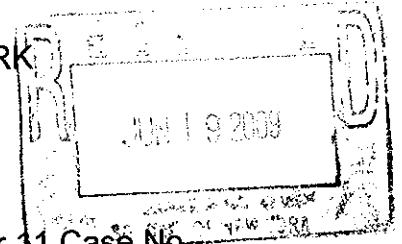


UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK



In re
GENERAL MOTORS CORP., *et al.*,
Debtors.

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**RESPONSE/OBJECTION TO THE RELIEF
SOUGHT IN THE MOTION OF G.M.
DATED JUNE 1, 2009**

COMES NOW J. Eileen McIntyre, by Kenneth G. McIntyre, her attorney, and as her Response/Objection to General Motors' June 1, 2009 motion to sell its assets, she states as follows:

1. Mrs. McIntyre received G.M.'s Notice of Sale Hearing by regular mail on June 8, 2009.
2. She was married to Larry Lepard, a former G. M. employee for nearly 40 years.
3. Mr. Lepard died in 1994. Since then Mrs. McIntyre has received pension benefits and health care benefits which she believes were negotiated for by and between the UAW and G.M.
4. The documents provided to her on June 8, 2009 included a directive which established June 19, 2009 at 5:00 p.m. Eastern Time as the deadline for filing "Responses or Objections" to the relief sought in G.M.'s motion to sell substantially all of its assets.

(Exhibit #1)



SINAS, DRAMIS,
BRAKE, BOUGHTON
& MCINTYRE, P.C.

Main Office:

3380 Pine Tree Road
Lansing, MI 48911
Phone: (517) 394-7500
Fax: (517) 394-7510

5. The Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors, and Deadlines received by Mrs. McIntyre on June 8, 2009 told her that she

“... may be a creditor of the Debtor.” (Exhibit #2)

It did not describe the basis for that possibility, and it did not describe, even in the most general terms, what impact the motion would or might have upon her pension/health care benefits.

6. Rather than to simply allow the June 19, 2009 deadline for filing responses/objections to the relief being sought in G.M.'s June 1, 2009 motion to expire, this Response/Objection is being filed in the hope/expectation that someone, either G.M. or the UAW, will condense the volumes of legal documents which have been and which will be filed in this matter to a cogent and understandable explanation of what she is being asked to agree to, give up, or receive as a consequence of G.M.'s bankruptcy petition.

Respectfully submitted this 16th day of June, 2009.

**SINAS, DRAMIS, BRAKE,
BOUGHTON & McINTYRE, P.C.**

By: Kenneth G. McIntyre
Kenneth G. McIntyre (P17449)
Attorney for J. Eileen McIntyre
3380 Pine Tree Road
Lansing, MI 48911
Phone: (517) 394-7500



**SINAS, DRAMIS,
BRAKE, BOUGHTON
& McINTYRE, P.C.**

Main Office:

3380 Pine Tree Road
Lansing, MI 48911
Phone: (517) 394-7500
Fax: (517) 394-7510

Dated: June 16, 2009

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF SALE HEARING TO SELL SUBSTANTIALLY ALL
OF DEBTORS' ASSETS PURSUANT TO MASTER SALE AND PURCHASE
AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS LLC,
A U.S. TREASURY-SPONSORED PURCHASER**

PLEASE TAKE NOTICE THAT upon the motion (the "Motion"), of General Motors Corporation ("GM") and its debtor subsidiaries, as debtors in possession (collectively, the "Debtors" or the "Company"), dated June 1, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") has issued an order dated June 2, 2009 (the "Sale Procedures Order"), among other things, (i) scheduling a hearing (the "Sale Hearing") to approve (a) the Master Sale and Purchase Agreement, dated as of June 1, 2009 (the "MPA"), by and among GM and its Debtor subsidiaries (collectively, the "Sellers") and Vehicle Acquisition Holdings LLC. (the "Purchaser"), a purchaser sponsored by the United States Department of the Treasury (the "U.S. Treasury"), with respect to the sale of substantially all the Debtors' assets (the "Purchased Assets") free and clear of all liens, claims, encumbrances, and other interests, and subject to higher or better offers (the "363 Transaction"); (b) the assumption, assignment, and sale to the Purchaser pursuant to the MPA of certain executory contracts and unexpired leases of personal property and nonresidential real property (the "Assumable Executory Contracts"); and (c) the settlement agreement (the "UAW Retiree Settlement Agreement"), between the Purchaser and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW"); (ii) approving certain procedures for the submission and acceptance of any competing bids (the "Sale Procedures"); (iii) approving a procedure for the assumption, assignment, and sale to the Purchaser pursuant to the MPA of the Assumable Executory Contracts; (iv) approving the form and manner of notice of the Motion and the relief requested therein and of the Sale Hearing; and (v) setting a deadline for the filing of objections, if any, to the relief requested in the Motion.

A. THE MASTER SALE AND PURCHASE AGREEMENT

The total consideration under the MPA for the sale of the Purchased Assets is equal to the sum of (i) a credit bid in the amount of the outstanding indebtedness owed to the Purchaser as of the closing pursuant to certain secured loans extended by the U.S. Treasury and Export Development Canada, less approximately \$8 billion (estimated to be approximately \$48.3 billion at July 31, 2009); (ii) the surrender of a warrant to purchase GM shares previously issued to the U.S. Treasury in connection with the secured loans extended by the U.S. Treasury; (iii) the

issuance to GM of shares of common stock of the Purchaser representing approximately 10% of the common stock of the Purchaser as of the closing of the sale; (iv) the issuance to GM of warrants to purchase up to 15% of the shares of common stock of the Purchaser on a fully diluted basis, with one half exercisable at any time prior to the seventh anniversary of issuance at an initial exercise price based on a \$15 billion equity value of the Purchaser and the other half exercisable at any time prior to the tenth anniversary of issuance at an initial exercise price based on a \$30 billion equity value of the Purchaser (GM can elect partial and cashless exercises of the warrants); and (v) the assumption by the Purchaser of certain assumed liabilities, all as set forth more fully in the MPA, a copy of which is annexed to the Motion as Exhibit "A." In addition, if the aggregate amount of allowed general unsecured claims against the Debtors exceeds \$35 billion, as estimated by an order of the Bankruptcy Court (which the Debtors may seek at any time), GM will receive an additional 2% of the common stock of the Purchaser as of the closing of the sale.

B. THE SALE HEARING

The Sale Hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Courtroom 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, on June 30, 2009, at 9:45 a.m. (Eastern Time). The Sale Hearing may be adjourned without notice by an announcement of the adjourned date at the Sale Hearing.

RESPONSES OR OBJECTIONS, IF ANY, TO THE RELIEF SOUGHT IN THE MOTION SHALL BE FILED with the Clerk of the Bankruptcy Court and served upon: (a) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Purchaser, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (c) the attorneys for the Creditors Committee; (d) Cleary Gottlieb Steen & Hamilton LLP, the attorneys for the UAW, One Liberty Plaza, New York, New York 10006 (Attn: James L. Bromley, Esq.); (e) Cohen, Weiss and Simon LLP, the attorneys for the UAW, 330 W. 42nd Street, New York, New York 10036 (Attn: Babette Ceccotti, Esq.); (f) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (g) the Office of the United States Trustee for the Southern District of New York (Attn: Diana G. Adams, Esq.), 33 Whitehall Street, 21st Floor, New York, New York 10004; and (h) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), **SO AS TO BE RECEIVED NO LATER THAN JUNE 19, 2009, AT 5:00 P.M. (EASTERN TIME) (the "Objection Deadline").**

The failure of any person or entity to file a response or objection on or before the Objection Deadline shall be deemed a consent to the 363 Transaction and the other relief requested in the Motion, and shall bar the assertion, at the Sale Hearing or thereafter, of any objection to the Sale Procedures, the Motion, the 363 Transaction, the approval of the UAW Retiree Settlement Agreement, and the Debtors' consummation of the 363 Transaction.

C. COPIES OF THE MOTION AND SALE PROCEDURES ORDER

This Notice provides only a partial summary of the relief sought in the Motion and the terms of the Sale Procedures Order. Copies of the Motion, the MPA (excluding certain commercially sensitive information), and Sale Procedures Order are available for inspection (i) by accessing (a) the website of the Bankruptcy Court at <http://www.nysb.uscourts.gov>, or (b) the website of the Debtors' claims and noticing agent, The Garden City Group, Inc., at <http://www.gmcourtdocs.com> or (ii) by visiting the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004-1408. Copies also may be obtained by faxing a written request to the attorneys for the Debtors, Weil, Gotshal & Manges LLP (Attn: Russell Brooks, Esq.) at 212-310-8007.

Dated: New York, New York
June 2, 2009

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors, & Deadlines

A chapter 11 bankruptcy case concerning the debtors listed below was filed on June 1, 2009.

You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. **You are not being sued or forced into bankruptcy.** All documents filed with the Bankruptcy Court, including lists of the Debtors' assets and liabilities, will be available for inspection at the Office of the Clerk of the Bankruptcy Court or by accessing the Bankruptcy Court's website, www.nysb.uscourts.gov, as well as (A) by written request to the Debtors' Claims and Noticing Agent, The Garden City Group, Inc., at the following addresses: (i) if sending by regular mail: GM Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286; (ii) if sending by overnight or hand delivery: GM Claims Agent, 105 Maxess Road, Melville, New York 11747, (B) by phone at 703-286-6401, or (C) by accessing its website <http://www.gmcourtdocs.com>. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, <http://pacer.psc.uscourts.gov>).

NOTE: The staff of the Bankruptcy Clerk's Office, the Office of the United States Trustee, and the Debtors' Claims and Noticing Agent cannot give legal advice.

See Reverse Side for Important Explanations

Debtors:	Case Number:	Tax ID Number:
General Motors Corporation	09-50026 (REG)	38-0572515
Chevrolet-Saturn of Harlem, Inc.	09-13558 (REG)	20-1426707
Saturn, LLC	09-50027 (REG)	38-2577506
Saturn Distribution Corporation	09-50028 (REG)	38-2755764

All other names used by the Debtors in the last 8 years: <u>General Motors Corporation</u> GMC Truck Division and NAO Fleet Operations GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research <u>Chevrolet-Saturn of Harlem, Inc.</u> CKS of Harlem <u>Saturn, LLC</u> Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware	Attorney for Debtors Harvey R. Miller Stephen Karotkin Joseph H. Smolinsky WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007
--	---

Meeting of Creditors

Date: July 27, 2009 Time: 1:00 P.M. Location: Hilton New York, 1335 Avenue of the Americas, New York, NY 10019
(212) 586-7000

Deadline to File a Proof of Claim

Notice of deadline will be sent at a later time.

Creditor with a Foreign Address:

A creditor to whom this notice is sent at a foreign address should read the information under "Claims" on the reverse side.

Deadline to File a Complaint to Determine Dischargeability of Certain Debts:

Notice of deadline will be sent at a later time.

Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

Address of the Bankruptcy Clerk's Office: United States Bankruptcy Court One Bowling Green, New York, New York 10004 Telephone: 212-668-2870	For the Court:
	Clerk of the Bankruptcy Court: Vito Genna
Hours Open: 8:30 am to 5:00 pm	Date: June 3, 2009

Subscribed and sworn to before
me on June 16, 2009.

Patrice A. Balmer

Patrice A. Balmer, Notary Public
Ingham County, MI
My Commission Expires: 07/14/11



**SINAS, DRAMIS,
BRAKE, BOUGHTON
& MCINTYRE, P.C.**

Main Office:

3380 Pine Tree Road
Lansing, MI 48911
Phone: (517) 394-7500
Fax: (517) 394-7510