

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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

**WITHDRAWAL OF LIMITED OBJECTION OF CLASS OF SATURN CONSUMERS  
TO DEBTORS' 363 MOTION FOR SALE OF "PURCHASED ASSETS"**

Class Representatives Kelly Castillo, Nichole Brown, Brenda Alexis Digiandomenico, Valerie Evans, Barbara Allen, Stanley Ozarowski, and Donna Santi (collectively "Class Representatives"), individually and on behalf of a certified class ("Class") of all others similarly situated, by and through Class Counsel, state as follows:

1.        After the June 19, 2009 deadline had passed for objecting to the proposed sale of substantially all of Debtors' assets, Debtors filed an Amended Master Sale and Purchase Agreement late in the afternoon on Friday, June 27, 2009, less than two business days before this Court's June 30, 2009 hearing on the sale. Notice of the Amended Master Sale and Purchase Agreement was not provided directly to Class Representatives, but Class Counsel became of aware of it on or about June 29, 2009, the day prior to the sale hearing.

2.        Because of Debtors' late amendment and the impending sale hearing less than 24 hours after Class Counsel learned of the amendment, there was inadequate time for a thorough analysis of the more than 100 page amendment and related exhibits prior to the submission of the Limited Objection filed on behalf of the Class on the eve of the sale hearing. As a result a result

of this delay and communications with Debtors' counsel, the Limited Objection was filed on the basis of what was subsequently revealed to be an incomplete understanding of the Amended Master Sale and Purchase Agreement.

3. In light of more the more thorough analysis afforded by subsequent review of the Amended Master Sale and Purchase Agreement, the Class Representatives, individually and on behalf of all others similarly situated, hereby withdraw their Limited Objection.

Date: July 28, 2009

Respectfully submitted,

By: /s/ Mark L. Brown

Mark L. Brown (admitted *pro hac vice*)  
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**Class Counsel**