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Attorneys for Creditors and Contract Counterparties APL Co. Pte. Ltd. and American
President Lines, Ltd.

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

In re

GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**OBJECTION OF APL CO. PTE LTD. AND AMERICAN
PRESIDENT LINES, LTD. TO PROPOSED CURE AMOUNTS**

APL Co. Pte. Ltd. and American President Lines, Ltd. (collectively, "APL Liner")
by and through their counsel, object to the cure amounts communicated by the above-
named Debtors and hereby state as follows:

BACKGROUND

1. On June 1, 2009, the Debtors filed voluntary petitions with this
Court under chapter 11 of the Bankruptcy Code.

2. Also on June 1, 2009, the Debtors filed a Motion to (I) Approve
(A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle

Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (the “Sale Motion”) (Docket no. 92). Pursuant to the Sale Motion, the Debtors proposed to designate certain agreements which they would seek to assume and assign to the purchaser (the “Assumable Executory Contracts”). The Debtors proposed to maintain a schedule (the “Schedule”) of the list of Assumable Executory Contracts. In addition to the Schedule, a secure, non-public website (the “Website”) is to list the Assumable Executory Contracts and the cure costs related to them.

3. On June 2, 2009, this Court entered an Order (I) Approving Procedures for Sale of Debtors’ Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the “Sale Procedures Order”) (Docket no. 274). Pursuant to the Sale Procedures Order, the Debtors must maintain the Schedule, which lists the Assumable Executory Contracts, and the Website, which lists the Assumable Executory Contracts and the cure costs related thereto. In addition, the Debtors must provide notice (the “Assumption Notice”) to the non-Debtor counterparty to each Assumable Executory Contract of the Debtors’ intent to assume and assign the contract. This Assumption Notice does not set forth the cure amount, but rather provides instructions to obtain the information on the Website.

4. APL Liner and its related entities received a blanket Assumption Notice dated June 5, 2009, with the instructions on accessing the Website. The Website provides a cure amount for APL Liner as well as all other affiliated entities of \$12,055.00. The Website does not specify which entities were owed cure amounts, how

the cure amount listed was calculated, or which contracts were designated as Assumable Executory Contracts.

OBJECTION

5. APL Liner hereby objects to the cure amount given on the Website. As reflected in APL Liner's books and records, the cure amount owed to APL Liner for services rendered to the Debtors by APL Liner through May 31, 2009 is **\$826,605.27**.

6. Attached as Exhibit 1 to the sworn Declaration of Joshua D. Smith in support of this Objection, filed and served herewith, is a spreadsheet detailing the balances owed to APL Liner by the Debtors through May 31, 2009.

CONCLUSION

APL Liner objects to any assignment of any executory contract between APL Liner and the Debtors, absent an order specifying that the true and correct cure amount is \$826,605.27.

Dated: New York, New York
June 15, 2009

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ Alyssa D. Englund

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GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**DECLARATION OF JOSHUA D. SMITH IN SUPPORT OF
OBJECTION OF APL CO. PTE. LTD. AND AMERICAN PRESIDENT LINES,
LTD. TO PROPOSED CURE AMOUNT**

I, Joshua D. Smith, make this Declaration under 28 U.S.C. § 1746 and state:

1. I am the Director of Finance of APL Co. Pte. Ltd. and American President Lines, Ltd. (collectively, "APL Liner") in the Americas. I have worked for APL Liner for the past eight years in the finance department. In my capacity as the Director of Finance of APL Liner, I am responsible for all accounts receivable of APL Liner. I am familiar with and have custody of and responsibility for the accuracy of the books and records of APL Liner and its system for keeping those business records.

2. If called to testify in this matter, I could competently testify to the facts set forth in this Declaration.

3. I submit this declaration in support of APL Liner's objection to proposed cure amounts filed herewith.

4. APL Liner maintains books and records of all of the invoices it issues and all payments made on them, in the ordinary course of its business. Entries are made to those books and records at the time any invoice is issued or a payment is received. An invoice is issued by APL Liner only after it renders a service contracted for by a customer.

5. I have personally reviewed APL Liner's current books and records, which state that the invoices listed on Exhibit 1 hereto for the Debtors are currently outstanding and unpaid.

6. The related services rendered by APL Liner to the Debtors listed on Exhibit 1 are for transportation management.

7. Based upon my review of APL Liner's business records, I believe the total amounts stated on Exhibit 1 are the true and correct balances owed to APL Liner, under all agreements relating to its supply of services to the Debtors through May 31, 2009, under agreements that the Debtors seek to assume and assign.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct.

Executed this 12 day of June, 2009, at Oakland, California.



JOSHUA D. SMITH

EXHIBIT 1

Cure Amount Payable directly to APL Liner

Invoice Number	Invoice Date	Invoice Amount	Services Rendered
CHII021123	12/31/2008	1,755.00	Ocean Transportation Services
CHII021305	1/31/2009	1,831.00	Ocean Transportation Services
CHII021617	3/31/2009	13,780.00	Ocean Transportation Services
CHII021682	4/16/2009	1,950.00	Ocean Transportation Services
CHII021735	4/30/2009	260.00	Ocean Transportation Services
5838129	3/13/2009	9,710.00	Ocean Transportation Services
5863953	9/26/2008	260.00	Ocean Transportation Services
5872329	4/29/2009	4,855.00	Ocean Transportation Services
5924899	3/12/2009	4,855.00	Ocean Transportation Services
5927032	4/16/2009	4,855.00	Ocean Transportation Services
31823504	9/25/2008	360.00	Ocean Transportation Services
31915964	4/8/2009	3,150.00	Ocean Transportation Services
31915985	4/24/2009	3,150.00	Ocean Transportation Services
51030399	3/16/2009	5,000.00	Ocean Transportation Services
51030411	4/6/2009	2,673.75	Ocean Transportation Services
51030427	4/21/2009	500.00	Ocean Transportation Services
51030433	4/24/2009	1,000.00	Ocean Transportation Services
51066744	9/4/2008	160.00	Ocean Transportation Services
54502515	5/13/2009	2,100.00	Ocean Transportation Services
54502527	5/13/2009	2,100.00	Ocean Transportation Services
62142930	8/25/2008	190.00	Ocean Transportation Services
62143026	9/23/2008	190.00	Ocean Transportation Services
63123717	8/3/2008	640.00	Ocean Transportation Services
63123749	8/3/2008	200.00	Ocean Transportation Services
63123883	8/24/2008	200.00	Ocean Transportation Services
63152014	9/8/2008	200.00	Ocean Transportation Services
63152185	10/6/2008	200.00	Ocean Transportation Services
63152316	11/3/2008	200.00	Ocean Transportation Services
64643804	9/16/2008	270.00	Ocean Transportation Services
64643895	10/28/2008	180.00	Ocean Transportation Services
64734833	3/30/2009	4,450.00	Ocean Transportation Services
66001513	4/16/2009	4,335.00	Ocean Transportation Services
66001936	4/23/2009	4,335.00	Ocean Transportation Services
98340892	10/3/2008	1,700.00	Ocean Transportation Services
98370585	4/24/2009	8,850.00	Ocean Transportation Services
98370823	3/16/2009	5,800.00	Ocean Transportation Services
98370847	3/17/2009	5,800.00	Ocean Transportation Services
98370892	3/17/2009	5,800.00	Ocean Transportation Services
CHII020923	11/16/2008	15,536.00	Ocean Transportation Services
CHII021205	1/17/2009	9,007.00	Ocean Transportation Services
CHII021306	1/31/2009	9,750.00	Ocean Transportation Services
CHII021384	2/16/2009	15,343.00	Ocean Transportation Services
CHII021475	2/28/2009	14,170.00	Ocean Transportation Services
CHII021557	3/16/2009	2,860.00	Ocean Transportation Services
CHII021618	3/31/2009	29,729.00	Ocean Transportation Services
CHII021683	4/16/2009	10,660.00	Ocean Transportation Services

CHII021736	4/30/2009	5,200.00	Ocean Transportation Services
CHII021794	5/16/2009	585.00	Ocean Transportation Services
CHII021845	5/31/2009	650.00	Ocean Transportation Services
CHIY001441	5/15/2009	220.00	Ocean Transportation Services
ESPU026868	3/4/2009	100.00	Ocean Transportation Services
58412336	2/23/2009	2,727.97	Ocean Transportation Services
ATLY001924	2/19/2009	175.00	Ocean Transportation Services
ATLY001933	2/25/2009	25.00	Ocean Transportation Services
ATLY001968	3/4/2009	180.00	Ocean Transportation Services
ATLY002053	3/25/2009	30.00	Ocean Transportation Services
ATLY002086	4/1/2009	265.00	Ocean Transportation Services
ATLY002170	4/22/2009	60.00	Ocean Transportation Services
HOU1017913	4/16/2009	780.00	Ocean Transportation Services
5838128	3/4/2009	2,774.00	Ocean Transportation Services
5870268	3/10/2009	300.78	Ocean Transportation Services
5870288	3/10/2009	300.78	Ocean Transportation Services
5870420	3/27/2009	2,460.00	Ocean Transportation Services
5870421	3/27/2009	2,970.00	Ocean Transportation Services
5870435	4/3/2009	3,610.00	Ocean Transportation Services
5870436	4/3/2009	3,610.00	Ocean Transportation Services
5870437	4/3/2009	3,610.00	Ocean Transportation Services
5871439	4/8/2009	2,920.00	Ocean Transportation Services
5871440	4/3/2009	2,965.00	Ocean Transportation Services
5871441	4/3/2009	2,965.00	Ocean Transportation Services
5871442	4/3/2009	2,965.00	Ocean Transportation Services
5871444	4/3/2009	2,475.00	Ocean Transportation Services
5871445	4/3/2009	3,060.00	Ocean Transportation Services
5871446	4/3/2009	2,760.00	Ocean Transportation Services
5871447	4/3/2009	2,760.00	Ocean Transportation Services
5871448	4/3/2009	2,760.00	Ocean Transportation Services
5871449	4/3/2009	2,760.00	Ocean Transportation Services
5871450	4/3/2009	2,760.00	Ocean Transportation Services
5871451	4/3/2009	2,760.00	Ocean Transportation Services
5871452	4/3/2009	2,760.00	Ocean Transportation Services
5871453	4/3/2009	2,965.00	Ocean Transportation Services
5871454	4/3/2009	2,965.00	Ocean Transportation Services
5871455	4/3/2009	3,110.00	Ocean Transportation Services
5871458	4/3/2009	3,260.00	Ocean Transportation Services
5871459	4/3/2009	3,610.39	Ocean Transportation Services
5871460	4/3/2009	2,760.00	Ocean Transportation Services
5871461	4/3/2009	2,760.00	Ocean Transportation Services
5871462	4/3/2009	2,920.00	Ocean Transportation Services
5871463	4/3/2009	2,965.00	Ocean Transportation Services
5871464	4/3/2009	2,760.00	Ocean Transportation Services
5871465	4/3/2009	2,760.00	Ocean Transportation Services
5871466	4/3/2009	2,760.00	Ocean Transportation Services
5871467	4/3/2009	2,760.00	Ocean Transportation Services
5871468	4/3/2009	2,760.00	Ocean Transportation Services
5871469	4/3/2009	2,760.00	Ocean Transportation Services
5871470	4/3/2009	2,760.00	Ocean Transportation Services
5871471	4/3/2009	2,760.00	Ocean Transportation Services
5871473	4/3/2009	3,505.00	Ocean Transportation Services

5871474	4/3/2009	3,610.00	Ocean Transportation Services
5871475	4/3/2009	2,760.00	Ocean Transportation Services
5871476	4/3/2009	2,620.00	Ocean Transportation Services
5871477	4/3/2009	3,610.39	Ocean Transportation Services
5871478	4/3/2009	3,835.00	Ocean Transportation Services
5871479	4/3/2009	3,135.00	Ocean Transportation Services
5871480	4/3/2009	2,860.00	Ocean Transportation Services
5871481	4/3/2009	2,960.00	Ocean Transportation Services
5871482	4/3/2009	3,305.00	Ocean Transportation Services
5871483	4/3/2009	3,335.00	Ocean Transportation Services
5871484	4/3/2009	2,760.00	Ocean Transportation Services
5871485	4/3/2009	3,860.00	Ocean Transportation Services
5871486	4/3/2009	2,920.00	Ocean Transportation Services
5871487	4/3/2009	2,920.00	Ocean Transportation Services
5871488	4/3/2009	2,760.00	Ocean Transportation Services
5871489	4/3/2009	2,760.00	Ocean Transportation Services
5871490	4/3/2009	2,760.00	Ocean Transportation Services
5871491	4/3/2009	2,760.00	Ocean Transportation Services
5871492	4/3/2009	2,760.00	Ocean Transportation Services
5871493	4/3/2009	2,760.00	Ocean Transportation Services
5871508	4/6/2009	3,305.00	Ocean Transportation Services
5871509	4/7/2009	2,920.00	Ocean Transportation Services
5871510	4/7/2009	2,965.00	Ocean Transportation Services
5871511	4/7/2009	3,810.00	Ocean Transportation Services
5871513	4/7/2009	2,910.00	Ocean Transportation Services
5871514	4/6/2009	2,275.00	Ocean Transportation Services
5871515	4/6/2009	2,745.00	Ocean Transportation Services
5871516	4/7/2009	2,920.00	Ocean Transportation Services
5871518	4/7/2009	2,965.00	Ocean Transportation Services
5871519	4/7/2009	2,965.00	Ocean Transportation Services
5871520	4/10/2009	3,105.00	Ocean Transportation Services
5871521	4/10/2009	3,115.00	Ocean Transportation Services
5871522	4/10/2009	2,880.00	Ocean Transportation Services
5871523	4/10/2009	3,020.00	Ocean Transportation Services
5871524	4/10/2009	3,210.00	Ocean Transportation Services
5871525	4/10/2009	3,560.00	Ocean Transportation Services
5871526	4/7/2009	1,810.00	Ocean Transportation Services
5871527	4/10/2009	2,810.00	Ocean Transportation Services
5871528	4/10/2009	3,305.00	Ocean Transportation Services
5871529	4/10/2009	2,760.00	Ocean Transportation Services
5871530	4/7/2009	2,920.00	Ocean Transportation Services
5871531	4/7/2009	2,965.00	Ocean Transportation Services
5871533	4/10/2009	3,280.00	Ocean Transportation Services
5871534	4/10/2009	3,110.00	Ocean Transportation Services
5871535	4/10/2009	1,910.00	Ocean Transportation Services
5871536	4/10/2009	2,955.00	Ocean Transportation Services
5871537	4/10/2009	1,960.00	Ocean Transportation Services
5871538	4/10/2009	2,960.00	Ocean Transportation Services
5871539	4/10/2009	2,960.00	Ocean Transportation Services
5871540	4/10/2009	2,960.00	Ocean Transportation Services
5871541	4/10/2009	3,380.00	Ocean Transportation Services
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5871545	4/10/2009	3,340.00	Ocean Transportation Services
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5871547	4/10/2009	2,760.00	Ocean Transportation Services
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5871575	4/17/2009	3,495.00	Ocean Transportation Services
5871576	4/17/2009	2,460.00	Ocean Transportation Services
5871577	4/17/2009	2,760.00	Ocean Transportation Services
5871578	4/17/2009	3,610.00	Ocean Transportation Services
5871587	4/24/2009	3,610.00	Ocean Transportation Services
5872611	5/11/2009	2,593.00	Ocean Transportation Services
5872612	5/11/2009	2,593.00	Ocean Transportation Services
5872613	5/11/2009	2,593.00	Ocean Transportation Services
5872614	5/11/2009	2,593.00	Ocean Transportation Services
5872615	5/11/2009	2,593.00	Ocean Transportation Services
5872616	5/11/2009	2,593.00	Ocean Transportation Services
5872617	5/11/2009	2,593.00	Ocean Transportation Services
5872618	5/13/2009	2,593.00	Ocean Transportation Services
5872619	5/11/2009	2,593.00	Ocean Transportation Services
5872620	5/11/2009	2,892.00	Ocean Transportation Services
5872623	5/7/2009	2,322.00	Ocean Transportation Services
5872624	5/7/2009	2,322.00	Ocean Transportation Services
5872625	5/7/2009	2,322.00	Ocean Transportation Services
5872626	5/7/2009	2,900.00	Ocean Transportation Services
5872635	5/11/2009	2,593.00	Ocean Transportation Services
5872636	5/11/2009	2,322.00	Ocean Transportation Services
5872637	5/11/2009	2,541.00	Ocean Transportation Services
5872638	5/11/2009	2,541.00	Ocean Transportation Services
5872639	5/11/2009	2,055.00	Ocean Transportation Services
5872640	5/11/2009	2,541.00	Ocean Transportation Services
5872642	5/18/2009	3,975.00	Ocean Transportation Services
5872643	5/18/2009	3,555.00	Ocean Transportation Services
5872644	5/18/2009	3,418.00	Ocean Transportation Services
5872645	5/18/2009	3,418.00	Ocean Transportation Services
5872646	5/18/2009	2,725.00	Ocean Transportation Services
5872647	5/18/2009	2,725.00	Ocean Transportation Services
5872648	5/18/2009	2,860.00	Ocean Transportation Services
5872649	5/18/2009	2,585.00	Ocean Transportation Services
5872650	5/18/2009	3,420.00	Ocean Transportation Services
5872651	5/18/2009	2,055.00	Ocean Transportation Services
5872652	5/18/2009	2,774.00	Ocean Transportation Services
5872654	5/18/2009	1,826.00	Ocean Transportation Services
5872655	5/18/2009	3,874.00	Ocean Transportation Services
5872656	5/18/2009	3,883.00	Ocean Transportation Services
5872657	5/18/2009	3,892.00	Ocean Transportation Services
5872658	5/18/2009	2,974.00	Ocean Transportation Services
5872659	5/18/2009	1,750.00	Ocean Transportation Services
5872660	5/18/2009	3,004.00	Ocean Transportation Services
5872661	5/18/2009	1,000.00	Ocean Transportation Services
5872662	5/18/2009	2,610.00	Ocean Transportation Services
5872663	5/18/2009	1,826.00	Ocean Transportation Services
5872664	5/18/2009	1,826.00	Ocean Transportation Services
5872665	5/18/2009	3,004.00	Ocean Transportation Services

5872666	5/18/2009	2,990.00	Ocean Transportation Services
5872667	5/18/2009	1,844.00	Ocean Transportation Services
5872668	5/18/2009	2,974.00	Ocean Transportation Services
5872669	5/18/2009	2,974.00	Ocean Transportation Services
5872670	5/18/2009	2,974.00	Ocean Transportation Services
5872671	5/18/2009	2,096.00	Ocean Transportation Services
5872672	5/18/2009	2,585.00	Ocean Transportation Services
5872673	5/18/2009	1,844.00	Ocean Transportation Services
5872674	5/18/2009	1,844.00	Ocean Transportation Services
5872675	5/18/2009	2,702.00	Ocean Transportation Services
5872689	5/18/2009	2,475.00	Ocean Transportation Services
5872707	5/22/2009	2,593.00	Ocean Transportation Services
5872708	5/22/2009	2,593.00	Ocean Transportation Services
5872709	5/22/2009	2,593.00	Ocean Transportation Services
5872710	5/22/2009	2,593.00	Ocean Transportation Services
84272822	3/31/2009	5,607.00	Ocean Transportation Services
98370891	3/24/2009	5,607.00	Ocean Transportation Services
98370912	3/24/2009	5,607.00	Ocean Transportation Services
98370913	3/23/2009	3,050.00	Ocean Transportation Services
98375350	3/31/2009	5,607.00	Ocean Transportation Services
98375361	4/7/2009	3,450.00	Ocean Transportation Services
98375392	4/6/2009	5,607.00	Ocean Transportation Services
98375402	4/6/2009	2,420.00	Ocean Transportation Services
98375406	4/6/2009	2,900.00	Ocean Transportation Services
98375414	4/30/2009	2,875.00	Ocean Transportation Services
98375427	4/9/2009	5,607.00	Ocean Transportation Services
98375441	4/13/2009	5,607.00	Ocean Transportation Services
98375455	4/21/2009	2,600.00	Ocean Transportation Services
98375457	4/20/2009	5,607.00	Ocean Transportation Services
98375466	4/20/2009	2,900.00	Ocean Transportation Services
98375480	4/23/2009	5,607.00	Ocean Transportation Services
98375524	4/23/2009	2,950.00	Ocean Transportation Services
98382874	5/3/2009	2,875.00	Ocean Transportation Services
98382875	5/3/2009	2,875.00	Ocean Transportation Services
98382882	5/13/2009	2,700.26	Ocean Transportation Services
98382885	5/4/2009	5,817.00	Ocean Transportation Services
98382888	5/13/2009	2,420.00	Ocean Transportation Services
98385349	5/13/2009	1,850.00	Ocean Transportation Services
98385366	5/27/2009	11,395.32	Ocean Transportation Services
98385371	5/25/2009	5,607.00	Ocean Transportation Services
98385385	5/18/2009	2,354.00	Ocean Transportation Services
98385412	5/22/2009	5,607.00	Ocean Transportation Services
98385435	5/26/2009	1,586.00	Ocean Transportation Services
CHII020924	11/16/2008	471.00	Ocean Transportation Services
CHII020998	11/30/2008	1,307.00	Ocean Transportation Services
CHII021125	12/31/2008	912.00	Ocean Transportation Services
CHII021206	1/17/2009	319.00	Ocean Transportation Services
CHII021558	3/16/2009	17,433.00	Ocean Transportation Services
CHII021737	4/30/2009	390.00	Ocean Transportation Services
SPEI027110	3/11/2009	189.75	Ocean Transportation Services
21787164	2/7/2008	1,090.00	Ocean Transportation Services
51062639	10/23/2008	18.00	Ocean Transportation Services

51062640	10/23/2008	36.00	Ocean Transportation Services
51062641	10/24/2008	36.00	Ocean Transportation Services
51074641	10/24/2008	36.00	Ocean Transportation Services
64370375	10/9/2007	260.88	Ocean Transportation Services
700964727	8/26/2008	75.00	Ocean Transportation Services
700964785	8/26/2008	75.00	Ocean Transportation Services
700971743	5/28/2009	1,536.00	Ocean Transportation Services
ATLI022834	12/19/2008	451.00	Ocean Transportation Services
ATLY001587	11/6/2008	258.00	Ocean Transportation Services
SEAU005608	12/9/2004	300.00	Ocean Transportation Services
ATLI010936	9/17/2004	275.00	Ocean Transportation Services
51030440	4/30/2009	5,000.00	Ocean Transportation Services
51030447	5/20/2009	1,152.60	Ocean Transportation Services
51030448	5/20/2009	384.20	Ocean Transportation Services
51030449	5/20/2009	384.20	Ocean Transportation Services
CHII020963	11/16/2008	68.00	Ocean Transportation Services
CHII021738	4/30/2009	1,820.00	Ocean Transportation Services
706022701	4/22/2007	3,468.00	Ocean Transportation Services
805622373	11/18/2008	75.00	Ocean Transportation Services

Total

\$ 826,605.27