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Attorneys for Oak Harbor Freight Lines, Inc.

**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)

Debtors.

(Jointly Administered)

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**LIMITED OBJECTION AND RESERVATION OF RIGHTS REGARDING  
APPLICABLE CURE COSTS AND SCOPE OF CURE OF J OAK HARBOR FREIGHT  
LINES TO NOTICE OF (I) DEBTORS'  
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY  
CONTRACTS AND (II) CURE COSTS RELATED THERETO**

Oak Harbor Freight Lines, Inc. (“OHF”) by and through its undersigned counsel, hereby submits this limited objection and reservation of rights (the “Objection”) to the Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the “Assumption Notice”). In support of the Objection, OHF respectfully states as follows:

**Background**

1. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009 (the “Petition Date”) and filed their Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 105, 363 and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006 (I) Approving Procedures for Sale of Debtors’ Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition

Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the “Motion”)

2. An order approving the Motion was entered on June 2, 2009 (the “Procedures Order”) (ECF No. 274). The Procedures Order approved certain procedures regarding Debtors’ assumption and assignment of executory contracts in connection with the Debtors’ proposed sale of assets to Vehicle Acquisition Holdings LLC (the “Purchaser”).

3. OHF provided pre-petition freight hauling services for the benefit of the Debtors, pursuant to OHF’s contract through Schneider Logistics, which in turn, which apparently also has an Assumable Executory Contract with the Debtor.

4. Pursuant to the Procedures Order, the Debtors were to deliver an Assumption Notice to OHF on June 10, 2009 (“Notice”). No such Notice was received.

5. OHF has only recently been informed that Schneider Logistics has apparently not submitted a claim for Cure on behalf of Oak Harbor, due to confusion on the part of Schneider Logistics regarding whether it, versus OHF, was obliged to submit the claim.

6. OHF is unaware of the contents of any Notice send to Schneider Logistics and OHF does not know if it states with specificity which executory contract(s) the Debtors wish to assume and assign. OHF is submitting this objection well within ten days of its notice of any potentially applicable Assumption Notice.

7. As directed by the format Notice approved by the court, OHF accessed the website <http://www.contractnotices.com> (the “Website”) to determine which contracts were designated for assumption and assignment and the Debtors’ proposed cure costs related thereto. OHF is uncertain whether the Website contains information regarding cure amounts. As a result,

OHF is unable to determine from the Website (i) which contracts the Debtors plan to assume and assign and (ii) the cure amounts related thereto.

8. The Procedures Order requires that all objections related to the Assumption Notice must be received by the notice parties within ten days of the date of the Assumption Notice. Accordingly, OHF files this objection in an abundance of caution to preserve its rights. OHF objects to the ambiguity with which its contracts have been identified and the complete lack of information regarding the proper cure amounts. In addition, OHF objects to the extent that the Debtors have not provided a specific cure amount for its contract, or to the extent that such cure amount (when provided) does not match the cure amount as reflected in OHF's books and records.

9. OHF reserves all rights to amend and/or supplement this objection.

10. OHF maintains and asserts that the **correct cure amount** owed under the agreements as of the commencement date of these cases is \$125,258.83, as detailed in Exhibit A attached hereto.

11. OHF reserves all of its rights and remedies under 11 U.S.C. §365 in this case, and objects to the Debtors assumption and/or assignment of the agreements with OHF unless the above correct cure amount is paid as required by 11 U.S.C. Sec. 365.

WHEREFORE, OHF respectfully requests that the Court enter an order directing the Debtors (i) to identify the OHF's contracts with greater specificity; (ii) to provide a proposed cure amount relating to such contracts; and (iii) grant OHF such other and further relief as this Court may deem just and proper.

Dated: New York, New York  
July 1, 2009

**Rawle & Henderson LLP**

(s) Steven Montgomery

By: \_\_\_\_\_

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**ATTORNEYS FOR  
OAK HARBOR FREIGHT LINES**

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

-----x

In Re:

Chapter 11

General Motors Corp., et al.,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

-----x

**CERTIFICATE OF SERVICE**

I certify that a copy of the **LIMITED OBJECTION AND RESERVATION OF RIGHTS REGARDING APPLICABLE CURE COSTS AND SCOPE OF CURE OF J OAK HARBOR FREIGHT LINES TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) CURE COSTS RELATED THERETO** was served upon the attorney of record by filing the attached document with the Court's Electronic Case Filing System on July 1, 2009.

Dated: New York, New York  
July 1, 2009

**Rawle & Henderson LLP**

(s) Steven Montgomery

By: \_\_\_\_\_

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**ATTORNEYS FOR  
OAK HARBOR FREIGHT LINES**

Origin Terminal	OAKH Pro #	Pickup Date	\$ Open BL #	Shipper #	PO #
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005	10219020	5/11/09	47.20	86-1256365	WK62335	
005	10219021	5/11/09	47.20	86-1256334	WK62336	
005	10261510	5/11/09	109.45	NA	WK21099	
007	01806023	5/11/09	66.73	NL	NL	
035	01137185	5/11/09	53.71	4292699	WK76098	
035	01137186	5/11/09	264.45	4292692	WK76099	
005	10286817	5/11/09	47.20	33-216698	86-1256320	
022	10514165	5/11/09	133.37	NL	WK26950	NS
029	10776490	5/11/09	47.20	NA	WK26107	
005	10286818	5/11/09	47.20	33-216733	86-1256362	
020	10429285	5/11/09	53.71	86-1256135	NS	E08C
005	01697152	5/12/09	47.20	86-1257302	861257302	
005	01697153	5/12/09	47.20	NS	NS	
005	10219025	5/12/09	61.30	86-1257241	WK61319	
005	10219026	5/12/09	61.30	86-1257284	WK61320	
005	10219027	5/12/09	47.20	86-1257333	WK61321	
005	10219028	5/12/09	47.20	86-1257220	WK61322	
005	10219029	5/12/09	47.20	86-1257196	WK61323	
005	10219030	5/12/09	47.20	86-1257334	WK61324	
005	10219031	5/12/09	47.20	86-1257247	WK61325	
005	10219032	5/12/09	47.20	86-1257197	WK61326	
005	10219033	5/12/09	47.20	86-1257232	WK61327	
005	10219034	5/12/09	47.20	86-1257335	WK61328	
005	10219035	5/12/09	47.20	86-1257259	WK61329	
005	10219036	5/12/09	47.20	86-1257329	WK61330	
005	10219037	5/12/09	47.20	86-1257290	WK61331	
005	10219038	5/12/09	47.20	86-1257184	WK61332	
005	10219039	5/12/09	47.20	86-1257253	WK61333	
005	10219040	5/12/09	47.20	86-1257297	WK61334	
005	10219041	5/12/09	47.20	86-1257325	WK61335	
005	10219042	5/12/09	57.37	86-1257320	WK61336	
005	10219043	5/12/09	47.20	86-1257295	WK61337	
005	10219044	5/12/09	47.20	86-1257244	WK61338	
005	10219045	5/12/09	47.20	86-1257305	WK61339	
005	10219046	5/12/09	47.20	86-1257274	WK61340	
007	01806595	5/12/09	120.33	NL	WK26171	15428
019	10410116	5/12/09	47.20	WK-40730	WK40730	
035	01137187	5/12/09	54.54	4310667	WK61552	9214
071	10981325	5/12/09	83.22	48331699	NS	
071	10981395	5/12/09	274.95	48331535	48331535	
071	10981396	5/12/09	82.75	48331560	48331560	2213488
071	10981397	5/12/09	143.35	48-331536	488331536	13166

071	10981398	5/12/09	72.58	48331558	48331558	
071	10981399	5/12/09	97.53	48331544	48331544	
020	10428182	5/12/09	53.71	86-1257035	NS	E11C
005	01697154	5/13/09	47.20	86-1258375	361258375	
005	10219050	5/13/09	61.30	86-1258356	WK61341	
005	10219051	5/13/09	61.30	86-1258399	WK61342	
005	10219052	5/13/09	47.20	86-1258449	WK61343	
005	10219053	5/13/09	47.20	86-1258334	WK61344	
005	10219054	5/13/09	47.20	86-1258310	WK61345	
005	10219055	5/13/09	47.20	86-1258450	WK61346	
005	10219056	5/13/09	47.20	86-1258361	WK61347	
005	10219057	5/13/09	47.20	86-1258311	WK61348	
005	10219058	5/13/09	47.20	86-1258345	WK61349	
005	10219059	5/13/09	47.20	86-1258451	WK61350	
005	10219060	5/13/09	47.20	86-1258373	WK61351	
005	10219061	5/13/09	47.20	86-1258445	WK61352	
005	10219062	5/13/09	47.20	86-1258405	WK61353	
005	10219063	5/13/09	47.20	86-1258299	WK61354	
005	10219064	5/13/09	47.20	86-1258367	WK61355	
005	10219065	5/13/09	47.20	86-1258413	WK61356	
005	10219066	5/13/09	47.20	86-1258441	WK61357	
005	10219067	5/13/09	47.20	86-1258436	WK61358	
005	10219068	5/13/09	47.20	86-1258355	WK61359	
005	10219069	5/13/09	47.20	86-1258410	WK61360	
005	10219070	5/13/09	47.20	86-1258421	WK61361	
005	10219071	5/13/09	47.20	86-1258389	WK61362	
005	10286819	5/13/09	47.20	86-1258418	86-1258418	
007	01790610	5/13/09	55.88	187175	1790610	
007	01807108	5/13/09	66.73	SPO 840530 0	SPO8405300	
010	01817058	5/13/09	75.97	NOT LISTED	WK41954	
020	10428183	5/13/09	53.71	86-1258070	NS	E12C
022	02015703	5/13/09	938.38	NOT LISTED	WK38674	
035	01137133	5/13/09	53.71	WK-47980	WK47980	
038	02235248	5/13/09	80.85	MO38871	MO38871	D29906
002	01836673	5/13/09	610.66	WK40534	WK40534	
024	06094532	5/13/09	1349.46	NL	NL	
030	10786512	5/13/09	434.75	NS	NS	
005	01697040	5/14/09	47.20	85-9979144	86-1259450	
005	01697041	5/14/09	47.20	86-1259409	86-1259409	
005	01697042	5/14/09	192.52	NA	NA	
005	10219075	5/14/09	61.30	86-1259389	WK61363	
005	10219076	5/14/09	61.30	86-1259433	WK61364	
005	10219077	5/14/09	47.20	86-1259481	WK61365	
005	10219078	5/14/09	47.20	86-1259366	WK61366	
005	10219079	5/14/09	47.20	86-1259342	WK61367	
005	10219080	5/14/09	47.20	86-1259482	WK61368	
005	10219081	5/14/09	47.20	86-1259395	WK61369	
005	10219082	5/14/09	47.20	86-1259343	WK61370	
005	10219083	5/14/09	47.20	86-1259378	WK61371	
005	10219084	5/14/09	47.20	86-1259483	WK61373	
005	10219085	5/14/09	47.20	86-1259407	WK61377	
005	10219086	5/14/09	47.20	86-1259477	WK61382	
005	10219087	5/14/09	47.20	86-1259439	WK61384	
005	10219088	5/14/09	47.20	86-1259331	WK61385	
005	10219089	5/14/09	47.20	86-1259401	WK61372	

005	10219090	5/14/09	47.20	86-1259445	WK61374	
005	10219091	5/14/09	47.20	86-1259473	WK61375	
005	10219092	5/14/09	47.20	86-1259468	WK61376	
005	10219093	5/14/09	47.20	86-1259388	WK61378	
005	10219094	5/14/09	47.20	86-1259443	WK61379	
005	10219095	5/14/09	47.20	86-1259392	WK61380	
005	10219096	5/14/09	47.20	86-1259453	WK61381	
005	10219097	5/14/09	47.20	86-1259423	WK61383	
005	10219100	5/14/09	47.20	33-217141	33217141	
007	01794280	5/14/09	66.73	86-0050409	WK56173	
007	01805372	5/14/09	158.90	86-0050809	NOT SHOWN	
019	10410311	5/14/09	47.20	WK48903	WK48903	
019	10410317	5/14/09	82.97	WK55096	WK55096	
020	10429721	5/14/09	53.71	86-1259151	NS	E13C
020	10429722	5/14/09	64.56	86-1259275	861259275	6275
024	02027521	5/14/09	66.73	NOT LISTED	NOT LISTED	
025	06142087	5/14/09	279.50	NOT LISTED	WK49207	2104148
035	01137188	5/14/09	64.56	4340380	WK61625	R133
035	01137189	5/14/09	64.56	4355536	WK61626	
035	01137190	5/14/09	99.14	4352740	WK61627	
015	01241820	5/14/09	55.88	NA	NA	
005	10219101	5/15/09	61.02	86-1260356	WM16146	
005	10219102	5/15/09	61.02	86-1260398	WM16147	
005	10219103	5/15/09	46.98	86-1260448	WM16148	
005	10219104	5/15/09	46.98	86-1260333	WM16149	
005	10219105	5/15/09	46.98	86-1260309	WM16150	
005	10219106	5/15/09	46.98	86-1260449	WM16151	
005	10219107	5/15/09	46.98	86-1260361	WM16152	
005	10219108	5/15/09	46.98	86-1260310	WM16153	
005	10219109	5/15/09	46.98	86-1260345	WM16154	
005	10219110	5/15/09	46.98	86-1260450	WM16155	
005	10219111	5/15/09	46.98	86-1260373	WM16156	
005	10219112	5/15/09	46.98	86-1260444	WM16157	
005	10219113	5/15/09	46.98	86-1260404	WM16158	
005	10219114	5/15/09	46.98	86-1260298	WM16159	
005	10219115	5/15/09	46.98	86-1260367	WM16160	
005	10219116	5/15/09	46.98	86-1260412	WM16161	
005	10219117	5/15/09	46.98	86-1260440	WM16162	
005	10219118	5/15/09	46.98	86-1260435	WM16163	
005	10219119	5/15/09	46.98	86-1260355	WM16164	
005	10219120	5/15/09	46.98	86-1260409	WM16165	
005	10219121	5/15/09	46.98	86-1260420	WM16166	
005	10219122	5/15/09	46.98	86-1260388	WM16167	
005	10256289	5/15/09	46.98	86-1260375	86-1260375	
005	10256290	5/15/09	46.98	86-1260417	86-1260417	
020	01939069	5/15/09	53.46	86-1260166	NS	E11C
024	02027522	5/15/09	72.11	86-97V1907H	WK59376	NS
026	10685279	5/15/09	168.86	NS	WK60445	06018
031	10900247	5/15/09	70.71	4339596	WK92558	4339596
035	01137191	5/15/09	222.97	4346242	WK61700	Q134
035	01137192	5/15/09	64.26	4366337	WK61701	
035	10931188	5/15/09	53.46	1279545	WK60774	NS
035	10931189	5/15/09	373.91	NS	WK60784	NS
071	10981326	5/15/09	284.27	48 331988	48331988	
071	10981328	5/15/09	229.21	48-331986	48331986	

071 10981330 5/15/09 87.75 48 331999 48331999