

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

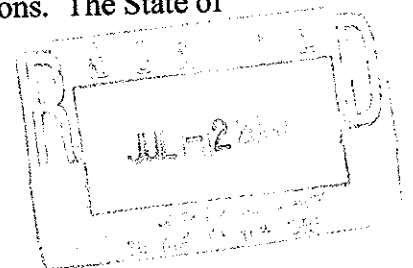
In Re: )  
 ) CHAPTER 11  
GENERAL MOTORS CORP., et al. )  
 ) Case #: 09-50026 (REG)  
 )  
Debtors. ) (Jointly Administered)

**LIMITED OBJECTION OF THE STATE OF ALABAMA**

The State of Alabama, by and through Attorney General Troy King, files this objection in the above styled matter limited to the treatment of the debtors' existing liabilities in the above styled matter, and sets forth the following in support thereof:

The State of Alabama files this limited objection in addition to, and not in lieu of, any other objection(s). The State objects to an order of this Court to conclusively determine that the purchaser, Vehicle Acquisition Holdings, LLC, (VAH), a new entity created solely for the purpose of acquiring the debtors' assets, will not take the liabilities of said debtors, thereby forever foreclosing the ability of the consumers of this State to seek remedies for outstanding liabilities of the debtors. The proposal before the Court will leave the State's consumers altogether unprotected. The State's consumer protection laws will, in an instant, become meaningless for thousands of Alabamians if the proposed order is issued by this Court without modification.

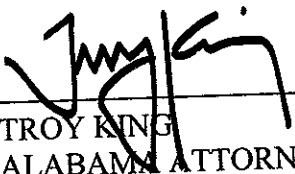
Wherefore, for the reasons stated above, the State of Alabama respectfully files this limited objection based upon the gross inequities that will follow directly upon the consumers and citizenry of this State if the new entity is able to shirk its legal obligations. The State of



Alabama further requests that the Court grant relief only to the extent consistent with the positions taken herein.

Respectfully submitted on this 1<sup>st</sup> day of July, 2009.

STATE OF ALABAMA  
OFFICE OF THE ATTORNEY GENERAL

By:   
TROY KING  
ALABAMA ATTORNEY GENERAL

OF COUNSEL:

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