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Attorneys for Creditor and Contract Party
JMJ Films, Inc.

HEARING DATE: July 22, 2009
HEARING TIME: 9:45 A.M.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

GENERAL MOTIORS CORP., *et al.*

Chapter 11

09-50026 (REG)

Jointly Administered

Debtor and
Debtor-in-Possession.

-----X

**OBJECTION IN OPPOSITION TO MOTION TO
REJECT EXECUTORY CONTRACTS [DOCKET NO. 3044]**

TO: Honorable Robert E. Gerber
United States Bankruptcy Judge

The Objection of creditor and contract party JMJ Films, Inc. (“**JMJ**”) to the omnibus motion of Debtor General Motors Corp. (“**Debtor**” or “**GM**”) to reject executory contracts (the “**Motion**”), by and through its attorneys, Ballon Stoll Bader & Nadler, P.C., respectfully represents:

1. This is in opposition to the Debtor's third Omnibus motion pursuant to 11 U.S.C. § 365 to reject certain executory contracts [docket no. 3044]. Briefly¹, JMJ's contract with GM should not be rejected. On the contrary **it should be assumed as modified by the written agreement** entered into between JMJ and the Debtor's agent. Further, a cure amount in the amount of \$167,606.14 should be paid. Finally, JMJ is entitled to payment of an administrative claim in the amount of \$134,084.92 which should be promptly paid.

2. ***Business Background.*** JMJ produces a regularly aired television show called "Chevrolet's Tim McCarver Show". It is a sports talk show hosted by Tim McCarver. The "Chevrolet Tim McCarver Show" (the "**Show**") is the preeminent independently-produced sports interview program on television. McCarver is an acclaimed former major league baseball player who has become one of the top baseball announcers and all-around sports interviewers at work today. His show is seen on more than 200 stations in the United States and throughout Canada. McCarver himself has won several broadcast awards.

3. The Show has been on the air ten years. It is an integral part of Chevrolet's marketing. And, as we all know, Chevrolet's one of the surviving brands of the reorganized GM.

4. The nature of television production is that programs must be planned well in advance, airtime must be purchased, airtime must be filled, the exact inserts of the advertisements, which are provided by GM's ad agency, need to be prepared and provided for insertion into their show. In this instance Chevrolet actually sponsors the show and it is the sole advertiser.

¹ Giving the admonition of Paragraph 29 of the Case Management Order in this case, we will not burden the court with surplusage and will, instead, get to the heart of the matter.

5. ***Purported Rejection.*** JMJ was surprised to receive the notice of rejection contained in the Motion. There had been discussions – both pre petition and post petition -- and JMJ had been advised that the Show would continue as it was a value added piece of promotion for the Chevrolet brand. Accordingly after this Motion was served, the principal of JMJ reached out to the various people involved at GM and at the advertising agency² and received repeated assurances that the Debtor wished to continue the Show and the longstanding relationship. He also received assurances that they will be paying both the pre petition and the post-petition indebtedness.

6. ***Amended Agreement.*** True to its word GM, on July 10, 2009, by its authorized agent Starcom MediaVest Group provided a written agreement indicating that the sponsorship and the Show would be continued through year-end (Exhibit A hereto). With the size of this case and the magnitude of unusual issues involved, this contract, while important to JMJ, could easily fall between the cracks at GM and might not be properly documented by the Debtor or its counsel. Accordingly, we are filing this objection and ask that the contract for the Show be assumed as modified with the December 31, 2009 termination date. This is obviously within the Debtor's business judgment and should not be disturbed.

7. ***Cure Payments.*** Additionally there is a cure issue. The amount owed to JMJ for May services pre petition is \$167,606.14 (Exhibit B hereto). A principal of JMJ has received numerous assurances that this would be paid in the ordinary course. While it may be that it will

² On July 9 and 10, 2009 James Moskowitz of JMJ in a spate of phone calls spoke with Brent Dewar (head of GM Europe, Vice-President of Sales, marketing and Aftersales for GM Europe), Ed Peper, Vice-President, head of Chevrolet division, Phil Caruso, Chevrolet's promotions manager, Steve Tehadi, Chevrolet Division (works under Ed Peper and many others in media operations) and Mike Rosen, President, Starcom MediaVest GM Team

be so paid we wanted to go on record that this amount is due and owing. Additionally a June amount -- which is all by definitions post-petition and an administrative claim -- in the amount of \$134,084.92 (Exhibit C hereto) is owed by the debtor to JMJ.

8. ***Proposed Order.*** A proposed order is annexed hereto (Exhibit D) reflecting the assumption of the agreement as modified and the cure amount.

9. As no novel issue of law is raised, JMJ respectfully request that the requirement of LBR 9013-1(b) of filing a memorandum of law be waived.

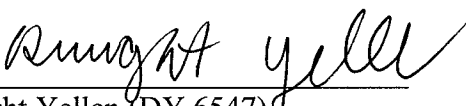
10. No prior application for the relief requested herein has been made to this or any other court by JMJ.

WHEREFORE, JMJ respectfully requests that the Court deny the Motion and instead enter an order assuming the agreement and ordering payment of cure amount as well as such other relief as the Court deems just and appropriate under the circumstances.

Dated: New York, New York
July 16, 2009

Respectfully submitted,

BALLON STOLL BADER & NADLER, P.C.

By: 
Dwight Yellen (DY 6547)

Attorneys for Creditor and Contract Party

JMJ Films, Inc.

729 Seventh Avenue – 17th Floor

New York, NY 10019

212.575-7900

Fax 212.764-5060

dyellen@ballonstoll.com

EXHIBIT A

July 10, 2009

Mr. Jim Moskovitz

President, JMJ Films, Inc.

11 West 84th Street, Fourth Floor

New York, NY 10024

Re: "The Tim McCarver Show"

Dear Jim,

As per our discussion, this letter between JMJ Films, Inc. (JMJ) and Starcom MediaVest Group (SMG), acting as agent for General Motors, for title sponsorship of the weekly national TV series, "Chevrolet's Tim McCarver Show", confirms the pricing and other elements of the Sponsorship through calendar year 2009, and confirms the termination of the Sponsorship effective December 31, 2009.

The agreed upon terms and conditions from inception through December 31, 2009 are as follows:

	CY2006	CY2007	CY2008	CY2009
Annual Cost (Gross \$)	\$1,996,800	\$1,996,800	\$2,050,713	\$2,050,713
Annual Cost (Net \$)	\$1,697,280	\$1,697,280	\$1,743,106	\$1,743,106
Unit Rate (Gross)	\$6,400	\$6,400	\$6,573	\$6,573
# :30's per Show	6	6	6	6
Total Annual # :30's:	312	312	312	312
Guaranteed HH Impressions per :30 (000)	1,255	1,255	1,289	1,289
Guaranteed HH CPM:	\$5.10	\$5.10	\$5.10	\$5.10

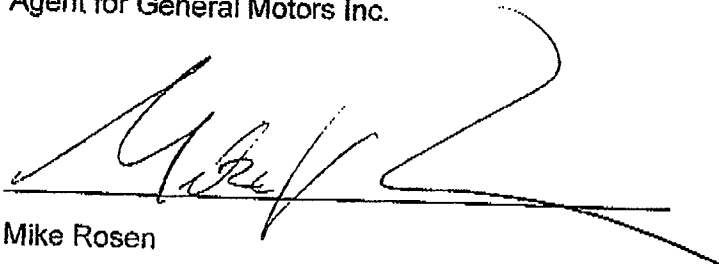
Pending the delays in vendor payments as a result of the General Motors bankruptcy filing, best efforts will be made to return MJM Films to its ordinary payment terms of 30 days net from receipt of monthly invoice.

As agreed, the Sponsorship will terminate on December 31, 2009.

Thank you very much for your support of General Motors and Chevy.

Sincerely,

On behalf of Starcom MediaVest Group, as Authorized Agent for General Motors Inc.



Mike Rosen

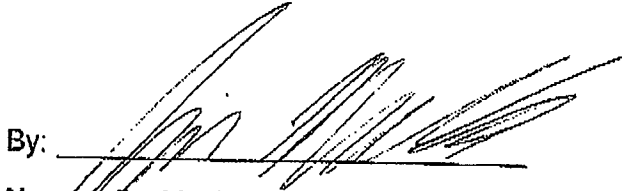
President, Investment and Activation

Starcom MediaVest Group

825 8th Avenue, 35th Floor

New York, NY 10019

ACCEPTED AND AGREED TO:



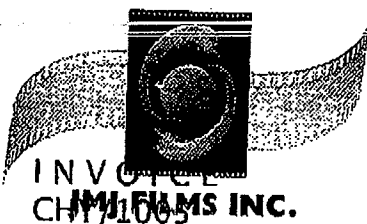
By: Jim Moskovitz

Title: President

JMJ Films

Date: July 10, 2009

EXHIBIT B



CHEVROLET'S TIM MCCARVER SHOW

DATE: MAY 26, 2009

TO: XICA ANDREWS

GM PLAN WORKS

CLIENT: CHEVROLET

79 MADISON AVENUE, 9th FLOOR

NEW YORK, NEW YORK 10016

Calendar Month: MAY, 2009 (five week month)

Dates: MAY 1, 2, 3 (all :30's)

GMRJ5249, GMRJ5248, GMRJ5251, GMRH0869, GMRJ5249, GMRJ5248

MAY 4, 5, 6, 7, 8, 9, 10

GMCC6323 (:60), GMRJ5254 (:30), GMCC6323 (:60), GMRA8542 (:30)

MAY 11, 12, 13, 14, 15, 16, 17

GMCC6323 (:60), GMRJ5254 (:30), GMCC6323 (:60), GMRA8542 (:30)

MAY 18, 19, 20, 21, 22, 23, 24

GMCC6323 (:60), GMRA8546 (:30), GMCC6323 (:60), GMRM9825 (:30)

MAY 25, 26, 27, 28, 29, 30, 31

GMCC6323 (:60), GMRJ5254 (:30), GMCC6323 (:60), GMRA8542 (:30)

No. of Units: 14/30's, 8/60's

Gross Cost: 14: 30's at \$6,572.79 (\$92,019.06); 8 :60'S at \$13,145.58 (\$105,164.64)

(20 units N/C Bonus)

Total Gross: \$197,183.70

Less Agency Fee (\$29,577.56)

TOTAL NET: \$167,606.14

PLEASE REMIT PAYMENT TO:

JMJ FILMS, INC.
 ATTN. JIM MOSKOVITZ
 11 WEST 84TH STREET
 FOURTH FLOOR
 NEW YORK, NEW YORK 10024

PAYMENT DUE UPON RECEIPT

EXHIBIT C



JMJ FILMS INC.

INVOICE
CHY/1006

CHEVROLET'S TIM MCCARVER SHOW

DATE: June 24, 2009

TO: XICA ANDREWS

GM PLAN WORKS

**79 MADISON AVENUE, 9th FLOOR
 NEW YORK, NEW YORK 10016**

CLIENT: CHEVROLET

Calendar Month: JUNE, 2009 (four week month)

Dates: JUNE 1, 2, 3, 4, 5, 6, 7

GMCC6323 (:60); GMRJ5234 (:30); GMCC6323 (:60); GMCJ4640 (:30)

JUNE 8, 9, 10, 11, 12, 13, 14

GMCC6323 (:60); GMRJ5234 (:30); GMCC6323 (:60); GMCJ4640 (:30)

JUNE 15, 16, 17, 18, 19, 20, 21

GMCC6323 (:60); GMRJ5234 (:30); GMCC6323 (:60); GMCJ4640 (:30)

JUNE 22, 23, 24, 25, 26, 27, 28, 29, 30

GMCC6323 (:60); GMRJ5234 (:30); GMCC6323 (:60); GMCJ4640 (:30)

No. of Units: 8/30's, 8/60's

**Gross Cost: 8: 30's at \$6,572.79 (\$52,582.32); 8 :60'S at \$13,145.58
 (\$105,164.64)**

(20 units N/C Bonus)

Total Gross: \$157,746.96

Less Agency Fee (\$23,662.04)

TOTAL NET: \$134,084.92

PLEASE REMIT PAYMENT TO:

**JMJ FILMS, INC.
 ATTN. JIM MOSKOVITZ
 11 WEST 84TH STREET
 FOURTH FLOOR
 NEW YORK, NEW YORK 10024**

PAYMENT DUE UPON RECEIPT

EXHIBIT D

Dwight Yellen (DY 6547)
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GENERAL MOTIORS CORP., *et al.*

Debtor and
Debtor-in-Possession.

Chapter 11

09-50026 (REG)

Jointly Administered

-----X

ORDER PURSUANT TO § 365(a) ASSUMING AS MODIFIED JMJ EXECUTORY AGREEMENT

Upon the Motion by the debtor pursuant to 11 U.S.C. § 365 for entry of an Order rejecting certain of the Debtor's executory contracts; (the "Motion") and it appearing that good and sufficient notice of the Motion having been provided; and the Court having considered the Motion, the opposition thereto, if any, and the arguments of counsel, if any; and for good cause shown,

IT IS ORDERED as follows:

1. As to JMJ Films, Inc. the Motion is denied.
2. Pursuant to Section 365(a) of the Bankruptcy Code the JMJ Films, Inc. agreement with the Debtor is assumed as modified in the annexed agreement.
3. Pursuant to Section 365(a) of the Bankruptcy Code, the debtor shall pay JMJ a cure amount in the amount of \$167,606.14 within 10 days of the entry of this order.
4. This Court retains jurisdiction over any and all matters with respect to the relief granted herein.

Dated: New York, New York
July _____, 2009

SO ORDERED

U.S.B.J.

AFFIRMATION/CERTIFICATION OF SERVICE

DWIGHT YELLEN, an attorney duly admitted to practice before the Courts of the State of New York and New Jersey, affirms, declares and certifies under penalty of perjury:

I am not a party to the action, am over 18 years of age, am a member of Ballon Stoll Bader & Nadler, P.C. and have an office at 729 Seventh Avenue, New York, New York 10019 and 505 Main Street, Hackensack, New Jersey 07601. On July 16, 2009 I served or caused to be served a true copy of the annexed papers in the following manner:

- By hand delivery,
- By overnight courier,
- By telefax,

Fax Numbers: _____

By regular mail, in a sealed envelope, with postage prepaid thereon, in an official depository of the U.S. Postal Service within the State of New York, addressed to the last known address of the addressee(s) as indicated below:

See attached schedule

Dated: New York, New York
July 16, 2009



DWIGHT YELLEN

Service Matrix List

General Motors Corp., et al., Debtor
Chapter 11 Case No. 09-50026 (REG) Jointly Administered

JMJ FILMS, INC.
C/M NO. 14361.010

General Motors Corporation

Debtors

300 Renaissance Center
Detroit, Michigan 48265

Attn: Lawrence S. Buonomo, Esq.

The United States Department of the Treasury
1500 Pennsylvania Avenue NW – Room 2312
Washington, DC 20220

Attn: Matthew Feldman, Esq.

Kramer Levin Naftalis & Frankel LLP
Attorneys/Statutory Committee of Unsecured Creditors

1177 Avenue of the Americas
New York, New York 10036

**Attn: Kenneth H. Eckstein, Esq.; Thomas Moers
Mayer, Esq.; Adam C. Rogoff, Esq., and
Gordon Z. Novod, Esq.**

Cleary Gottlieb Steen & Hamilton LLP

Attorneys for the UAW

One Liberty Plaza
New York, New York 10006

Attn: James L. Bromley, Esq.

Weil Gotshal & Manges LLP

Attorneys for the Debtors

767 Fifth Avenue

New York, New York 10153

**Attn: Harvey R. Miller, Esq.
Stephen Karotkin, Esq., and
Joseph H. Smolinsky, Esq.**

Cadwalader, Wickersham & Taft LLP

*Attorneys for the United States Department of the
Treasury*

One World Financial Center
New York, New York 10281

Attn: John J. Rapisardi, Esq.

Vedder Price, P.C.

Attorneys for Export Development Canada

1633 Broadway – 47th Floor
New York, New York 10019

**Attn: Michael J. Edelman, Esq., and
Michael L. Schein, Esq.**

The International Union, United Automobile,
Aerospace and Agricultural Implement Workers of
America (the “UAW”)

8000 East Jefferson Avenue
Detroit, Michigan 48214

Attn: Daniel W. Sherrick, Esq.

Cohen, Weiss and Simon LLP

Attorneys for the UAW

330 West 42nd Street
New York, New York 10036

Attn: Babette Ceccotti, Esq.

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

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New York, New York 10019

**Attn: Dwight Yellen, Esq.
Robert M. Jaffe, Esq.**

JMJ Films, Inc.
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New York, New York 10024

Attn: James L. Moskowitz

The U.S. Attorney's Office, S.D.N.Y.
86 Chambers Street – Third Floor
New York, New York 10007

**Attn: David S. Jones, Esq., and
Matthew L. Schwartz, Esq.**