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Attorneys for The Bank of New York Mellon

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

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

**WITHDRAWAL OF LIMITED OBJECTION AND RESERVATION
 OF RIGHTS OF THE BANK OF NEW YORK MELLON TO NOTICE OF
 (I) DEBTORS' INTENT TO ASSUME AND ASSIGN
 CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF
 PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
 NONRESIDENTIAL REAL PROPERTY AND
 (II) CURE AMOUNTS RELATED THERETO**

Emmet, Marvin & Martin, LLP represents The Bank of New York Mellon (“BNYM” or the “Trustee”) (i) as successor to JPMorgan Chase Bank, N.A., as indenture trustee under the Trust Indenture, dated as of March 1, 2002, between the Unified Government of Wyandotte County/Kansas City, Kansas and JPMorgan Chase Bank, as Trustee, (ii) as successor to First American National Bank of Nashville, as indenture trustee under the Master Trust Indenture, dated as of January 1, 1986, between the Industrial Development Board of Maury County, Tennessee (the “Tennessee Issuer”) and First American National Bank of Nashville, as Trustee (as amended by a First Amendatory Trust Indenture, a Second Amendatory Trust Indenture, a Third Amendatory Trust Indenture and a Fourth Amendatory Trust Indenture, and (iii) as

successor to NationsBank of Tennessee, National Association, as indenture trustee under the Trust Indenture, dated as of September 1, 1994, between the Tennessee Issuer and NationsBank of Tennessee, National Association, as Trustee and hereby files this withdrawal of its Limited Objection and Reservation of Rights to the Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Costs Related Thereto (Docket # 2070), as per the letter agreement dated as of September 22, 2009 between the Debtor and BNYM.

Dated: October 21, 2009

Respectfully submitted,

EMMET, MARVIN & MARTIN, LLP

By: /s/ Edward P. Zujkowski, Esq.

Edward P. Zujkowski, Esq.

Counsel for The Bank of New York Mellon

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

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: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
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CERTIFICATE OF SERVICE

I do hereby certify that I caused to be served a true copy of the *Withdrawal of Limited Objection and Reservation of Rights of The Bank of New York Mellon to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* to be served electronically on those parties requesting electronic service via the Court's ECF system and on the parties listed below via U.S. messenger or federal express:

General Motors Corporation
Cadillac Bldg
30009 Van Dyke Ave.
Warren, MI 48090
Attn: Warren Comman Center,
Mailcode 480-206-114)

United States Trustee
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New York, NY 10004
Attn: Diana Adams, Esq.

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Michael J. Edelman
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Dated: October 21, 2009

Respectfully submitted,

EMMET, MARVIN & MARTIN, LLP

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