

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

In re:	§	Chapter 11
	§	
GENERAL MOTORS CORP., et al.,	§	Case No. 09-50026-RK
	§	
Debtors,	§	
	§	
	§	
	§	
	§	(Jointly Administered)
	§	

**OBJECTION TO ORDER APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE
ASSURANCE OF PAYMENT FOR UTILITIES AND MOTION FOR ADEQUATE
ASSURANCE OF FUTURE PAYMENT OF UTILITY ACCOUNT**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

The City of Austin d/b/a Austin Energy (hereinafter referred to as "Austin"), a home-rule municipal corporation and provider of utility services to debtor, respectfully objects to the order approving debtors' form of adequate assurance of payment for utilities and moves for adequate assurance of payment of utility account as follows:

1. Austin requests adequate assurance of future payments of utility account number 309150-1 equaling the average cost of two (2) months' of utility service.
2. Austin provides electric, water and wastewater services to debtor's call center at 7401 Ben White Blvd. East #9, Austin, Travis County, Texas and requests the average amount of two months' of utility service as a standard utility deposit. Debtor's initial utility deposit was returned and/or applied as a credit approximately eight (8) years ago to debtor's utility account. Thus there was no utility deposit for debtor's pre-petition utility account.

Documentation of debtor's utility account for the past year with account number, payment history and outstanding balance along with Austin's security deposit calculation is attached as Exhibit A, attached hereto and incorporated herein as if copied verbatim.

3. Debtor's average monthly utility bill is \$24,451.96, and Austin requests two months' average utility bills or \$48,903.92 as a security deposit. Debtor's proposal of two week's worth of utility service or approximately \$12,225.96 is inadequate because it does not provide adequate assurance of payment to Austin for approximately \$36,677.94 of utility service or one and a half months' of utility service pursuant to a 30 day billing cycle for the previous 30 days of utility service.

4. Pursuant to 11 U.S.C. § 366, Austin requests adequate assurance of payment in the form of cash deposit in the total amount of \$48,903.92 which represents the average amount of two months' of utility service.

5. In the alternative and pursuant to 11 U.S.C. 366 (c)(1)(A), Austin requests a letter of credit, certificate of deposit, surety bond and/or prepayment in the amount of \$48,903.92, two months' billing for debtor's utility account.

WHEREFORE, Austin objects to the order approving debtors' proposed form of adequate assurance of payment of utilities and prays for adequate assurance of payment for debtor's utility account in the form of a cash deposit, letter of credit, certificate of deposit, surety bond and/or pre-payment in an amount equal to two months' average billings for debtor's utility account or \$48,903.92, and that it have such other and further relief as is just and equitable.

RESPECTFULLY SUBMITTED,

DAVID ALLAN SMITH
CITY ATTORNEY



DON V. PLOEGER
Assistant City Attorney
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City of Austin
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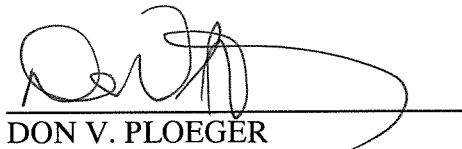
ATTORNEYS FOR MOVANT CITY OF AUSTIN
D/B/A AUSTIN ENERGY

CERTIFICATE OF SERVICE

I certify that on the 11th day of June, 2009, a true and correct copy of the foregoing Objection to Order Approving Proposed Form of Adequate Assurance of Payment for Utilities and Motion for Additional Assurance of Payment of Utility Account was sent by overnight service to the following addresses:

Mike Demsky
General Motors Corporation
30200 Mound Road
Engineering Bldg., M/C 480-111-W65
Warren, MI 48090

Pablo Falabella
Weil, Gotshal & Manges, L.L.P.
767 Fifth Avenue
New York, NY 10153



DON V. PLOEGER

EXHIBIT A

GENERAL MOTORS CORPORATION

DEPOSIT REQUEST \$48,903.92

System generated deposit request \$48,903.92 based on two times the average monthly billing from the previous 12 month period.

Deposit Calculation (DEC) - CIS1850 - E-CIS - CITY OF AUSTIN

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Path Account # 309150-1 Name GENERAL MOTORS CORP (B1)

Deposit Calc Cd

Service Address 7401 BEN WHITE BLVD E #9

Dep Code	Description	Current Deposit Amount	Calculated Deposit Amount
CDEP	Comm. Customer Deposit		48,903.92
CNDEP	Construction Deposit		48,903.92
FHD1	Fire Hydrant Deposit 1"		48,903.92
FHD3	Fire Hydrant Deposit 3"		48,903.92
RADEP	Res. Additional Deposit Reqd		48,903.92
RDEP	Res. Customer Deposit		48,903.92

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OK Cancel

General Motors Corp.
 FEIN 38-0572515
 7401 Ben White Blvd # 9
 Austin Texas

TransactionDate	PaymentType	AmountBilled	DueDate	Balance	Days Late
20090522	PMT	24842.7			0
20090522	PMT	2358.68			0
20090514	chg	25308.07	20090605	27201.38	0
20090504	PMT	2358.68			0
20090504	PMT	21288.08			0
20090415	chg	22024.35	20090507	23646.76	0
20090404	AAR	0			0
20090401	PMT	21433.26			0
20090401	PMT	2358.68			0
20090313	chg	22158.46	20090406	23791.94	0
20090307	AAR	0			0
20090302	PMT	2362.77			0
20090302	PMT	19383.63			0
20090212	chg	20234.07	20090306	21746.4	0
20090208	AAR	0			0
20090203	PMT	23118.46			0
20090202	PMT	2358.68			0
20090129	chg	-941.21	20090220	25514.76	0
20090115	chg	23715.22	20090206	26455.97	0
20081229	PMT	2358.68			0
20081229	PMT	21195.32			0
20081216	PMT	2358.68			0
20081215	PMT	20377.13			0
20081212	chg	21938.65	20090105	47231.02	0
20081114	chg	21182.82	20081208	22735.81	0
20081101	AAR	0			0
20081031	PMT	23281.59			0
20081031	PMT	2194.96			0
20081015	chg	23702.21	20081106	25476.55	0
20081004	AAR	0			0
20081002	PMT	2194.96			0
20081002	PMT	27504.73			0
20080915	chg	27603.48	20081007	29699.69	0
20080905	PMT	2194.96			0
20080902	PMT	29212.5			0
20080814	chg	29181.1	20080905	31407.46	0
20080809	AAR	0			0
20080804	PMT	27668.89			0
20080804	PMT	2194.96			0
20080716	chg	27755.14	20080807	29863.85	0
20080705	AAR	0			0
20080703	PMT	28605.05			0
20080703	PMT	2194.96			0
20080613	chg	28619.95	20080707	30800.01	0

20080607	AAR	0			0
20080602	PMT	22729.5			0
20080602	PMT	2194.96			0
20080514	chg	23192.19	20080605	24924.46	0
20080503	AAR	0			0
20080501	PMT	2194.96			0
20080501	PMT	21601.81			0