

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

-----X  
: **Chapter 11 Case No.**  
: **09-50026 (REG)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **(Jointly Administered)**  
: **(Jointly Administered)**  
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**REPORT BY AP SERVICES, LLC  
OF COMPENSATION EARNED AND EXPENSES INCURRED  
FOR THE PERIOD FROM SEPTEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Exhibit A – Summary of Compensation and Expenses

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Dated: January 15, 2010

**AP Services, LLC**

By: /s/ Albert A. Koch  
Albert A. Koch  
Authorized Representative  
AP Services, LLC  
2000 Town Center, Suite 2400  
Southfield, MI 48075

AP Services, LLC  
 Summary of Compensation and Expenses – Motors Liquidation Company, et al., f/k/a General  
 Motors Corp., et al.  
 September 1, 2009 through November 30, 2009

North America					
Period			Fees	Expenses	TOTAL
September 1, 2009	to	September 30, 2009	\$ 4,162,821.45	\$ 319,487.38	\$ 4,482,308.83
October 1, 2009	to	October 31, 2009	\$ 4,209,653.35	\$ 172,772.29	\$ 4,382,425.64
November 1, 2009	to	November 30, 2009	\$ 3,199,098.76	\$ 268,398.09	\$ 3,467,496.85
		<b>Total Accrued</b>	<b>\$ 11,571,573.56</b>	<b>\$ 760,657.76</b>	<b>\$ 12,332,231.32</b>
		Less: Travel (50%)	(536,763.45)		(536,763.45)
		Less: Rounding Adj.	19.23		19.23
		<b>Total Invoiced</b>	<b>\$ 11,034,829.34</b>	<b>\$ 760,657.76</b>	<b>\$ 11,795,487.10</b>
Strasbourg Support					
Period			Fees	Expenses	TOTAL
September 1, 2009	to	September 30, 2009	\$ 225,471.22	\$ 17,849.71	\$ 243,320.93
October 1, 2009	to	October 31, 2009	\$ 342,518.05	\$ 19,926.40	\$ 362,444.45
November 1, 2009	to	November 30, 2009	\$ 342,013.59	\$ 27,310.06	\$ 369,323.65
		<b>Total Accrued</b>	<b>\$ 910,002.85</b>	<b>\$ 65,086.17</b>	<b>\$ 975,089.02</b>
		Less: Travel (50%)	(81,470.61)		(81,470.61)
		<b>Total Invoiced</b>	<b>\$ 828,532.24</b>	<b>\$ 65,086.17</b>	<b>\$ 893,618.41</b>
North America & Strasbourg Support Combined Totals					
Period			Fees	Expenses	TOTAL
September 1, 2009	to	September 30, 2009	\$ 4,388,292.67	\$ 337,337.09	\$ 4,725,629.76
October 1, 2009	to	October 31, 2009	\$ 4,552,171.39	\$ 192,698.69	\$ 4,744,870.08
November 1, 2009	to	November 30, 2009	\$ 3,541,112.35	\$ 295,708.15	\$ 3,836,820.50
		<b>Total Accrued</b>	<b>\$ 12,481,576.41</b>	<b>\$ 825,743.93</b>	<b>\$ 13,307,320.34</b>
		Less: Travel (50%)	(618,234.06)		(618,234.06)
		Less: Rounding Adj.	19.23		19.23
		<b>Total Invoiced</b>	<b>\$ 11,863,361.58</b>	<b>\$ 825,743.93</b>	<b>\$ 12,689,105.51</b>

AP Services, LLC  
 Summary of Services – Motors Liquidation Company, et al.<sup>1</sup>  
 f/k/a General Motors Corp., et al.  
 September 1, 2009 through November 30, 2009

Temporary Staff Officer and Director Positions							
Name of Professional	Position Title	Disc. Rate	Sep-09	Oct-09	Nov-09	Total Hours	Total Compensation
Albert A Koch	President and CEO	\$709.75	154.10	147.70	56.00	357.80	253,948.55
Edward J Stenger	Executive Vice President	\$709.75	224.90	217.40	152.30	594.60	422,017.35
Kyle A. Braden	Vice President, Secretary and CRO	\$471.75	289.40	276.90	214.70	781.00	368,436.75
James M. Redwine	Vice President	\$552.50	283.40	286.50	227.30	797.20	440,453.00
David F. Head	Vice President	\$582.25	218.40	238.70	145.30	602.40	350,747.40
Tom A. Morrow	Vice President	\$582.25	256.20	175.60	145.40	577.20	336,074.70
Christian B. Cook	Vice President	\$505.75	278.80	272.30	166.10	717.20	362,723.90
James Selzer	Vice President and Treasurer	\$471.75	226.40	255.60	209.40	691.40	326,167.95
	Sub-Total		1931.60	1,870.70	1,316.50	5,118.80	\$ 2,860,569.60

  

Temporary Staff							
Name of Professional	APS Position title	Rate	Sep-09	9-Oct	Nov-09	Total Hours	Total Compensation
Meade Monger	Managing Director	\$709.75	5.40		-	5.40	\$ 3,832.65
Bruce Myers	Managing Director	\$671.50	8.90		3.30	12.20	\$ 8,192.30
Carrienne J M Basler	Director	\$552.50	192.20	146.90	154.10	493.20	\$ 272,493.00
Paul Borrusch	Director	\$552.50	136.50		-	136.50	\$ 75,416.25
Cliff W. Campbell	Director	\$552.50	77.40	13.30	14.30	105.00	\$ 58,012.50
Kurt J. Beckeman	Director	\$505.75	148.70	157.10	8.20	314.00	\$ 158,805.50
Timothy Yost	Director	\$505.75	92.00	102.00	66.00	260.00	\$ 131,495.00
Jamie Lisac	Director	\$505.75	229.30	156.00	172.80	558.10	\$ 282,259.08
Michelle C Campbell	Director	\$505.75	12.00	0.30	-	12.30	\$ 6,220.73
Marc J. Brown	Director	\$505.75	5.30		-	5.30	\$ 2,680.48
Michael Hartley	Director	\$505.75	128.40	12.20	-	140.60	\$ 71,108.45
Michael P. Deighan	Director	\$505.75	269.30	277.20	214.40	760.90	\$ 384,825.18
Mark E. Thorson	Director	\$471.75	0.00	-	99.90	99.90	\$ 47,127.83
Daniel Goldwin	Director	\$471.75	10.75	6.10	10.30	27.15	\$ 12,808.01
Bryan Gaston	Director	\$471.75	219.30	226.60	170.50	616.40	\$ 290,786.70
Scott R. Hamilton	Director	\$433.50	213.90	279.00	191.00	683.90	\$ 296,470.65
Susan G. Budd	Director	\$433.50	178.40	175.80	145.10	499.30	\$ 216,446.55
Afshin Azhari	Director	\$433.50	149.20	124.00	26.50	299.70	\$ 129,919.95
Drew Lockard	Director	\$433.50	276.60	253.20	164.10	693.90	\$ 300,805.65
Scott Haeger	Director	\$433.50	287.40	269.80	239.30	796.50	\$ 345,282.75
John Franks	Director	\$433.50	38.10	44.60	88.10	170.80	\$ 74,041.80
Richard W. Whitlock	Director	\$433.50	266.50	247.30	123.90	637.70	\$ 276,442.95
Kurt J. Kauth	Director	\$433.50		43.00	20.60	63.60	\$ 27,570.60

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September 1, 2009 through November 30, 2009

Temporary Staff							
Name of	APS Position title	Rate	Sep-09	9-Oct	Nov-09	Total Hours	Total
Rob Weston	Vice President	\$382.50	0.00	-	55.75	55.75	\$ 21,324.38
Bill Nowicke	Vice President	\$425.00	198.70	216.10	166.60	581.40	\$ 247,095.00
Patrick Healy	Vice President	\$425.00	232.70	224.20	163.80	620.70	\$ 263,797.50
Courtney E. Pozmantier	Vice President	\$425.00	183.40	132.00	152.20	467.60	\$ 198,730.00
Robert Losier	Vice President	\$425.00	183.50	223.00	164.20	570.70	\$ 242,547.50
Alan T. Neuhoff	Vice President	\$425.00	43.90	136.70	82.30	262.90	\$ 111,732.50
Evelyn Ni	Vice President	\$382.50	204.90	216.70	166.80	588.40	\$ 225,063.00
David Sikorski	Vice President	\$382.50		3.80	27.20	31.00	\$ 11,857.50
Erick Berreondo	Vice President	\$382.50	167.60	270.01	187.20	624.81	\$ 238,989.83
J. Timothy Neis	Vice President	\$382.50	228.30	253.50	187.00	668.80	\$ 255,816.00
Alexander T. Deligtisch	Vice President	\$382.50	213.00	145.50	61.50	420.00	\$ 160,650.00
Bradley E. Goldsmith	Vice President	\$382.50		83.00	86.00	169.00	\$ 64,642.50
Ricardo Mier	Vice President	\$382.50	21.70		-	21.70	\$ 8,300.25
Travis Phelan	Vice President	\$335.75	102.60	94.70	-	197.30	\$ 66,243.48
Michelle R. Smith	Vice President	\$335.75	202.90	140.40	184.00	527.30	\$ 177,040.98
Chad Tolleson	Vice President	\$335.75	4.80	24.70	10.60	40.10	\$ 13,463.58
Vispi N. Jilla	Vice President	\$382.50	231.40	226.10	228.30	685.80	\$ 262,318.50
Shannon Outland	Vice President	\$335.75	15.40			15.40	\$ 5,170.55
Kathi Askins	Vice President	\$335.75	182.50	186.30	163.50	532.30	\$ 178,719.73
Brian Huffman	Vice President	\$335.75	131.70	204.00	207.20	542.90	\$ 182,278.68
Brian Rosenthal	Associate	\$306.00	219.70	255.10	205.20	680.00	\$ 208,080.00
Peter O'Donnell	Associate	\$276.25		16.00	-	16.00	\$ 4,420.00
John Niesen	Associate	\$276.25	2.75		0.50	3.25	\$ 897.81
Tony Muzzin	Associate	\$306.00	161.40	137.80	144.10	443.30	\$ 135,649.80
Matthew Roling	Associate	\$306.00	194.45	173.95	122.45	490.85	\$ 150,200.10
Gabe Greenbaum	Associate	\$306.00	217.20	265.70	179.50	662.40	\$ 202,694.40
Christopher Rubel	Associate	\$250.75	0.40		-	0.40	\$ 100.30
Amity Hartman	Associate	\$250.75	46.60	142.60	1.60	190.80	\$ 47,843.10
Deven Patel	Associate	\$225.25	191.40	216.50	-	407.90	\$ 91,879.48
Patrick N. Clark	Analyst	\$221.00	230.00	242.70	152.40	625.10	\$ 138,147.10
Bobbie J. Phillips	Analyst	\$199.75	107.60	164.10	345.00	616.70	\$ 123,185.83
Barbara Ferguson	Analyst	\$199.75	60.80	182.30	147.50	390.60	\$ 78,022.35
Kimberly Cote	Analyst	\$199.75	32.30	24.30	4.60	61.20	\$ 12,224.70
Dipes Patel	Analyst	\$199.75	188.10	229.10	185.50	602.70	\$ 120,389.33
Alexandra Griffin	Analyst	\$199.75	44.60	22.80	4.70	72.10	\$ 14,401.98
Torrey Jordan	Analyst	\$199.75	187.80	153.00	155.00	495.80	\$ 99,036.05
Jeff Ivester	Analyst	\$199.75	31.90	76.20	83.40	191.50	\$ 38,252.13
Brittany M. Teal	Analyst	\$199.75	138.20	70.85	20.30	229.35	\$ 45,812.66

AP Services, LLC  
 Summary of Services – Motors Liquidation Company, et al.<sup>1</sup>  
 f/k/a General Motors Corp., et al.  
 September 1, 2009 through November 30, 2009

<b>Temporary Staff</b>							
Name of	APS Position title	Rate	Sep-09	9-Oct	Nov-09	Total Hours	Total
Sam Parson	Analyst	\$199.75	45.40	200.26	140.51	386.17	\$ 77,137.46
Chris Watts	Analyst	\$199.75	49.00	175.20	125.45	349.65	\$ 69,842.59
Ben Barr	Analyst	\$199.75	219.30	235.30	197.50	652.10	\$ 130,256.98
Tom M. Walz	Analyst	\$199.75	70.50	70.80	65.40	206.70	\$ 41,288.33
James Dunn	Analyst	\$199.75	0.00	-	33.10	33.10	\$ 6,611.73
Candice L. Wagner	Analyst	\$199.75	47.60	198.00	139.40	385.00	\$ 76,903.75
Steve Ray	Analyst	\$191.25	0.50	0.50	-	1.00	\$ 191.25
Wally Li	Analyst	\$191.25		99.30	69.15	168.45	\$ 32,216.06
Lawrence Allison	Analyst	\$191.25	0.00	-	24.75	24.75	\$ 4,733.44
Alonza Burns	Analyst	\$191.25	0.00	-	15.00	15.00	\$ 2,868.75
Nick Madurkar	Analyst	\$191.25	57.00	51.00	31.50	139.50	\$ 26,679.38
Julia Mysinger	Paraprofessional	\$170.00	25.20	8.80	-	34.00	\$ 5,780.00
Stephen Tucker	Paraprofessional	\$153.00	164.30	120.90	95.10	380.30	\$ 58,185.90
Mary Betik	Paraprofessional	\$153.00	112.90	174.20	124.90	412.00	\$ 63,036.00
Latonya Jones-Callaway	Paraprofessional	\$170.00	26.50	147.90	-	174.40	\$ 29,648.00
Tony Williamson	Paraprofessional	\$153.00	6.00	16.30	-	22.30	\$ 3,411.90
Travis Haber	Paraprofessional	\$153.00	16.80	76.60	109.20	202.60	\$ 30,997.80
Vanessa Pogue	Paraprofessional	\$153.00		59.10	30.90	90.00	\$ 13,770.00
Natalie P. Meuche	Paraprofessional	\$153.00	177.80	124.20	195.80	497.80	\$ 76,163.40
Susanna E. Kim	Paraprofessional	\$153.00	51.40	75.00	143.00	269.40	\$ 41,218.20
	Sub Total		8,619.95	9,521.47	7,498.96	25,640.38	8,711,003.96
	<b>GRAND TOTAL</b>		<b>10,551.55</b>	<b>11,392.17</b>	<b>8,815.46</b>	<b>30,759.18</b>	<b>12,481,576.41</b>

AP Services, LLC  
 Summary of Services – Motors Liquidation Company, et al.<sup>1</sup>  
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 September 1, 2009 through November 30, 2009

Strasbourg Support***									
Additional Temporary Staff Employees - Full-Time									
Name of Professional	Description of Function	Sept '09 Rate	Oct '09 Rate	Nov '09 Rate	Sept '09 Hours	Oct '09 Hours	Nov '09 Hours	Total Hours	Total Compensation
Laurent Petizon	Managing Director		\$835.00	\$835.00		60.50	94.00	154.50	\$ 129,007.50
Giacomo Cantu	Director	\$809.86	\$821.73	\$832.28	164.15	161.50	175.85	501.50	\$ 412,004.35
Nicolas Deniau	Vice President		\$732.90	\$742.30		65.00	8.00	73.00	\$ 53,576.90
Bruce Conforto	Director		\$595.00	\$595.00		9.00	29.10	38.10	\$ 22,669.50
Reese McNeel	Vice President	\$461.74	\$479.25	\$478.91	200.40	221.80	196.10	618.30	\$ 292,744.60
					\$364.55	517.80	503.05	1385.40	\$ 910,002.85
<i>***Per Amended Engagement Letter, these rates are not discounted</i>									

<sup>1</sup>APS may determine, from time to time, to augment its professional staff with independent contractors (each an “*Independent Contractor*”) in these Chapter 11 Cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.

AP Services, LLC  
 Summary of Expenses – Motors Liquidation Company, et al.,  
 f/k/a General Motors Corp., et al.  
 September 1, 2009 through November 30, 2009

North America					Strasbourg Support				
Expense Categories	Sept '09	Oct '09	Nov '09	TOTAL	Expense Categories	Sept '09	Oct '09	Nov '09	TOTAL
Airfare	\$ 150,862.51	\$ 69,252.60	\$ 104,551.84	\$ 324,666.95	Airfare	8,883.05	7,588.36	\$ 18,698.76	\$ 35,170.17
Bank Charges		\$ (479.89)		\$ (479.89)	Bank Charges		28.80		\$ 28.80
Cab Fare / Ground Transportation	29,023.79	15,825.90	22,228.13	\$ 67,077.82	Cab Fare / Ground Transportation	1,092.02	1,270.17	1,007.55	\$ 3,369.74
Client Meals & Entertainment		585.00	20.50	\$ 605.50	Conference/Seminar Attendance Fees		144.39		\$ 144.39
Call Center Services			10,372.00	\$ 10,372.00	Lodging	5,044.02	8,094.86	3,501.37	\$ 16,640.25
Computer Supplies/Support	678.29	165.81	1,049.27	\$ 1,893.37	Long Distance Calls	165.01	25.65	33.36	\$ 224.02
Lodging	77,387.93	53,572.91	70,927.49	\$ 201,888.33	Meals & Tips	835.18	1,058.89	797.23	\$ 2,691.30
Long Distance Calls	2,003.97	3,158.52	5,440.07	\$ 10,602.56	Mileage			25.30	\$ 25.30
Meals & Tips	13,489.26	8,913.84	11,395.76	\$ 33,798.86	Gas/Fuel	96.86			\$ 96.86
Meals Engagement Team	9,572.30	5,824.22	10,984.71	\$ 26,381.23	Parking & Tolls/Gas	26.53	285.06	75.50	\$ 387.09
Meeting Expenses	62.74			\$ 62.74	Phone - Internet Access	12.87	41.11	13.25	\$ 67.23
Mileage	3,057.01	1,356.52	1,916.75	\$ 6,330.28	Rental Car	267.57	187.96		\$ 455.53
Gas/Fuel	645.46	367.63	557.88	\$ 1,570.97	Train	1,426.60	1,201.15	3,157.74	\$ 5,785.49
Other	867.43	1,036.68	96.00	\$ 2,000.11	<b>TOTAL</b>	<b>\$ 17,849.71</b>	<b>\$ 19,926.40</b>	<b>\$ 27,310.06</b>	<b>\$ 65,086.17</b>
Postage/Messenger/Courier	764.02	1,264.26	1,011.66	\$ 3,039.94					
Parking & Tolls/Gas	7,628.64	4,296.73	4,459.37	\$ 16,384.74					
Phone - Internet Access	698.42	95.25		\$ 793.67					
Research		188.40		\$ 188.40					
Rental Car	22,072.92	6,386.28	22,543.69	\$ 51,002.89					
Storage	-	-	279.31	\$ 279.31					
Supplies	289.94	842.28	372.66	\$ 1,504.88					
Train	382.75	119.35	191.00	\$ 693.10					
<b>TOTAL</b>	<b>\$ 319,487.38</b>	<b>\$ 172,772.29</b>	<b>\$ 268,398.09</b>	<b>\$ 760,657.76</b>					

AP Services, LLC  
Summary of Services – Motors Liquidation Company, et al.,  
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September 1, 2009 through November 30, 2009

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The following summary of services includes services performed by APS on behalf of Motors Liquidation Company and its debtor affiliates (collectively “MLC” or the “Debtors”) during the time period September 1, 2009 through November 30, 2009.

- The bankruptcy advisory and bankruptcy management support teams:
  - Managed negotiations of settlements with splinter unions. Prepared communications for the Unsecured Creditors’ Committee (“UCC”) on status and results. Reduced claim amount from \$3.5 billion to \$1 billion. Negotiated cap of \$100 million to administrative exposure.
  - Led MLC participation in weekly MSPA settlement meetings with General Motors Company (“NewGM”). Resolved restricted cash dispute and environmental liability disputes through this process.
  - Organized environmental subcommittee to mediate disputes between MLC and NewGM of environmental liability issues.
  - Negotiated settlement of Royal/Arrowood letter of credit demand.
  - Initiated negotiations with ESIS of contractual responsibilities for product claims.
  - Led negotiations with Ford regarding liability joint defense agreement.
  - Initiated discussions with Asbestos actuary for determination of asbestos trust claim.
  - Led discussions with law firms, consultants and UCC advisors on potential litigation recoveries from excess insurance carriers.
  - Developed formulation of product liability settlement strategies. Reviewed individual claim information to determine potential for settlement. Developed framework for Alternative Dispute Resolution (“ADR”) process.
  - Developed strategy for environmental and real estate trust for Plan of Reorganization.
  - Developed strategy for MLC Plan of Reorganization.
  - Created term sheet describing major elements of Plan of Reorganization.
  - Led meeting with Debtors’ counsel to discuss structure of Plan of Reorganization.
  - Led meeting with E. Montgomery and US Department of Labor (“DOL”) to discuss strategy for Plan of Reorganization.



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- Investigated marine cargo insurance coverage for General Motors Strasbourg SAS (“GMS”) and placed policy.
- Analyzed workers compensation exposure in the four default states (Alabama, Georgia, Oklahoma and New Jersey). Identified potential sources of recovery and initiated contact with state agencies.
- Reviewed asbestos actuarial reports and reviewed the motion to retain a Future Claims Representative to act as a proxy for future asbestos claimants.
- Investigated product liability coverage for GMS. Based on cost/benefit analysis did not place policy.
- Worked with insurance brokers to place property insurance policy for MLC. Compiled property valuation and site information.
- Reviewed FUCI crime claim proof of loss for potential recovery to MLC. Analyzed supporting documents to determine viability of claim.
- Researched and responded to US Department of Justice “DOJ” and Department of Health and Human Services (“HHS”) employee data requests for workers compensation and splinter union employees.
- Researched excluded insurance policies to the Master Purchase Agreement and compiled copies of the policies.
- Investigated general liability insurance coverage for Remediation And Liability Management Company, Inc. (“Realm”) and Environmental Corporation Remediation Company, Inc. (“Encore”) locations.
- Engaged in the initial review, categorization and matching of all filed and scheduled claims.
- Managed and reconciled claims data received from MLC’s claims agent, and engaged in numerous meetings with the claims agent to ensure a timely transfer of information.
- Prepared Schedules of Assets and Liabilities and Statement of Financial Affairs (the “Schedules and Statements”) for all debtors:
  - Roughly 40,000 creditors were scheduled representing \$27.4 billion of liabilities on a consolidated basis.
  - These efforts involved compiling the data for the Schedules and Statements, reviewing drafts of the Schedules and Statements with MLC’s bankruptcy counsel, and reconciling the data in the Schedules and Statements to MLC’s books and records.

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- Developed a comprehensive, customized model for management of all filed and scheduled claims. This claims model incorporates web-enabled features designed to streamline the claims resolution process through centralized storage of claims-related data in a forum easily accessible to all parties.
  - Performed a comprehensive initial analysis of claims that, among other things, (1) evaluated MLC's total claims liability, (2) identified claims subject to immediate objection, including claims with insufficient documentation, duplicative claims, and amended and superseded claims.
  - As of the November 30, 2009 claims bar date, MLC had received over 68K claims totaling \$217 billion.
  - Through the initial claims review process, the MLC claim resolution team has identified over \$140 billion of claims that are likely to be expunged or reduced by claim objections.
- Began preparation of exhibits to the first five omnibus claims objections, encompassing objections to duplicative claims, amended and superseded claims and claims with insufficient supporting documentation. As a result of these efforts, MLC has filed objections to approximately 500 claims with an aggregate value of approximately \$6.8 billion.
- As of the November 30, 2009 claims bar date, MLC had received over 2,300 non-asbestos litigation claims with an aggregate value of approximately \$112 billion, including products liability, personal injury and wrongful death claims, asbestos claims, and indemnification and subrogation claims. The litigation claims team is leading the efforts to analyze and resolve these thousands of claims, and rendered significant services to MLC in this regard during the period of September 1, 2009 through November 30, 2009. Specifically, the litigation claims team:
  - Conducted ongoing analysis, categorization and reconciliation of filed and scheduled litigation claims.
  - Analyzed over 300 unliquidated claims to determine the potential exposure associated with these claims.
  - Engaged in detailed review of high dollar litigation claims, and drafted executive summaries of these claims to assist in resolution process.
  - Prepared numerous analyses of litigation claims, including memoranda evaluating the largest products liability claims and identifying potential settlement candidates, summaries of unliquidated claims, and stratifications of claims by location, opposing counsel and claim type.

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- Led settlement discussions with various claimants.
  - Identified claims totaling more than \$100 billion subject to non-substantive objections, including claims lacking sufficient documentation and duplicative claims.
  - Managed MLC's litigation database and coordinated transfer of information between database and claims register, which required daily updates to the database, interaction with GM legal, outside counsel, and the claims processing team.
  - Developed web based secure litigation interface for use in managing information.
  - Engaged in meetings and discussions with the claims resolution team, MLC's bankruptcy counsel and MLC's defense counsel regarding a strategy for global resolution of litigation claims, and assisted in the preparation of proposed alternative dispute resolution procedures.
- The contracts and leases team:
- Collected information for, analyzed, formally rejected and tracked over 200 contracts:
    - Designed and utilized a model to generate contract rejection templates for GM business people to complete and systematically update to a comprehensive database.
    - Reviewed contract information provided by GM business people and interfaced with counsel to assess whether rejection was appropriate.
    - Generated exhibits for rejection motions and tracked the formal filing and orders of contract rejections.
  - Assessed and estimated damages for all rejected contracts in preparation for reconciling to filed rejection damage claims:
    - Collected and reviewed rejected contracts for termination clauses, minimum financial obligations and other key factors for estimating potential damage claims.
    - Categorized rejected contracts and designed model to systematically calculate damage estimates based on contract type.

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- Interfaced with counsel and GM business people to understand and assess damages on more complex rejected contracts
- Supported and contributed to efforts to negotiate a global settlement with fixed and mobile equipment lease counterparties that will potentially result in more assumptions by New GM and lower damage claims against MLC:
  - Analyzed lease contracts for outstanding obligations and potential liabilities following rejection.
  - Worked collaboratively with counsel, NewGM and Lessors to ensure that resulting assumption, assignment, and settlement agreements benefit the estate.
  - Reviewed, red-lined and executed final assumption, assignment, and settlement agreements.
- The environmental matters team:
  - Maintained conformity with procedures developed to ensure continued compliance with environmental laws and regulations and to protect human health and the environment.
  - Continued day to day management of environmental activities for all MLC owned sites.
  - Amended the comprehensive analysis of remediation costs across all sites for inclusion in the wind-down facility budget.
  - Assisted with the filing of MLC's environmental remediation subsidiaries of Realm and Encore for voluntary bankruptcy protection in order to consolidate these entities with the overall MLC estate.
  - Prepared statements of financial affairs and schedules of assets and liabilities for the Realm and Encore filing.
  - Per court requirements, developed notice for parties related to the Realm and Encore bankruptcy filing.
  - Began formal contract analysis to assist with assumption / rejection decisions for all environmental contracts.
  - Approved modifications to ongoing remediation and monitoring activities as necessary across all sites.

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- Evaluated additional sites to identify work to commence ahead of remediation activities.
  - Performed reconciliation of environmental claims against the Debtors.
  - Continued discussions with NewGM on coordination of clean-up responsibility for sites undergoing decommissioning and for lease-back sites.
  - Performed Corrective Action work across applicable MLC, Realm and Encore sites, including meetings with regulators as needed to negotiate and finalize action plans.
  - Forecasted operation, maintenance & monitoring (OM&M) and remediation and investigation (R&I) spend.
  - Continued socialization of remediation strategy with federal and state environmental regulators to build consensus for plan of reorganization confirmation.
  - Supported asset disposition team in relation to environmental concerns across all demolition and decommissioning sites.
  - Continued coordination of remediation and Brownfield / re-use planning with machinery and equipment and real estate disposition efforts.
  - Coordinated environmental assessments for real estate group's priority sites.
  - Finalized environmental site closure cost estimates for all debtor-in-possession ("DIP") identified sites.
  - Commenced noticing parties of intent to discharge specific environmental liabilities associated with superfund and third-party owned sites.
  - Commenced planning of post-confirmation entity to perform remediation work required by governing entities.
  - Established invoicing approval process to facilitate payment to critical suppliers and vendors.
  - Established process and location for long-term storage of environmental project files and documents per regulatory order requirements for MLC owned sites.
- The real estate management team:

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- Negotiated sale of Wilmington Assembly Plant to Fisker Automotive. Letter of Intent signed and sale is pending/
  - Pursued active real estate leads.
  - Performed comprehensive review of title work and tax parcel IDs to determine universe of MLC owned properties.
  - On-going management of holding costs related to properties remaining with MLC.
  - Updated MLC's asset disposition strategy to assign priority levels to each property (based on likelihood of sale) and formed asset disposition teams for each property.
  - Created MLC real estate email address to field interest from potential buyers.
  - Continued open dialogue with local economic developments groups to discuss potential property reuse/job creation opportunities.
  - Managed the real estate aspects of lease rejections and assumptions/assignments to NewGM 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 sale/disposition strategy for MLC properties.
  - Prepared for and attended meeting with the United States Treasury ("US Treasury") regarding the sale/disposition strategy for MLC properties.
  - Developed process for handover of non-manufacturing sites including unwinding/bridging utility and other issues for properties with both MLC and NewGM presence.
  - Pursued holding cost reductions, including reduction in utility costs and vendor renegotiations.
- The asset disposition team accomplished the following:
- Signed Hilco-Maynards contract as liquidator.
  - Realized more than \$1.0M in liquidation and auction sales proceeds from abandoned assets at rejected leased facilities.
  - Kicked-off pre-marketing activities for M&E sales at Moraine, Willow Run, and Massena.

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- Developed cost estimates for demolition and M&E asset sales for use in the Plan of Reorganization business plan projections.
  - Developed a process to complete due diligence activities for the major MLC properties. Process included scope of work, timing of completion, and metrics to track progress.
  - Took control of 39 more non-manufacturing properties to date since September 1, 2009. Three more are expected by December 31, 2009 (in particular PCC West, Pontiac Fiero Warehouse and Romulus Powertrain Engineering).
  - Aggressively pursued holding cost reductions, such as cutting the monthly electric bill at Pontiac Centerpoint Central (currently \$40K per month) in half. Efforts in this area also include expediting demolition of sites with high holding costs but low prospects of sale, such as Romulus Powertrain Engineering.
  - Unwinding, or if necessary bridging, the extremely complicated interrelation and interdependence between MLC sites and adjacent NewGM sites.
  - Maintained positive relations between MLC sites and the local communities and municipalities.
- The Dealership team:
- Negotiated and agreed to sale terms on the MLC-owned Saturn preferred shares (“Saturn Preferred Shares”) for 10 of the 11 dealerships for a total recovery of \$3.7 million.
  - Closed on seven of the 10 Saturn Preferred Shares sale transactions for total proceeds of \$3 million.
  - Continued to complete the necessary steps to close on the three remaining transactions related to the sale of Saturn Preferred Shares.
  - Recovered \$13.5 million from the dissolution of inactive dealership entities which proceeds were transferred into the MLC estate.
  - Continued to pursue additional recoveries from the dissolution of inactive dealerships which are expected to yield recoveries in excess of \$1.5 million.
  - Negotiated multiple mutual dealership lease termination agreements resulting in savings to the estate of over \$1 million.
  - Completed the dissolution process for 131 legal entities, reducing the total number of remaining legal entities to 25, seven of which are the debtor entities.

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- Continued to complete the dissolution process for the remaining inactive dealership legal entities that can currently be dissolved.
  
- GM Strasbourg (GMS) team:
  - Advised and assisted the management of GMS in the engagement of Merrill Lynch as investment banker, to conduct sale of GMS.
    - Issued press release and conducted calls with over 30+ potential buyers to identify parties of interest.
    - Developed marketing materials including teaser and information memorandum.
  - Advised and assisted the management of GMS in the continued development and refinement of 2010 budget and business plan based on revised customer sales projections.
  - Advised and assisted the management of GMS in the retention of a CEO and CFO.
  - Advised and assisted the management of GMS in cash management and forecasts.
  - Advised and assisted the management of GMS in interactions with its major customers.
  
- The Communications Team:
  - Managed the MLC call center which received over 17,250 inquiries via voicemail, email and written correspondence during the period of September 1, 2009 through November 30, 2009. Over twenty employees assisted in responding to these inquiries. To that end, members of the Communications Team:
    - Logged and returned voicemail and email inquiries from creditors, investors, litigation claimants and other parties in interest regarding a variety of topics, including procedures for filing a proof of claim, the Bar Date, various motions and stipulations filed in MLC's chapter 11 case, products liability claims, and shareholder and bondholder issues.
    - Responded to escalations of complex inquiries, and engaged in meetings and discussions with MLC's bankruptcy counsel regarding these matters as necessary.



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- Prepared extensive scripting and FAQs for use in responding to inquiries about the bankruptcy process, the claims Bar Date, and investor relations issues.
- Managed the technical aspects of the call center, including implementation of expanded voicemail capacity to accommodate the increased call and email volume leading up to the Bar Date.
  
- The finance and accounting team:
  - Drafted policies and procedures manual and implemented control procedures for accounting and treasury functions.
  - Facilitated the transfer of entity bank accounts and established access to bank statement and other reporting.
  - Drafted and submitted monthly, quarterly, and other reporting requirements under the DIP financing facility.
  - Prepared cash receipts and disbursements forecast for the twelve-month period beginning October 1, 2009.
  - Prepared weekly cash receipts and disbursements reports.
  - Prepared monthly and year-to-date actual to wind-down budget variance analysis reports.
  - Prepared and filed Monthly Operating Reports with the Bankruptcy Court for September and October.
  - Prepared and filed Rule 2015.3 Report for significant non-debtor legal entities.
  - Coordinated and oversaw the payment of professional fees in accordance with court guidelines.
  - Managed Splinter Union obligations.
  - Managed services provided under the Transition Services Agreement.
  - Responded to various requests from the Office of the U.S. Trustee.
  - Managed communications with creditors, including 1) financial results, 2) claims reconciliation, and 3) asset dispositions.

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- Held conference calls and meetings with the US Treasury to review actual to budget performance, DIP reporting, twelve-month receipts and disbursements forecast, and other information requests.
  - Coordinated and oversaw filing of compliance and income tax returns.
  - Negotiated settlement with the Economic Development of Canada (“EDC”) regarding unwinding of locomotive lease in El-MO III.
  - Purchased accounting system and selected web-hosting provider after evaluating several alternatives.
  - Developed and started to execute detailed accounting system implementation plan which includes the transfer of historical data from NewGM ’s system to MLC’s accounting system.
  - Prepared to terminate transition services provided by NewGM and replace with MLC in-house functions.
  - Developed assumptions and initial financial projections model for Plan of Reorganization.
  - Developed detailed, joint implementation processes with NewGM for post closing tax matters broadly contemplated in the Master Sale and Purchase Agreement.
  - Compiled and analyzed tax parcel and related data to quantify and stratify tax obligations.
  - Assessed expertise necessary to meet compliance and appeal needs against existing MLC resources.
  - Developed infrastructure, policies, procedures, and strategies to ensure effective property tax compliance and minimization.
  - Continue to manage the windown of Vector SCM do Brasil Ltda. and Vector SCM Mexico S. de R.L. de CV.
- Our management team has assisted in coordinating issue identification, risk mitigation and work plan development across all work streams and regions