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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

General Motors Corp.,

Case No. 09-50026 (REG)  
(Jointly Administered)

Debtors.

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**OBJECTION OF PHILLIPS LYTLE LLP  
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 AMOUNTS RELATED THERETO**

Phillips Lytle LLP, formerly known as Phillips, Lytle, Hitchcock, Blaine & Huber LLP ("PL"), pro se, hereby objects on a limited basis ("Objection") 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 Amounts Related Thereto dated June 6, 2009 ("Notice"). PL objects to the Notice because PL is not party to any

known executory contract with the Debtors. In further support of its Objection, PL respectfully states as follows:

### **Background**

1. On June 1, 2009 (“Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code (“Bankruptcy Code”).
2. On June 1, 2009, GM also filed a motion seeking an order approving bidding procedures for the sale of substantially all of the Debtors’ assets, which included a procedure for the Debtors’ assumption and assignment of executory contracts (Docket No. 92) (“Procedures Motion”).
3. On June 2, 2009, the Court granted the Procedures Motion with respect to the sale procedures, including the procedure for assuming and assigning contracts to Vehicle Acquisition Holdings LLC (“VAH”) or the ultimate purchaser of the Debtors’ assets (Docket No. 274) (“Procedures Order”), which provided for sending a notice advising a contract counterparty that it was party to an Assumable Executory Contracts and the proposed Cure Amount related thereto.
4. On June 8, 2009, PL received the Notice dated June 6, 2009 provided for in the Procedures Order. Pursuant to the Notice, parties have ten days from the date of the Notice to object to the assumption and assignment of any Assumable Executory Contract or to the Cure Amount proposed to be paid with respect thereto.
5. Attached to the Notice was a user identification number and password to be used by PL on the specified website (“Web Site”) to view which contract(s) has/have been designated an Assumable Executory Contract by the Debtors and the Cure Amount with respect to such contract(s).

6. As of the date hereof, the Web Site, does not include any information as to which contract the Debtors are designating as an Assumable Executory Contract or what the proposed Cure Amount is.

7. PL does not believe it is a party to any pre-petition executory contract with any of the Debtors.

8. PL reserves its right to amend this Objection to include any additional facts as may be determined by its further investigation of the Notice and Web Site.

9. Any reply to this Objection should be served upon Phillips Lytle LLP, 3400 HSBC Center, Buffalo, New York 14203, Attn: Angela Z. Miller, Esq.

#### **Memorandum of Law**

10. Because the legal points and authorities upon which PL relies for purposes of this Objection are incorporated into the Objection, PL respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law.

#### **Reservation of Rights**

11. PL reserves the right (a) to amend, supplement, or otherwise modify this Objection and all attachments and exhibits hereto as necessary or proper; and (b) to raise such other and further objections to any proposed assumption and assignment, the Cure Amount, and/or adequate assurance of future performance with respect to the proposed assumption and assignment of any Assumable Executory Contract.

**Conclusion**

WHEREFORE, PL respectfully requests that the Court enter an Order (a) sustaining this Objection in its entirety and overruling the Notice to the extent it requests relief inconsistent with this Objection, and (b) providing PL with such other and further relief as is appropriate.

Dated: June 12, 2009  
Buffalo, New York

PHILLIPS LYTTLE LLP

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Attorneys for National Fuel Resources, Inc.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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General Motors Corp., et al.,

Debtors.

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Chapter 11

Case No. 09-50026 (REG)  
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**CERTIFICATE OF SERVICE**

I, Karen M. Hatch, being at all times over 18 years of age, hereby certify that a true and correct copy of the Limited Objection of National Fuel Resources, Inc. to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto was caused to be served by e-mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and by U.S. mail to the parties so indicated on the attached service list.

Dated: Buffalo, New York  
June 12, 2009

s/ Karen M. Hatch  
Karen M. Hatch

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