

James P. Moloy (10301-49)  
DANN PECAR NEWMAN & KLEIMAN, P.C.  
One American Square, Suite 2300  
Indianapolis, IN 46282  
(317) 632-3232  
(317) 632-2962 (facsimile)  
Email: jmoloy@dannpecar.com  
Attorneys for United REMC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re

Chapter 11

GENERAL MOTORS CORP., et al.,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

-----X

**OBJECTION TO PROPOSED ASSUMPTION OF EXECUTORY CONTRACT**

Comes now United REMC, by counsel, and for its Objection To Proposed Assumption Of Executory Contract ("Objection"), respectfully represents that:

1. United REMC is a party to an executory contract with General Motors ("GM"), pursuant to which electric power is provided to a GM plant in Allen County, Indiana.
2. United REMC received a copy of 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 (the "Notice"). Pursuant to the Notice, any "Contract Objection" must be filed by June 15, 2009.
3. On information and belief, GM intends to assume and assign its power contract with United REMC. Pursuant to 11 U.S.C. §365, the contract cannot be assumed/assigned unless all pre-petition defaults are timely cured. GM failed to pay the last pre-petition invoice for electric power delivered in May 2009, and the amount of such invoice is \$380,839.37. The

power contract with United REMC cannot be assumed/assigned unless the May 2009 invoice is paid in full.

4. The Notice directs parties to executory contracts to examine the Contract Website to determine the proposed Cure Amount for any particular executory contract. As of June 12, 2009, the Contract Website does not list any Cure Amount for the power contract with United REMC. Accordingly, United REMC has no alternative but to file this Objection.

5. United REMC objects to the proposed assumption/assignment of its power contract with General Motors unless the full Cure Amount in the sum of \$380,839.37 is timely paid as a condition precedent to the assumption/assignment of such contract.

WHEREFORE, United REMC respectfully requests that the Court condition any assumption/assignment of its power contract with General Motors on the timely payment of a Cure Amount in the sum of \$380,839.37, and grant such other and further relief as is just and proper.

Respectfully submitted,

UNITED REMC

By: /s/ James P. Moloy  
James P. Moloy, Atty. #10301-49

DANN PECAR NEWMAN & KLEIMAN, P.C.  
One American Square, Suite 2300  
Indianapolis, IN 46282  
(317) 632-3232  
(317) 632-2962 (facsimile)  
*Attorneys for United REMC*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 12<sup>th</sup> day of June, 2009, I served a copy of the foregoing upon each of the persons listed below by the Court's ECF document delivery system or Federal Express Priority Overnight Mail so as to be received by each of the persons listed before 4:00 p.m., June 15, 2009:

General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025  
Attn: Warren Command Center  
Mailcode 480-206-114

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Harvey R. Miller, Esq., Stephen  
Karotkin, Esq. and Joseph H. Smolinsky, Esq.

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

Cadwalader Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
Attn: John J. Rapisardi, Esq.

Vedder Price, P.C.  
1633 Broadway, 47<sup>th</sup> Floor  
New York, NY 10019  
Attn: Michael J. Edelman, Esq.  
and Michael L. Schein, Esq.

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004  
Attn: Diana G. Adams, Esq.

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Thomas Moers Mayer, Kenneth H.  
Eckstein and Gordon Z. Novod

/s/ James P. Moloy  
James P. Moloy