Objection Deadline: June 17, 2009

Angela Z. Miller, Esq. Phillips Lytle LLP 437 Madison Avenue, 34th Floor New York, New York 10022 Tel. 212-759-4888 Fax. 212-308-9079

-and-

3400 HSBC Center Buffalo, New York 14203 Tel. 716-847-8400 Fax. 716-852-6100

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

General Motors Corp., et al.,

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

Debtors.

## LIMITED OBJECTION OF A.W. FARRELL & SON INC. TO THE NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND (II) CURE AMOUNTS RELATED THERETO

A.W. Farrell & Son Inc. and its wholly owned subsidiary Jameson Roofing Co., Inc.

(collectively, "AWF"), by its undersigned counsel, hereby objects on a limited basis

("Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory

Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real

Property and (II) Cure Amounts Related Thereto dated June 6, 2009 ("Notice"). AWF objects to

the Notice because it does not accurately state the Cure Amount<sup>1</sup> due to AWF. In further support of its Objection, AWF respectfully states as follows:

#### **Background**

1. On June 1, 2009 ("Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code ("Bankruptcy Code").

2. On June 1, 2009, GM also filed a motion seeking an order approving bidding procedures to sell substantially all of its assets, which included a procedure for the Debtors' assumption and assignment of executory contracts (Docket No. 92) ("Procedures Motion").

3. On June 2, 2009, the Court granted the Procedures Motion with respect to the sale procedures, including the procedure for assuming and assigning contracts to Vehicle Acquisition Holdings LLC ("VAH") or the ultimate purchaser of the Debtors' assets (Docket No. 274) ("Procedures Order"), which provided for sending a notice advising a contract counterparty that it is party to an Assumable Executory Contract and the Cure Amount related thereto.

4. On June 8, 2009, AWF received the Notice dated June 6, 2009 provided for in the Procedures Order. Pursuant to the Notice, parties have ten days from the date of the Notice to object to the assumption and assignment of any Assumable Executory Contract proposed to be assumed and assigned or to the Cure Amount proposed to be paid with respect thereto.

 $<sup>^{1}</sup>$  Capitalized terms not expressly defined herein have the meaning ascribed to them in the Notice.

5. Attached to the Notice is a user identification number and password to be used by AWF on the designated website ("Web Site") to view which contract has been designated an Assumable Executory Contract by the Debtors and the Cure Amount with respect to such contract.

6. Pursuant to the Web Site, the following are Assumable Executory Contracts to which AWF is a counterparty: GMS99594, GMS28562 and GMS28563 ("AWF Contracts"). The Debtors allege that the Cure Amount associated with the AWF Contracts is \$85,116.00 and supplied the schedule annexed as Exhibit A in support of their allegation.

7. AWF asserts it is owed \$138,375.00 in Cure Amount and the detail substantiating AWF's claim is attached as Exhibit B.

#### **Objections**

8. AWF objects to the Notice on the following grounds:

A. The AWF Contracts cannot be assumed without concurrent cure of all arrearages. "Section 365(b) of the executory contracts section of the [Bankruptcy] Code requires a debtor to cure pre-petition defaults as a precondition of assuming an executory contract." <u>In re Stoltz</u>, 315 F.3d 80, 86 (2nd Cir. 2002). The pre-petition cure amount alleged by the Debtors to be owed to AWF pursuant to the AWF Contracts is understated by \$53,259.00. The Debtors are missing one invoice (invoice #0104502-2) in the amount of \$53,259 dated May 22, 2009 from their calculus of the Cure Amount.

B. The AWF Contracts cannot be assumed or assigned without an adequate showing of future performance. 11 U.S.C. § 365(b)(1); <u>In re Luce Industries</u>, <u>Inc.</u>, 14 B.R. 529 (S.D.N.Y. 1981) (court erred in allowing debtor to assume agreement without assurance by debtor that arrearages would be paid and that debtor could perform). Although adequate assurance of future performance may have been established

- 3 -

in the Procedures Motion and other pleadings filed in this case as it relates to VAH, the proposed assignee may not yet even be known, much less is its ability to perform established.

9. AWF reserves its right to amend this Objection to include any additional facts as may be determined by its further investigation of the Notice and AWF Contracts.

Any reply to this Objection should be served upon Phillips Lytle LLP,
3400 HSBC Center, Buffalo, New York 14203, Attn: Angela Z. Miller, Esq.

### Memorandum of Law

11. Because the legal points and authorities upon which AWF relies for purposes of this Objection are incorporated into the Objection, AWF respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law.

### **Reservation of Rights**

12. AWF reserves the right (a) to amend, supplement, or otherwise modify this Objection and all attachments and exhibits hereto as necessary or proper; and (b) to raise such other and further objections to any proposed assumption and assignment, and/or the Cure Amount with respect to the proposed assumption and assignment of the AWF Contracts.

### **Conclusion**

WHEREFORE, AWF respectfully requests that the Court enter an Order (a) sustaining

this Objection in its entirety and overruling the Notice to the extent it requests relief inconsistent

with this Objection, and (b) providing AWF with such other and further relief as is appropriate.

Dated: June 12, 2009 Buffalo, New York

## PHILLIPS LYTLE LLP

By s/ Angela Z. Miller

Angela Z. Miller Allan L. Hill Attorneys for A.W. Farrell & Son Inc. Suite 3400 One HSBC Center Buffalo, New York 14203-2887 Telephone No. (716) 847-8400 and 437 Madison Avenue, 34th Floor New York, New York 10022 Tel. 212-759-4888

Doc # 01-2299685.1

# **EXHIBIT A**



User: edV333Wk

My Contracts Documents & Links

# Supplier Details

	Cont	Supplier Name: FARI ract Cure Amount: <b>\$85,</b> # of Contracts: <b>3</b>	•	Click here to view C
Contracts				
Row	ID	GM Contract ID	Vendor ID	<b>Counter Party Name</b>
5716-00	099851	GMS99594	057983025	JAMESON ROOFING CO INC
5716-00	101472	GMS28562	057983025	JAMESON ROOFING CO INC
5716-00	101473	GMS28563	057983025	JAMESON ROOFING CO INC
Hover mouse curs			ny nana ya mana mana milatan iyo ayata Awan Kutaka mahana mata mana kata mahana kata mahana kata mahana	essly on this website, have the meaning ascribed to such
	Purchaser'	s designation of a purchase orde	r as "Noticed" also means th	at the Purchaser is designating for assumption and assig referenced in such purchase order.
	All contract or serve as	an admission, for any purposes i	n the debtors' chapter 11 ca	rposes of contract identification only and shall not be bin ses, including determining the parties' substantive rights osed treatment of the contract for purposes of contract a
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User: edV333Wk

My Contracts Documents & Links

# Supplier Details

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A			# of Contracts: 3			<u>ere</u> to view C
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	RD05798	3025	GMS28562	10495012	5/13/2009	STAYE
	RD05798	3025	GMS28562	10495021	5/15/2009	STAYE
	RD05798	3025	GMS28562	10495013	5/21/2009	STAYE
	RD05798	3025	GMS28562	10495014	5/26/2009	STAYE
	RD05798	3025	GMS28562	10495023	5/26/2009	STAYE
Important	Notices:		All capitalized terms	used, but not defined expre	ssly on this website, have the meanir	ng ascribed to such
		Purchaser's	designation of a purchase order	as "Noticed" also means tha	t the Purchaser is designating for ass referenced in such purchase order	
			in admission, for any purposes ir	the debtors' chapter 11 cas	poses of contract identification only a es, including determining the parties' sed treatment of the contract for pur	substantive rights
Home	Logout			June 10, 2009	@ 03:20:12 PM	

# **EXHIBIT B**

#### Information Assistant Print Table

#### Inquiry - By Customer - Potals

Customer	GMCOR535
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New Activity Sypc Invoice Invoice Invoice Invoice Invoice Invoice	Activity Status Posted Posted Posted Posted Posted Posted	Invoice 010495.31-2 01049502-1 01049502-2 01049502-2 01049502-3 01049502-3	Dale Stamp 5-14-2009 5-20-2009 5-22-2009 5-22-2009 5-01-2009 5-01-2009	Activity Date 5-13-1009 5-15-1009 5-11-2009 5-21-2009 5-29-2009 5-29-2009	Involce Amt. w/reteb. 13.337.50 11.931.06 14.066.70 53.259.00 11.316.00 33.925.00	Amount 19,837.50 11,931.00 14,206.59 53,259.00 11,316.00 33,025.00	Retainage Keld	Retainage Ailled	0104-9-502 0104-9-501 0105-9-502 0104 9 501	Description GM LORDSTOWN CAVM GM MED LORDSTOWN GM LORDSTOWN GMVM GM LORDSTOWN CAVM GM LORDSTOWN CM MED LORDSTOWN
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<u>Conditions</u> Status 50 Unpaid

Submit Invoice Electronically To: GM.Capital.Invoicing@ACS-Inc.com

cc: Denise A.Bator@GM.Com

Jameson Roofing Co., Inc. 3761 East Lake Road Dunkirk, NY 14048 servicemanager@Roofusa.com

Purchase Order Number:	GMS28562	DUNS Number: 07 403 7375
Your Invoice #	01049501-2	
Invoice Date:	May 13,2009	GMVM Lordstown
	~~~~~	1/23/09 - 2/27/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

GM Purchase <u>Order No./ Sequence</u> <u>(Le. GMS12345.001)</u> GMS28562 003 GMS28562 002	Item Identification <u>No./ Sequence</u> ( <u>i.e. PRXX1234.001)</u> PRYX3545.001 PRYX0012.001	Contract <u>Amount</u> \$67,001.90 \$100,000.00	<i>Amount <u>Earned</u></i> \$13,837.50	Previously <u>Invoiced</u> \$67,001.90 \$0.00	Receipt This <u>Invoice</u> \$0.00 \$13,837.50 \$0.00 \$0.00 \$0.00 \$0.00
	Sub-Totals	\$167,001.90	\$80,839.40	\$67,001.90	\$13,837.50

Invoice Number Date of Invoice <u>Status</u> Amount\_

Total Previously Invoiced:

\$0.00

Payment Requested:

\$13,837.50

I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Donna Haynes

Authorized Name

5/13/09 Date

				Emergency Roof Leak Services	ses	Emeige	Emeigency Roof Snow Removal	moval
Service	Daily	Unit Total I Up to 8	Unit Price #1 Total Man Hours Up to 8 Hours/Man M - F	Unit Price #2 Total Man Hours Up to 8 Hours/Man Saturday	Unit Price #3 Total Man Hours Up to 8 Hours/Man Sunday / Holiday	Unit Price #4 Total Man Hours Up to 8 Hours/Man M - F	Unit Price #5 Total Man Hours Up to 8 Hours/Man Saturday	Unit Price #6 Total Man Hours Up to 8 Hours/Man Sunday / Holiday
Date	Charge 1	i.s	S123.00	S145.00	S190.00	S113.00	S135.00	5180.00
				11	- 14		~~~~~	
1/23/US	00.c10s	5.00	\$615.00	\$0.00	S0.00	S0.00		\$0.00
1/30/09	\$1,137.75	9.25	\$1,137.75	\$0.00	\$0.00	S0.00	S0.00	\$0.00
2/2/09	\$1,076.25	8.75	\$1,076.25	\$0.00	\$0.00	\$0.00	\$0.00	S0.00
2/9/09	\$1,906.50	15.50	S1,906.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2/10/09	\$1,137.75	9.25	\$1,137.75	\$0.00	\$0.00	\$0.00	\$0.00	<b>S</b> 0.00
2/11/09	\$1,722.00	14.00	\$1,722.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2/17/09	\$4,674.00	38.00	\$4,674.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2/27/09	\$1,568.25	12.75	S1,568.25	\$0.00	\$0.00	\$0.00	\$0.00	S0.00
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Totals			\$13,837.50	\$0.00	\$0.00	\$0.0\$	\$0.00	\$0.00
Amount Earned	Ţ		\$13 837 ED					
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RLSA Detail Summary GMVM Lordstown

Submit Invoice Electronically To: Jameson Roofing Co., Inc. GM.Capital.Invoicing@ACS-Inc.com 3761 East Lake Road cc: Denise.A,Bator@GM.Com Dunkirk, NY 14048 servicemanager@roofusa.com GMS28562 Purchase Order Number: DUNS Number: 07 403 7375 01049502-1 Your Invoice # May 15, 2009 MFD Lordstown Invoice Date: 3/9/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

GM Purchase <u>Order No./ Sequence</u> <u>(i.e. GMS12345 001)</u> GMS28562 002	Item Identification <u>No./ Sequence</u> ( <u>i.e. PRXX1234 001)</u> PRYX0012 001	Contract <u>Amount</u> \$100,000.00	<i>Amount <u>Earned</u> \$25,768.50</i>	Previously <u>Invoiced</u> \$13,837.50	Receipt This Invoice \$11,931.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00
\$	ub-Totals	\$100,000.00	\$25,768.50	\$13,837.50	\$11,931.00
Previous Applications Invoice Number	for Payments <u>Date of Invoice</u>	<u>Status</u>	<u>Amount</u>		

Total Previously Invoiced:

\$0.00

Payment Requested:

2/2/09 -

\$11,931.00

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I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Donna Haynes

Authorized Name

5/15/09 Date

				Emergency Roof Leak Services	ces	Emerge	Emergency Roof Snow Removal	noval
Service	Daily	Unit Total   Up to 8	Unit Price #1 Totai Man Hours Up to 8 Hours/Man M - F	Unit Price #2 Total Man Hours Up to 8 Hours/Man Saturday	Unit Price #3 Total Man Hours Up to 8 Hours/Man Sunday / Holis/Pay	Unit Price #4 Total Man Hours Up to 8 Hours/Man	Unit Price #5 Total Man Hours Up to 8 Hours/Man	Unit Price #6 Total Man Hours Up to 8 Hours/Man
					former former		Solutions	Appline / Appline
Uate	Charge		123.00	S145.00	\$190.00	S113.00	\$135.00	\$180.00
2/2/09	\$830.25	6.75	S830.25	\$0.00	<b>20</b> .00	\$0.00	50.00	<b>S0</b> .00
2/9/09	S1,722.00	14.00	S1,722.00	\$0.00	S0.00	S0.00	S0.00	S0.00
2/10/09	\$1,814.25	14.75	\$1,814.25	\$0.00	\$0.00	\$0.00	S0.00	S0.00
2/27/09	\$1,783.50	14.50	\$1,783,50	\$0.00	S0.00	\$0.00		S0.00
3/5/09	\$1,906.50	15.50	\$1,906.50	\$0.00	\$0.00	\$0.00		\$0.00
3/6/09	\$1,968.00	16.00	\$1,968.00	\$0.00	\$0.00	\$0.00		\$0.00
3/9/09	\$1,906.50	15.50	\$1,906.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
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Totals			\$11,931.00	\$0.00	\$0.00	<b>20.0</b> \$	20.00	00.02
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RLSA Detail Summary MFD Lordstown

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Submit Invoice Electronically To: <u>GM.Capital.Invoicing@ACS-Inc.com</u> cc: <u>Denise.A.Bator@GM.Com</u>

Jameson Roofing Co., Inc. 3761 East Lake Road Dunkirk, NY 14048 servicemanager@Roofusa.com

Purchase Order Number:	GMS28562	
Your Invoice #	01049501-3	DUNS Number: 07 403 7375
Invoice Date:	May 21,2009	GMVM Lordstown
		3/6/09 - 4/29/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

GM Purchase Order No / Sequence (i.e. GMS12745.001) GMS28562.003 GMS28562.002	<i>Item Identification <u>No./ Sequence</u> (<u>i.e. PRXX1234.001)</u> PRYX3545.001 PRYX0012.001</i>	<i>Contract <u>Amount</u> \$67,001.90 \$100,000.00</i>	<i>Amount <u>Earned</u> \$67,001.90 \$39,975.00</i>	Previously <u>Invoiced</u> \$67,001.90 \$25,768.50	Receipt This Invoice       \$0.00       \$14,206.50       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00
S	Sub-Totals	\$167,001.90	\$106,976.90	\$92,770.40	\$14,206.50
Previous Applications	for Payments Date of Invoice	Status	Amount		

Total Previously Invoiced:

\$0.00

Payment Requested:

\$14,206.50

I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Donna Haynes

Authorized Name

5/21/09 Date

			Emerç	Emergency Roof Leak Services	:es	Emerge	Emergency Roof Show Removal	noval
		Unit Tot≈i h	Unit Price #1 Total Man Houre	Unit Price #2 Total Man Hours	Unit Price #3	Unit Price #4 Teed ac	Unit Price #5	Unit Price #6
Service	Daily	sot du	up to 8 Hours/Man W. F	Up to 8 Hours/Man Saturdau	lotal Man Fours Up to 8 Foursthan Suited Provisional	lotal Wan Hours Up to 8 Hours/Man	Total Man Hours Up to 8 Hours/Man	Total Man Hours Up to 8 Hours/Man
				outinuay	Anneay / Honuey	14 - F	Saturday	Sunday / Holiday
Date	Charge	S1	123.00	\$145.00	\$190.00	\$113.00	\$135.00	\$180.00
3/6/09	S1,722.00	14.00	\$1,722,00	20.0D	\$0.00	\$0.00	20'00 20'00	S0.00
3/11/09	S1,783.50	14.50	\$1,783.50	\$0.00	S0.00	\$0.00		
3/23/09	\$1,752,75	14.25	\$1,752.75	\$0.00	\$0.00 \$0.00	S0.00		S0 00
3/25/09	\$984.00	8,00	\$984.00	\$0.00	\$0.00	\$0.00		SO OO
3/26/09	S1,414.50	11.50	\$1,414.50	\$0.00	\$0.00	S0.00		S0.00
3/27/09	\$1,722.00	14.00	\$1,722.00	\$0.00	\$0.00	\$0.00		\$0.00 \$0.00
3/30/06	\$1,506.75	12.25	\$1,506.75	\$0.00	\$0.00	\$0.00		
4/15/09	\$492.00	4.00	\$492.00	\$0.00	\$0.00	\$0.00		
4/24/09	\$1,968.00	16.00	\$1,968.00	\$0.00	\$0.00	\$0.00		
4/29/09	\$861.00	7.00	\$861.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
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	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	20.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
Totals			\$14,206.50	<b>\$0</b> .00	\$0.00	\$0.00	\$0.00	\$0.00
Amount Farned	Ţ		\$14 206 ED					
			A - 1 - 4					

RLSA Detail Summary GMVM Lordstown

Submit Invoice Electronically To: <u>GM.Capital.Invoicing@ACS-Inc.com</u> cc: <u>Denise.A.Bator@GM.Com</u>

Jameson Roofing Co., Inc. 3761 East Lake Road Dunkirk, NY 14048 servicemanager@roofusa.com

Purchase Order Number:	GMS28562	
Your Invoice #	01049502-2	DUNS Number: 07 403 7375
Invoice Date:	May 22, 2009	MFD Lordstown
		4/3/09 - 4/27/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

GM Purchas <del>a</del> <u>Order No./ Sequence</u> <u>fi.e. GMS12345 001)</u> GMS28562 002	<i>Item Identification <u>No./ Sequence</u> (<u>i.e. PRXX1234.001)</u> PRYX0012.001</i>	<i>Contract <u>Amount</u></i> \$100,000.00	<i>Amount <u>Earned</u> \$93,234.00</i>	Previously <u>Invoiced</u> \$39,975.00	Receipt This Invoice       \$53,259.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00       \$0.00
S	ub-Totals	\$100,000.00	\$93,234.00	\$39,975.00	\$53,259.00
Previous Applications Invoico Number	for Payme <b>nts</b> <u>Date of Involce</u>	<u>Status</u>	<u>Amount</u>		

Total Previously Invoiced:

Payment Requested:

\$0.00

\$53,259.00

I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Donna Haynes

Authorized Name

5/22/09 Date

				Emergency Roof Leak Services	ses	Emerger	Emergency Roof Snow Removal	moval
Service	Daily	Total Up Io 3	Unit Price #1 Total Man Hours Up to 8 Hours/Man	Unit Price #2 Total Man Hours Up to 8 Pours/Man	Unit Price #3 Total Man Hours Up to 8 Hours/Man	Unit Price #4 Total Man Hours Hoto 8 Hours 7450	Unit Price #5 Total Man Hours	Unit Price #6 Total Man Hours
			M - F	Saturcay	Sunday / Holiday	M - F	op to e noursewan Saturday	up to a hours/Man Sunday / Holiday
Date	Charge	S	\$123.00 I	\$145,00	\$190.00	S113.00	\$135.00	S180.00
4/3/09	\$1,476.00	12.00	\$1,476.00	\$0.00	S0.00	\$0.00 \$0.00	20.00	00.02
60/6/7	\$7,872.00	64.00	\$7,872.00	\$0.00	S0.00	S0.00	\$0 <sup>.00</sup>	S0.00
4/15/09	\$2,890.50	23.50	\$2,890.50	\$0.00	S0.00	50.00	S0.00	20.00 20.00
4/16/09	\$7,872.00	64,00	\$7,872.00	\$0.00	\$0.00	S0.00		
4/17/09	\$7,872.00	64.00	\$7,872.00	\$0.00 \$0.00	SO DO	50.00	00.0%	00.00
4/20/09	\$1,353.00	11.00	\$1,353.00	\$0.00	20'00 20'00	\$0.00 \$0.00	50 00 \$0 00	20.00 20.00
4/23/09	\$7,564.50	61.50	\$7,564.50	\$0.00	\$0,00	\$0.00	\$0.00 \$0.00	\$0.00 \$0.00
4/24/09	\$7,503.00	61.00	\$7,503.00	20.02	\$0.00	\$0.00	\$0.00 \$0.00	\$0.00
4/27/09	\$8,856.00	72.00	\$8,856.00	\$0.00	\$0.00	\$0.00	20.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	20.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	20.02	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	20.02	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0,00	\$0.00	\$0.00 \$	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	S0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00 \$	\$0.00
Totals			\$53,259.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Amount Farned	τ		<b>6</b> 53 750 00					
			****					

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RLSA Detail Summary MFD Lordstown

Submit Invoice Electronically To: <u>GM.Capital.Invoicing@ACS-Inc.com</u> cc: <u>Denise.A.Bator@GM.Com</u>

Jameson Roofing Co., Inc. 3761 East Lake Road Dunkirk, NY 14048 servicemanager@Roofusa.com

Purchase Order Number:	GMS28562	<b>DUND NUMBER 07 (00 7075</b>
Your Invoice #	01049501-4	DUNS Number: 07 403 7375
Invoice Date:	May 26,2009	GMVM Lordstown
		5/1/09 - 5/12/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

GM Purchase Order No / Sequence (i.e. GMS18345.001) GMS28562 003 GMS28562 002 GMS28562 004	Item Identification <u>No./ Sequence</u> arg <u>PRXX1234 001)</u> PRYX3545 001 PRYX0012 001 PRZX3371 001	<i>Contract</i> <u>Amount</u> \$67,001.90 \$100,000.00 \$99,999.00	Amount <u>Earned</u> \$67,001.90 \$100,000.00 \$4,550.00	Previously <u>Invoiced</u> \$67,001.90 \$93,234.00	Receipt This Invoice \$0.00 \$6,766.00 \$4,550.00 \$0.00 \$0.00 \$0.00 \$0.00
S	ub-Totals	\$267,000.90	\$171,551.90	\$160,235.90	\$11,316.00
Previous Applications Invoice Number	for Payments Date of Invoice	<u>Status</u>	<u>Amount</u>		

Total Previously Invoiced:

Payment Requested:

\$0.00

\$11,316.00

I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Эдоппа Наунез

Authorized Name

5/26/09 Date

			- 1	Emergency Roof Leak Services		Emerger	Emergency Rooi Snow Removal	(Evou
Service	Daily	Unit Total I Up to 8	Unit Price #1 Total Man Hours Up to 8 Hours/Man	Unit Price #2 Total Man Hours Up to 8 Hours/Man	Unit Price #3 Total Man Hours Up to 8 Hours/Man	Unit Price #4 Total Man Pours Up to 8 Hours/Man	Unit Price #5 Total Man Hours Up to 8 Hours/Man	Unit Price #5 Total Man Hours Up to 8 Hours/Man
		-	M - L	Saturody	эцпаау г нонаау	1/ - 1/	Saturday	Sunday / Holiday
Date	Charge	S	S123.00	\$145.00	\$190.00	\$113.00	\$135.00	\$180.00
5/1/08	\$2,214.00	18.00	S2,214.00	<b>S0.</b> 00	\$0.00	<b>\$0</b> .00	S0.00	50.00
5/4/09	S1,783.50	14.50	S1,783.50	S0.C0	S0.00	S0.00	S0.00	S0.00
5/5/09	S2,705.00	22.00	\$2,706.00	\$0.00	\$0.00	S0.00	\$0.00	S0.00
5/7/09	S1,230.00	10.00	\$1,230.00	\$0.00 \$	\$0.00	S0.00	S0.00	so.co
5/11/09	S1,968.00	16.00	\$1,968.00	\$0.00	\$0.00	S0.00	\$0.00	20,00
5/12/09	\$1,414,50	11.50	\$1,414.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<u></u>	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	S0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	20.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	S0.00		\$0.00	\$0.00	\$0.00	\$0.00	S0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0,00	\$0.00	\$0.00	S0.00	S0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	20.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		<b>\$0</b> .00	<b>\$0</b> .00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	<b>20.00</b>	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	<b>\$0.00</b>	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
Totals			\$11,316.00	\$0.00	\$0.05	\$0.00	\$0.00	\$0.00
Amount Corned	3		\$11 316 00					
	2		202010110					

RLSA Detail Summary GMVM Lordstown

Submit Invoice Electronically To: <u>GM.Capital.Invoicing@ACS-Inc.com</u> cc: <u>Denise.A.Bator@GM.Com</u>

Jameson Roofing Co., Inc. 3761 East Lake Road Dunkirk, NY 14048 servicemanager@roofusa.com

Purchase Order Number:	GMS28562	DUNS Number: 07 403 7375
Your Invoice #	01049502-3	
Invoice Date:	May 26, 2009	MFD Lordstown
Landard (1999)	ventenne er er en nyels gestifte inner for e Sant als e stand men dielle in die hand blief, e die men en	5/5/09 - 5/13/2009

Application is made for payment, as shown below. The present status of the account for this project is as follows:

#### CONTRACT AMOUNT/ EARNED

<u>Order No./ Sequence</u> (i.e. GMS12345 001) GMS28562 002 GMS28562 003 GMS28562 004	<u>No./ Seguence</u> ( <u>i.e. PRXX1234 001)</u> PRYX0012 001 PRYX3545 001 PRZX3371 001	Contract <u>Amount</u> \$100,000.00 \$67,001.90 \$99,999.00	Amount <u>Earned</u> \$100,000.00 \$67,001.90 \$38,375.00	Previously <u>Invoiced</u> \$100,000.00 \$67,001.90 \$4,550.00	Receipt This Invoice \$0.00 \$0.00 \$33,825.00 \$0.00 \$0.00 \$0.00
Ś	Sub-Totals	\$267,000.90	\$205,376.90	\$171,551.90	\$33,825.00

Invoice Number Date of Invoice Status Amount

Total Previously Invoiced:

Payment Requested:

\$0.00

\$33,825.00

I certify that I have checked the quantities covered by this invoice, that the work was actually performed, that the quantities are correct and consistent with all previous computations, and that quantities and the amounts shown are consistent with the contract requirements.

Donna Haynes

Authorized Name

5/27/09 Date

			Emerg	Emergency Roof Leak Services	Set	Emerge	Emergency Roof Snow Removal	noval
Service	Daily	Unit Total N Up to 8	Unit Price #1 Total Man Hours Up to 8 Hours/Man M - F	Unit Price #2 Total Man Hours Up to 8 Hours/Nan Saturday	Unit Price #3 Total Man Hours Up to S Hours/Man Sunday / Holidzy	Unit Price #4 Total Man Hours Up to 8 Hours/Man M - F	Unit Price #5 Total Man Hours Up to 8 Hours/Man Saturday	Unit Price #6 Total Man Hours Up to 8 Hours/Man Sundav / Holidav
Date	Charge	15	5123.00	S145.00	\$190.00	S113.00	\$135.00	\$180.00
5/5/091	S5 904 001	48.00	S5 904 00	SO OC	2000s	00.03		0000
5/9/9	S7,872.00	64,00	\$7.872.00	\$0.00 \$0.00	\$0.00 \$0.00	00 US	S0.00	DO US
5/11/09	S5.904.00		S5.904.00	S0 00	S0 00	20.00	00.02	20.02
5/12/09	\$6.396.00		S6.396.00	S0.00	50.00	50.00 S0.00	50.00 S0.00	00.00
5/13/09	\$7,749.00		\$7.749.00	S0.00	50.00	S0.00	S0.00	20.00
	\$0.00		\$0.00	\$0.00	\$0.00	20.00	\$0.00	\$0.00
	\$0.00		\$0.00	<b>\$0.00</b>	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0,00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	20.02	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	20.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	20.00		
- <u></u>	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00		
Totals			\$33,825.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	3		600 00E 00					
			00.020,000					

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RLSA D<del>c</del>tail Summary MFD Lordstown Angela Z. Miller, Esq. Phillips Lytle LLP 437 Madison Avenue, 34th Floor New York, New York 10022 Tel. 212-759-4888 Fax. 212-308-9079

-and-

3400 HSBC Center Buffalo, New York 14203 Tel. 716-847-8400 Fax. 716-852-6100

Attorneys for A.W. Farrell & Sons Inc.

## UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

General Motors Corp., et al.,

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

Debtors.

### **CERTIFICATE OF SERVICE**

I, Karen M. Hatch, being at all times over 18 years of age, hereby certify that a true and correct copy of the Objection of A.W. Farrell & Son Inc. to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto was caused to be served by e-mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and by U.S. mail to the parties so indicated on the attached service list.

Dated: Buffalo, New York June 12, 2009

s/ Karen M. Hatch Karen M. Hatch

Doc # 01-2299694.1

General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, MI 48090-9025 Attn: Warren Command Center Mailcode 480-206-114

Joseph H. Smolinsky, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153

Michael J. Edelman, Esq. Vedder Price, P.C. 1633 Broadway 47th Floor New York, NY 10019

Robert D. Wolford, Esq. Miller, Johnson, Snell & Cumminskey, PLC 250 Monroe Avenue, N.W. Suite 800 Grand Rapids, MI 49503 Harvey R. Miller, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153

Matthew Feldman, Esq. U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, DC 20220

Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway 47th Floor New York, NY 10019 Stephen Karotkin, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153

John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281

Diana G. Adams, Esq. Office of the United States Trustee for the Southern District of New York 33 Whitehall Street, 21st Floor New York, NY 10004