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

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

**LIMITED OBJECTION OF NYX, INC. AND BATES ACQUISITION, LLC TO NOTICE
OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS AND (II) CURE COSTS RELATED THERETO**

NYX, Inc. and Bates Acquisition, LLC (collectively, the "NYX Parties"), by their attorneys Bush Seyferth & Paige, PLLC, submit this limited objection ("**Limited Objection**") to the Notice Of (I) Debtors' Intent To Assume And Assign Certain Executory Contracts And (II) Cure Costs Related Thereto ("**Assumption and Assignment Notice**"). In support of this Limited Objection, the NYX Parties state:

BACKGROUND

1. On June 1, 2009, Debtors filed voluntary petitions for relief under title 11 of chapter 11 of the Bankruptcy Code in the Southern District of New York, *In re General Motors Corporation, et. al.*, Case No. 09-50026.
2. On June 2, 2009, the Court entered an Order Pursuant To 11 U.S.C. §§ 105, 363 And 365 And Fed. R. Bankr. P. 2002, 6004, And 6006 (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 [Docket No. 274], which includes procedures for the assumption and assignment of executory contracts by Debtors.

3. Debtors were required to serve Assumption and Assignment Notices upon non-Debtor parties to the executory contracts Debtors intend to assume, which notices must include, among other things, website access information regarding Debtors' proposed cure costs for the assumed and assigned executory contracts ("**Cure Amounts**").

4. Debtors mailed two Assumption and Assignment Notices to the NYX Parties, dated June 5, 2009 and June 15, 2009.

5. The June 15, 2009 Assumption and Assignment Notice lists the Cure Amounts relating to the NYX Parties' executory contracts ("**NYX Parties' Contracts**") as \$2,126,159.72.

6. According to the NYX Parties' books and records, Debtors owe the NYX Parties \$160,593.64 in addition to the \$2,126,159.72 (for a total Cure Amount of \$2,286,753.36) relating to goods and services the NYX Parties provided to Debtors. *See* Exhibit A.

LIMITED OBJECTION

7. Section 365(b) of the Bankruptcy Code requires a debtor to fully cure all defaults existing at the time of assumption before assuming an executory contract. *See* 11 U.S.C. § 365(b)(1); *In re Genuity Inc.*, 323 B.R. 79, 84 (Bankr. S.D.N.Y. 2005) ("Code § 365 clearly and plainly states that in order to assume a contract, a debtor is required to first cure all defaults, or provide adequate assurance that it will cure such defaults"). This includes both pre-petition and post-petition defaults. *See In re Burger Boys*, 94 F.3d 755, 763 (2d Cir. 1996).

8. Debtors may not assume the NYX Parties' Contracts without first curing all pre-petition and post-petition defaults existing under the NYX Parties' Contracts.

9. Accordingly, Debtors must pay the NYX Parties the cure amount of \$2,286,753.36 in order to assume and assign the NYX Parties' Contracts.

10. The NYX Parties reserve the right to amend, supplement, or otherwise modify this Limited Objection, and to raise further objections to the assumption and assignment or Cure Amounts with respect to the NYX Parties' Contracts.

WHEREFORE, the NYX Parties respectfully request that the Court enter an Order (i) sustaining this Limited Objection, (ii) requiring Debtors to pay the cure amount of \$2,286,753.36 to the NYX Parties; and (iii) granting the NYX Parties such additional relief as is just and equitable.

Respectfully submitted,

BUSH SEYFERTH & PAIGE PLLC
Attorneys for the NYX Parties

Dated: June 19, 2009

By: /s/ Scott A. Wolfson
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EXHIBIT A

EXHIBIT A

Invoice	Due Date	Inv Date	Invoice Amount
4GMNAO			
236977	3/31/2009	5/15/2009	52,040.00
236978	3/31/2009	5/15/2009	4,200.00
236979	3/31/2009	5/15/2009	22,800.00
237970	4/14/2009	5/29/2009	3,080.00
241257	6/1/2009	5/23/2009	2,300.00
241258	6/1/2009	5/23/2009	7,800.00
241260	6/1/2009	5/23/2009	1,000.00
241264	6/1/2009	5/23/2009	3,600.00
241265	6/1/2009	5/23/2009	2,162.00
241266	6/1/2009	5/23/2009	411.26
241267	6/1/2009	5/23/2009	400.00
241268	6/1/2009	5/23/2009	51.88
9GMSAG			
221736	10/21/2008	12/5/2008	54.12
221741	10/21/2008	12/5/2008	54.12
221843	10/22/2008	12/6/2008	82.70
221844	10/22/2008	12/6/2008	82.70
221845	10/22/2008	12/6/2008	82.70
221846	10/22/2008	12/6/2008	82.70
221847	10/22/2008	12/6/2008	82.70
221848	10/22/2008	12/6/2008	82.70
221849	10/22/2008	12/6/2008	82.70
221850	10/22/2008	12/6/2008	82.70
221866	10/23/2008	12/7/2008	63.29
221868	10/24/2008	12/8/2008	82.70
224113	11/7/2008	12/22/2008	82.70
224116	11/7/2008	12/22/2008	82.70
224117	11/7/2008	12/22/2008	82.70
224118	11/7/2008	12/22/2008	82.70
224119	11/7/2008	12/22/2008	82.70
224120	11/7/2008	12/22/2008	82.70
224121	11/7/2008	12/22/2008	54.12
224122	11/7/2008	12/22/2008	54.12
224318	11/7/2008	12/22/2008	75.00
224319	11/7/2008	12/22/2008	75.00
GEN MOTORS - SERVICE PARTS OP			
221736	10/21/2008	12/5/2008	54.12
221741	10/21/2008	12/5/2008	54.12
221843	10/22/2008	12/6/2008	82.70
221844	10/22/2008	12/6/2008	82.70
221845	10/22/2008	12/6/2008	82.70
221846	10/22/2008	12/6/2008	82.70
221847	10/22/2008	12/6/2008	82.70
221848	10/22/2008	12/6/2008	82.70
221849	10/22/2008	12/6/2008	82.70
221850	10/22/2008	12/6/2008	82.70
221866	10/23/2008	12/7/2008	63.29
221868	10/24/2008	12/8/2008	82.70
224113	11/7/2008	12/22/2008	82.70
224116	11/7/2008	12/22/2008	82.70
224117	11/7/2008	12/22/2008	82.70
224118	11/7/2008	12/22/2008	82.70
224119	11/7/2008	12/22/2008	82.70
224120	11/7/2008	12/22/2008	82.70
224121	11/7/2008	12/22/2008	54.12
224122	11/7/2008	12/22/2008	54.12
224318	11/7/2008	12/22/2008	75.00
224319	11/7/2008	12/22/2008	75.00

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224320	11/7/2008	12/22/2008	INV	US	75.00
224321	11/7/2008	12/22/2008	INV	US	75.00
224322	11/7/2008	12/22/2008	INV	US	75.00
224323	11/7/2008	12/22/2008	INV	US	75.00
224324	11/7/2008	12/22/2008	INV	US	75.00
224325	11/7/2008	12/22/2008	INV	US	75.00
224326	11/7/2008	12/22/2008	INV	US	75.00
224327	11/7/2008	12/22/2008	INV	US	75.00
224328	11/7/2008	12/22/2008	INV	US	75.00
224329	11/7/2008	12/22/2008	INV	US	75.00
224332	11/7/2008	12/22/2008	INV	US	75.00
224333	11/7/2008	12/22/2008	INV	US	75.00
224335	11/7/2008	12/22/2008	INV	US	75.00
224336	11/7/2008	12/22/2008	INV	US	75.00
224339	11/7/2008	12/22/2008	INV	US	75.00
225617	11/19/2008	1/3/2009	INV	US	75.00
225861	11/20/2008	1/4/2009	INV	US	54.12
225862	11/20/2008	1/4/2009	INV	US	54.12
225863	11/20/2008	1/4/2009	INV	US	54.12
226240	11/24/2008	1/8/2009	INV	US	75.00
226241	11/24/2008	1/8/2009	INV	US	75.00
226242	11/24/2008	1/8/2009	INV	US	75.00
226245	11/24/2008	1/8/2009	INV	US	75.00
226247	11/24/2008	1/8/2009	INV	US	75.00
226248	11/24/2008	1/8/2009	INV	US	75.00
226249	11/24/2008	1/8/2009	INV	US	75.00
226250	11/24/2008	1/8/2009	INV	US	75.00
226251	11/24/2008	1/8/2009	INV	US	75.00
227039	12/3/2008	1/17/2009	INV	US	54.12
227040	12/3/2008	1/17/2009	INV	US	54.12
229513	1/6/2009	2/20/2009	INV	US	82.71
229514	1/6/2009	2/20/2009	INV	US	82.71
229515	1/6/2009	2/20/2009	INV	US	82.71
229516	1/6/2009	2/20/2009	INV	US	82.71
231361	1/31/2009	3/17/2009	INV	US	75.00
239731	5/13/2009	6/27/2009	INV	US	63.19
240565	5/12/2009	6/26/2009	INV	US	68.79
240612	5/13/2009	6/27/2009	INV	US	56.23

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240613		5/13/2009	6/27/2009	INV	US	56.23
1GMBU3	GENERAL MOTORS - BURTON					
226861		12/5/2008	1/19/2009	INV	US	129.60
227850		12/11/2008	1/25/2009	INV	US	129.60
228929		12/19/2008	2/2/2009	INV	US	129.60
229393		1/8/2009	2/22/2009	INV	US	143.64
229785		1/15/2009	3/1/2009	INV	US	77.76
230236		1/15/2009	3/1/2009	INV	US	23.52
239265		4/30/2009	6/14/2009	INV	US	23.76
9GMLDC	GENERAL MOTORS - SPO					
232399		2/17/2009	4/3/2009	INV	US	206.61
9GMFFX	GM FAIRFAX ASSEMBLY 18044					
236644		4/1/2009	5/16/2009	INV	Invoice	10,449.39
5GMCAN	GENERAL MOTORS OF CANADA LTD					
230445		1/20/2009	3/6/2009	INV	US	4,110.00
231614		2/4/2009	3/21/2009	INV	US	7,854.60
1GMSPO	GM SERVICE PARTS (DLR DIRECT)					
228290		12/11/2008	1/25/2009	INV	US	46.36
228291		12/11/2008	1/25/2009	INV	US	58.23
228513		12/17/2008	1/31/2009	INV	US	58.23
228514		12/17/2008	1/31/2009	INV	US	58.23
228515		12/17/2008	1/31/2009	INV	US	58.23
228516		12/17/2008	1/31/2009	INV	US	58.23
228517		12/17/2008	1/31/2009	INV	US	58.23
229137		12/19/2008	2/2/2009	INV	US	58.23
229139		12/19/2008	2/2/2009	INV	US	58.23
229336		12/29/2008	2/12/2009	INV	US	58.23
229337		12/29/2008	2/12/2009	INV	US	58.23
229338		12/29/2008	2/12/2009	INV	US	58.23
229339		12/29/2008	2/12/2009	INV	US	58.23
229340		12/29/2008	2/12/2009	INV	US	58.23
229341		12/29/2008	2/12/2009	INV	US	58.23
229342		12/29/2008	2/12/2009	INV	US	58.23
229343		12/29/2008	2/12/2009	INV	US	58.23
229344		12/29/2008	2/12/2009	INV	US	58.23
229345		12/29/2008	2/12/2009	INV	US	58.23
229553		1/7/2009	2/21/2009	INV	US	6.83
231597		2/5/2009	3/22/2009	INV	US	58.23

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237713	4/9/2009	5/24/2009	INV	US	58.92
237714	4/9/2009	5/24/2009	INV	US	58.92
237715	4/9/2009	5/24/2009	INV	US	58.92
237716	4/9/2009	5/24/2009	INV	US	58.92
237777	4/9/2009	5/24/2009	INV	US	58.97
237778	4/9/2009	5/24/2009	INV	US	58.97
237779	4/9/2009	5/24/2009	INV	US	58.97
238800	4/22/2009	6/6/2009	INV	US	58.18
239234	4/28/2009	6/12/2009	INV	US	58.97
239685	5/4/2009	6/18/2009	INV	US	50.09
239968	5/6/2009	6/20/2009	INV	US	51.08
240192	5/7/2009	6/21/2009	INV	US	51.55
240193	5/7/2009	6/21/2009	INV	US	51.55
240194	5/7/2009	6/21/2009	INV	US	51.55
240195	5/7/2009	6/21/2009	INV	US	51.55
240196	5/7/2009	6/21/2009	INV	US	51.55
240539	5/12/2009	6/26/2009	INV	US	51.08
240698	5/13/2009	6/27/2009	INV	US	58.02
1GMMPH					
226256	11/26/2008	1/10/2009	INV	US	371.93
1GMTDX					
235956	3/25/2009	5/9/2009	INV	US	21.15
236656	4/1/2009	5/16/2009	INV	US	21.15
237548	4/8/2009	5/23/2009	INV	US	72.99
237840	4/13/2009	5/28/2009	INV	US	55.73
25378	05/05/09	6/15/2009	INV	US	9,091.20
25406	05/07/09	6/15/2009	INV	US	9,091.20
25499	05/19/09	6/15/2009	INV	US	9,091.20
25537	05/26/09	6/15/2009	INV	US	3,030.40
			Total		160,593.64