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 ATTORNEYS FOR THE TEXAS  
 COMPTROLLER OF PUBLIC ACCOUNTS

**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

**WITHDRAWAL OF TEXAS COMPTROLLER'S OBJECTION  
 TO MOTION TO SELL ASSETS UNDER § 363(f), ETC.**

The Texas Comptroller of Public Accounts ("Texas Comptroller"), appearing through the Texas Attorney General's Office, hereby withdraws its Limited Objection [docket item 1052] to Debtors' § 363 Sale Motion [docket item 92].

1. The issues raised in the Texas Comptroller's Limited Objection have been resolved to the Comptroller's satisfaction by revisions to the Master Purchase Agreement or language to be included in the proposed sale order. On that basis, the Texas Comptroller no longer objects to the sale.

2. This withdrawal applies only to the Texas Comptroller's objection, and not to the objection of any other department or agency of the State of Texas.

Respectfully submitted,

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*/s/ Mark Browning*  
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**CERTIFICATE OF SERVICE**

I hereby certify that on June 29, 2009, I electronically filed the Withdrawal of Texas Comptroller's Objection to Motion to Sell Assets Under § 363 (f), etc [docket item #1052], which will result in notification of such filing being sent to all ECF participants in these cases. In addition, I sent by first class mail, postage prepaid, a copy of such Withdrawal to the following parties:

By Regular First Class Mail:

General Motors Corporation  
300 Renaissance Center  
Detroit, MI 48265-3000

Attn: Warren Command Center  
Mailcode 480-206-114  
c/o General Motors Corporation  
Cadillac Bldg  
30009 Van Dyke Ave  
Warren, Michigan 48090 9025  
*Debtors*

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