

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2).

C. Notice of the Third Interim Application has been provided to the Office of the United States Trustee, counsel for the Teamsters National Automobile Industry Negotiating Committee, counsel for Yucaipa American Alliance Fund I, LP and Yucaipa American Alliance (Parallel) Fund I, LP, and counsel for Goldman Sachs Credit Partners L.P. and no further notice is necessary.

D. The Third Interim Application complies, as applicable, with the requirements of the Bankruptcy Code and the Bankruptcy Rules.

E. Gowlings' requested interim compensation for services rendered in connection with its representation of the Reorganized Debtors during the Third Application Period is appropriate under Sections 328, 330 and 331 of the Bankruptcy Code.

F. Gowlings' expenses incurred during the Third Application Period for which it seeks reimbursement were actual and necessary expenses under Sections 328, 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

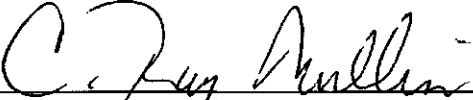
1. The Third Interim Application is GRANTED.
2. Gowlings' request for allowance of compensation for professional services rendered during the Third Application Period of \$355,065.00² and reimbursement of expenses incurred during the Third Application Period of \$13,069.76 are hereby approved, for an aggregate third interim award, inclusive of taxes, of \$390,656.44.

² All amounts are stated in Canadian Dollars (CDN \$).

3. The Reorganized Debtors are hereby authorized to pay Gowlings the forgoing approved fees and expenses to the extent not previously paid.

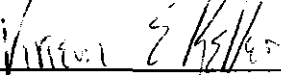
4. Counsel for the Reorganized Debtors is directed to cause a copy of this Order to be served upon the Office of the United States Trustee, counsel for the Teamsters National Automobile Industry Negotiating Committee, counsel for Yucaipa American Alliance Fund I, LP and Yucaipa American Alliance (Parallel) Fund I, LP, counsel for Goldman Sachs Credit Partners L.P. and Gowlings within three (3) days of entry of this Order and to file a certificate of service with the Clerk of the Court.

It is **SO ORDERED**, this 27 day of September, 2007



C. RAY MULLINS
UNITED STATES BANKRUPTCY JUDGE

Prepared and Presented by:



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