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Attorneys for FMR LLC

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

-----X
: **Chapter 11**
: **Case No. 09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.** :
-----X

**LIMITED OBJECTION AND RESERVATION OF RIGHTS OF FMR LLC
WITH RESPECT TO CURE AMOUNTS**

FMR LLC and its affiliates (“Fidelity”), by and through its undersigned counsel, hereby files this limited objection to the cure amounts (the “Cure Amounts”) for unpaid monetary obligations as set forth on a certain website maintained on behalf of the Debtors in respect of potentially assumed executory contracts and unexpired leases, and respectfully states as follows:

1. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions in this Court under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). The Debtors’ cases are being jointly administered for procedural purposes.

2. On July 8, 2009, Fidelity received from the Debtors a spreadsheet listing executory contracts with Fidelity that the Debtors intend to assume and assign (the “Fidelity Agreements”).¹ On or about July 9, 2009, Fidelity received a cure notice with respect to one of the Fidelity

¹ The spreadsheet also listed certain contracts with an entity named “FMR LLC”. Fidelity believes that these contracts are not contracts with Fidelity, but with a similarly named entity and were listed in error. Accordingly, “Fidelity Agreements” as used herein excludes any reference to these contracts.

Agreements. Fidelity has not received any other cure notices with respect to the remaining Fidelity Agreements. The cure notice was dated as of June 15, 2009; however, the spreadsheet, conversations and correspondence with the Debtors and their counsel indicate that the cure notice was not mailed by the Debtors until July 2, 2009. Accordingly, Fidelity's objection is timely filed.


3. Pursuant to the cure notice and the spreadsheet, Fidelity reviewed the website maintained by or on behalf of the Debtors at www.contractnotices.com (the "Website"). The Website lists proposed Cure Amounts with respect to the Fidelity Agreements. The amounts owing to Fidelity, according to Fidelity's records, on account of the Fidelity Agreements, are listed on Exhibit A hereto. Fidelity objects to the Cure Amounts listed on the Website to the extent that the Cure Amounts listed on Exhibit A differ.

4. Accordingly, and as contemplated by the cure notice, Fidelity hereby files this limited objection and reserves all of its rights with respect to the cure amounts.

Dated: New York, New York
July 10, 2009

Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP

By: 
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Attorneys for FMR LLC

Exhibit A – Fidelity’s Cure Amounts

Contract Reference: Benefit Administration and Human Resources Service Agreement between GM and the ERISA Plans and Fidelity Investments Institutional Services Company, Inc.² (Contract #5716-00011538)

Amounts in respect of prepetition services (Prior to 6/1/09): \$16,579,462.45

Amounts in respect of postpetition services (6/1/09-6/30/09): \$4,075,800.00

Amounts currently owing and past due: \$0

² GM lists the Fidelity counterparty as “Fidelity Employer Services Company LLC” in the spreadsheet.

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CERTIFICATE OF SERVICE

I hereby certify that on July 10, 2009, a true and correct copy of the foregoing *Limited Objection and Reservation of Rights of FMR LLC with Respect to Cure Amounts* was served electronically through the Court's ECF System on parties requesting electronic service and by Federal Express to the following persons at the following addresses:

Judge Robert E. Gerber
Courtroom 621
United States Bankruptcy Court
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004

The Debtors
c/o General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, Michigan 48090-9025
Attn: Warren Command Center
Mailcode 480-206-114

Weil, Gotshal & Manges LLP
767 Fifth Avenue
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Attn: Harvey R. Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.

The U.S. Treasury
1500 Pennsylvania Avenue NW
Room 2312
Washington, D.C. 20220
Attn: Matthew Feldman, Esq.

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One World Financial Center
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Michael L. Schein, Esq.

The Office of the U.S. Trustee
for the Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attn: Diana G. Adams, Esq.

Miller, Johnson, Snell & Cumminskey, PLC
250 Monroe Avenue
Suite 800
Grand Rapids, Michigan 49503
Attn: Robert D. Wolford

Dated: New York, New York
July 10, 2009

/s/ Kim Raulsome
Kim Raulsome