

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.,
f/k/a General Motors Corp., et al.
June 1, 2009 through August 31, 2009

The following summary of services includes services performed by APS on behalf of the Debtors during two discrete time periods: (1) June 1, 2009 through July 9, 2009 (the “Pre-Closing Period”), and (2) July 10, 2009 through August 31, 2009 (the “Post-Closing Period”). During the Pre-Closing Period, APS assisted the Debtors with managing the transition into chapter 11, complying with the duties and obligations of debtors-in-possession imposed by the Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee, and effectuating the sale of substantially all their assets pursuant to section 363 of the Bankruptcy Code. Services rendered by APS in the Post-Closing Period include managing all aspects of the Debtors’ day-to-day business operations and overseeing the Debtors’ chapter 11 cases.

- The global cash team:
 - Designed, developed, and implemented the 13-week cash flow model now being used weekly with the United States Department of Treasury (“US Treasury”)
 - Supported assessment of the DIP funding requirements / compliance packages and negotiations with the US Treasury and Export Development Canada (“EDC”)
 - Analyzed the carve-out of GM’s European cash management process
- The Bankruptcy advisory and bankruptcy management support teams:
 - Analyzed various 363 scenarios including assets to be sold and transferred to a US Treasury sponsored purchaser (“New GM”)
 - Performed reconciliation of debt / claim values
 - Developed liability analysis package
 - Performed contingency planning of the receivables and payables for all legal entities
 - Prepared legal entity disposition analysis
 - Supported the financials for first day motions
 - Prepared Debtor in Possession (“DIP”) Financing estimations
 - Developed court reporting / liquidation analysis
 - Performed financial modeling
 - Supervised a Command Center for prompt decisions on contract issues and a Supplier Call Center to handle over 900,000 direct and indirect supplier contracts

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- Established a dealer rationalization process to sign up 6,000 dealers to new terms or deferred terminations.
- Assisted with developing the 1st day order payment approval process
- Assisted Corporate accounting to set up procedures for separating GM and New GM books and records
- Assisted with essential supplier agreement tracking and maintenance
- Compiled data for noticing matrix consisting of more than 2.5 million parties
- Created committee reporting function
- Assisted in coordinating work stream and regional input into US Treasury submissions
- Coordinated, developed and reviewed bondholder presentations, weekly Board of Director presentations and special topic assessments
- Managed data room and assisted in managing the data request process for all advisors
- Performed contingency planning for management of a quick 363 sale closing
- Sized and negotiated Wind-Down Facility which provided Motors Liquidation Company (MLC) with approximately \$1.175 billion in cash to fund the wind down of OldGM
- Created projections to support negotiations of Wind-Down Facility
- Participated in negotiations with US Treasury regarding the structure of OldGM, Prepared Statements of Financial Affairs and Schedules of Assets and Liabilities for the debtors
- Created Motors Liquidation corporate website as a central repository for information relating to the Bankruptcy process including posting the Schedules and Statements as well as the individual claims. Information for former stockholders as well as Real Estate and Assets for sale are also posted to the website
- Managed communications with Creditors, including, 1) financial results, 2) claims reconciliation, 3) asset dispositions. This activity is on-going

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- The contracts and leases team:
 - Established a formal contract assumption, objection analysis / resolution, and rejection process and provided assistance with staffing. Additionally we implemented a Contract Notice Web-site
 - Implemented process for managing contract objections. Prepared reports and administered internal meetings with various stakeholders
 - Development of web-based system to house and process contracts in North America
 - Provided assistance in staffing the contracts negotiation team in evaluating and renegotiating indirect spend contracts and leases. Functional areas covered include Sales and Marketing, Manufacturing, Information Systems, Finance Outsourcing and Benefits administration
- The SAAB team:
 - Assisted GM with the SAAB reorganization process providing, among other things, cash flow forecasting and business planning assistance
 - Assisted GM's SAAB team and their advisors with potential buyers, providing analysis of data and supporting future strategies
 - Assisted GM's staff in Europe, Asia Pacific and Latin America with contingency plan development and communications, assessment of revenue and cost impacts of multiple contingency planning scenarios on each country's forecast and collaborated on the DIP and exit financing requirements models by country
 - Provided assistance in representing GM's interests at SAAB as it has worked through its reorganization and was successful in proposing a transaction that is satisfactory to its creditors
- The international operations team:
 - Assisted in managing and supporting GM's sale process for specific entities in Europe including management presentations and data room management
 - Assisted in managing International asset transfers across all regions
 - Assisted in identifying the list of excluded subs

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- Coordinated entity restructuring to both isolate excluded entities and to reduce tax liabilities associated with the transfers
 - Assisted in managing communications and follow-ups with joint venture partners to secure necessary waivers
 - Provided assistance in Europe to identify additional savings in GM's manufacturing footprint.
 - Supported global assessment of GM's intellectual property subsidiary and engineering contracts and IP transfers – including those impacting International operations
 - Supported the international assets transfer team to reduce the adverse impacts of a Chapter 11 filing and 363 sale
- The Delphi team:
- Assisted in supporting most aspects of the Delphi negotiations and planning for the reintegration of specific Delphi UAW sites into GM
 - Assisted in performing due diligence at over 100 Delphi locations
 - Assisted in developing operational integration plans for Delphi sites that are expected to return to GM
 - Assisted in documenting transitional service agreements, financial budgets and plans for Delphi plant sites returning to GM that will continue, at least for a time, using Delphi services
 - Provided assistance as part of the Delphi team to help reduce the cash burn at Saginaw Steering, all of which GM would have been required to fund
 - Assisted the development of implementation plans to re-take US manufacturing sites back to GM from Delphi and how to do so at the same time as major cost reduction plans are being implemented
- The environmental matters team:
- Assumed responsibility for the day-to-day management of environmental activities for over 100 MLC sites

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- Developed a comprehensive analysis of remediation costs across over 100 sites for inclusion in the Wind-down Facility Budget
 - Forecasted Operation, Maintenance & Monitoring (OM&M) and Remediation and Investigation (R&I) spend
 - Implemented environmental organization and retained site managers and engineering consultants
 - Developed procedures to ensure continued compliance with environmental laws and regulations and to protect human health and the environment
 - Approved modifications to ongoing remediation and monitoring activities as necessary across all sites
 - Evaluated sites in order to identify potential for catch-up/pull-ahead of remediation activities
 - Prepared environmental components of schedules and statements of financial affairs
 - Commenced and continued coordination of remediation and brownfield/re-use planning with machinery and equipment and real estate disposition efforts
 - Commenced efforts towards resolution of MLC environmental claims
 - Participated in discussions with GMC on determining clean-up responsibility for sites undergoing decommissioning and for lease-back sites
 - Performed corrective action work across applicable MLC sites, including meetings with regulators as needed to negotiate and finalize action plans
 - Transitioned data sites for environmental background data
 - Formulated environmental strategy for presentation to Presidential Task Force on the Auto Industry
 - Initiated contact with state and federal environmental regulators
- The real estate management team:
- Identified and classified the properties remaining with MLC post 363 sale
 - Managed the holding costs related to properties remaining with MLC

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- Developed an asset disposition strategy including 1) due diligence of owned properties, 2) site reviews of each facility, and 3) an initial assessment of the likely outcome of each facility
 - Integrated environmental and real estate strategies to determine a preliminary outcome for each facility
 - Managed the real estate aspects of lease rejections to support the claims management team
 - Prepared for and attended meetings with the Presidential Task Force on the Auto Industry to advise the group on the nature and composition of the MLC properties
 - Prepared for and attended meeting with US Treasury regarding the nature and composition of the MLC Properties
 - Established an open dialogue with local economic development groups to discuss potential property reuse/job creation opportunities
 - Formulated with counsel a de minimus asset sales motion allowing Motors Liquidation Company the flexibility to sell properties quickly to maximize value
 - Pursued active real estate leads. This activity is on-going.
 - Identified brokers for the manufacturing sites and started the retention process. This activity is on-going
- The asset disposition team accomplished the following:
- Created Asset Disposition Model including liquidation assessments and 13 week cash flow
 - Established a group to oversee site management and leases with NewGM
 - Transitioned management of plants and sites from NewGM
 - Reviewed asset listing and researched assets available for sale including site visits. Prepared a property-by-property disposition strategy
 - Identified liquidators for the assets sales and initiated a request for proposal process
 - Investigated and reviewed NUMMI relationship and financials to develop MLC's strategy

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- GM Strasbourg (GMS) team:
 - Advised and assisted the management of GMS with the development of the Company's 2010 budget, business plan and forecast, and other such forecasts as may be required and requested by the management of GMS
 - Advised and assisted the management of GMS in the development, with other advisors to GMS, of contingency plans and financial alternatives
 - Advised and assisted the management of GMS in the negotiation and implementation of restructuring initiatives and evaluation of strategic alternatives
 - Advised and supported the management of GMS in the preparation of bid materials, presentations and negotiations with respect to new business
 - Advised and assisted the management of GMS in developing and implementing its cash management strategies, tactics, forecasts and processes
- Our communications advisors have provided counsel and expertise in setting up and managing communications strategy, tactical planning and roll-out prior to and after the Chapter 11 filing.
- The information systems efforts were focused on supporting many of the other workstreams in completing their activities such as contract review for IS&S contracts. In addition, they provided support to the company related to carve-out activities associated with specific entities targeted for sale to third parties – including Adam Opal's potential sale to Magna
- Our management team has assisted in coordinating issue identification, risk mitigation and work plan development across all work streams and regions