Hearing Date and Time: June 30, 2009 at 9:45 a.m. (Eastern Time) Objection Date and Time: June 25, 2009 at 4:00 p.m. (Eastern Time)

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

Attorneys for Debtors and Debtors in Possession

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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

Debtors. : (Jointly Administered)

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# NOTICE OF DEBTORS' FIRST OMNIBUS MOTION TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY

PLEASE TAKE NOTICE that the Court will hold a hearing to consider entry of an order granting the relief requested in respect of the following motion, which hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **June 30, 2009 at 9:45 a.m.** (Eastern Time).

• Debtors' First Omnibus Motion to Reject Certain Unexpired Leases of Nonresidential Real Property (the "**Motion**").

Objections to the Motion must be made in writing, filed with the Court, and served upon the following so as to be actually received not later than **4:00 p.m.** (Eastern Time)

on Thursday, June 25, 2009 (the "Objection Deadline"): (i) 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.); (ii) the Debtors, c/o General Motors Corporation, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iii) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (iv) the U.S. Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (v) Vedder Price, P.C., attorneys for EDC, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vi) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq. and Thomas Moers Mayer, Esq.); (vii) the UAW, 8000 East Jefferson Avenue, Detroit, Michigan 48214 (Attn: Daniel W. Sherrick, Esq.); (viii) Cleary Gottlieb Steen & Hamilton LLP, attorneys for the UAW, One Liberty Plaza, New York, New York 10006 (Attn: James L. Bromley, Esq.); (xi) Cohen, Weiss and Simon LLP, attorneys for the UAW, 330 W. 42nd Street, New York, New York 10036 (Attn: Babette Ceccotti, Esq.); (xii) 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 (xiii) 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.).

If no objections are timely filed and served with respect to the Motion, the

Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the

form of the proposed order annexed to the Motion, which order shall be submitted and may be

entered with no further notice or opportunity to be heard offered to any party.

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Hon. Robert E. Gerber), in accordance with General Order M-182.

Dated: New York, New York June 12, 2009

/s/ Joseph H. Smolinsky

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

Attorneys for Debtors and Debtors in Possession

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Hearing Date and Time: June 30, 2009 at 9:45 a.m. (Eastern Time) Objection Date and Time: June 25, 2009 at 4:00 p.m. (Eastern Time)

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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., : 09-50026 (REG)

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Debtors. : (Jointly Administered)

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#### DEBTORS' FIRST OMNIBUS MOTION TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY

TO THE HONORABLE ROBERT E. GERBER, UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation ("GM") and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), respectfully represent:

#### **Relief Requested**

1. Pursuant to section 365(a) of title 11, United States Code (the "Bankruptcy Code") and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors request authorization to reject thirty-nine (39)

unexpired leases (the "**Leases**") and six (6) related subleases (the "**Subleases**") of real property identified on **Exhibit A** attached hereto, effective as of June 30, 2009.<sup>2</sup> A proposed order is attached hereto as **Exhibit B**.

#### **Jurisdiction**

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Description of the Leases and Subleases**

3. The Debtors are currently undergoing a comprehensive review of their respective leases to determine which leases to assume and which leases to reject. Because the Debtors are in the process of selling substantially all of their assets and winding down their remaining operations, the Debtors no longer require certain office space and anticipate closing a number of office locations in the immediate future. The Debtors have reviewed the Leases and Subleases that are the subject of this Motion and have determined, in their sound business judgment, that continuing the Leases and Subleases would be burdensome to the Debtors' estates and would provide no corresponding benefit or value to the Debtors or their estates.

Accordingly, the Debtors submit this Motion to reject the Leases and Subleases.

<sup>&</sup>lt;sup>1</sup> Each Lease and Sublease includes any modifications, amendments, addenda, or supplements thereto or restatements thereof.

<sup>&</sup>lt;sup>2</sup> Copies of individual Leases and Subleases will be made available to any party in interest upon request to the Debtors' undersigned attorneys. This Motion is without prejudice to the Debtors' right to claim that any one or all of the Leases and Subleases expired by their own terms or were terminated prior to the effective date of rejection, as the case may be. Moreover, nothing herein shall be deemed an admission that the Leases and Subleases are enforceable obligations of the Debtors, are executory in nature, or that the landlord identified on **Exhibit A** has a valid claim against the Debtors as a result of the rejection requested herein. The terms of the Leases and Subleases described in this Motion are not intended to modify or represent the Debtors' interpretation of the terms of any Lease or Sublease.

- 4. The Debtors have vacated or intend to vacate the premises under the Leases on or before June 30, 2009. The Debtors therefore propose that the rejections of the Leases be effective as of June 30, 2009.
- 5. Under applicable nonbankruptcy law, the Subleases will automatically terminate upon the rejection of the related Leases, but out of an abundance of caution, the Debtors also request authorization to reject the related Subleases. The Debtors therefore propose that the rejections of the related Subleases also be effective as of June 30, 2009.

# Rejection of the Leases and Subleases is Supported By the Debtors' Business Judgment and Should Be Approved By the Court

- 6. Section 365(a) of the Bankruptcy Code provides, in pertinent part, that a debtor in possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." *See also NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 521 (1984); *In re Lavigne*, 114 F.3d 379, 386 (2d Cir. 1997). "[T]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor-in-possession to use valuable property of the estate and to 'renounce title to and abandon burdensome property." *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1098 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994).
- 7. Courts defer to a debtor's business judgment in rejecting an executory contract or unexpired lease, and upon finding that a debtor has exercised its sound business judgment, approve the rejection under section 365(a) of the Bankruptcy Code. *See Bildisco & Bildisco*, 465 U.S. at 523 (recognizing the "business judgment" standard used to approve rejection of executory contracts and unexpired leases); *Nostas Assocs. v. Costich (In re Klein Sleep Products, Inc.)*, 78 F.3d 18, 25 (2d Cir. 1996) (recognizing the "business judgment" standard used to approve rejection of executory contracts); *In re Minges*, 602 F.2d 38, 42-43 (2d

Cir. 1979) (holding that the "business judgment" test is appropriate for determining when an executory contract can be rejected); *In re G Survivor Corp.*, 171 B.R. 755, 757 (Bankr. S.D.N.Y. 1994), *aff'd*, 187 B.R. 111 (S.D.N.Y. 1985) (approving rejection of license by debtor because such rejection satisfied the "business judgment" test); *In re Child World, Inc.*, 142 B.R. 87, 89 (Bankr. S.D.N.Y. 1992) (stating that a debtor may assume or reject an unexpired lease under § 365(a) in the exercise of its "business judgment").

- 8. The Debtors have reviewed the Leases and Subleases and have determined that they are no longer of value or utility to the Debtors or their estates. The Debtors are reducing the number of vehicle sales, service, and marketing zone offices, consolidating offices, and eliminating leases in which there is no GM occupancy. Additionally, the Debtors have determined that the Leases have no marketable value that could be realized by assuming and assigning the Leases to a third party. Accordingly, the Debtors no longer require such space and, in their business judgment, have determined that the Leases and Subleases should be rejected.
- 9. In addition, section 365(h) of the Bankruptcy Code, which provides protections to lessees when a debtor lessor rejects an unexpired lease of real property, does not afford any protection to subtenant counterparties to the Subleases because applicable nonbankruptcy law "in all jurisdictions provides that a subtenant's estate depends entirely for its existence and continuation upon the estate created by the prime lease. If the prime lease terminates for any reason, the sublease will immediately fail." *See* Brent C. Shaffer, The Sublease and Assignment Deskbook: Legal Issues, Forms, and Drafting Techniques For Commercial Lease Transfers 144 (2006) (citing 231 Centre Street Associates v. Post Bros. Service Stations, Inc., 252 A.D.2d 406 (N.Y. App. Div. 1998); Syufy Enterprises v. City of

Oakland, 104 Cal. App. 4th 869 (Cal. Ct. App. 2002), rehearing denied (Jan. 21, 2003), review denied (Mar. 19, 2003)).

10. In light of the foregoing, the Debtors respectfully request that the Court approve rejection of the Leases and Subleases under section 365(a) of the Bankruptcy Code in the manner requested herein as a sound exercise of their business judgment.

#### Notice

Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, S.D.N.Y., (xiii) the counterparties to the Leases and Subleases, and (xiv) all entities that have requested notice in these chapter 11 cases under Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

#### WHEREFORE the Debtors respectfully request entry of an order granting the

relief requested herein and such other and further relief as is just.

Dated: New York, New York June 12, 2009

/s/ Joseph H. Smolinsky

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

Attorneys for Debtors and Debtors in Possession

#### Exhibit A

#### Schedule of Leases and Subleases to be Rejected

#### Hoover, Alabama

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Daniel Meadow Brook 600 Partnership	1200 Corporate Drive, Suite 400 Birmingham, AL 35242-5424	600 Corporate Parkway Hoover, AL 35242	7/31/2009	6/30/2009

#### Redwood City, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
350 Marine Pkwy., Gillikin Trade LLC,	c/o Pollock Financial Group 350 Marine Parkway LLC	350 Marine Parkway Redwood City	11/14/2009	6/30/2009
Lewis Trade LLC, Spiegl Trade LLC, and Welsh Trade LLC	150 Portola Road Portola Valley, CA 94028	CA 94065		

#### San Francisco, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Platinum Technology, Inc.	1815 South Meyers Road Oakbrook Terrace, IL 60181	475 Brannan Street San Francisco CA 94107	4/1/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
MB600 LLC	c/o Daniel Corporation 3595 Grandview Parkway Suite 400 Birmingham, AL 35243	475 Brannan Street San Francisco CA 94107	7/31/2009	6/30/2009

#### San Ramon, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Legacy III SR Crow	4000 East Third Avenue	2010 Crow Canyon	9/30/2009	6/30/2009
Canyon LLC	Suite 600	Place		
	Foster City, CA 94404	San Ramon, CA 94583		

#### Torrance, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lomita Partners II, LLC	433 North Camden Drive Suite 820	3050 Lomita Boulevard Torrance, CA 90509	12/31/2010	6/30/2009
	Beverly Hills, CA 90210			

#### West Sacramento, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
R & M Diodati Family	11423 Sunrise Gold Circle	3300 Industrial Blvd.	10/31/2010	6/30/2009
Ltd. Partnership	Suite 16	West Sacramento		0,00,00
	Rancho Cordova, CA 95742	CA 95691		

## Denver, Colorado

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Environmental Testing	2022 Helena Street	4750 Kingston Street	12/31/2009	6/30/2009
Corporation	Aurora, CO 80011	Denver		
		CO 80239-2587		
BRCP Stanford Place,	805 East Tuffs Ave.	8055 East Tufts Avenue	11/30/2010	6/30/2009
LLC	Suite 1310	Pkwy		
	Denver, CO 80237	Denver, CO 80202		
Swig, Weiler & Arnow	1114 Avenue of the Americas	1910 38th Street	12/31/2009	6/30/2009
Management Co., Inc.	New York, NY 40036	Denver, CO 80216		
	Edward T. Haas Trust, Sydia			
	Haas Long, Trustee			
	2727 Filbert Street			
	San Francisco, CA 94123			
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
NI-4'I XV-4II II	Nedicus I Wednesday Inc.	1010 2041 04	10/21/2000	
National Waterworks, Inc	National Waterworks, Inc	1910 38th Street	10/31/2009	6/30/2009
	c/o Kathryn Williams	Denver, CO 80216		
	c/o Holland & Knight, LLP			
	200 South Orange Ave			
	Orlando, FL 32801			

## Coral Springs, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
University Centre West	c/o George Rahael	2700 N. University Dr.	3/31/2011	6/30/2009
III, Ltd.	2900 North University Drive	Coral Springs		
	Coral Springs, FL 33065-5083	FL 33065		

## Tampa, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Realty Associates Iowa	c/o TA Reality Associates	3030 North Rocky Point	12/31/2012	6/30/2009
Corporation	28 State Street, 10th Floor	Drive		
	Boston, MA 02190	Tampa, FL 33607		
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center	3030 North Rocky Point	4/30/2012	6/30/2009
	P.O. Box 200	Drive		
	Detroit, MI 48265	Tampa, FL 33607		

#### Anderson, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Flagship Enterprise	Executive Director	2701 Enterprise Drive	3/31/2012	6/30/2009
Center, Inc.	2701 Enterprise Drive	Anderson, IN 46013		
	Suite 100			
	Anderson, IN 46013			

#### Indianapolis, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Castle Creek Investment	101 North Brand Boulevard	5975 Castle Creek	11/30/2012	6/30/2009
Group, LLC	Suite 940	Parkway		
	Glendale, CA 91203	Indianapolis, IN 46250		

#### Overland Park, Kansas

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
UCM/SREP - Corporate	FBO UBS Re Security Dept	10800 Farley	9/30/2009	6/30/2009
Woods LLC	CH17865	Overland Park		
	Palatine, IL 60055-7865	KS 66210		

## Louisville, Kentucky

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Summit I Partners, Ltd.	4350 Brownsboro Road	4350 Brownsboro Road	8/31/2012	6/30/2009
c/o Corporate Realty	Suite 310	Lewisville, KY 40207		
Services, Inc.	Louisville, KY 40207			

## Germantown, Maryland

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP 270, LLC c/o Matan Realty, LLP	c/o Michael Jezienicki 20251 Century Boulevard Suite 100 Germantown, MD 20874-1195	20251 Century Blvd Germantown MD 20874	9/30/2011	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	20251 Century Blvd Germantown MD 20874	11/30/2011	6/30/2009

#### Foxborough, Massachusetts

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
100/200 Foxborough	380 Westminster Street	100 Foxborough Blvd.	7/31/2010	6/30/2009
Blvd. Realty Trust	Providence, RI 02903	Foxborough, MA 02035		
c/o CB Richard Ellis				
N E Partners				

### Auburn Hills, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200	900 North Squirrel Rd. Auburn Hills	3/31/2012	6/30/2009
	Detroit, MI 48265	MI 48236-2784		

#### East Lansing, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hannah Technology &	P.O. Box 4218	4660 S Hagadorn Rd.	5/31/2012	6/30/2009
Research Center	East Lansing, MI 48826-4218	East Lansing, MI 48823		

#### **Grand Rapids, Michigan**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Orchard Vista Properties,	c/o Waters Realty &	3033 Orchard Vista	11/30/2013	6/30/2009
LLC	Development	Drive Southeast		
	161 Ottawa Ave Northwest	Grand Rapids		
	Suite 104	MI 49804		
	Grand Rapids, MI 49503			

#### Parsippany, New Jersey

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Maple 6 Campus, LLC	343 Thornall Street	6 Campus Drive	7/31/2014	6/30/2009
c/o Mack-Cali Realty	Edison, NJ 08837	Parsippany		
Corporation		NJ 08837-2206		

#### **Honeoye Falls, New York**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
RL Norton, LLC	c/o Ryan Stoner	34 Norton Street	2/28/2010	6/30/2009
	21 Norton Street	Honeoye Falls		
	Honeoye Falls, NY 14472	NY 14472		

### New York, New York

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP/CG Center I, LLC	599 Lexington Avenue	153 East 53rd Street	12/31/2019	6/30/2009
c/o Boston Properties	Suite 1800	New York, NY 10022		
Limited Partnership	New York, NY 10022			

#### **Charlotte, North Carolina**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hall Building, LLC	c/o The Bissell Companies, Inc.	11006 Rushmore Drive	1/31/2012	6/30/2009
c/o BCP West, LLC -TR	13860 Ballantyne Corporate	Charlotte, NC 28277		
for Such Entity	Place, Suite 300			
· ·	Charlotte, NC 28277			

#### Raleigh, North Carolina

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Center XXXIII, LLC	3100 Smoketree Court	5510 Six Forks Road	7/31/2009	6/30/2009
c/o Highwoods Properties,	Suite 1100	Raleigh, NC 27609		
Inc.	Raleigh, NC 27604			

#### Cincinnati, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OKD Four, Ltd.	55 Tri-County Pkwy. Cincinnati, OH 45246	155 Tri-County Pkwy. Cincinnati, OH 45246	4/30/2013	6/30/2009
	Target Mgmt. Leasing Inc. 110 Boggs Lake, Suite 244 Cincinnati, OH 45246			

### Copley, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Crystal Pointe, Ltd.	North Pointe Realty, Inc. 5915 Landerbrook Drive Suite 120 Mayfield Hgts., OH 44127	202 Montrose West Blvd. Copley, OH 44321	4/18/2013	6/30/2009

## Maumee, Ohio

Landlord	Landlord Address	<b>Property Location</b>	Termination Date	Rejection Date
Home Builders	1911 Indianwood Circle	1911 Indianwood Circle	11/30/2009	6/30/2009
Association of Greater	Suite A	Maumee, OH 46250		
Toledo, Inc.	Maumee, OH 43537			

## Warren, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lewis Land, Ltd.	8031 East Market Street Warren, OH 44484	8009 East Market Street Warren, OH 44484	6/30/2012	6/30/2009

#### **Cranberry Township, Pennsylvania**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Kessinger/Hunter & Co.,	2600 Grand Avenue	3104 Unionville Drive	7/31/2013	6/30/2009
as agent for Cranberry	Suite 700	Cranberry Township		
Business Park	Kansas City, MO 64108	PA 16319		

## Erie, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
The Prischack Family	100 State Street	100 State Street	5/14/2011	6/30/2009
Partenership	Suite B-100	Erie, PA 16507		
	Erie, PA 16507			

#### Wayne, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
851 Duportail LP	955 Chesterbrook Boulevard Suite 120 Chesterbrook, PA 19087	851 Duportail Road Wayne, PA 19087	4/30/2010	6/30/2009

## **Greenville, South Carolina**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OZRE Greenville LLC	P.O. Box 533220	300 Executive Center	10/31/2012	6/30/2009
	Charlotte, NC 28290	Drive		
		Greenville, SC 29615		
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
CMACILC	200 D ' C +	200 E .: C .	0/20/2010	C/20/2000
GMAC, LLC	200 Renaissance Center	300 Executive Center	9/30/2010	6/30/2009
GMAC, LLC	P.O. Box 200	Drive Center	9/30/2010	6/30/2009

#### Franklin, Tennessee

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Boyle Cool Springs Joint Venture	5110 Maryland Way Suite 330 Brentwood, TN 37027	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009

## Richmond, Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center	10800 Midlothian	9/30/2009	6/30/2009
	P.O. Box 200	Turnpike		
	Detroit, MI 48265	Richmond, VA 23235		

### Scott Depot, West Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Keniman Belcher	203 Cedar Drive	400-D Prestige Park	7/31/2009	6/30/2009
c/o Barbara Belcher	Scott Depot, WV 25560	Scott Depot, WV 25526		

## **Brookfield, Wisconsin**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
CORE Realty Holdings	c/o Hammes Co.	300 North Corporate	5/31/2012	6/30/2009
Management, Inc.	18000 W. Sarah Lane,	Drive		
fbo Brookfield Lakes	Suite 250	Brookfield, WI 53045		
Tenants in Common	Brookfield, WI 53045			

## **Grand Chute, Wisconsin**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Grande Market 5601	5735 West Spencer Street Appleton, WI 54914	5601 Grande Market Drive	3/31/2012	6/30/2009
		Grand Chute, WI 54913		

#### Middleton, Wisconsin

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Greenway Office Center,	P.O. Box 7700	1600 Aspen Commons	5/14/2013	6/30/2009
LLC	Madison, WI 53707	Middleton, WI 53562		
c/o T. Wall Properties,				
LLC				

#### Exhibit B

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.

GENERAL MOTORS CORP., et al., : 09-50026 (REG)

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Debtors. : (Jointly Administered)

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# FIRST OMNIBUS ORDER AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY

Upon the motion, dated June 12, 2009 (the "Motion"), of General Motors Corporation and certain of its affiliates, as debtors and debtors in possession in the abovecaptioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 365(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for authorization to reject certain unexpired leases (the "Leases") and related subleases (the "Subleases") listed on Annex I hereto, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, S.D.N.Y., (xiii) all entities that requested notice pursuant to Bankruptcy Rule 2002, and (xiv) the counterparties to the Leases and Subleases, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Leases and Subleases listed on **Annex I** attached hereto, effective as of the respective date requested in the Motion and listed on **Annex I** attached hereto (the "**Rejection Date**"); and it is further

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that upon service of this Order upon the counterparties to the Leases and Subleases, the Leases and Subleases shall be deemed rejected, effective as of the Rejection Date; and it is further

ORDERED that this Cour	t shall retain jurisdiction to hear and determine all
matters arising from or related to the imp	plementation, interpretation and/or enforcement of this
Order.	
Dated:, 2009 New York, New York	
	UNITED STATES BANKRUPTCY JUDGE

#### Annex I

#### Schedule of Leases and Subleases to be Rejected

## Hoover, Alabama

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Daniel Meadow Brook 600 Partnership	1200 Corporate Drive, Suite 400 Birmingham, AL 35242-5424	600 Corporate Parkway Hoover, AL 35242	7/31/2009	6/30/2009

#### Redwood City, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
350 Marine Pkwy., Gillikin Trade LLC,	c/o Pollock Financial Group 350 Marine Parkway LLC	350 Marine Parkway Redwood City	11/14/2009	6/30/2009
Lewis Trade LLC, Spiegl Trade LLC, and Welsh Trade LLC	150 Portola Road Portola Valley, CA 94028	CA 94065		

#### San Francisco, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Platinum Technology, Inc.	1815 South Meyers Road Oakbrook Terrace, IL 60181	475 Brannan Street San Francisco CA 94107	4/1/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
MB600 LLC	c/o Daniel Corporation 3595 Grandview Parkway Suite 400 Birmingham, AL 35243	475 Brannan Street San Francisco CA 94107	7/31/2009	6/30/2009

#### San Ramon, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Legacy III SR Crow	4000 East Third Avenue	2010 Crow Canyon	9/30/2009	6/30/2009
Canyon LLC	Suite 600	Place		
	Foster City, CA 94404	San Ramon, CA 94583		

#### Torrance, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lomita Partners II, LLC	433 North Camden Drive Suite 820	3050 Lomita Boulevard Torrance, CA 90509	12/31/2010	6/30/2009
	Beverly Hills, CA 90210			

#### West Sacramento, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
R & M Diodati Family	11423 Sunrise Gold Circle	3300 Industrial Blvd.	10/31/2010	6/30/2009
Ltd. Partnership	Suite 16	West Sacramento		0,00,00
	Rancho Cordova, CA 95742	CA 95691		

## Denver, Colorado

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Environmental Testing	2022 Helena Street	4750 Kingston Street	12/31/2009	6/30/2009
Corporation	Aurora, CO 80011	Denver		
		CO 80239-2587		
BRCP Stanford Place,	805 East Tuffs Ave.	8055 East Tufts Avenue	11/30/2010	6/30/2009
LLC	Suite 1310	Pkwy		
	Denver, CO 80237	Denver, CO 80202		
Swig, Weiler & Arnow	1114 Avenue of the Americas	1910 38th Street	12/31/2009	6/30/2009
Management Co., Inc.	New York, NY 40036	Denver, CO 80216		
	Edward T. Haas Trust, Sydia			
	Haas Long, Trustee			
	2727 Filbert Street			
	San Francisco, CA 94123			
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
NI-4'I XV-4II II	Nedicus I Wednesday Inc.	1010 2041 04	10/21/2000	
National Waterworks, Inc	National Waterworks, Inc	1910 38th Street	10/31/2009	6/30/2009
	c/o Kathryn Williams	Denver, CO 80216		
	c/o Holland & Knight, LLP			
	200 South Orange Ave			
	Orlando, FL 32801			

## Coral Springs, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
University Centre West	c/o George Rahael	2700 N. University Dr.	3/31/2011	6/30/2009
III, Ltd.	2900 North University Drive	Coral Springs		
	Coral Springs, FL 33065-5083	FL 33065		

## Tampa, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Realty Associates Iowa	c/o TA Reality Associates	3030 North Rocky Point	12/31/2012	6/30/2009
Corporation	28 State Street, 10th Floor	Drive		
	Boston, MA 02190	Tampa, FL 33607		
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center	3030 North Rocky Point	4/30/2012	6/30/2009
	P.O. Box 200	Drive		
	Detroit, MI 48265	Tampa, FL 33607		

#### Anderson, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Flagship Enterprise	Executive Director	2701 Enterprise Drive	3/31/2012	6/30/2009
Center, Inc.	2701 Enterprise Drive	Anderson, IN 46013		
	Suite 100			
	Anderson, IN 46013			

#### Indianapolis, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Castle Creek Investment	101 North Brand Boulevard	5975 Castle Creek	11/30/2012	6/30/2009
Group, LLC	Suite 940	Parkway		
	Glendale, CA 91203	Indianapolis, IN 46250		

#### Overland Park, Kansas

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
UCM/SREP - Corporate	FBO UBS Re Security Dept	10800 Farley	9/30/2009	6/30/2009
Woods LLC	CH17865	Overland Park		
	Palatine, IL 60055-7865	KS 66210		

## Louisville, Kentucky

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Summit I Partners, Ltd.	4350 Brownsboro Road	4350 Brownsboro Road	8/31/2012	6/30/2009
c/o Corporate Realty	Suite 310	Lewisville, KY 40207		
Services, Inc.	Louisville, KY 40207			

## Germantown, Maryland

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP 270, LLC c/o Matan Realty, LLP	c/o Michael Jezienicki 20251 Century Boulevard Suite 100 Germantown, MD 20874-1195	20251 Century Blvd Germantown MD 20874	9/30/2011	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	20251 Century Blvd Germantown MD 20874	11/30/2011	6/30/2009

#### Foxborough, Massachusetts

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
100/200 Foxborough	380 Westminster Street	100 Foxborough Blvd.	7/31/2010	6/30/2009
Blvd. Realty Trust	Providence, RI 02903	Foxborough, MA 02035		
c/o CB Richard Ellis				
N E Partners				

### Auburn Hills, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200	900 North Squirrel Rd. Auburn Hills	3/31/2012	6/30/2009
	Detroit, MI 48265	MI 48236-2784		

#### East Lansing, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hannah Technology &	P.O. Box 4218	4660 S Hagadorn Rd.	5/31/2012	6/30/2009
Research Center	East Lansing, MI 48826-4218	East Lansing, MI 48823		

#### **Grand Rapids, Michigan**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Orchard Vista Properties,	c/o Waters Realty &	3033 Orchard Vista	11/30/2013	6/30/2009
LLC	Development	Drive Southeast		
	161 Ottawa Ave Northwest	Grand Rapids		
	Suite 104	MI 49804		
	Grand Rapids, MI 49503			

#### Parsippany, New Jersey

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Maple 6 Campus, LLC	343 Thornall Street	6 Campus Drive	7/31/2014	6/30/2009
c/o Mack-Cali Realty	Edison, NJ 08837	Parsippany		
Corporation		NJ 08837-2206		

#### **Honeoye Falls, New York**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
RL Norton, LLC	c/o Ryan Stoner	34 Norton Street	2/28/2010	6/30/2009
	21 Norton Street	Honeoye Falls		
	Honeoye Falls, NY 14472	NY 14472		

### New York, New York

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP/CG Center I, LLC	599 Lexington Avenue	153 East 53rd Street	12/31/2019	6/30/2009
c/o Boston Properties	Suite 1800	New York, NY 10022		
Limited Partnership	New York, NY 10022			

#### **Charlotte, North Carolina**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hall Building, LLC	c/o The Bissell Companies, Inc.	11006 Rushmore Drive	1/31/2012	6/30/2009
c/o BCP West, LLC -TR	13860 Ballantyne Corporate	Charlotte, NC 28277		
for Such Entity	Place, Suite 300			
· ·	Charlotte, NC 28277			

#### Raleigh, North Carolina

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Center XXXIII, LLC	3100 Smoketree Court	5510 Six Forks Road	7/31/2009	6/30/2009
c/o Highwoods Properties,	Suite 1100	Raleigh, NC 27609		
Inc.	Raleigh, NC 27604			

#### Cincinnati, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OKD Four, Ltd.	55 Tri-County Pkwy. Cincinnati, OH 45246	155 Tri-County Pkwy. Cincinnati, OH 45246	4/30/2013	6/30/2009
	Target Mgmt. Leasing Inc. 110 Boggs Lake, Suite 244 Cincinnati, OH 45246			

### Copley, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Crystal Pointe, Ltd.	North Pointe Realty, Inc. 5915 Landerbrook Drive Suite 120 Mayfield Hgts., OH 44127	202 Montrose West Blvd. Copley, OH 44321	4/18/2013	6/30/2009

## Maumee, Ohio

Landlord	Landlord Address	<b>Property Location</b>	Termination Date	Rejection Date
Home Builders	1911 Indianwood Circle	1911 Indianwood Circle	11/30/2009	6/30/2009
Association of Greater	Suite A	Maumee, OH 46250		
Toledo, Inc.	Maumee, OH 43537			

## Warren, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lewis Land, Ltd.	8031 East Market Street Warren, OH 44484	8009 East Market Street Warren, OH 44484	6/30/2012	6/30/2009

#### **Cranberry Township, Pennsylvania**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Kessinger/Hunter & Co.,	2600 Grand Avenue	3104 Unionville Drive	7/31/2013	6/30/2009
as agent for Cranberry	Suite 700	Cranberry Township		
Business Park	Kansas City, MO 64108	PA 16319		

## Erie, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
The Prischack Family	100 State Street	100 State Street	5/14/2011	6/30/2009
Partenership	Suite B-100	Erie, PA 16507		
	Erie, PA 16507			

#### Wayne, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
851 Duportail LP	955 Chesterbrook Boulevard Suite 120 Chesterbrook, PA 19087	851 Duportail Road Wayne, PA 19087	4/30/2010	6/30/2009

## **Greenville, South Carolina**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OZRE Greenville LLC	P.O. Box 533220	300 Executive Center	10/31/2012	6/30/2009
	Charlotte, NC 28290	Drive		
		Greenville, SC 29615		
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
CMACILC	200 D ' C +	200 E .: C .	0/20/2010	C/20/2000
GMAC, LLC	200 Renaissance Center	300 Executive Center	9/30/2010	6/30/2009
GMAC, LLC	P.O. Box 200	Drive Center	9/30/2010	6/30/2009

#### Franklin, Tennessee

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Boyle Cool Springs Joint Venture	5110 Maryland Way Suite 330 Brentwood, TN 37027	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009

## Richmond, Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center	10800 Midlothian	9/30/2009	6/30/2009
	P.O. Box 200	Turnpike		
	Detroit, MI 48265	Richmond, VA 23235		

### Scott Depot, West Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Keniman Belcher	203 Cedar Drive	400-D Prestige Park	7/31/2009	6/30/2009
c/o Barbara Belcher	Scott Depot, WV 25560	Scott Depot, WV 25526		

## **Brookfield, Wisconsin**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
CORE Realty Holdings	c/o Hammes Co.	300 North Corporate	5/31/2012	6/30/2009
Management, Inc.	18000 W. Sarah Lane,	Drive		
fbo Brookfield Lakes	Suite 250	Brookfield, WI 53045		
Tenants in Common	Brookfield, WI 53045			

## **Grand Chute, Wisconsin**

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Grande Market 5601	5735 West Spencer Street Appleton, WI 54914	5601 Grande Market Drive	3/31/2012	6/30/2009
		Grand Chute, WI 54913		

#### Middleton, Wisconsin

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Greenway Office Center,	P.O. Box 7700	1600 Aspen Commons	5/14/2013	6/30/2009
LLC	Madison, WI 53707	Middleton, WI 53562		
c/o T. Wall Properties,				
LLC				