15-2010	Eric Wilson	Review fee application of Stuart Maue (2.2); prepare correspondence to Mr. Dalton regarding same (.4).	2.60	1,014.00
11-15-2010	Brady C. Williamson	Continue revising consolidated fee application: Godfrey & Kahn, S.C. and fee examiner (.8).	0.80	396.00
11-15-2010	Katherine Stadler	Continue drafting and revising fee application, providing missing information and double-checking calculations (2.4).	2.40	984.00
11-16-2010	N. Talbott Settle	Prepare expense summary, Exhibit D to fee application (1.0); review new draft of the fee application (.4); prepare reproduction and service for first interim fee application and back-up documentation (1.4).	2.80	448.00

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
11-16-2010	Zerithea Raiche	Revise exhibits to second consolidated fee application (1.8); telephone conference with Ms. Blum on the December 15, 2010 hearing (.1); verify record citations, case citations and calculations in revised sections of the second consolidated fee application (2.9); prepare and file second consolidated fee application (.9); prepare and file second fee application of Stuart Maue (.6); prepare email to Garden City on service of fee applications (.2); prepare email to Mr. Dalton on filing of second fee application of Stuart Maue (.1).	6.60	1,056.00
11-16-2010	Katherine Stadler	Review, revise and complete fee application for filing and service (3.6); draft, revise and complete notice (.8); internal conference on change in hearing date and time (.2).	4.60	1,886.00
12-12-2010	Zerithea Raiche	Prepare proposed order granting second consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (.9); prepare proposed order granting second fee application of Stuart Maue (.7).	1.60	256.00



<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
12-13-2010	Zerithea Raiche	Conference on revisions to the proposed order for Stuart Maue's second fee application (.1); revise proposed order granting second fee application of the Stuart Maue firm including schedules (.9); prepare for submission to chambers of proposed order for Stuart Maue's second fee application (.3); revise proposed order for second consolidated fee application of the fee examiner and Godfrey & Kahn, S.C. (.3); prepare for submission to chambers of proposed order granting the second consolidated fee application of the fee examiner and counsel (.3); prepare email to Mr. Dalton on changes made to proposed order granting the second interim fee application of Stuart Maue (.2).	2.10	336.00
12-17-2010	Zerithea Raiche	Prepare email to Mr. Dalton of Stuart Maue on entry of order authorizing payment of Stuart Maue's second interim fee application (.1).	0.10	16.00
02-23-2011	Katherine Stadler	E-mail exchange on preparation of monthly statements at Ms. Basler's request in preparation for plan confirmation (.3).	0.30	No Charge
03-10-2011	Katherine Stadler	E-mail exchange with Mr. Rosenthal of Alix Partners on billing estimates (.2).	0.20	No Charge
03-27-2011	Brady C. Williamson	Review and revise bills/statements beginning with October 1, 2010 (2.2).	2.20	No Charge
Total Fees			\$	13,798.50
Total Disbursements			\$	<u>0.00</u>

Matter Number: 004179-001I  
Invoice No.: 532272

May 12, 2011  
Page 9

**Total For This Invoice**                    **\$ 13,798.50**

### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
ZERITHEA RAICHE	Paralegal	31.50	160.00	5,040.00
N. TALBOTT SETTLE	Paralegal	7.10	160.00	1,136.00
<b>Paralegal Total</b>		<b>38.60</b>		<b>6,176.00</b>
MONICA SANTA MARIA	Associate	2.40	205.00	492.00
<b>Associate Total</b>		<b>2.40</b>		<b>492.00</b>
BRADY C. WILLIAMSON	Shareholder	0.90	495.00	445.50
KATHERINE STADLER	Shareholder	12.50	410.00	5,125.00
ERIC WILSON	Shareholder	4.00	390.00	1,560.00
<b>Shareholder Total</b>		<b>17.40</b>		<b>7,130.50</b>
<b>TIMEKEEPER TOTALS</b>		<b>58.40</b>		<b>\$13,798.50</b>

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*

# **EXHIBIT D**

**Expense Summary  
(November 1, 2010 through March 29, 2011)**

## Exhibit D

### **Godfrey & Kahn, S.C. Expense Summary for the period November 1, 2010 through March 29, 2011<sup>1</sup>**

<b>Expense/Disbursement Category</b>	<b>Amount</b>
PACER Service Center	\$79.36
Photocopies-external	\$542.05
Photocopies-internal (\$0.10 per page for black and white and color)	\$985.10
Express Mail & Courier Service	\$585.54
Lexis/Westlaw	\$1,017.20
Service of Process (Garden City Group)	\$24,678.53
Telephone (Conference calls)	\$12.45
Telephone –Long Distance (Court Call charges for telephonic participation in hearings)	\$438.00
Transcripts	\$1,052.60
Travel-Transportation, Hotels, and Related Expenses (including travel meals maximum \$20 per person)	\$1,142.91
Professional Fees (Stuart Maue)	\$13,300.00
<b>TOTAL</b>	<b>\$43,833.74</b>

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<sup>1</sup> Additional documentation has not been filed with this application but has been compiled and will be provided to the U.S. Trustee, the Debtors, counsel to the Debtors, and counsel to the Creditors' Committee.

# **EXHIBIT E**

**Detailed Expense Records  
(November 1, 2010 through March 29, 2011)**

Carrienne Basler  
Motors Liquidation Corp.  
U.S. Trustee  
c/o Andy Velez-Rivera, Trial Attorney

May 12, 2011

Invoice No. 532269  
Matter No. 004179-0001

Re: General Motors Ch. 11 Examiner  
Expenses and Disbursements

Billing Attorney:  
Brady C. Williamson

For Legal Services Rendered Through March 29, 2011

**Disbursements:**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
11/01/10	Photocopies	0.10
11/02/10	Photocopies	40.90
11/02/10	Photocopies - Outside - Paid to: ALPHAGRAPHICS - MADISON - Copies for binder of final reports for October 26, 2010 hearing.	289.86
11/09/10	Photocopies	2.90
11/09/10	Photocopies	4.60
11/09/10	Transcript(s) - Paid to: VERITEXT NEW YORK REPORTING CO. - Hearing transcript - Job 259081 (ordered on 10/26/10).	444.50
11/10/10	Fed. Express/Express Mail/refund for service failure/check # 1982730	-40.31
11/16/10	Photocopies	17.60
11/16/10	Fed. Express/Express Mail COURIER SHIPMENT #794123698712 TO Carrienne Basler, Alix Partners, LLP, SOUTHFIELD, MI, US, INVOICE #730375601	19.61
11/16/10	Fed. Express/Express Mail COURIER SHIPMENT #796458047456 TO Hon. Robert E. Gerber, U.S. Bankruptcy Court, SDNY, NEW YORK CITY, NY, US, INVOICE #730375601	24.98

<b>Date</b>	<b>Description</b>	<b>Amount</b>
11/16/10	Fed. Express/Express Mail COURIER SHIPMENT #796458102328 TO Stephen Karotkin, Weil, Gotschal & Manges, LLP, NEW YORK CITY, NY, US, INVOICE #730375601	30.28
11/16/10	Fed. Express/Express Mail COURIER SHIPMENT #796458124127 TO Thomas Moers Mayer, Robert Sch, Kramer Levin Naftalis & Franke, NEW YORK CITY, NY, US, INVOICE #730375601	30.28
11/16/10	Fed. Express/Express Mail COURIER SHIPMENT #796458032188 TO Andrew D. Velez-Rivera, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #730375601	40.82
11/18/10	Photocopies - Outside - Paid to: ALPHAGRAPHICS - MADISON - Fee application copies for G&K and Stuart Maue.	252.19
11/19/10	Photocopies	2.50
11/19/10	Photocopies	1.50
11/19/10	Photocopies	0.80
11/19/10	Photocopies	2.10
11/21/10	Photocopies	6.60
11/22/10	Photocopies	1.40
11/23/10	Photocopies	4.20
11/23/10	Travel - Related Expenses - Paid to: WILLIAMSON, BRADY - Reimbursement for Marriott Hotel in New York, NY for 10/25/10 and partial day on 10/26/10 relating to 10/26/10 hearing.	484.11
11/28/10	Photocopies	2.10
11/29/10	Photocopies	4.20
11/29/10	Photocopies	1.00
11/29/10	Photocopies	3.40
11/29/10	Photocopies	12.60
11/29/10	Fed. Express/Express Mail COURIER SHIPMENT #794159769168 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #731831422	14.85
11/30/10	Photocopies	0.90



<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/01/10	Photocopies	40.80
12/01/10	Photocopies	1.50
12/01/10	Photocopies PricewaterhouseCoopers Fee Application with Exhibits	51.70
12/01/10	Photocopies	11.40
12/01/10	Service of Process - Paid to: THE GARDEN CITY GROUP, INC. -	8,118.81
12/02/10	Photocopies	111.90
12/02/10	Photocopies	1.20
12/02/10	Photocopies	15.50
12/02/10	Photocopies	1.20
12/02/10	Fed. Express/Express Mail COURIER SHIPMENT #796510009924 TO Tracy Hope Davis, Acting U.S. Trustee, NEW YORK CITY, NY, US, INVOICE #731831422	33.11
12/02/10	Fed. Express/Express Mail COURIER SHIPMENT #794175398700 TO Andrew D. Velez-Rivera, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #731831422	33.11
12/03/10	Photocopies	13.20
12/03/10	Photocopies	13.20
12/07/10	Photocopies	27.90
12/08/10	Photocopies	28.80
12/08/10	Photocopies	78.00
12/08/10	Photocopies	23.60
12/08/10	Photocopies	19.20
12/08/10	Photocopies	9.10
12/08/10	Photocopies	1.70
12/08/10	Photocopies	131.30
12/08/10	Photocopies	46.40
12/08/10	Fed. Express/Express Mail COURIER SHIPMENT #794197910758 TO Carrienne Basler, Motors Liquidation Company, DETROIT, MI, US, INVOICE #732632119	21.87

<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/08/10	Fed. Express/Express Mail COURIER SHIPMENT #794198017787 TO Andy Dalton, Stuart, Maue, Mitchell & James, BRIDGETON, MO, US, INVOICE #732632119	22.99
12/08/10	Fed. Express/Express Mail COURIER SHIPMENT #794197977703 TO Tracy Hope Davis, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #732632119	36.21
12/08/10	Fed. Express/Express Mail COURIER SHIPMENT #796532500546 TO Andrew D. Velez-Rivera, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #732632119	36.21
12/08/10	Fed. Express/Express Mail COURIER SHIPMENT #794198023966 TO Hon. Robert Gerber, NEW YORK CITY, NY, US, INVOICE #732632119	38.87
12/09/10	Telephone - Long Distance - Paid to: BANK CARD SERVICES 11/2/10 COURT CALL/FEE FOR MS.STADLER, MS.ANDRES,MR.WILSON TO APPEAR AT 10/26/10 HEARING TELEPHONICALLY	230.00
12/09/10	Fed. Express/Express Mail COURIER SHIPMENT #794202125670 TO Andy Dalton, Stuart, Maue, Mitchell & James, BRIDGETON, MO, US, INVOICE #732632119	12.66
12/09/10	Fed. Express/Express Mail COURIER SHIPMENT #796537091376 TO Carrienne Basler, Motors Liquidation Company, DETROIT, MI, US, INVOICE #732632119	12.66
12/09/10	Fed. Express/Express Mail COURIER SHIPMENT #796536628981 TO Andrew D. Velez-Rivera, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #732632119	15.49
12/09/10	Fed. Express/Express Mail COURIER SHIPMENT #796536673610 TO Tracy Hope Davis, U.S. Trustees Office, NEW YORK CITY, NY, US, INVOICE #732632119	15.49
12/09/10	Fed. Express/Express Mail COURIER SHIPMENT #796536734225 TO Hon. Robert Gerber, NEW YORK CITY, NY, US, INVOICE #732632119	15.49
12/09/10	Lexis 11/30/10 J/EJW -Madison	151.84
12/09/10	Westlaw 11/30/10 KS CC -Madison	62.38
12/13/10	Fed. Express/Express Mail COURIER SHIPMENT #794214058228 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #733472882	15.49

<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/13/10	Telephone-Conf. Call(s)Paid to: SOUNDPATH LEGAL CONFERENCING 10/13/10	5.91
12/14/10	Photocopies	39.00
12/14/10	Photocopies	2.40
12/14/10	Photocopies	0.10
12/14/10	Photocopies	14.80
12/14/10	Fed. Express/Express Mail COURIER SHIPMENT #794220122681 TO Carrienne Basler, Motors Liquidation Company, DETROIT, MI, US, INVOICE #733472882	12.66
12/14/10	Fed. Express/Express Mail COURIER SHIPMENT #796554788474 TO Andrew Velez-Rivera, Office of the United States Tr, NEW YORK CITY, NY, US, INVOICE #733472882	15.06
12/14/10	Fed. Express/Express Mail COURIER SHIPMENT #796554803673 TO Tracy Hope Davis, Acting Trust, Office of the United States Tr, NEW YORK CITY, NY, US, INVOICE #733472882	15.49
12/14/10	Fed. Express/Express Mail COURIER SHIPMENT #796554215902 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #733472882	15.49
12/14/10	Transcript(s) - Paid to: VERITEXT NEW YORK REPORTING CO. -	288.50
12/16/10	Lexis 12/8/10 MSM CC -Madison	33.66
12/16/10	Lexis 12/6/10 BCW CC -Madison	64.27
12/16/10	Westlaw 12/8/10 MSM CC -Madison	76.82
12/16/10	Westlaw 12/9/10 -Madison	194.14
12/17/10	Travel - Transportation - Paid to: STADLER, KATIE - Airfare - K. Stadler flight, Delta Coach ticket, for MLC fee hearing in New York City on 12/15/10.	560.80
12/17/10	Travel - Related ExpensesPaid to: STADLER, KATIE - 12/15/10 parking expense for K. Stadler at Madison Airport.	10.00
12/17/10	Travel - Related ExpensesPaid to: STADLER, KATIE - 12/15/10 cabfare for K. Stadler on 12/15/10 from Courthouse to LaGuardia (\$33.40 + \$6.60 tip).	40.00

<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/17/10	Travel - Related Expenses Paid to: STADLER, KATIE - 12/15/10 cabfare from LaGuardia to Courthouse (\$39.17 + \$8.83 for tip).	48.00
12/17/10	Service of Process - Paid to: THE GARDEN CITY GROUP, INC. - copying charge.	4,323.06
12/21/10	Westlaw 12/14/10 -Madison	206.77
12/27/10	Photocopies	20.80
12/29/10	Photocopies	12.40
12/29/10	Professional Fees - Paid to: STUART MAUE - Payment of services to the Fee Examiner during the period of 11/16/10-12/01/10.	13,300.00
12/31/10	Fed. Express/Express Mail COURIER SHIPMENT #796613631810 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #734939160	15.49
01/04/11	Photocopies	6.90
01/05/11	Transcript(s) - Paid to: VERITEXT NEW YORK REPORTING CO. - Hearing transcript.	168.20
01/06/11	Photocopies	14.30
01/10/11	Fed. Express/Express Mail COURIER SHIPMENT #796642487045 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #736441217	16.37
01/10/11	Fed. Express/Express Mail COURIER SHIPMENT #794305441596 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #736441224	16.37
01/11/11	Fed. Express/Express Mail Paid to: UPS - UNITED PARCEL SERVICE	15.89
01/13/11	Fed. Express/Express Mail COURIER SHIPMENT #796655691709 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #736441224	16.37

<b>Date</b>	<b>Description</b>	<b>Amount</b>
01/18/11	Fed. Express/Express Mail COURIER SHIPMENT #794332019726 TO Chambers of Hon. Robert E. Ger, U.S. Bankruptcy Court, S.D. of, NEW YORK CITY, NY, US, INVOICE #737219755	16.19
01/18/11	Other Database SearchPaid to: PACER SERVICE CENTER	72.96
01/18/11	Service of Process - Paid to: THE GARDEN CITY GROUP, INC.- Copying charges.	2,547.74
01/18/11	Transcript(s) - Paid to: VERITEXT NEW YORK REPORTING CO. - Hearing transcripts.	151.40
01/19/11	Lexis 1/4/11 BCW -Madison	73.58
01/19/11	Other Database Search/Pacer 10/1/10-12/31/10	6.40
01/20/11	Photocopies	43.90
01/21/11	Westlaw 1/11/11 -Madison	134.90
01/24/11	Photocopies	11.90
01/27/11	Photocopies	8.00
01/31/11	Photocopies	0.60
02/03/11	Service of Process - Paid to: THE GARDEN CITY GROUP, INC. - Service fees and copying charges.	9,688.92
02/07/11	Photocopies	1.30
02/09/11	Telephone - Long DistancePaid to: BANK CARD SERVICES 1/20/11 COURT CALL-FEE FOR MR.WILLIAMSON,MS. STADLER TO APPEAR TELEPHONICALLY AT JANUARY 11,2011 HEARING	74.00
02/09/11	Telephone - Long Distance - Paid to: BANK CARD SERVICES 1/3/11 COURT CALL-FEES FOR MR.WILIAMSON,MS.SANTA MARIA, MR.WILSON AND MS.ANDRES TO APPEAR AT THE DECEMBER 15,2010 HEARING TELEPHONICALLY	134.00
02/10/11	Lexis 1/31/11 BCW -Madison	18.84
02/11/11	Telephone-Conf. Call(s)Paid to: SOUNDPATH LEGAL CONFERENCING 12/29/10	6.54
03/07/11	Photocopies	30.40
03/21/11	Photocopies	41.30
	Total Disbursements	<u>\$ 43,833.74</u>

**Total For This Invoice**                    **\$ 43,833.74**

*We adjust our hourly billing rates effective January 1 of each year. Accordingly, billing rate changes are reflected on this statement for work performed in 2011. Information regarding the hourly rates applicable to our attorneys and other personnel working on your matters is available on request from our billing department.*

# **EXHIBIT F**

**Expense Summary  
(December 28, 2009 through March 29, 2011)**

## Exhibit F

### **Godfrey & Kahn, S.C. Expense Summary for the period December 28, 2009 through March 29, 2011**

<b>Expense/Disbursement Category</b>	<b>Amount</b>
Filing Fees & Court Costs	\$119.00
PACER Service Center	\$675.36
Photocopies-external	\$1002.83
Photocopies-external (including Garden City Group Service copies)	\$28,848.31
Photocopies-internal (\$0.10 per page for black and white and color)	\$10,688.80
Postage (service of documents prior to engaging Garden City Group)	\$594.63
Express Mail & Courier Service	\$4,794.56
Lexis/Westlaw	\$4,570.52
Meals (in house, maximum \$20 per person)	\$259.75
Service of Process (Garden City Group)	\$26,060.11
Telephone (Conference calls)	\$12.45
Telephone –Long Distance (Court Call charges for telephonic participation in hearings)	\$955.00
Transcripts	\$2,576.40
Travel-Transportation, Hotels, and Related Expenses (including travel meals maximum \$20 per person)	\$14,402.56
Travel-Mileage	\$83.65
Travel-Parking	\$45.00
Professional Fees (Stuart Maue)	\$13,300.00
<b>TOTAL for the period December 28, 2009 through March 29, 2011</b>	<b>\$108,988.93</b>

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