

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

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In re : **Chapter 11**  
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MOTORS LIQUIDATION COMPANY, *et al.*, : **Case No. 09-50026 (REG)**  
f/k/a General Motors Corp., *et al.* :   
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Debtors. : **(Jointly Administered)**  
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**ORDER GRANTING APPLICATION OF AP SERVICES, LLC AS CRISIS  
MANAGERS TO THE DEBTORS FOR APPROVAL OF SUCCESS FEE**

Upon the *Application of AP Services, LLC as Crisis Managers to the Debtors for Approval of the Success Fee* (the “**Application**”),<sup>1</sup> dated July 16, 2010, for an order allowing and authorizing the payment of the second installment of the Success Fee as provided in its Engagement Letter (as amended) with the Debtors, all as more fully described in the Application; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and upon (a) the Fee Examiner’s Response and Motion to Defer Consideration of Debtors’ Request for an Award to AP Services, LLC of a Success Fee and a Retroactive Hourly Rate Increase, dated August 3, 2010, (b) the Objection of the United States Trustee to Application of AP Services, LLC as Crisis Managers for the Debtors for Approval of the Success Fee, dated August 4, 2010, (c) the Reply of Motors Liquidation Company to Objection of United States Trustee, Objection of Unsecured Creditors Committee, and

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

the Response and Motion to Defer of Fee Examiner to (A) Application by AP Services, LLC for Approval of Success Fee and (B) Motion by Debtors to Amend Terms of Their Engagement Letter with AP Services, LLC, dated August 5, 2010, (d) the Fee Examiner's Supplemental Response and Motion to Defer an Award of a Retroactive Hourly Increase, dated August 30, 2010, and (e) the Response of the United States Trustee Regarding Application by AP Services, LLC, as Crisis Managers to the Debtors for Approval of Success Fee and Reimbursement of Expenses; and hearings (the "**Hearings**") having been held before the Court on August 6, 2010 and September 7, 2010 in respect of the Application; and it appearing, based on the record, that APS provided the applicable time records to the Office of the United States Trustee and otherwise complied with the provisions of the Retention Order with respect to the payment of the Success Fee as authorized herein; and the United States Trustee having stated on the record of the September 7, 2010 Hearing that it has no objection to the payment of the Success Fee; and the Court having reviewed the Application and all responsive pleadings filed in connection therewith; and upon all of the pleadings and the record of the Hearings the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the factual and legal bases set forth in the Application and at the Hearings establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is:

**ORDERED**, that the Application is granted as provided herein; and it is further

**ORDERED**, that the Success Fee in the amount of \$6,500,000.00 is approved on a final basis; and it is further

**ORDERED**, that the Debtors are authorized and directed to make payment to APS of the Success Fee promptly upon entry of this Order; and it is further

**ORDERED**, that the objection of the United States Trustee to the reimbursement of certain expenses requested by AP Services, LLC is hereby reserved, subject to agreement between the United States Trustee and AP Services, LLC or further order of this Court; and it is further

**ORDERED**, that this Court retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
September 17, 2010

/S/ Robert E. Gerber  
United States Bankruptcy Judge