

Objection Deadline: June 15, 2009
Hearing Date: TBD

Michael St. Patrick Baxter
Dennis B. Auerbach
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue NW
Washington, DC 20004-2401
phone: (202) 662-6000
fax: (202) 662-6291

- and -

Susan Power Johnston
COVINGTON & BURLING LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
phone: (212) 841-1000
fax: (212) 841-1010

Counsel to Union Pacific Distribution Services

**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

**PROTECTIVE OBJECTION OF UNION PACIFIC DISTRIBUTION
SERVICES TO DEBTORS' PROPOSED CURE AMOUNTS**

Union Pacific Distribution Services ("UPDS") files this protective objection regarding cure amounts proposed by the Debtors with respect to executory contracts they propose to assume and assign. In support of its protective objection, UPDS represents as follows:

1. UPDS is a party to executory contracts with one or more of the Debtors.
2. By Notice dated June 5, 2009 (the "Assumption Notice"), the Debtors informed certain suppliers of goods and services of their intent to assume and assign executory contracts.
3. UPDS did not receive a copy of the Assumption Notice. UPDS is filing this protective objection in an abundance of caution in the event the Debtors intend to assume and assign UPDS contracts, but sent the Assumption Notice to an incorrect address. UPDS understands that copies of the Assumption Notice may have been mis-addressed in some instances.
4. If the Debtors intend to assume and assign UPDS contracts, UPDS's books and records reflect that a cure payment of approximately \$211,000 is due. UPDS objects to any proposed cure payment that differs from such amount.

5. UPDS will work diligently with the Debtors to try to resolve any cure-amount issues without Court intervention, but reserves all rights in the event agreement cannot be reached.

Dated: New York, New York
June 15, 2009

Respectfully submitted,

Michael St. Patrick Baxter
Dennis B. Auerbach
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
phone: (202) 662-6000
fax: (202) 662-6291
email: mbaxter@cov.com

- and -

/s/ Susan Power Johnston
Susan Power Johnston
COVINGTON & BURLING LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
phone: (212) 841-1000
fax: (212) 841-1010
email: sjohnston@cov.com

*Counsel to Union Pacific Distribution
Services*