

FOLEY & LARDNER LLP  
Mark A. Aiello (*pro hac vice*)  
Salvatore A. Barbatano  
One Detroit Center  
500 Woodward Avenue, Suite 2700  
Detroit, MI 48226-3489  
Telephone: (313) 234-7100  
Facsimile: (313) 234-2800

*Attorneys for Visiocorp USA, Inc., Visiocorp Mexico, S.A. de C.V., and Visiocorp P.L.C.*

**UNITED STATES BANKRUPTCY COURT  
THE 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 OF VISIOCORP USA, INC.,  
VISIOCORP MEXICO, S.A. DE C.V., AND VISIOCORP P.L.C. TO  
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY  
CONTRACTS AND CURE AMOUNTS RELATED THERETO**

Visiocorp USA, Inc., Visiocorp Mexico, S.A. de C.V., and Visiocorp P.L.C.

(“Suppliers”), by their attorneys Foley & Lardner LLP, hereby submits this objection (the “Objection”) to the Debtors’ assumption and assignment of certain executory contracts and the Debtor’s proposed Cure Amounts related thereto. In support of its Objection, Supplier states as follows:

**PRELIMINARY STATEMENT**

1. Debtors have asserted that they have sent Supplier a notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Real Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (the

“Notice”), in which the Debtors designate certain agreements (the “Assumable Executory Contracts”) between Supplier and the Debtors that may be assumed and assigned to Vehicle Acquisition Holdings LLC (the “Purchaser”).

2. To date, Supplier has not received a complete Notice and only today received a copy of a Notice. However, the entity identified by the Debtors in the Notice is incorrect and Supplier is unable to access the proper information regarding the assumption and Cure Amounts.

### **ARGUMENT**

#### **I. Notice is Deficient**

3. Supplier understands from communications with the Debtors that the Debtors assert that they have mailed the Notice to Supplier.

4. To date, Supplier has not received a complete or proper Notice. Supplier has made a diligent effort to ascertain the information contained therein, including by contacting the Debtors’ call center for inquiries related to assumption.

5. Despite its efforts, Supplier has been unable to ascertain the identity of the Assumable Executory Contracts or cure amounts associated therewith.

6. Supplier therefore objects to assumption of the Assumable Executory Contracts and reserves all rights to further object to the Notice and/or any further Notices received from the Debtors.

### **RELIEF REQUESTED**

WHEREFORE, Supplier requests that the Court enter an order denying the Debtor’s request to assume and assign the Assumable Executory Contracts, and grant such other and further relief as the Court deems just and proper.

Dated: June 15, 2009

FOLEY & LARDNER LLP

By: /s/ Salvatore A. Barbatano  
Mark A. Aiello (*pro hac vice pending*)  
Salvatore A. Barbatano  
FOLEY & LARDNER LLP  
One Detroit Center  
500 Woodward Avenue, Suite 2700  
Detroit, MI 48226-3489  
Telephone: (313) 234-7100  
Facsimile: (313) 234-2800

*Attorneys for Visiocorp USA, Inc., Visiocorp Mexico, S.A.  
de C.V., and Visiocorp P.L.C.*

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

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

**CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2009, I caused the *Objection Of Visiocorp USA, Inc., Visiocorp Mexico, S.A. De C.V., And Visiocorp P.L.C. To Assumption And Assignment Of Certain Executory Contracts And Cure Amounts Related Thereto* to be served via U.S. Mail on the following at the addresses set forth below:

General Motors Corporation  
Attn: Warren Command Center  
Mail Code 480-206-114  
30009 Van Dyke Avenue  
Warren, Michigan 48090-9025

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

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

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

Vedder Price, P.C.  
Michael J. Edelman, Esq.  
Michael L. Schein, Esq.  
Attorneys for Export Development Canada  
1633 Broadway, 47th Floor,  
New York, New York 10019

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

Kramer Levin Naftalis & Frankel LLP  
Attorneys for the Official Committee of  
Unsecured Creditors  
Attn: Gordon Z. Novod, Esq.  
1177 Avenue Of The Americas  
New York, NY 10036

Dated: June 15, 2009

FOLEY & LARDNER LLP

By: /s/ Salvatore A. Barbatano  
Salvatore A. Barbatano  
500 Woodward Avenue, Suite 2700  
Detroit, MI 48226-3489  
Telephone: (313) 234-7100  
Facsimile: (313) 234-2800