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

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

**PROTECTIVE OBJECTION OF PENSKE AUTO GROUP
TO DEBTORS' PROPOSED CURE AMOUNTS**

Penske Auto Group ("Penske") 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, Penske states as follows:

1. Penske is a party to an executory contract 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 and of the cure amount, if any, that must be paid by the Debtors in connection therewith.

3. Penske may or may not have received a copy of the Assumption Notice. Penske is filing this protective objection in an abundance of caution in the event that the Debtors intend to assume and assign Penske contracts but scheduled a cure amount with which Penske does not agree.

4. Penske will work diligently with the Debtors to try to resolve any cure amount issues without Court intervention but reserves all rights in the event that an agreement cannot be reached.

Dated: June 15, 2009

Respectfully submitted,

VENABLE LLP

/s/ Carollynn H.G. Callari

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