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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 (REG)
f/k/a General Motors Corp. *et al.*, : (Jointly Administered)
: :
Debtors. : Honorable Robert E. Gerber
: :
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**FEE EXAMINER'S REPORT AND STATEMENT OF
LIMITED OBJECTION TO THIRD AND FINAL FEE APPLICATION OF
CAPLIN & DRYSDALE, CHARTERED**

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

The Fee Examiner of General Motors Corporation (n/k/a Motors Liquidation Company), appointed on December 23, 2009 (the "**Fee Examiner**"), submits this *Report and Statement of Limited Objection* in connection with the *Third Interim Application and Final Application of Caplin & Drysdale, Chartered as Counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims for Compensation and Reimbursement of Expenses* [Docket No. 10280] (the "**Final Fee Application**"). With this report, the Fee Examiner identifies \$19,803.36 in fees, from a total of \$1,209,846.00 requested for the periods from October 1, 2010 through January 31, 2011 and February 1, 2011 through March 29, 2011 (the "**Current Interim Periods**"), plus an additional \$20,201.75 in post-confirmation services that are objectionable.

For these proceedings altogether, the Fee Examiner does not contest an award of \$2,431,870.90 in fees and expenses, from a total of \$2,471,906.97 requested for the period from the firm's *nunc pro tunc* retention on March 5, 2010 through March 29, 2011 (the "**Final Fee Period**").

SUMMARY STATEMENT

In general, the Final Fee Application appears substantively sound. It requests a total of \$1,218,786.00 in fees for the Current Interim Periods and \$2,297,993.96 in fees for the Final Fee Period. On September 2, 2011, the Fee Examiner sent Caplin & Drysdale, Chartered ("**Caplin**") a draft of this final *Report and Statement of Limited Objection*. On September 9, Caplin responded by phone to the expressed concerns, and the Fee Examiner hopes to reach a consensual resolution on all of the remaining issues in advance of the hearing to present a stipulated agreement to the Court for its approval. This table summarizes the amounts Caplin has requested and the amounts allowed, to date, for these proceedings:

Fee Application	Fees Requested	Interim Fees Disallowed	Interim Fees Approved or Recommended	Fees Held Back	Expenses Requested	Interim Expenses Disallowed or Recommended	Interim Expenses Allowed or Recommended
First Fee Application (10/06/2009 to 05/31/2010)	\$497,190.25	\$13,780.54	\$483,409.71	\$48,340.97	\$50,070.63	\$94.55	\$49,976.08
Second Fee Application (06/01/2010 to 09/30/2010)	\$593,511.50	\$8,975.00	\$584,536.50	\$58,453.65	\$36,161.57	\$630.54	\$35,531.03
Current Interim Periods (10/01/2010 to 03/29/2011)	\$1,209,846.00	\$19,803.36	\$1,190,042.64	\$243,757.20	\$88,405.90	\$30.96	\$88,374.94

Fee Application	Fees Requested	Interim Fees Disallowed	Interim Fees Approved or Recommended	Fees Held Back	Expenses Requested	Interim Expenses Disallowed or Recommended	Interim Expenses Allowed or Recommended
Post-Confirmation Services (03/29/2011 or after)	\$20,201.75 ¹	\$20,201.75	\$0.00	N/A	N/A	N/A	N/A
TOTALS:	\$2,320,749.50	\$62,760.65	\$2,257,988.85	\$350,551.82	\$174,638.10	\$756.05	\$173,882.05

Throughout these proceedings, with some exceptions, Caplin submitted applications consistent with the letter and spirit of the Bankruptcy Code, the U.S. Trustee Guidelines, and the decisions and rules of the Southern District of New York. Caplin was retained—and served—as counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (“ACC”).

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. On August 31, 2010, the Debtors filed a Joint Chapter 11 Plan and Disclosure Statement [Docket Nos. 6829 and 6830].² The Court confirmed the Plan on March 29, 2011 [Docket No. 9941] with an effective date of March 31, 2011.

2. On August 5, 2010, Caplin filed the *First Interim Quarterly Application of Caplin & Drysdale, Chartered for Interim Compensation and Reimbursement of Expenses with Respect to Services Rendered as Counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims for the Period October 6, 2009 Through May 31, 2010* [Docket No. 6553] (“**First Fee Application**”), seeking fees and expenses in the amount of \$547,260.88.

¹ This amount includes fees for services incurred after March 29, 2011.

² On December 7, 2010, the Debtors filed *Debtors’ Amended Joint Chapter 11 Plan* and a *Disclosure Statement for Debtors’ Amended Joint Chapter 11 Plan* [Docket Nos. 8014 and 8015].

3. On September 17, 2010, the Fee Examiner filed a report and limited objection to the First Fee Application, which was subsequently amended on September 20, 2010 by the *Fee Examiner's Amended Report and Statement of Limited Objection to the First Interim Fee Application of Caplin & Drysdale, Chartered* (the "**Amended Limited Objection**"), identifying a stipulated amount of \$13,875.09 in fees and expenses that were objectionable [Docket No. 7006]. That report and statement is incorporated by reference.

4. On November 24, 2010, the Court entered an omnibus order approving a series of interim fee applications, including the First Fee Application. *Order Granting (I) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 Through May 31, 2010 and (II) The Application of LFR, Inc. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from October 1, 2009 Through January 31, 2010* [Docket No. 7910] (the "**Third Omnibus Order**"). Through the Third Omnibus Order, the Court approved Caplin's first interim fee application in the amount of \$483,409.71 in fees and \$49,976.08 in expenses, authorizing payment of \$435,068.74 in fees and \$49,976.08 in expenses, and requiring a continued holdback of 10 percent of Caplin's requested fees.

5. On November 15, 2010, Caplin filed the *Second Interim Quarterly Application of Caplin & Drysdale, Chartered for Interim Compensation and Reimbursement of Expenses with Respect to Services Rendered as Counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims for the Period June 1, 2010 Through September 30, 2010* [Docket No. 7777] ("**Second Fee Application**"), seeking fees and expenses in the amount of \$629,673.07.

6. On December 8, 2010, the Fee Examiner filed the *Fee Examiner's Report and Statement of Limited Objection to the Second Interim Fee Application of Caplin & Drysdale,*

Chartered (the “**Second Limited Objection**”), identifying \$57,266.92 in fees and expenses that were objectionable [Docket No. 8030]. That report and statement is incorporated by reference. On December 13, 2010, Caplin filed a response to the Second Limited Objection [Docket No. 8030].

7. On December 23, 2010, the Court entered an omnibus order approving a series of interim fee applications, including the Second Fee Application. *Order Granting (I) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from June 1, 2010 Through September 30, 2010 and (II) the Application of LFR, Inc. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 Through May 31, 2010* [Docket No. 8289] (the “**Fourth Omnibus Order**”). Through the Fourth Omnibus Order, the Court approved Caplin’s second interim fee application in the amount of \$584,536.50 in fees and \$35,531.03 in expenses, authorizing payment of \$526,082.85 in fees and \$35,531.03 in expenses and requiring a continued holdback of 10 percent of Caplin’s requested fees.

8. On May 17, 2011, Caplin filed the Final Fee Application seeking fees in the amount of \$1,218,786.00 for the Current Interim Periods³ and an aggregate of \$2,297,993.96 in fees for the Final Fee Period.

APPLICABLE STANDARDS

9. The Final Fee Application has been evaluated for compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389 (Bankr. S.D.N.Y. Nov. 25, 2009) (the “**Local Guidelines**”), the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. 330, 28 C.F.R. Part 58, Appendix A* (2010) (the “**UST**

³ This amount includes fees for services incurred after March 29, 2011. *See infra*, ¶ 13.

Guidelines”), the *Fee Examiner’s First Status Report and Advisory* [Docket No. 5002] (the “**First Advisory**”), and the *Fee Examiner’s Second Status Report and Advisory* [Docket No. 5463] (the “**Second Advisory**”), as well as this Court’s Compensation Order—including the extent, if any, to which variation has been expressly permitted by order.

10. On May 4, 2011, the Fee Examiner sent a memorandum to all Retained Professionals that had filed interim applications summarizing the Court’s prior rulings on compensation issues and a second memorandum addressing the final fee application process of which this report is a concluding part.

11. On July 25, 2011, the Fee Examiner filed a *Final Fee Applications – Status Report* [Docket No. 10617] providing additional comments on the final fee review process.

12. In applying this Court’s rulings to the fee applications for the Current Interim Periods and, with respect to that period, the Final Fee Period, the Fee Examiner established a recommended “safe harbor” for fees related to Fee Examiner and U.S. Trustee inquiries and objections (“**Fee Inquiry Time**”).

A. The Fee Examiner does not object to the lesser of: either (i) the first \$10,000 of Fee Inquiry Time or (ii) Fee Inquiry Time calculated as 20 percent of the total compensation requested in the pending fee application, whichever is smaller.⁴

B. For professionals whose applications contain requests for compensation for “fees on fees” beyond the amount of this safe harbor, the Fee Examiner reviewed the time detail, all communications with the professional, the nature of the inquiry or deficiencies raised in the Fee Examiner’s or U.S. Trustee’s objection, the relative magnitude of the deficiencies in comparison to each other and to the professional’s

⁴ In other words, the safe harbor for Fee Inquiry Time spent in connection with any application where total compensation exceeds \$50,000 will be \$10,000. For any application where that compensation is less than \$50,000, the safe harbor will be 20 percent of the total compensation requested.

overall fee request (past and present), and whether the professional “substantially prevailed” on each inquiry or deficiency the Fee Examiner or U.S. Trustee raised. On the basis of this review, the Fee Examiner has calculated a suggested disallowance, ranging from zero to 50 percent for professionals requesting compensation for Fee Inquiry Time.

COMMENTS

Current Interim Periods

13. **Post Confirmation Services.** Caplin requests fees for services provided after March 29, 2011. Such fees are not compensable through the section 330 fee review process. *See generally* sections 1.2, 2.2, 7.1(a), 9.2, 11.1(h) and 12.7(a), Debtors’ Second Amended Joint Chapter 11 Plan (the “**Plan**”) [Docket No. 8014]. The Post-Confirmation Debtors have explicitly requested that retained professionals do not seek compensation for post-confirmation services through this Final Fee Application process. Caplin asserts that § 11.12 of the Plan permits such compensation. The Post-Confirmation Debtors and the Fee Examiner disagree.

14. The Fee Examiner identified \$8,940.00 in fees for services performed on March 30 and 31, 2011. Moreover, Caplin states that it seeks additional compensation for services related to drafting the Final Fee Application through May 13, 2011. Final Fee Application, ¶ 8. It does not, however, quantify the amount of those services, nor did it include the detailed time entries from which that information could be calculated. The Fee Examiner calculates Caplin provided \$11,261.75 in services between April 1 and May 13, 2011, as follows:

Fees Requested (Caplin):	\$2,297,993.96	
Fees Requested (Current Interim Periods)	- \$1,218,786.00	(invoices supplied) ⁵
Fees Awarded (First Fee Application)	- \$ 483,409.71	
Fees Awarded (Second Fee Application)	- \$ 584,536.50	
Total:	\$ 11,261.75	

⁵ This figure includes services performed on March 30 and March 31, 2011.

Suggested disallowance for post-confirmation services: \$20,201.75.

15. **Vague Tasks and Communications**. The Fee Examiner has identified billing entries that fail to comply with the UST Guidelines. Specifically, “[t]ime entries for telephone calls, letters, and other communications should give sufficient detail to identify the parties to and the nature of the communication.” UST Guidelines at (b)(4)(v). All time entries must be sufficiently detailed to allow a party reviewing them to evaluate their reasonableness.

Suggested disallowance for vague time entries: \$4,114.26 (15 percent).

16. **Block Billing**. Block billing is prohibited by the UST Guidelines. Time entries for multiple tasks in excess of 0.5 hours in aggregate time must identify the amount of time spent on each discrete task. Caplin timekeepers generally complied with this guideline.

Suggested disallowance for block billing: \$2,382.60 (15 percent).

17. **Fee Inquiry Time**. Caplin seeks compensation for at least \$35,494.50 for services related to the fee review and objection process, including services not segregated to the “Fee Auditor Matters-Self” matter category.

Suggested disallowance for Fee Inquiry Time: \$12,747.25 (50 percent of amounts in excess of the \$10,000 safe harbor).

18. **Nonworking Travel**. The Fee Examiner has identified several entries for local travel that appear not to have been reduced by 50 percent.

Suggested disallowance for unreduced local travel: \$559.25 (50 percent).

19. **Expenses**. The Fee Examiner identified expense entries exceeding the cap or which may have been billed in error.

Suggested disallowance for expenses: \$30.96.

Final Fee Period

20. **Project Staffing**. During the Final Fee Period, Caplin provided services at an overall blended hourly rate of \$451.85 (including all non-attorneys).

21. **Asbestos Issues.** Asbestos matters have consumed a significant portion of the administrative expense budget in these cases, involving at least eight Retained Professionals. The diverse interests represented worked together to agree upon a discovery protocol (the *Asbestos Claimants' Committee Anonymity Protocol*), conducted valuations of their interests, evaluated opposing interests, and reached an agreement on valuation, *Stipulation and Order Fixing Asbestos Trust Claim and Resolving Debtors' Estimation Motion* [Docket No. 9214]. The Debtors' Joint Plan of Reorganization successfully established an Asbestos Trust to administer claims.

The process of discovery, valuation, validation, and settlement has been time consuming and, by its very nature, duplicative at times. However, the Fee Examiner has not identified unnecessary duplication reflected in Caplin's application.

22. **Hourly Rate Increases.** On August 5, 2010, the Fee Examiner filed the *Fee Examiner's Limited Objection to Rate Increases* [Docket No. 10660]. As part of his analysis of rate increases in these cases, the Fee Examiner's auditor, Stuart Maue, calculated the value of Caplin's rate increases at \$32,341.50, or approximately 1.4 percent of its compensation request.

Suggested reduction for rate increases: none.

23. **Previous Reductions.** In his review of all prior fee applications, the Fee Examiner has identified block billing, vague time entries and other specific areas of concern. The Fee Examiner has reviewed, again, the areas of concern highlighted in the First and Second Limited Objections in light of all the services provided by Caplin in these cases and does not recommend any adjustment to the previously awarded fees.

Total fees suggested for disallowance: \$40,005.11.

Total expenses suggested for disallowance: \$30.96.

Total Fees and Expenses Suggested for Disallowance: \$40,036.07.

CONCLUSION

This *Report and Statement of Limited Objection* is intended to advise the Court, interested parties, and the U.S. Trustee of the basis for the limited objection to the Final Fee Application. All professionals subject to the Fee Examiner's review should be aware, as well, that while the Fee Examiner has made every effort to apply standards uniformly across the universe of professionals in this case, some degree of subjective judgment will always be required.

WHEREFORE, the Fee Examiner respectfully submits this *Report and Statement of Limited Objection* to the Final Fee Application not contesting an award of \$2,431,870.90 in fees and expenses for the Final Fee Period.

Dated: Madison, Wisconsin
September 14, 2011.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
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**Summary of Recommended Deductions
CAPLIN & DRYSDALE, CHARTERED**

In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Total Fees & Expenses Requested (Final Fee Period)	\$2,471,906.97
Total Fees Requested	\$2,297,993.96
Total Expenses Requested	\$173,913.01
Total Fees & Expenses Requested (Current Interim Periods)	\$1,307,191.90
Total Fees Billed	\$1,218,786.00
Total Expenses Billed	\$88,405.90
Analysis of Interim Period	
Fee Category	Recommended Disallowance
Exhibit A: Post-Confirmation Services -- Invoiced	\$8,940.00
Post-Confirmation Services -- Charges Through 05/13/2011	\$11,261.75
Exhibit B: Block Billing	\$2,382.60
Exhibit C: Vague Tasks and Communication	\$4,114.26
Exhibit D: Fee Inquiry Time	\$12,747.25
Exhibit E: Non-Working Travel	\$559.25
Expense Category	
Exhibit F: Expenses	\$30.96
Fees and Expenses Total Recommended Disallowance	\$40,036.07

Exhibit A: Post Confirmation Fees
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Fee Applications -- Self	03/30/11	Benetos, Eugenia	\$107.50	1.1	\$118.25	Work on monthly fee statement.
2	Litigation	03/30/11	Gelburd, Mollie E.	\$205.00	1.6	\$328.00	Draft and prepare index of exhibits in Findings of Fact and Conclusions of Law Confirming Second Amended Joint Chapter 11 Plan for KM.
3	Plan & Disclosure Statement	03/30/11	Sackett, Andrew J.	\$340.00	1.7	\$578.00	Revision and review of trust agreement (1.2); revision and review of TDP (0.4); prep and review of emails to and from ACM re trust agreement (0.1);
4	Plan & Disclosure Statement	03/30/11	McMillan, Ann C.	\$625.00	0.6	\$375.00	Exchange e-mails with AJS re closing issues (.4); exchange e-mails with B. Mattick re trust issues (.2).

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
5	Plan & Disclosure Statement	03/30/11	Sackett, Andrew J.	\$340.00	6.4	\$2,176.00	<p>Revision and review of trust agreement (1.2); revision and review of TDP (0.4); prep and review of emails to and from ACM re trust agreement (0.1); prep of email to Meises re trust agreement (0.1); review of email from Meises re trust agreement (0.1); phone call w/ ACM re trust agreement (0.1); phone call w/ Davis re trust agreement and effective date (0.1); phone call w/ Arons re trust agreement (0.1); phone call w/ Davis re trust agreement and effective date (0.2); review of email from Davis re effective date (0.1); review of email from Arons re trust agreement and prep of email to Davis re trust agreement (0.1); review of email from ACM re TDP (0.1); prep of email to ACM re signed trust agreement (0.1); prep of email to Kegley re signed trust agreement (0.1); prep of email to Arons re signed trust agreement prep of email to Davis, Esserman, Kress and Campbell re trust agreement (0.1); prep and review of emails to and from debtors' counsel re trust agreement (0.1); prep of email to ACC re trust agreement (0.1);</p> <p>prep and review of emails to and from Davis re signed trust agreement (0.1); prep of email to Davis, Esserman, Kress and Campbell re TDP (0.1); prep and review of emails to and from Kress re TDP (0.1); prep and review of emails to and from Esserman re futures rep (0.1); review of emails from Kress and Esserman re trust agreement (0.1); prep and review of emails to and from Esserman and Kress re futures rep (0.2); prep and review of emails to and from Eskin and Milch re futures rep (0.2); prep of emails to debtors' counsel re modifications to trust agreement (0.1); prep and review of emails to and from Esserman and Kress re futures rep (0.1); prep of email to Arons re signed trust agreement (0.1); prep of email to Davis, Esserman, Kress and Campbell re trust agreement (0.1); prep of emails to ACC re trust agreement and TDP (0.1); prep of memo re trust assets (1.5); prep of email to EI re memo re trust assets (0.1); review of email from Davis & Arons re trust agreement (0.2).</p>

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
6	Plan & Disclosure Statement	03/31/11	Sackett, Andrew J.	\$340.00	1.9	\$646.00	Review email from ACM re TDP (0.1); prepare email re TDP to debtors' counsel (0.1); voice mail from Weitz assistant re Trust Agreement signature pages (0.1); review email from EI re trust assets (0.1); review email from Kazan re trust assets (0.1); prepare email to ACM re trust asset issues (2x) (0.1); review email from ACM re trust assets (0.1); review emails from Davis re trust agreement and certificate of trust (0.1); review email from Arons re trust agreement (0.1); prepare and review emails to ACM re trust agreement (0.1); revision of trust agreement (0.2); prepare email to Arons and debtor counsel re trust agreement (0.1); prepare email to TAC members re trust agreement (0.1); prepare email to Davis, Esserman and Melville re effective date (0.1); review of emails from Kress, Esserman and Melville re effective date (0.2); prepare email to EI re effective date (0.1); review email from ACM re trust assets (0.1).
7	Plan & Disclosure Statement	03/31/11	McMillan, Ann C.	\$625.00	0.9	\$562.50	Exchange e-mails with AJS re closing issues (.5); exchange e-mails with S. Kazan re trust issues (.4).
8	Plan & Disclosure Statement	03/31/11	DelSavio, Sara Joy	\$205.00	3.2	\$656.00	Created confirmation order binder and assisted with index per KCM.
9	Plan & Disclosure Statement	03/31/11	Maclay, Kevin C.	\$535.00	0.1	\$53.50	Review correspondence re effective date
10	Tax Issues	03/30/11	Skillman, Richard W.	\$770.00	1.7	\$1,309.00	Tc w/H. Kaplan and analyze tax issues and implications.
11	Tax Issues	03/31/11	Skillman, Richard W.	\$770.00	1.9	\$1,463.00	Analyze tax issues, consider greater trust alternatives, and conference w/ACM.
12	Tax Issues	03/31/11	McMillan, Ann C.	\$625.00	0.3	\$187.50	Conference RWS re tax issues (.3)
13	Docket Review & Control	03/30/11	Osman, Sayem	\$205.00	0.8	\$164.00	Organize and review pleadings and other documents for integration into the firm's master document repository for future reference, review and/or retrieval by the attorney group.
14	Docket Review & Control	03/31/11	Osman, Sayem	\$205.00	1	\$205.00	Organize and review pleadings and other documents for integration into the firm's master document repository for future reference, review and/or retrieval by the attorney group.
15	Fee Applications -- Others	03/30/11	Benetos, Eugenia	\$107.50	1.1	\$118.25	Work on LAS monthly fee statement.
						Total:	\$8,940.00
						Reduction [100%]:	\$8,940.00

Exhibit B: Block Billing
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Plan & Disclosure Statement	10/6/2010	Phillips, Todd E.	\$300.00	9.7	\$2,910.00	Legal research re disclosure statement; confer with KCM re same.
2	Plan & Disclosure Statement	10/7/2010	Phillips, Todd E.	\$300.00	7.60	\$2,280.00	Legal research re disclosure statement; confer with KCM re same; prepare and edit objection re same.
3	Plan & Disclosure Statement	10/7/2010	Sackett, Andrew J.	\$310.00	1.90	\$589.00	Research into trust administrative costs and prep. of spreadsheets re: same.
4	Plan & Disclosure Statement	10/13/2010	Phillips, Todd E.	\$300.00	4.10	\$1,230.00	Prepare and edit objection to disclosure statement; confer with KCM re same
5	Plan & Disclosure Statement	10/14/2010	Williamson, Christopher E.	\$200.00	5.30	\$1,060.00	Edit TOA and TOC to brief; research documents regarding information for brief; check references within brief with exhibits for TEP and KCM
6	Plan & Disclosure Statement	10/14/2010	Phillips, Todd E.	\$300.00	6.40	\$1,920.00	Prepare, edit and file objection to disclosure statement; confer with KCM re same; confer with KGH re same.
7	Litigation (Ex. A-1)	11/15/2010	Reinsel, Ronald E.	\$655.00	2.60	\$1,703.00	Research re: potential discovery enforcement and related issues and review RCT memo re: same and follow-up w/RCT and TWS.
8	Litigation (Ex. A-1)	11/17/2010	Reinsel, Ronald E.	\$655.00	3.70	\$2,423.50	Follow-up re: memo cited cases and additional research re: discovery enforcement issues.
9	Litigation (Ex. A-1)	11/18/2010	Reinsel, Ronald E.	\$655.00	2.70	\$1,768.50	Research and case law review re: discovery/enforcement issues and follow-up re: memo regarding same.
						Total:	\$15,884.00
						Reduction: [15%]:	\$2,382.60

Exhibit C: Vague Tasks and Communications
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Case Administration	10/01/10	Phillips, Todd E.	\$300.00	0.7	\$210.00	Review docket re identification of issues relevant to asbestos constituency and forward materials to KCM.
2	Case Administration	10/04/10	Phillips, Todd E.	\$300.00	0.1	\$30.00	Review docketed motions and orders re identification of issues relevant to asbestos constituency
3	Case Administration	10/05/10	Phillips, Todd E.	\$300.00	0.4	\$120.00	Review docket and motion filings re identification of issues relevant to asbestos constituency
4	Case Administration	10/25/10	Phillips, Todd E.	\$300.00	0.6	\$180.00	Review docket and filed motions and orders re identification of issues relevant to asbestos constituency.
5	Case Administration	10/29/10	Maclay, Kevin C.	\$510.00	1	\$510.00	Review/analyze claim issue (.8); review/analyze internal memo re case status and tasks (.2)
6	Case Administration	11/13/10	Swett, Trevor W.	\$675.00	0.2	\$135.00	Review recent filings
7	Case Administration	01/14/11	Swett, Trevor W.	\$710.00	0.10	\$71.00	Telephone conference with L. Busch to respond to her inquiry re communication from Alix
8	Litigation	11/12/10	Williamson, Christopher E.	\$200.00	0.40	\$80.00	Perform review of court documents on Pacer to identify relevant documents for MLC team (0.4); review for cases cited in brief , research cases on Westlaw, and organize same for attorney review (2.4)
9	Litigation	12/27/10	Phillips, Todd E.	\$300.00	0.70	\$210.00	Review motion filings.
10	Litigation	02/16/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
11	Litigation	02/17/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
12	Litigation	02/18/11	Reinsel, Ronald E.	\$690.00	0.50	\$345.00	Coordinate re: confirmation hearing.
13	Litigation	02/22/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
14	Litigation	02/24/11	Reinsel, Ronald E.	\$690.00	0.50	\$345.00	Coordinate re: confirmation hearing.
15	Litigation	02/25/11	Reinsel, Ronald E.	\$690.00	0.60	\$414.00	Coordinate re: confirmation hearing.
16	Plan & Disclosure Statement	10/11/10	Lockwood, Peter Van N.	\$860.00	0.30	\$258.00	Teleconference KCM.
17	Plan & Disclosure Statement	10/26/10	Wehner, James P.	\$510.00	0.70	\$357.00	E-mails re notice issues

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
18	Plan & Disclosure Statement	12/27/10	Phillips, Todd E.	\$300.00	2.50	\$750.00	Review materials re plan.
19	Plan & Disclosure Statement	12/30/10	Lockwood, Peter Van N.	\$860.00	0.10	\$86.00	Review e-mail.
20	Plan & Disclosure Statement	12/30/10	Phillips, Todd E.	\$300.00	3.30	\$990.00	Review plan materials.
21	Plan & Disclosure Statement	01/04/11	Phillips, Todd E.	\$340.00	0.50	\$170.00	Review plan materials.
22	Plan & Disclosure Statement	01/05/11	Lockwood, Peter Van N.	\$905.00	2.10	\$1,900.50	Review POR.
23	Plan & Disclosure Statement	01/08/11	Lockwood, Peter Van N.	\$905.00	0.20	\$181.00	Review e-mail and reply re POR revs.
24	Plan & Disclosure Statement	03/09/11	Reinsel, Ronald E.	\$690.00	0.30	\$207.00	Correspondence re: hearing issues.
25	Case Administration (Ex. A-1)	12/09/10	Reinsel, Ronald E.	\$655.00	0.40	\$262.00	Coordination re hearing.
26	Case Administration (Ex. A-1)	01/03/11	Reinsel, Ronald E.	\$690.00	1.30	\$897.00	Case file management and organization.
27	Case Administration (Ex. A-1)	01/13/11	Reinsel, Ronald E.	\$690.00	0.90	\$621.00	Review hearing transcript and follow up re: same.
28	Case Administration (Ex. A-1)	01/14/11	Reinsel, Ronald E.	\$690.00	0.90	\$621.00	Review hearing transcript and follow up re: same.
29	Litigation (Ex. A-1)	11/11/10	Reinsel, Ronald E.	\$655.00	0.40	\$262.00	Work w/ RCT re: discovery issues research.
30	Litigation (Ex. A-1)	11/12/10	Reinsel, Ronald E.	\$655.00	1.30	\$851.50	Follow-up re: claimants' discovery objections and review citations re: same.
31	Litigation (Ex. A-1)	11/15/10	Reinsel, Ronald E.	\$655.00	4.80	\$3,144.00	Work re: discovery and appeal issues and review cases re: same.
32	Litigation (Ex. A-1)	11/16/2010	Reinsel, Ronald E.	\$655.00	5.20	\$3,406.00	Work re: discovery and appeal issues and review cases re: same.
33	Litigation (Ex. A-1)	11/17/2010	Reinsel, Ronald E.	\$655.00	3.60	\$2,358.00	Work re: discovery and appeal issues and review cases re: same.
34	Litigation (Ex. A-1)	11/18/2010	Reinsel, Ronald E.	\$656.00	4.50	\$2,952.00	Work re: discovery and appeal issues and review cases re: same.
35	Litigation (Ex. A-1)	11/19/2010	Reinsel, Ronald E.	\$657.00	4.20	\$2,759.40	Work re: discovery and appeal issues and review cases re: same.
36	Litigation (Ex. A-1)	11/23/2010	Reinsel, Ronald E.	\$655.00	1.40	\$917.00	Follow-up re: discovery research.
Total:						\$27,428.40	
Total Reduction [15%]:						\$4,114.26	

Exhibit D: Fee Inquiry Time
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Fee Applications -- Self	12/03/10	Benetos, Eugenia	\$105.00	2.0	\$210.00	As per RCT, perform review of expenses filed in the 2nd Interim (1); review expenses on 6/21 and 6/22 for TWS (.6); review FE letter (.2); T/C with attorney at G&K re: expenses (.2).
2	Plan & Disclosure Statement	12/31/10	Tobin, Rita C.	\$545.00	0.1	\$54.50	Email RER re Gerber clarification letter (0.1)
3	Plan & Disclosure Statement	01/11/11	Inselbuch, Elihu	\$1,000.00	0.2	\$200.00	Reviewed draft letter to the fee examiner (0.1); T/C TWS re same (0.1)
Total this page:						\$464.50	
Fee Inquiry Time Identified by Caplin:						\$35,030.00	
Total Fee Inquiry Time Requested:						\$35,494.50	
Safe Harbor:						\$10,000.00	
Reduction: [50%]						\$12,747.25	

Exhibit E: Non-Working Travel
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Docket Review	10/18/2010	Benetos, Eugenia	\$210.00	1.10	\$231.00	Organize and prepare materials for hand delivery to Judge's Chambers (.4); make duplicates of materials and organize for EI and RCT (.2); perform review of emails from EPIQ re: filing protocol (.1); send emails to EPIQ re: status of recent filing (.2); deliver to Chambers and dictate notification email to BH re: delivery status of package (1.1).
2	Litigation	10/20/2010	Benetos, Eugenia	\$210.00	1	\$210.00	Hand delivery of Joinder to Judge's Chambers (1); prepare material and dictate email to BH for attorneys re: delivery status. (.5); emails with S. Garabato and ECF filing of Affidavit of Service to Joinder (.4).
3	Litigation	11/16/2010	Benetos, Eugenia	\$210.00	1	\$210.00	Prepare materials for court filing and save proposed order on disk (.4). Filing of materials to Chambers (1).
4	Litigation	11/30/2010	Benetos, Eugenia	\$210.00	1.10	\$231.00	Preparation of Notice of Withdrawal for filing on the court docket (.4); filing on ECG of Notice (.2); emails to EPIQ re: notice of filing (.4). Service of courtesy copy to Chambers (1.1).
5	Litigation	3/2/2011	Benetos, Eugenia	\$215.00	1.10	\$236.50	Hand delivery to Judge's chambers and dictation of email to KCM.
Total:						\$1,118.50	
Reduction: [50%]						\$559.25	

Exhibit F: Expenses
CAPLIN & DRYSDALE, CHARTERED
In re Motors Liquidation Co., et al. : Review of the Final Fee Applications

Row No.	Expense Category	Date	Requested on Fee Application	Description	Reason	Allowed Amount	Reduction
1	15 Air & Train Transportation	10/14/2010	\$20.00	Trevor W. Swett - Agent Fee, re: Amtrak Business Class Train Fare for Travel to/from NY, 10/3/20 - 10/5/10 (Coach Fare \$180.50; Split b/w the Firm and client 57.33	The \$40 agent fee (reduced by half because of split between Firm and client) was already included in the base fare calculation of \$361 (reduced by half to \$180.50).	\$0.00	\$20.00
2	21 Meals Related to Travel	3/9/2011	\$20.96	Ronald E. Reinsel -Breakfast at the Ritz-Carlton (go guests) while on Travel to/from NY, re: Hearing, 3/3/3011	Exceeds the \$20 per meal cap.	\$20.00	\$0.96
3	21 Meals Related to Travel	3/9/2011	\$31.00	Kate G. Henningsen -Lunch at Ohara's Restraurant (no guests) while on Travel to/from NY, re: GM confirmation hearing, 3/2/2011	Exceeds the \$20 per meal cap.	\$21.00	\$10.00
						Totals:	\$30.96
						Reduction [100%]:	\$30.96