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

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In re : Chapter 11 Case No.
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GENERAL MOTORS CORP., et al., : Case No. 09-50026 (REG)
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Debtors. : (Jointly Administered)
:
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DEBTORS' OMNIBUS OBJECTION TO THE EXHIBITS DESIGNATED BY THE OBJECTORS FOR THE HEARING TO CONSIDER DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105, 363(b), (f), (k), (m) AND 365, AND FED. R. BANKR. P. 2002, 6004 AND 6006, TO APPROVE (A) THE SALE PURSUANT TO THE MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS LLC, A U.S. TREASURY-SPONSORED PURCHASER, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS; (B) THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (C) OTHER RELIEF

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

General Motors Corporation (“**GM**”) and its affiliated debtors, as debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby object

to the Objectors'¹ exhibit lists for the hearing to consider Debtors' motion pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Rules 2002, 6004 and 6006 of the Federal Rules of Bankruptcy Procedure (the "**Sale Motion**").

1. Under Rule 401 of the Federal Rules of Evidence made applicable by Rule 9017 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"),

"Relevant evidence" means evidence having any tendency to make the existence of any fact that is of consequence to the determination of the action more probable or less probable than it would be without the evidence.

The exhibits listed and declarations submitted by the Objectors do not tend to prove or disprove any fact that is of consequence to the determination of the Sale Motion that is before the Court.

2. The issue to be determined by the Court is whether, pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), and Bankruptcy Rules 6004 and 6006, the Court should approve the sale of substantially all of the Debtors' assets pursuant to a proposed Master Sale and Purchase Agreement and related agreements. Neither the objections, the exhibits designated by the Objectors, nor the Objectors' declarations dispute any fact of consequence to that determination—for example, whether the decision of the Board of GM to approve the sale was made in good faith, whether it constituted a valid exercise of the Board's business judgment, or the fact that the proposed sale is a transaction far superior to liquidation of the Debtors that would ensue if the 363 Transaction (as defined in the Sale Motion) were not consummated.

¹ To date, seven objectors have designated exhibits or filed declarations for the hearing to consider the Sale Motion. The objectors include: (i) the IUE-CWA, United Steelworkers, and International Union of Operating Engineers; (ii) the Ad Hoc Committee of Consumer Victims of General Motors; (iii) the Center for Auto Safety, Consumer Action, Consumers for Auto Reliability and Safety, National Association of Consumer Advocates, and Public Citizen; (iv) the Ad Hoc Committee of State Attorneys General; (v) the State of Texas; (vi) the Unofficial Committee Of Family and Dissident GM Bondholders; and (vii) the County of Wayne, Michigan (collectively, the "**Objectors**").

WHEREFORE, the Debtors object to the declarations submitted and exhibits designated by the Objectors.

Dated: New York, New York
June 30, 2009

/s/ Stephen Karotkin

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