

Hearing Date: To Be Determined  
Objection Deadline: To Be Determined

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Joseph P. Gromacki (Admitted *Pro Hac Vice*)  
Daniel R. Murray (Admitted *Pro Hac Vice*)

Special Counsel for Debtors  
and Debtors in Possession

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

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

**SECOND INTERIM FEE APPLICATION OF  
JENNER & BLOCK LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES  
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330

Name of Applicant:	Jenner & Block LLP		
Period for which Compensation and Reimbursement is Sought:	October 1, 2009 to January 31, 2010		
Role in the Case:	Special Counsel for Debtors and Debtors in Possession		
Date of Retention (Jenner & Block):	June 26, 2009, <i>nunc pro tunc</i> June 1, 2009		
Amount of Compensation and Expense Reimbursement Sought As Actual, Reasonable and Necessary:	Fees Requested:		\$45,662.50 <sup>1</sup>
	Expenses Requested:		\$6,208.97
Prior Amounts Requested:	Fees Previously Requested:		\$4,950,322.95
	Fees Previously Awarded:		\$0.00
	Expenses Previously Requested:		\$270,439.26
	Expenses Previously Awarded:		\$0.00

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<sup>1</sup> This reflects the standard pre-petition billing rate which Jenner & Block charged General Motors Corporation. This total also reflects Jenner & Block's voluntary reduction of half its non-working travel time, as well as other time that it has voluntarily written off or not billed.

Summary of Time Recorded in Connection With Rendering  
Services to the Debtors for October 1, 2009 - January 31, 2010

ATTORNEYS

Position	Name	Admitted to Practice	Rate	Time	Amount
Partner	Larry P. Ellsworth	1973	560	0.2	112.00
Partner	E. Lynn Grayson	1986	580	4.5	2,610.00
Partner	Joseph P. Gromacki	1992	712	12.1	8,615.20
Partner	Daniel R. Murray	1970	767	9.3	7,133.10
Partner	Patrick J. Trostle	1992	700	2.5	1,750.00
<b>Partner Total</b>				<b>28.6</b>	<b>20,220.30</b>
Associate	David K. Anna	2007	274	0.5	137.00
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<b>Associate Total</b>				<b>56.8</b>	<b>16,200.20</b>
<b>Total Attorney Time</b>				<b>85.4</b>	<b>36,420.50</b>

PARAPROFESSIONALS

Position	Name	Rate	Time	Amount
Senior Paralegal	Michael H. Matlock	260	34.5	8,970.00
Project Assistant	Marc A. Patterson	160	1.7	272.00
<b>Total Paraprofessional Time</b>			<b>36.2</b>	<b>9,242.00</b>

SUMMARY

Description	Amount
<b>Total Amount for Services Rendered (Attorneys and Paraprofessionals)</b>	<b>\$45,662.50</b>
<b>Less 50% Non-Working Travel Time</b>	<b>(\$0.00)</b>
<b>Total Amount of Fees Requested for Services Rendered (October 1, 2009 - January 31, 2010)</b>	<b>\$45,662.50</b>

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**SECOND INTERIM FEE APPLICATION OF  
JENNER & BLOCK LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

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

Jenner & Block LLP (“**Jenner & Block**”), special counsel to Motors Liquidation Company and its affiliated debtors (collectively, the “**Debtors**”),<sup>2</sup> by this second interim fee

<sup>2</sup> The Debtors are: Motors Liquidation Company (Case No. 09-50026), Chevrolet-Saturn of Harlem, Inc. (Case No. 09-13558), Saturn, LLC (Case No. 09-50027), and Saturn Distribution Corporation (Case No. 09-50028).

application (the “**Second Interim Application**”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seek (i) interim allowance and payment of reasonable compensation for actual and necessary professional services performed by Jenner & Block in the aggregate amount of \$45,662.50 for the period from October 1, 2009 through and including January 31, 2010 (the “**Compensation Period**”); and (ii) reimbursement of actual, reasonable and necessary expenses in the aggregate amount of \$6,208.97 incurred during the Compensation Period.

To aid this Court in analyzing the Second Interim Application, Jenner & Block has divided it into four parts. Part I provides a brief background of the Debtors’ cases. Part II provides an overview of the Second Interim Application. Part III provides a description of the work performed by Jenner & Block during the Compensation Period, by category, as well as how Jenner & Block calculated this compensation request. Finally, Part IV explains why this compensation request should be allowed.

### **I. Background of the Filing and the Retention of Jenner & Block**

1. Commencing on June 1, 2009, (the “**Commencement Date**”), the Debtors filed with 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 Rule 1015(b) of the Bankruptcy Rules. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. On June 12, 2009, the Debtors filed an Application of the Debtors Pursuant to Section 327(e) of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Jenner & Block LLP as

Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date (the “**Retention Application**”). Pursuant to an order dated June 26, 2009, the Debtors were authorized to retain Jenner & Block as their attorneys to render legal services in the prosecution of their chapter 11 cases.

3. On June 3, 2009, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) filed the Appointment of Committee of Unsecured Creditors (the “**Creditors’ Committee**”).

4. A plan of reorganization and disclosure statement has not yet been filed in these cases.

## **II. Second Interim Application**

5. Jenner & Block has prepared this Second Interim Application in accordance with the Administrative Order Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated June 20, 1991 (the “**Original SDNY Guidelines**”), the Administrative Order Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated April 19, 1995 (the “**Amended SDNY Guidelines**,” and collectively the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 promulgated by the United States Department of Justice dated January 30, 1996 (the “**UST Guidelines**”), and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711] (the “**Administrative Order**,” and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”). Pursuant to the Amended SDNY Guidelines, a certification regarding compliance with such guidelines is attached hereto as Exhibit A.

6. On December 23, 2009, the Court entered a Stipulation and Order with Respect to Appointment of a Fee Examiner. [Docket No. 4708]. On February 16, 2010, the Fee Examiner filed the Fee Examiner's First Status Report and Advisory [Docket No. 5002] which provided general observations based on the Fee Examiner's initial review of pending fee applications.

7. Jenner & Block seeks interim allowance herein of reasonable compensation for actual and necessary professional services rendered during the Compensation Period in the aggregate amount of \$45,662.50 and for reimbursement of actual, reasonable and necessary expenses incurred during the Compensation Period in connection with the rendition of such services in the aggregate amount of \$6,208.97.

8. The fees sought by this Second Interim Application reflect an aggregate of 121.6 hours of attorney and paraprofessional time spent and recorded in performing services for the Debtors during the Compensation Period. This aggregate amount does not include time that might be construed as duplicative or otherwise not beneficial to the Debtors' bankruptcy. Of the aggregate time expended during the Compensation Period, 28.6 recorded hours were expended by partners, 56.8 recorded hours were expended by associates, and 36.2 recorded hours were expended by paraprofessionals. During the Compensation Period, Jenner & Block's hourly billing rates for attorneys working on these matters ranged from \$274.00 to \$767.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$426.47.

9. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

10. In accordance with the Administrative Order, to date, Jenner & Block has received payments totaling \$34,655.73 for the Compensation Period, consisting of \$30,967.60, representing 80% of the fees, and \$3,688.13, representing 100% of the expenses, invoiced for October, November and December 2009. Jenner & Block has not yet received payment for either the fees or expenses invoiced for January 2010.

11. Pursuant to the Guidelines, annexed hereto as Exhibit B is a schedule setting forth all Jenner & Block professionals and paraprofessionals who have performed services for the Debtors during the Compensation Period for which Jenner & Block is seeking reimbursement, the position in which each such individual is employed by Jenner & Block, the hourly billing rate charged for services performed by such individual, the aggregate number of hours expended in this matter and fees billed therefore, and as to attorneys, the year in which each professional was first licensed to practice law.

12. Pursuant to the UST Guidelines, annexed hereto as Exhibit C is a summary by project matter of the fees generated by the services performed during the Compensation Period and, for each separate project matter, a list of each person providing services on the project, a statement of the number of hours spent and the amount of compensation requested for each person on the project.

13. Annexed hereto as Exhibit D is a schedule specifying the categories of expenses for which Jenner & Block is seeking reimbursement and the total amount for each such expense category; Exhibit E contains a detailed list of all expenses for which Jenner & Block seeks reimbursement. This schedule has been adjusted for and does not reflect certain expenses incurred by Jenner & Block for which it will not be seeking reimbursement.



14. Jenner & Block maintains detailed records of the time spent by all attorneys and paraprofessionals and the expenses incurred by, and in connection with the representation of, the Debtors. Copies of the detailed time records are annexed hereto as Exhibit F.

15. The fees charged by Jenner & Block in these cases reflect those rates applied to General Motors Corporation pre-petition. The fees are otherwise billed in accordance with Jenner & Block's general procedures in effect during the Compensation Period. The rates Jenner & Block charges for the services rendered by its professionals and paraprofessionals to the Debtors are reasonable based on the customary compensation charged by comparably skilled practitioners in a competitive national legal market in cases other than cases under title 11.

16. All of the services for which interim compensation is sought were rendered to the Debtors solely in furtherance of bankruptcy and not on behalf of any individual creditor or other entity.

17. Jenner & Block has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases.

18. Jenner & Block has not shared, nor agreed to share (a) any compensation they have received or may receive with another party or person, other than with the members, counsel and associates of the firm, or (b) any compensation another person or party has received or may receive. No promises have been received by Jenner & Block as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

19. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Second Interim Application, Jenner & Block reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

### **III. Summary of Professional Compensation and Reimbursement of Expenses Requested**

20. As noted above, Exhibit C is a summary by project matters of the fees generated during the Compensation Period. The following are descriptions of the project matters and their necessity and benefit to the estate. The descriptions include a statement of the aggregate number of hours spent and fees charged for each matter. The persons providing services on each project matter are listed on Exhibit C.

#### **A. 363 Sale**

#### **Background of the 363 Transaction**

21. On June 1, 2009, a motion was filed by the Debtors seeking entry of an order authorizing and approving the sale of assets to NGMCO, Inc., a U.S. Treasury-sponsored purchaser, pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, together with all related documents and agreements as well as all exhibits, schedules and addenda thereto (as amended, the “**MPA**”) [Docket No. 92].

22. On July 5, 2009, this Court entered its Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief (the “**Sale Order**”) [Docket No. 2698].

23. On July 9, 2009, NGMCO, Inc. filed the required documentation to change its name to General Motors Company.

24. On July 10, 2009, pursuant to the MPA and the Sale Order, General Motors Company acquired substantially all of the assets of the Debtors (the “**363 Transaction**”).

### **Jenner & Block’s Role in the 363 Transaction**

25. The Retention Application described the role of Jenner & Block as advising the Debtors regarding, *inter alia*, “[t]ransactional and bankruptcy issues related to the MPA and the 363 Transaction, including implementation thereof.” Retention Application, ¶ 16(b).

26. A critical part of the Debtors’ bankruptcy process was the execution of the 363 Transaction. During this Compensation Period, Jenner & Block expended 4.5 hours at an aggregate charge of \$2,610.00 on a limited number of follow-up matters related to the 363 Transaction.

#### B. Jenner Retention/Billing/Fee Applications

27. This matter includes time entries related to preparing the monthly fee statements in compliance with the Guidelines as well as preparing and filing the first interim fee application for the period from June 1, 2009 through and including September 30, 2009. This time period reflected Jenner & Block’s largest involvement in these bankruptcy proceedings. Accordingly, Jenner & Block had to expend substantial effort in drafting the fee application pursuant to the applicable Guidelines.

28. During the Compensation Period, Jenner & Block expended 92.2 hours, at an aggregate charge of \$29,600.70 on retention and billing matters.

#### C. Case Administration

29. Work related to the case administration matter involved preparing various documents for filing with the court, reviewing preliminary documents from and conferring

with the Court appointed Fee Examiner, reviewing and monitoring the court docket and researching possible supplemental disclosures to the Court pursuant to Jenner & Block's Retention Application.

30. During the Compensation Period, Jenner & Block expended 24.9 hours, at an aggregate charge of \$13,451.80 with respect to case management.

#### **IV. The Requested Compensation Should Be Allowed**

31. The foregoing professional services performed by Jenner & Block were necessary and appropriate in the above-referenced chapter 11 cases and were in the best interests of the Debtors. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. Jenner & Block has taken significant efforts to ensure that the professional services were performed with expedience, in an efficient manner, and without duplication of effort.

32. In preparing this Second Interim Application, Jenner & Block calculated the amount of time spent by each attorney and paraprofessional in performing actual and necessary legal services for the Debtors. That data came directly from computerized records that are kept for each Jenner & Block client. Individual time entries are maintained on written daily logs, personal computer hard drives or input directly into the Firm's central client accounting and billing system. All time entries and expenses are uploaded into the billing system, which then produces draft client billing memoranda and invoices. Jenner & Block attorneys have reviewed and edited the draft invoices and billing memoranda for errors prior to their submission.

33. The rates used in this Second Interim Application are the customary and usual pre-petition rates which Jenner & Block charged General Motors Corporation. In addition, the disbursements for which Jenner & Block seeks reimbursement are the customary and usual

expenses for which Jenner & Block seeks reimbursement from its clients. Jenner & Block charges 9 cents per page for duplicating. Jenner & Block does not charge its clients for facsimiles, domestic and long distance telephone (other than while traveling), and certain overtime expenses, and takes those expenses into account in its overhead. Jenner & Block does not include charges for postage, messenger services, duplicating and computerized legal research in its overhead because it is fairer to clients who use less of these services to have these expenses billed separately. According to its outside auditors, these charges fairly approximate the firm's actual costs and do not result in undue revenue for the firm. The firm's hourly rates used for this Second Interim Application do not compensate the firm for such expenses.

34. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the 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 at which the service 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(a)(3).

35. In the instant case, Jenner & Block respectfully submits that the services for which they seek compensation in this Second Interim Application were, at the time rendered, believed to be necessary for and beneficial to the Debtors. Jenner & Block further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services provided to the Debtors.

36. The services rendered by Jenner & Block were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the interim compensation sought herein for the Compensation Period is warranted.

37. This Second Interim Application includes citations to the applicable authorities and does not raise any novel issues of law. Jenner & Block reserves the right to file a brief in reply to any objection to this Second Interim Application.

38. To the extent applicable, Jenner & Block further requests that the Court waive for cause shown any Guideline requirement not met by this Second Interim Application.

39. No previous motion for the relief sought herein has been made to this or any other court.

**CONCLUSION**

WHEREFORE Jenner & Block respectfully requests: (i) allowance and payment of compensation for professional services rendered during the Compensation Period in the amount of \$45,662.50; and (ii) reimbursement for actual and necessary expenses Jenner & Block incurred during the Compensation Period in the amount of \$6,208.97; and (iii) that the Court grant Jenner & Block such other and further relief as is just.

Dated: March 15, 2010  
Chicago, Illinois

Respectfully submitted,

By: /s/ Daniel R. Murray  
Daniel R. Murray

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**EXHIBIT A**

Amended SDNY Guidelines Certification



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MOTORS LIQUIDATION COMPANY., <i>et al.</i> ,	:	09-50026 (REG)
Debtors.	:	(Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES  
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS  
IN RESPECT OF SECOND INTERIM FEE APPLICATION OF  
JENNER & BLOCK LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

I, Daniel R. Murray, hereby certify that:

1. I am a partner of Jenner & Block LLP (“**Jenner & Block**”), special counsel for Motors Liquidation Company, *et al.* and its affiliated debtors (collectively, the “**Debtors**”) in the above-captioned bankruptcy cases.
2. I have been designated by Jenner & Block with responsibility in this case for ensuring that the Second Interim Application of Jenner & Block, dated March 15, 2010 (the

“**Second Interim Application**”) for interim payment of compensation and reimbursement of expenses for the period commencing October 1, 2009 through and including January 31, 2010 (the “**Compensation Period**”) complies with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “**Amended SDNY Guidelines**”) and the United States Trustee Guidelines for Reviewing Second Interim Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**” and, together with the Amended SDNY Guidelines, the “**Guidelines**”).

3. In respect of Section B.1 of the Amended SDNY Guidelines, I certify that:
  - a. I have read the Second Interim Application;
  - b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Second Interim Application fall within the Guidelines;
  - c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Jenner & Block and generally accepted by Jenner & Block’s clients; and
  - d. In providing a reimbursable service, Jenner & Block does not make a profit on that service, whether the service is performed by Jenner & Block in-house or through a third party.

4. In respect of Section B.2 of the Amended SDNY Guidelines, I certify that Jenner & Block has provided the Debtors and counsel for the statutory committee of unsecured creditors appointed in these cases statements of Jenner & Block’s fees and disbursements accrued during the previous month, although, due to administrative limitations, such statements were not always provided within the timetable set forth in the Amended SDNY Guidelines. To the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section B.2 of the Amended SDNY Guidelines that “the trustee, and in chapter 11 cases, the chair of each official

committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month.”

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors have been provided with a copy of the Second Interim Application; and, to the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section B.3 of the Amended SDNY Guidelines that “the trustee, and, in a chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee application at least 10 days before the date set by the court or any applicable rules for filing fee applications.”

Dated: March 15, 2010

/s/Daniel R. Murray  
Daniel R. Murray

**EXHIBIT B**

Schedule of Attorneys and Paraprofessionals

Exhibit B  
Schedule of Attorneys and Paraprofessionals

Summary of Time Recorded in Connection With Rendering  
Services to the Debtors for October 1, 2009 - January 31, 2010

ATTORNEYS

Position	Name	Admitted to Practice	Rate	Time	Amount
Partner	Larry P. Ellsworth	1973	560	0.2	112.00
Partner	E. Lynn Grayson	1986	580	4.5	2,610.00
Partner	Joseph P. Gromacki	1992	712	12.1	8,615.20
Partner	Daniel R. Murray	1970	767	9.3	7,133.10
Partner	Patrick J. Trostle	1992	700	2.5	1,750.00
<b>Partner Total</b>				<b>28.6</b>	<b>20,220.3</b>
Associate	David K. Anna	2007	274	0.5	137.00
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<b>Total Attorney Time</b>				<b>85.4</b>	<b>36,420.50</b>

PARAPROFESSIONALS

Position	Name	Rate	Time	Amount
Senior Paralegal	Michael H. Matlock	260	34.5	8,970.00
Project Assistant	Marc A. Patterson	160	1.7	272.00
<b>Total Paraprofessional Time</b>			<b>36.2</b>	<b>9,242.00</b>

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<b>Total Amount for Services Rendered (Attorneys and Paraprofessionals)</b>	<b>\$45,662.50</b>
<b>Less 50% Non-Working Travel Time</b>	<b>(\$0.00)</b>
<b>Total Amount of Fees Requested for Services Rendered (October 1, 2009 - January 31, 2010)</b>	<b>\$45,662.50</b>

**EXHIBIT C**

Summary of Project Matters

Schedules of Fees by Project Matter

MATTER NUMBER 10010 363 Sale

Position	Name	Rate	Time	Amount
Partner	E. Lynn Grayson	580	4.5	2,610.00
<b>TOTAL</b>			4.5	2,610.00

MATTER NUMBER 10100 RETENTION/BILLING/FEE APPLICATION

Position	Name	Rate	Time	Amount
Partner	Larry P. Ellsworth	500	0.2	112.00
Partner	Joseph P. Gromacki	712	6.7	4,770.40
Partner	Daniel R. Murray	767	2.2	1,687.40
Partner	Patrick J. Trostle	712	0.9	630.00
Associate	David K. Anna	274	0.5	137.00
Associate	Gregory S. Knudsen	274	38.3	10,494.20
Associate	Andrew J. Olejnik	339	8.3	2,813.70
Senior Paralegal	Michael H. Matlock	260	33.4	8,684.00
Project Assistant	Marc A. Patterson	160	1.7	272.00
<b>TOTAL</b>			92.2	29,600.70

MATTER NUMBER 10126 CASE ADMINISTRATION

Position	Name	Rate	Time	Amount
Partner	Joseph P. Gromacki	712	5.4	3,844.80
Partner	Daniel R. Murray	767	7.1	5,445.70
Partner	Patrick J. Trostle	700	1.6	1,120.00
Associate	Gregory S. Knudsen	274	8.2	2,246.80
Associate	Andrew J. Olejnik	339	1.5	508.50
Senior Paralegal	Michael H. Matlock	260	1.1	286.00
<b>TOTAL</b>			24.9	13,451.80

**EXHIBIT D**

Schedule of Expense Categories



SUMMARY OF EXPENSES

Categories of Expenses for which Jenner & Block Seeks Reimbursement

Description	Amount
Business Meals	1,033.95
Corporate Filing/Retrieval Fees	2,244.00
Local Counsel Fees	255.95
Overnight Courier/UPS, Federal Express	294.46
In-city Transportation - Overtime	60.30
Pacer Charges	152.16
Photocopy Expense	468.69
Off-site Photocopy - IKON Office Solutions	1,501.65
Westlaw Research	197.81
<b>TOTAL EXPENSES</b>	<b>6,208.97</b>

**EXHIBIT E**

Detailed List of Expenses

EXPENSES

Detailed List of Expenses for which Jenner & Block Seeks Reimbursement

<b>Date</b>	<b>Description</b>	<b>Amount</b>
6/15/2009	Federal Express	\$49.30
6/24/2009	Ikon Office Solutions - printing expense 06/24/2009	\$1,501.65
7/6/2009	Business meals - J. Gromacki 07/06/2009 New York, NY - to attend various GM meetings	\$90.05
7/6/2009	Business meals - J. Gromacki 07/09/2009 New York, NY - various GM meetings and hearings - dinner with K. Hudolin, A. Segovia, J. Gromacki, M. Wolf, M. Hill, D. Anna, M. Ressler, R. Wallace, R. Gietz, H. Pais	\$823.34
8/28/2009	UPS	\$24.39
8/28/2009	UPS	\$26.16
8/28/2009	UPS	\$26.16
8/28/2009	UPS	\$26.16
8/28/2009	UPS	\$4.67
8/28/2009	UPS	\$8.84
8/28/2009	UPS	\$8.84
8/28/2009	UPS	\$8.84
8/31/2009	Carey, Scott & Douglas, PLLC - local counsel fees re Marion Smith v. GM & Warner Pontiac 6/5/09 through 6/15/09	\$230.87
9/1/2009	Westlaw Business Payment Center - UCC Fee, obtained specified SEC filings	\$193.73
9/3/2009	UPS	\$12.93
9/22/2009	UPS	\$8.75
9/22/2009	UPS	\$11.09
9/22/2009	UPS	\$12.84
9/22/2009	UPS	\$11.09
9/25/2009	UPS	\$14.26
10/2/2009	Photocopy & Related Expenses	\$2.44
10/5/2009	Network Printing	\$28.53
10/5/2009	Pacer charges - 10/05/2009	\$77.68
10/5/2009	Pacer charges - 10/05/2009	\$2.64
10/5/2009	Pacer charges - 10/05/2009	\$2.80
10/5/2009	Pacer charges - 7/1/09-9/30/09	\$36.48
10/5/2009	Pacer charges 10/05/2009	\$19.68
10/8/2009	UPS	\$10.28
10/8/2009	UPS	\$7.55
10/12/2009	Photocopy-NQue	\$0.27
10/16/2009	Business meals for N. Berger, D. Garcia and Z. Sorman 6/29/09	\$35.66

Exhibit E  
Detailed List of Expenses

<b>Date</b>	<b>Description</b>	<b>Amount</b>
10/16/2009	Business meals for N. Berger, D. Garcia, F. Eichenlaub and Z. Sorman, 6/30/09 and 7/4/09	\$84.90
10/16/2009	Transportation - N. Berger 6/29/09	\$60.30
10/20/2009	Photocopy-NQue	\$1.89
10/23/2009	Network Printing	\$48.06
10/30/2009	Photocopy-NQue	\$11.16
10/31/2009	Carey, Scott & Douglas, PLLC - local counsel fees re Marion Smith v. GM & Warner Pontiac 9/11/2009	\$25.08
11/2/2009	Network Printing	\$6.66
11/2/2009	Photocopy-NQue	\$0.18
11/2/2009	UPS	\$10.14
11/3/2009	Network Printing	\$2.34
11/4/2009	Network Printing	\$0.99
11/5/2009	Network Printing	\$3.60
11/6/2009	Network Printing	\$25.20
11/9/2009	Network Printing	\$46.35
11/9/2009	Photocopy & Related Expenses	\$39.87
11/10/2009	Network Printing	\$27.27
11/11/2009	Network Printing	\$9.27
11/11/2009	Photocopy & Related Expenses	\$4.40
11/12/2009	Network Printing	\$4.23
11/12/2009	Network Printing	\$3.42
11/12/2009	UPS	\$12.17
11/13/2009	Network Printing	\$28.89
11/13/2009	Network Printing	\$4.14
11/13/2009	Photocopy & Related Expenses	\$40.38
11/16/2009	Network Printing	\$21.78
11/17/2009	Network Printing	\$53.01
11/20/2009	Photocopy-NQue	\$16.02
11/24/2009	Network Printing	\$1.44
11/30/2009	Westlaw Research	\$4.08
12/1/2009	Network Printing	\$8.64
12/2/2009	Network Printing	\$2.61
12/3/2009	Network Printing	\$7.38
12/14/2009	Network Printing	\$4.32
12/15/2009	Commissioner of Revenue Services - Sean C. Herring - 2009 Occupational Tax - Registration #45877743-000 2009 Form 472, 12/15/2009	\$565.00

Exhibit E  
Detailed List of Expenses

<b>Date</b>	<b>Description</b>	<b>Amount</b>
12/16/2009	Commissioner of Revenue Services - Sean C. Herring - 2008 Occupational Tax - Registration #45877743-000 Notice #09002421875 #09002421875, 12/16/2009	\$549.00
12/17/2009	Commissioner of Revenue Services - Jennifer D. Dlugosz - 2009 occupational Tax - Registration #45878071-000 2009 Form 472, 12/17/2009	\$565.00
12/17/2009	Commissioner of Revenue Services - Ryan K. Harding - 2009 Occupational Tax - Juris #428917 2009 Form 472, 12/17/2009	\$565.00
12/21/2009	Photocopy-NQue	\$5.94
1/6/2010	Pacer charges 01/06/2010	\$0.24
1/6/2010	Pacer charges 01/06/2010	\$11.92
1/6/2010	Pacer charges 01/06/2010	\$0.72
1/13/2010	Network Printing	\$4.77
1/22/2010	Network Printing	\$3.24
	<b>TOTAL</b>	<b>\$6,208.97</b>

**EXHIBIT F-1**

Detailed Time Records - October

LAW OFFICES  
**JENNER & BLOCK LLP**  
 353 N. CLARK STREET  
 CHICAGO, ILLINOIS 60654-3456  
 (312) 222-9350

JENNER RETENTION/BILLING/FEE APPLICATION				MATTER NUMBER - 10100
10/12/09	GSK	1.10	Reviewed September invoice for compliance with bankruptcy guidelines (.7); conferred with D. Murray re same (.4).	301.40
10/14/09	DRM	.20	Reviewed September fee statement with G. Knudsen.	153.40
10/15/09	JPG	1.00	Followed up with C. Bessler re various billing matters (.2); reviewed billing issues and prepared response to C. Bessler (.8).	712.00
10/16/09	GSK	.40	Reviewed September invoice for compliance with bankruptcy guidelines.	109.60
10/19/09	GSK	.10	Reviewed September invoice for compliance with bankruptcy guidelines.	27.40
10/20/09	GSK	1.70	Reviewed September invoice for compliance with bankruptcy guidelines (.5); reviewed precedent interim fee application (.3); began drafting same for Motors Liquidation Company (.9).	465.80
10/22/09	GSK	.70	Continued drafting interim fee application for Motors Liquidation Company.	191.80
10/27/09	JPG	.80	Worked on review of invoices.	569.60
10/30/09	DRM	.20	Reviewed and finalized September statement with G. Knudsen.	153.40
10/30/09	GSK	.80	Conferred with D. Murray re finalizing September invoice for Motors Liquidation Company (.3); finalized and sent same (.5).	219.20
		7.00	PROFESSIONAL SERVICES	2,903.60
<b>MATTER TOTAL</b>				<b>\$ 2,903.60</b>

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CASE ADMINISTRATION

MATTER NUMBER - 10126

10/01/09	DRM	.40	Telephone conference with S. Karotkin re discussions with U.S. Trustee and filing of supplemental declaration (.2); memorandum to J. Gromacki and M. Terrien re same (.2).	306.80
10/05/09	PJT	.50	Reviewed bankruptcy court pleadings over several days.	350.00
10/06/09	GSK	.10	Worked on factual research re possible disclosure issue.	27.40
10/08/09	GSK	.50	Edited supplemental affidavit for subsequent disclosures.	137.00
10/09/09	GSK	.80	Met with D. Murray re supplemental affidavit and followed up re same.	219.20
10/14/09	DRM	.30	Memoranda to and from G. Knudsen re disclosures to be made in supplemental disclosure statement.	230.10
10/15/09	DRM	.50	Conferred with S. Karotkin and J. Gromacki re status of discussions with U.S. Trustee's office and reviewed memoranda from S. Karotkin, J. Gromacki and R. Weiss re same.	383.50
10/15/09	GSK	.50	Drafted letter to Alix Partners in response to request for detail of invoicing.	137.00
10/16/09	DRM	1.20	Reviewed drafts of supplemental conflicts declaration and conferred with G. Knudsen re same (.5); telephone conference with B. Masumoto re supplemental conflicts declaration and memoranda to and from J. Gromacki and G. Knudsen re same (.7).	920.40
10/16/09	JPG	1.80	Followed up with D. Murray re discussions with Office of United States Trustee (.3); prepared correspondence re same and related follow up (1.5).	1,281.60
10/16/09	GSK	1.80	Drafted revised version of second supplemental affidavit (1.4); conferred with D. Murray re same (.4).	493.20
10/19/09	JPG	.50	Reviewed second supplemental declaration (.3); followed up re same with D. Murray (.2).	356.00
10/20/09	DRM	.50	Finalized supplemental declaration and sent memorandum to S. Karotkin and R. Weiss re same.	383.50



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10/20/09	JPG	.50	Worked on matters re filing of second supplemental declaration and reviewed revised draft of same.	356.00
10/21/09	DRM	.50	Telephone conference with S. Karotkin re supplemental declaration and memoranda to and from J. Gromacki re same re same.	383.50
10/21/09	JPG	.50	Worked on matters re filing of second supplemental declaration.	356.00
10/23/09	DRM	1.50	Memoranda to and from S. Karotkin, J. Gromacki, M. Terrien and M. Matlock re filing of supplemental declaration and finalized same for filing (1.); further memoranda to and from S. Karotkin, J. Gromacki and M. Matlock re filing of supplemental disclosure (.5).	1,150.50
10/23/09	MHM	.70	Reviewed filing procedures and service precedents re supplemental declaration in support of retention (.3); telephone conferences with Garden City Group re service of same (.2); worked on e-filing and transmittal for service (.2).	182.00
		13.10	PROFESSIONAL SERVICES	7,653.70
MATTER TOTAL				\$ 7,653.70

**EXHIBIT F-2**

Detailed Time Records - November

LAW OFFICES  
**JENNER & BLOCK LLP**  
 353 N. CLARK STREET  
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JENNER RETENTION/BILLING/FEE APPLICATION			MATTER NUMBER -	10100
11/02/09	MHM	.70	Prepared transmittal letter to chamber re courtesy copy and draft order (.4); prepared diskette re same (.3).	182.00
11/02/09	GSK	3.30	Drafted interim fee application for Motors Liquidation Company.	904.20
11/03/09	DRM	1.00	Met with A. Olejnik and G. Knudsen re compliance with U.S. Trustee's office request re billing format and follow-up telephone conference with M. Churilla and J. Calton re same (.8); reviewed memoranda from R. Brooks and J. Calton following up re same (.2).	767.00
11/03/09	AJO	1.60	Reviewed memorandum re submission of fee applications and monthly fee statements (.3); met with G. Knudsen re draft interim fee application (.5); met with D. Murray and G. Knudsen re same (.4); e-mailed M. Matlock re same (.2); reviewed draft interim fee application (.2).	542.40
11/03/09	GSK	1.20	Conferred with A. Olejnik and D. Murray re process for interim fee application and followed up re same.	328.80
11/04/09	JPG	.40	Reviewed interim fee application and other billing matters.	284.80
11/04/09	LPE	.20	Conferred with G. Knudsen and reviewed records re basis of June-September fee application in bankruptcy proceeding.	112.00
11/04/09	DKA	.50	Reviewed descriptions in billing report to bankruptcy court and conferred with G. Knudsen re same.	137.00
11/04/09	GSK	3.60	Drafted interim fee application for Motors Liquidation Company.	986.40
11/05/09	AJO	.10	Conferred with G. Knudsen re preparation of interim fee application.	33.90
11/05/09	GSK	5.30	Drafted interim fee application for Motors Liquidation Company (5.1); sent same to A. Olejnik for review (.2).	1,452.20
11/06/09	MHM	3.10	Worked on retrieving data for fee application.	806.00
11/06/09	AJO	.50	Reviewed draft fee application and conferred with G. Knudsen re same.	169.50

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11/06/09	GSK	1.60	Conferred with A. Olejnik re necessary edits to interim fee application (.3); edited same (1.2); sent same to D. Murray for review (.1).	438.40
11/09/09	MHM	5.50	Reviewed and verified invoice totals for fee application.	1,430.00
11/09/09	GSK	1.20	Continued drafting interim fee application for first compensation period (.9); reviewed October invoice for compliance with bankruptcy guidelines (.3).	328.80
11/10/09	DRM	.20	Reviewed fee application draft prepared by G. Knudsen and conferred with him re same.	153.40
11/10/09	MHM	5.90	Continued review of invoices and preparation of summary of fees, hours and expenses incurred during quarterly application period.	1,534.00
11/10/09	GSK	.60	Reviewed draft of first interim application for compensation with D. Murray (.3); edited same (.2); sent same to J. Gromacki for review (.1).	164.40
11/11/09	MXP	1.70	Worked on preparing exhibit for fee application.	272.00
11/11/09	MHM	6.10	Continued review and verification of matter data for interim fee application (3.8); worked on transferring data to exhibits (2.3).	1,586.00
11/11/09	GSK	1.80	Continued drafting first draft of interim fee application.	493.20
11/12/09	DRM	.20	Reviewed draft bill for October and conferred with G. Knudsen re same.	153.40
11/12/09	MHM	5.00	Reviewed and revised matter summaries and attorney summary (1.8); worked on preparing disbursement detail and summary (3.2).	1,300.00
11/12/09	JPG	.50	Reviewed and commented on fee application.	356.00
11/12/09	AJO	.50	Reviewed draft first interim fee application and sent comments to G. Knudsen.	169.50
11/12/09	GSK	5.80	Began editing application charts for first draft of interim fee application (4.7); sent same to A. Olejnik and D. Murray for review (.2); reviewed October invoice for compliance with bankruptcy guidelines (.9).	1,589.20
11/13/09	DRM	.10	Conferred with A. Olejnik re revisions to fee application.	76.70

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11/13/09	MHM	6.30	Continued review and verification of disbursement detail and summaries (3.9); reviewed and revised various exhibits (2.1); corresponded and conferred with G. Knudsen re same (.3).	1,638.00
11/13/09	JPG	1.30	Reviewed fee application and comments re same.	925.60
11/13/09	AJO	1.20	Met with G. Knudsen re edits to first interim fee application (.2); conferred with M. Matlock re fee application submission process (.2); reviewed and commented on draft interim fee application (.8).	406.80
11/13/09	GSK	2.30	Inserted final charts into first interim fee application (1.9); conferred with A. Olejnik re comments on same and followed up re same (.4).	630.20
11/14/09	GSK	1.10	Edited first interim fee application based on comments from A. Olejnik.	301.40
11/15/09	AJO	.10	E-mailed G. Knudsen re finalization of first interim fee application.	33.90
11/16/09	MHM	.80	Corresponded with Garden City Group re service of fee application (.2); worked on preparing full electronic copy of fee application for service (.6).	208.00
11/16/09	AJO	4.10	Reviewed and edited final version of first interim fee application for filing (2.1); conferred with G. Knudsen re same (.1); conferred with M. Matlock re same and service (.2); conferred with P. Trostle re same (.2); e-mailed D. Murray re same (.2); finalized and filed same (1.3).	1,389.90
11/16/09	PJT	.90	Reviewed fee application and related exhibits (.7); conferred with A. Olejnik re fee application (.2).	630.00
11/16/09	GSK	2.30	Made final edits to Motors Liquidation Company interim fee application (2.1); conferred with A. Olejnik re same (.2).	630.20
11/17/09	GSK	.20	Reviewed October invoice for compliance with bankruptcy guidelines.	54.80
11/19/09	DRM	.30	Revised fee statement for October and reviewed with G. Knudsen.	230.10

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11/19/09	GSK	.30	Conferred with D. Murray re October invoices for Motors Liquidation Company and followed up re same.	82.20
11/20/09	GSK	.20	Drafted cover letter for Motors Liquidation Company October invoice (.1); finalized invoice (.1).	54.80
		79.60	PROFESSIONAL SERVICES	23,967.10
MATTER TOTAL				\$ 23,967.10

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CASE ADMINISTRATION			MATTER NUMBER -	10126
11/04/09	DRM	.10	Memorandum to G. Knudsen re additional supplemental disclosure and conferred with T. Monson re same.	76.70
11/04/09	MHM	.40	Finalized, filed and arranged for service of change of address.	104.00
		0.50	PROFESSIONAL SERVICES	180.70
MATTER TOTAL				\$ 180.70

**EXHIBIT F-3**

Detailed Time Records - December



LAW OFFICES  
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363 SALE				MATTER NUMBER -	10010
12/08/09	ELG	.50	Reviewed update from F. Eichenlaub re sand piles and Saginaw site issues with Motors Liquidation Company (.2); reviewed nature of further support needed for Motors Liquidation Company response (.3).		290.00
12/09/09	ELG	.50	Reviewed Motors Liquidation Company position on sand piles and reviewed regulatory issues re same (.3); conferred further with P. Boye-Williams re other facts at issue (.2).		290.00
12/10/09	ELG	2.50	Reviewed master service agreement and master lease/subdivision property re environmental concerns (1.9); prepared comments for J. Walle re same and master service agreement insights (.6).		1,450.00
12/11/09	ELG	1.00	Reviewed master lease/subdivision properties re support for sand pile management (.7); conferred with P. Boye-Williams re same and support for Motors Liquidation Company response (.3).		580.00
		4.50	PROFESSIONAL SERVICES		2,610.00
MATTER TOTAL				\$	2,610.00

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JENNER RETENTION/BILLING/FEE APPLICATION			MATTER NUMBER -	10100
12/14/09	GSK	.30	Reviewed November invoice for compliance with Bankruptcy Court guidelines.	82.20
12/16/09	GSK	.10	Conferred with D. Murray re November invoice for Motors Liquidation Company.	27.40
12/21/09	JPG	.50	Reviewed billing and worked on other administrative matters.	356.00
12/21/09	GSK	.50	Finalized November invoice for Motors Liquidation Company (.3); conferred with D. Murray re same (.1); sent same to notice parties (.1).	137.00
		1.40	PROFESSIONAL SERVICES	602.60
MATTER TOTAL			\$	602.60

LAW OFFICES  
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CASE ADMINISTRATION			MATTER NUMBER -	10126
12/22/09	PJT	.20	Conferred with D. Murray re schedule for first interim fee hearing.	140.00
12/30/09	JPG	.80	Worked on matters re W-9 for Motors Liquidation Company and interest allocation.	569.60
12/30/09	GSK	.30	Assembled and sent Motors Liquidation Company materials to J. Gromacki per request.	82.20
		1.30	PROFESSIONAL SERVICES	791.80
MATTER TOTAL				\$ 791.80

**EXHIBIT F-4**

Detailed Time Records - January

LAW OFFICES  
**JENNER & BLOCK LLP**  
 353 N. CLARK STREET  
 CHICAGO, ILLINOIS 60654-3456  
 (312) 222-9350

JENNER RETENTION/BILLING/FEE APPLICATION			MATTER NUMBER -	10100
1/08/10	AJO	.20	Reviewed order appointing fee committee (.1); e-mailed D. Murray and G. Knudsen re exemplar spreadsheet for transmitting budget to Fee Committee (.1).	67.80
1/11/10	JPG	1.50	Worked on conflict matters (0.5); worked on billing matters (0.5); worked on matters re fee administrator (0.5).	1,068.00
1/13/10	JPG	.70	Reviewed bills.	498.40
1/19/10	GSK	.30	Reviewed back-ups of expenses matters for compliance with bankruptcy guidelines.	82.20
1/20/10	GSK	.40	Conferred with M. Churilla re Motors Liquidation Company invoicing (.1); conferred with D. Murray and R. Harding re expense items in Motors Liquidation Company invoice (.3).	109.60
1/26/10	GSK	.10	Conferred with D. Murray and R. Harding re expense matters on December invoice.	27.40
1/27/10	GSK	.60	Conferred with P. Harris, D. Murray and R. Harding re expenses on December invoice for Motors Liquidation Company (.5); drafted cover letter to for December invoice (.1).	164.40
1/28/10	GSK	.10	Conferred with D. Murray re final review of December invoice.	27.40
1/29/10	GSK	.30	Finalized Motors Liquidation Company December invoice and sent same off to notice parties.	82.20
		4.20	PROFESSIONAL SERVICES	2,127.40
MATTER TOTAL				\$ 2,127.40

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CASE ADMINISTRATION			MATTER NUMBER -	10126
1/08/10	DRM	.90	Participated in telephone conferences with B. Williamson and P. Trostle and memoranda to and from J. Gromacki, G. Knudsen and A. Olejnik re same.	690.30
1/11/10	DRM	.70	Met with K. Stadler re fee examiner process.	536.90
1/11/10	AJO	1.20	Prepared for conference with K. Stadler re fee examiner process for case by reviewing procedures and fee examiner pleadings (.5); attended conference with K. Stadler, D. Murray and G. Knudsen (.7).	406.80
1/11/10	GSK	.80	Conferred with K. Stadler, D. Murray and A. Olejnik re process for Motors Liquidation Company fee examiner.	219.20
1/12/10	AJO	.30	Met with D. Murray and G. Knudsen re preparation of monthly budget.	101.70
1/12/10	GSK	2.30	Prepared chart of February budget as requested by Motors Liquidation Company fee examiner (1.6); conferred with A. Olejnik and D. Murray re same (.3); conferred with D. Murray and J. Gromacki re same (.2); edited same per discussions (.2).	630.20
1/13/10	DRM	.50	Met with B. Williamson, J. Gromacki and G. Knudsen re fee examiner process.	383.50
1/13/10	JPG	1.30	Prepared for meeting with B. Williamson (0.3); met with B. Williamson re video conference and related follow-up (0.7); worked on matters re case management (0.3).	925.60
1/13/10	PJT	.90	Met with fee examiner re fee application.	630.00
1/13/10	GSK	.70	Conferred with B. Williamson, J. Gromacki, D. Murray and P. Trostle re fee examination process for Motors Liquidation Company.	191.80
1/14/10	GSK	.20	Conferred with D. Murray re February budget as requested by Motors Liquidation Company fee examiner.	54.80
1/26/10	GSK	.20	Researched entity re supplemental disclosure.	54.80
		10.00	PROFESSIONAL SERVICES	4,825.60
MATTER TOTAL				\$ 4,825.60