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UAG Southbay, LLC d/b/a Penske Cadillac Hummer South Bay*

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

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

**AMENDED PROTECTIVE OBJECTION
TO DEBTORS' PROPOSED CURE AMOUNTS**

PLEASE TAKE NOTICE that that the Protective Objection of Penske Auto Group, Inc., filed herein on June 16, 2009 [Docket No. 1460], is hereby amended to reflect the proper party names of UAG Cerritos, LLC d/b/a Cerritos Buick Pontiac GMC and UAG Southbay, LLC d/b/a Penske Cadillac Hummer South Bay (collectively, the "UAG Entities"). In support of their protective objection, the UAG Entities state as follows:

1. The UAG Entities are parties to one or more executory contract with one or more of the Debtors.

2. By Notice dated June 5, 2009 (the "Assumption Notice"), the Debtors informed certain suppliers of goods and services of their intent to assume and assign executory contracts and of the cure amount, if any, that must be paid by the Debtors in connection therewith.

3. The UAG Entities may or may not have received a copy of the Assumption Notice. The UAG Entities are filing this corrected protective objection in an abundance of caution in the event that the Debtors intend to assume and assign the UAG Entities' contracts but scheduled a cure amount with which the UAG Entities do not agree.

4. The UAG Entities will work diligently with the Debtors to try to resolve any cure amount issues without Court intervention but reserve all rights in the event that an agreement cannot be reached.

Dated: New York, New York
June 30, 2009

Respectfully submitted,

VENABLE LLP

By: /s Edward A. Smith
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Penske Cadillac Hummer South Bay*

#281469

CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the Corrected Protective Objection of Penske Auto Group to Debtors' Proposed Cure Amounts to be served on the 30th day of June, 2009, via first class mail, postage prepaid, upon the following:

General Motors Corporation
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Warren, MI 48090-9025
Attn: Warren Command Center,
Mailcode 408-206-114

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Room 2312
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Attn: Matthew Feldman, Esq.

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/s/ Lawrence A. Katz

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