

POLING, McGAW & POLING, P.C.
D. Douglas McGaw (P24166)
Kathryn E. Driscoll (P69727)
5455 Corporate Drive, Suite 104
Troy, MI 48098
(248) 641-0500

Attorneys for Creditor DeMaria Building Company

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

In Re:

GENERAL MOTORS CORPORATION,

Debtor.

Chapter 11
Case No. 09-50026-reg
Hon. Robert E. Gerber

**OBJECTION BY CREDITOR DEMARIA BUILDING COMPANY TO THE NOTICE OF
SALE HEARING TO SELL SUBSTANTIALLY ALL OF DEBTORS' ASSETS
PURSUANT TO MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE
ACQUISITION HOLDINGS, LLC, A U.S. TREASURY-SPONSORED PURCHASER**

NOW COMES Creditor, DEMARIA BUILDING COMPANY, by and through its attorneys, POLING, McGAW & POLING, P.C., and in its Objection to the Notice of Sale Hearing to Sell Substantially All of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, a U.S. Treasury-Sponsored Purchaser ("Objection") served upon this Creditor by the Debtors pursuant to this Court's Order pursuant to 11 U.S.C. §105, §363, and §365 and Fed. Rules of Bankr. Proc. 2002, 6004 and 6006 (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings, LLC, a U.S Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; (IV) Fixing Notice Procedures and Approving Form of Notice, states unto this Honorable Court as follows:

1. This Chapter 11 Bankruptcy Proceeding was voluntarily commenced by the Debtors on June 1, 2009.

2. On June 1, 2009 Debtors filed their Motion Pursuant to 11 U.S.C. §105, §363, and §365 and Fed. Rules of Bankr. Proc. 2002, 6004 and 6006, To (I) 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 Relieve; and (II) Schedule Sale Approval Hearing (“Motion to Approve Sale”).

3. On June 2, 2009 this Court granted Debtors Motion as evidenced by the entry of the Order Approving Procedures for Sale of Debtors' Assets Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Scheduling Bid Deadline and Sale Hearing Date, Establishing Assumption and Assignment Procedures and Fixing Notice Procedures and Approving Form of Notice (“Order Approving Sale Procedures”), which scheduled the related hearing to take place on June 30, 2009 at 9:45a.m. before this Court.

4. This Court has not yet issued an order on the Debtors’ request for approval of the proposed sale of substantially all Debtors’ assets.

5. It is the intent of the Debtors, as indicated in the Motion to Approve the Sale and the Order Approving Sale Procedures, to “sell” essentially all of Debtors’ assets to Vehicle Acquisition Holdings LLC (the Purchaser) “free and clear of all liens, claims, encumbrances, and interests, including rights or claims based on any successor or transferee liability” (Page 4 of Order Approving Sale Procedures located at Docket No. 274 for this Bankruptcy Action).

6. Further, Article 11, Section 2.1 of the Proposed Master Sale and Purchase Agreement (“MSPA”), (attached as Exhibit A to Debtors’ Motion to Approve Sale) states in relevant part, “Purchaser shall (a) purchase, accept and acquire from Sellers, and Sellers shall sell, transfer, assign, convey and deliver to Purchaser, *free and clear of all encumbrances (other than Permitted Encumbrances)*, Claims and other interests, the Purchased Assets...” (emphasis added).

7. Included in the assets to be purchased by the Purchaser is “all Owned Real Property and Leased Real Property (collectively the “Transferred Real Property”);” Article 11, Section 2.2 (a)(vi) of the MSPA.

8. Creditor DeMaria Building Company (“DeMaria”) is a Michigan construction corporation.

9. DeMaria performed construction improvements to the General Motors Warren Tech Center (“Tech Center”) located in Warren, Michigan and the General Motors OnStar Call Center (“Call Center”) located in Pontiac, Michigan pursuant to agreements entered into between DeMaria and General Motors Corporation.

10. DeMaria performed the contracted construction improvements on the Tech Center and the Call Center in compliance with their contracts on the Project, however, General Motors Corporation failed and/or refused to provide full payment to DeMaria for the improvements performed.

11. DeMaria is currently is owed a total of One Million Two Hundred Seventy-Nine Thousand Nine Hundred Twenty-Five Dollars and Thirty-Four Cents (\$1,279,925.34), which is further divided to \$473,994.28 from General Motors Corporation for the Tech Center improvements and \$805,931.06 from General Motors Corporation for the Call Center.

12. The Michigan Legislature, through its Public Act 1980, No. 497, elected to replace the Mechanic's Lien Act with Michigan Construction lien Act, MCL 570.1101 *et.seq.* ("the Lien Act"), therefore, any references of mechanic's liens in the General Motors Corporation Chapter 11 Bankruptcy before this Court must include by reference those valid and enforceable construction liens prepared in compliance with the Lien Act.

13. Pursuant to Section 111 of the Lien Act, MCL 570.1111, DeMaria caused Construction Liens for the monies owed by General Motors Corp. to DeMaria to be recorded with the Register of Deeds for the Counties where the improved real property is located, *i.e.* Oakland and Macomb Counties, on December 12, 2008. A copy of the Tech Center Construction Lien is attached as Exhibit A and a copy of the Call Center Construction Lien is attached as Exhibit B.

14. The identified Construction Liens were served upon General Motors Corporation as required under the specifications contained in Section 111 of the Lien Act. MCL 570.1111.

15. DeMaria's Construction Liens on the Tech Center and Call Center are valid and enforceable liens against the real property where these Centers are located.

16. Despite DeMaria's compliance with the Construction Lien Act and General Motors' acknowledged failure to pay DeMaria in full for the improvements performed on the Tech Center and the Call Center, Debtors have failed and/or refused to include DeMaria as a creditor to the instant Chapter 11 Bankruptcy (a copy of the GMC Chapter 11 Bankruptcy Creditor Matrix is attached as Exhibit C).

16. Exhibit F of the MSPA, which identifies those parcels of real property owned by the Debtors that will not be sold to the Purchaser in the requested asset sale, does not exclude from sale either the Tech Center or the Call Center.

17. Article IV, Section 4.15 of the MSPA, which provides the representations and warranties of the Debtors as to the real property that is to be sold in the proposed asset sale, states:

Section 4.15 Real Property. Each Seller owns and has valid title to the Transferred Real Property that is Owned Real Property owned by it and has valid leasehold or subleasehold interests, as the case may be, in all of the Transferred Real Property that is Leased Real Property leased or subleased by it, in each case, free and clear of all Encumbrances, other than Permitted Encumbrances. Each of the Sellers and the Purchased Subsidiaries has complied with the terms of each lease, sublease, license or other Contract relating to the Transferred Real Property to which it is a party, except any failure to comply that would not reasonably be expected to have a Material Adverse Effect. (Emphasis added).

Where “Encumbrance” is defined as: “any lien (statutory or otherwise), charge, deed of trust, pledge, security interest, conditional sale or other title retention agreement, lease, mortgage, option, charge, hypothecation, easement, right of first offer, license, covenant, restriction, ownership interest of another Person or other encumbrance.” Article 1, Section 1.1 of the MSPA, and “Permitted Encumbrance” is defined as “all(v) mechanic’s, materialmen’s, laborer’s, workmen’s, repairmen’s, carrier’s liens and any other similar Encumbrances arising by operation of law or statute in the Ordinary Course of Business for amounts that are not delinquent or that are being contested in good faith by appropriate proceedings and for which appropriate reserves have been established....” Article 1, Section 1.1 of the MSPA.

18. Pursuant to Section 119 of the Lien Act, DeMaria’s Construction Liens against the Tech Center and the Call Center are secured interests that take priority over all other interests against the lien real property.

19. Debtors’ Motion to Approve the Sale seeks, in part, to transfer all real property owned by or leased by the Debtors to the Purchaser “free and clear of all encumbrances (other than Permitted Encumbrances)”, Article 11, Section 2.1 of the MSPA.

20. DeMaria's Construction Liens against the GM Tech Center and the Call Center, as the Michigan equivalent of mechanic's liens, are Permitted Encumbrances as defined under Article II, Section 2.1 of the MSPA, and as such, cannot be removed from the transferred real property despite the claims to the contrary.

21. Therefore, in order to transfer free and clear title to the Tech Center and the Call Center to the Purchaser, the Debtors either must provide full and complete payment to DeMaria prior to the scheduled Sale of Assets or it must be agreed that the DeMaria Construction Liens will pass with the real property during the asset sale against the identified real property thereby permitted DeMaria to file a civil action as dictated under the Construction Lien Act with the applicable Michigan Circuit Courts to foreclose upon those valid and enforceable Construction Liens if complete payment is not provided to DeMaria within one (1) year of its recording of said Construction Liens.

22. It must also be noted that pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) Authorizing Payment of Certain Prepetition (I) Shipping and Delivery Charges for Goods in Transit, (II) Customs Duties, and (III) Tooling and Mechanics Lien Charges dated June 1, 2009 (a copy is attached as Exhibit C), it has been ordered by this Court that:

the Debtors are authorized, but not directed, ***to make all payments in respect of all Mechanics Lien Charges***, whether relating to the period prior to or after the Commencement Date, as the Debtors determine, in their exercise of their business judgment, ***to be necessary or appropriate to obtain the release of liens against real or personal property of the Debtors*** (whether or not that property is in the possession of any Mechanic).... (emphasis added).

23. As DeMaria's Construction Liens against the Tech Center and Call Center are secured real property interests in DeMaria's favor, the Debtors must provide payment to DeMaria in the

amount of One Million Two Hundred Seventy-Nine Thousand Nine Hundred Twenty-Five Dollars and Thirty-Four Cents (\$1,279,925.34) to obtain DeMaria's release of lien for the Tech Center and Call Center prior to the asset sale that these Debtors and the Purchaser are currently seeking (a copy of DeMaria's proposed Order Granting this Objection is attached as Exhibit E).

24. Therefore, DeMaria objects to Debtors' Motion to Approve the Sale and the Order Approving the Sale Procedures to the extent that the identified Motion and Order fail to disclose payments that must be made to DeMaria prior to the sale of the identified assets.

25. DeMaria reserves all rights to amend and/or supplement this Objection.

WHEREFORE, Creditor, DEMARIA BUILDING COMPANY hereby requests that this Honorable Court:

- A. Recognize and accept DeMaria Building Company's Objection;
- B. Order these Debtors to provide payment to DeMaria in the amount of One Million Two Hundred Seventy-Nine Thousand Nine Hundred Twenty-Five Dollars and Thirty-Four Cents (\$1,279,925.34) to DeMaria in exchange for DeMaria's release of its Construction Liens on the Warren Tech Center and the OnStar Call Center prior to the asset sale requested by these Debtors;
- C. Or in the alternative order that DeMaria's Construction Liens against the Warren Tech Center and OnStar Call Center will be held to be valid and enforceable against those real properties after the asset sale to the Purchaser; and
- D. Grant any and all other remedies as this Court deems just and proper.

/s/D. Douglas McGaw

D. Douglas McGaw (P24166)

Kathryn E. Driscoll (P69727)

Poling, McGaw & Poling, P.C.

5455 Corporate Drive, Suite 104

Troy, MI 48098

(248) 641-0500

Pmppc@aol.com

(P24166), Attorneys for DeMaria Building Co.

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

_____/

In Re:

GENERAL MOTORS CORPORATION,

Debtor.

Chapter 11
Case No. 09-50026-reg
Hon. Robert E. Gerber

_____/

CERTIFICATE OF SERVICE

STATE OF MICHIGAN)
)§
COUNTY OF OAKLAND)

Kathryn E. Driscoll, being first duly sworn, deposes and says that on June 16, 2009 she did serve a true and correct copy of:

1. DeMaria Building Company's Objection to the Notice of Sale Hearing to Sell Substantially all of Debtors' Assets pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; and
2. This Certificate of Service upon:

the parties to this Chapter 11 Bankruptcy Proceeding by ECF Filing.

/s/Kathryn E. Driscoll
D. Douglas McGaw (P24166)
Kathryn E. Driscoll (P69727)
Poling, McGaw & Poling, P.C.
5455 Corporate Drive, Suite 104
Troy, MI 48098
(248) 641-0500
KDriscoll@pmppc.com
(P69727), Attorneys for DeMaria Building Co.

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D. Douglas McGaw (P24166)
Kathryn E. Driscoll (P69727)
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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INDEX OF EXHIBITS

- Exhibit A - GM Warren Tech Center Condensate Line Construction Lien
- Exhibit B - OnStar Call Center Construction Lien
- Exhibit C - Creditor Mailing Matrix
- Exhibit D - Order Authorizing Payment of Certain Prepetition (I) Shipping and Delivery Charges for Goods in Transit, (II) Customs Duties, and (III) Tooling and Mechanics Lien Charges
- Exhibit E - Proposed Order Granting DeMaria Building Company's Objection to the Notice of Sale Hearing to Sell Substantially All of Debtors' Assets pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser

12/12/2008 12:02:30 P.M.
MACOMB COUNTY, MI SEAL
CARMELLA SABAUGH, REGISTER OF DEEDS**CLAIM OF LIEN**State of Michigan
County of Macomb

December 12, 2008

Notice is hereby given that on the 24th day of September, 2007, DEMARIA BUILDING COMPANY of 3031 West Grand Blvd., Suite 624, Detroit, MI 48202-3008, first provided labor or material for an improvement to certain real property located in the City of Warren, County of Macomb and State of Michigan more particularly described as:

Parcel A:

Part of the East ½ of Section 9, and Part of the Southeast 1/4 of Section 4, T1N, R12E, City of Warren, Macomb County, Michigan, including unvacated "Markland Subdivision No.1, being Part of the Northeast 1/4 of Section 9," T1N, R12E, City of Warren, Macomb County, Michigan as recorded in Liber 10 of Plats on Page 7, Macomb County Records, being more particularly described as follows: Commencing at the Southeast corner of Section 9, T1N, R12E, City of Warren, Macomb County, Michigan running thence North 88°36'00" West along the South line of said Section 9, 60.00 feet to a point; thence North 01°11'10" East, 60.00 feet to the Southeast corner of a triangular parcel deeded to the Michigan State Highway Commission for highway purposes, as recorded in Liber 2771 of Deeds on Page 797, Macomb County Records; thence North 88°36'00" West along Easterly extension of the Northerly line of 12 Mile Road (width varies), a distance of 27.65 feet to the point of beginning of the parcel of land herein being described; proceeding thence from said point of beginning North 88°36'00" West along the North line of said 12 Mile Road, said line being 60.00 feet North of, as measured at right angles to and parallel with the South line of said Section 9, a distance of 2341.18 feet to the point of intersection of said road line with the East line of the Conrail (Penn Central) Railroad Right-of-Way (50 feet wide); thence the following courses and distances along the East line of said Railroad Right-of-Way, North 03°41'00" East, 18.07 feet to a point of curve; thence along the arc of a curve, concave to the West, radius 10536.25 feet, an Arc distance of 501.11 feet (chord bears North 02°19'15" East, 501.06 feet) to a point of tangent; thence North 00°57'30" East, 3585.57 feet to a point of curve; thence along the arc of a curve concave to the East, Radius 21230.41 feet, an arc distance of 438.47 feet (chord bears North 01°33'00" East, 438.46 feet) to a point of tangent; thence North 02°08'30" East 1947.01 feet to the point of intersection of

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the East line of said Railroad Right-of-Way with the South line of Chicago Road, as widened, (width varies); thence South $81^{\circ}12'36''$ East along the South line of said Chicago Road, a distance of 220.73 feet to a jog in said road line; thence North $02^{\circ}12'30''$ East, along said jog, a distance of 20.13 feet to a point; thence South $81^{\circ}12'36''$ East, along the South line of said Chicago Road, a distance of 199.58 feet to a point; thence South $08^{\circ}51'29''$ West, a distance of 677.5 feet to a Point; thence North $87^{\circ}55'30''$ West, a distance of 168.26 feet to a point; thence South $02^{\circ}08'30''$ West, a distance of 510.36 feet to a point on the line common to Section 9 and 4; thence South $87^{\circ}55'30''$ East along said line common to said Sections 9 and 4, a distance of 580.00 feet to a point; thence North $02^{\circ}08'30''$ East a distance of 510.36 feet to a point; thence North $10^{\circ}42'06''$ East, a distance of 358.34 feet to a point; thence North $08^{\circ}43'34''$ East, a distance of 251.25 feet to a point on the South line of said Chicago Road; thence South $81^{\circ}12'36''$ East along the South line of said Chicago Road, a distance of 1559.69 feet to its point of intersection with the Westerly line of a triangular parcel of land acquired by the State Highway Department (L. 1553, Deeds, P. 6 M.C.R.) for the widening of Van Dyke Avenue (M-53); thence South $42^{\circ}45'13''$ East along the Westerly line of said triangular parcel, a distance of 7.53 feet to a point on the West line of said Van Dyke Avenue (width varies); thence the following courses and distances along the West line of said Van Dyke Avenue, South $01^{\circ}38'50''$ W along a line 53.00 feet West of as measured at right angles to and parallel with the East line of Said Section 4, 926.53 feet to a point on the line common to said Sections 9 and 4; thence North $87^{\circ}55'30''$ West along said common section line, 7.00 feet to a point; thence South $01^{\circ}49'20''$ West along a line 60.00 feet West of as measured at right angles to and parallel with the East line of said Section 9, 2028.02 feet to a point; thence South $87^{\circ}59'30''$ East, 7.00 feet to a point; thence South $01^{\circ}49'20''$ West along a line 53.00 feet West of as measured at right angles to and parallel with the East line of said Section 9, 678.46 feet to a point; thence South $01^{\circ}11'10''$ West along a line 53.00 feet west of as measured at right angles to and parallel with the East line of said Section, 1301.02 feet to a point; thence North $88^{\circ}14'10''$ West, 7.00 feet to a point; thence South $01^{\circ}11'10''$ West along a line 60.00 feet West of as measured at right angles to and parallel with the East line of said Section 9, 1212.61 feet to a point; thence South $44^{\circ}23'00''$ West, a distance of 40.39 feet to the point of beginning.

Parcel B:

Part of the "Plat of Assessor's Addition to the Village of Warren, E $\frac{1}{2}$ of Section 5 and Part of West $\frac{1}{2}$ Section 3, T1N, R12E", City of Warren, Macomb County, Michigan, as recorded in Liber 4 of Plats on Page 62, Macomb County Records, and part of the West $\frac{1}{2}$ of Section 9, T1N, R12E, City of Warren, Macomb County, Michigan, being more particularly described as follows:
Beginning at the Northeast Corner of 12 Mile Road (width varies) and Mound Road (204 feet wide), said point being distant South $88^{\circ}27'00''$ East, a distance of 102.00 feet, as measured along the south line of said Section 9, and North $02^{\circ}00'00''$ East, a distance of 60.00 feet from the Southwest corner of said Section

9; proceeding thence from said point of beginning the following courses and distances along the East line of said Mound Road, North 02°00'00" East, 2606.08 Feet to a point; thence North 01°26'40" East, 1760.82 feet to a point; thence North 89°02'50" West, 13.10 feet to a point; thence along the arc of a curve, not tangent to the forgoing line, concave to the West, Radius 5831.65 feet, an arc distance of 216.68 feet (chord bears North 03°27'58" West, 216.66 feet) to a point of tangent; thence North 04°31'26" West, 66.22 feet to a point of curve; thence along the arc of a curve concave to the East, radius 5627.65 feet, an arc distance of 581.39 feet (chord bears North 01°33'51" West, 581.13 feet) to the point of intersection of the East line of said Mound Road with the South line of relocated Chicago Road; thence the following courses and distances along the Southerly line of relocated Chicago Road (width varies), along the arc of a curve, concave to the northwest, radius 823.94 feet, an arc distance of 694.14 feet (chord bears North 53°48'00" East, 673.79 feet) to a point of tangent; thence North 29°39'54" East, 655.94 feet to a point of curve; thence along the arc of a curve concave to the Southeast, radius 703.94 feet, an arc distance of 330.81 feet, (chord bears North 43°07'40" East, 327.78 feet) to a point of compound curve; thence along the arc of a curve, concave to the South, radius 778.29 feet, an arc distance of 449.53 feet, (chord bears North 73°04'39" East, 443.31 feet) to a point; thence South 81°31'41" East, along a line not tangent to the foregoing curve, a distance of 908.44 feet to the point of intersection of said Southerly line of Chicago Road with the West line of the Conrail (Penn Central) Railroad Right-of-way (50 feet wide); thence the following courses and distances along the West line of said Railroad Right-of-Way line, South 02°08'30" West, 1952.48 feet to a point of curve; thence along the arc of a curve, concave to the East, Radius 21280.41 feet, an arc distance of 439.51 feet (chord bears South 01°33'00" West, 439.50 feet) to a point of tangent; thence South 00°57'30" West, 3585.57 feet to a point of curve; thence along the arc of a curve, concave to the West, Radius 10486.25 feet, an arc distance of 498.73 feet (chord bears South 02°19'15" West, 498.68 feet) to a point of tangent; thence South 03°41'00" West, 20.00 Feet to the point of intersection of the West line of said Railroad Right-of-Way with the North line of 12 Mile Road (width varies); thence North 88°27'00" west along the North line of said 12 Mile Road, said line being 60.00 feet North of, as measured at right angles to and parallel with the South line of said Section 9, a distance of 2337.61 feet to the Point of Beginning.

Commonly known as: General Motors Warren Tech Center of 6250 Chicago Road, Warren, MI 48090.

Owner: General Motors Corporation (Global Purchasing) of 300 Renaissance Center, MC: 482-C14-C66, Detroit, MI 48265.

Owner's Agent: The Corporation Company of 30600 Telegraph Road, Suite 2345, Bingham Farms, MI 48025

Lien Claimants performed the requested improvements pursuant to their contract with

General Motors Corporation. The Lien Claimant's last day providing labor or material was October 16, 2008.

The lien claimant's Contract amount, including extras is \$1,391,942.80 of which \$1,025,948.59 has been paid. Lien Claimant therefore claims a construction lien upon the above-described real property in the amount of \$365,994.30. The foregoing information is true to the best of my knowledge.

POLING, McGAW & POLING, P.C.

By:


Kathryn E. Driscoll (P69727)

Its: Attorney

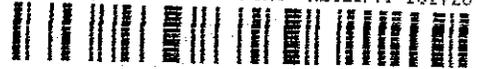
Subscribed to and sworn before me on
this 12th day in December, 2008 in
Oakland County, Michigan.



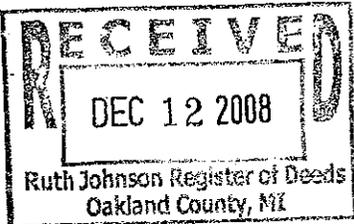
Laura Petrucci, Notary Public
Oakland County, MI
My Commission expires: 1/31/2011
Acting in Oakland County

DRAFTED BY AND WHEN RECORDED RETURN TO:

Kathryn E. Driscoll (P69727)
Poling, McGaw & Poling, P.C.
5455 Corporate Dr., Suite 104
Troy, Michigan 48098



PAID RECORDED - OAKLAND COUNTY
RUTH JOHNSON, CLERK/REGISTER OF DEEDS



CLAIM OF LIEN

State of Michigan
County of Oakland

December 12, 2008

Notice is hereby given that on the 10th day of December, 2007, DEMARIA BUILDING COMPANY of 3031 West Grand Blvd., Suite 624, Detroit, MI 48202-3008, first provided labor or material for an improvement to certain real property located in the City of Pontiac, County of Oakland and State of Michigan more particularly described as:

T3N, R10E, Section 32, Assessor's Plat No. 130, Part of Lot 1, All of Lots 2 & 3, Part of Lots 4 to 8 inclusive & Part of Lots 14 & 15, Also Part of VAC Auburn Avenue, more particularly described as: Beg. At Pt. Dist. North 14°22'45" W, 79.00 feet from Northwest Corner of Lot 16; thence North 14°30'01" W, 144.67 feet; thence North 75°27'55" East, 128.00 feet; thence North 14°32'05" West, 2.42 feet; thence North 75°27'55" East, 64.00 feet; thence South 14°32'05" East, 2.42 feet; thence North 75°27'55" East, 124.91 Feet; thence South 14°32'05" East 181.79 feet; thence North 85°36'10" West 6.48 feet; thence along curve to the left, with radius 648.70 feet, chord bears South 84°54'44" West 213.77 feet for a distance of 214.75 feet; thence South 75°25'42" West 100.00 feet to Point of Beginning.

54A071 14-32-227-002

Commonly known as OnStar Call Center, 31 E. Judson Street, Pontiac MI 48342.

Owner: General Motors Corporation (Global Purchasing) of 300 Renaissance Center, MC: 482-C14-C66, Detroit, MI 48265.

Owner's Agent: The Corporation Company of 30600 Telegraph Road, Suite 2345, Bingham Farms, MI 48025

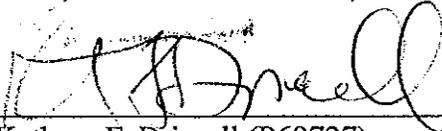
Lien Claimants performed the requested improvements pursuant to their contract with Owner General Motors Corporation. The Lien Claimant's last day providing labor or material was November 24, 2008.

The lien claimant's Contract amount, including extras is **\$2,822,014.00** of which **\$1,168,310.70** has been paid. Lien Claimant therefore claims a construction lien upon the above-described real property in the amount of **\$1,653,703.30**. The foregoing information is true to the best of my knowledge.

O.K. - KB ✓

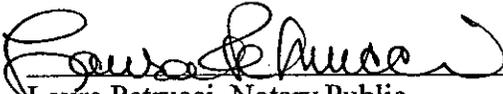
POLING, McGAW & POLING, P.C.

By:


Kathryn E. Driscoll (P69727)

Its: Attorney

Subscribed to and sworn before me on
this 12th day in December, 2008 in
Oakland County, Michigan.



Laura Petrucci, Notary Public
Oakland County, MI

My Commission expires: 1/31/2011

Acting in Oakland County

DRAFTED BY AND WHEN RECORDED RETURN TO:

Kathryn E. Driscoll (P69727)
Poling, McGaw & Poling, P.C.
5455 Corporate Dr., Suite 104
Troy, Michigan 48098

Label Matrix for local noticing
0208-1
Case 09-50026-reg
Southern District of New York
Manhattan
Fri Jun 5 14:50:41 EDT 2009

Aisin Holdings of America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

BP Canada Energy Marketing Corp. and BP Ener

Board of Regents of The University of Michig
c/o Debra A. Kowich
Office of the VP & Gen. Counsel
503 Thompson St., Rm. 5010
Ann Arbor, MI 48109-1340 U.S.A.

Brayton Purcell LLP
222 Rush Landing Road
Novato, CA 94945-2469

Charles Clark Chevrolet Co.
c/o Robert L. Barrows
Warren, Drugan & Barrows, P.C.
800 Broadway
San Antonio, TX 78215-1517

Continental Tire North America, Inc.
c/o John T. Gregg, Esq.
Barnes & Thornburg LLP
171 Monroe Avenue, NW
Suite 1000
Grand Rapids, MI 49503-2694

Dealer Services Group, a Division of ADP, In
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Dickinson Wright PLLC
c/o James A. Plemmons
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Factory Motor Parts Company
1380 Corporate Center Curve
Eagan, MN 55121-1200

ATC Drivetrain, Inc.
1400 Opus Place
Suite 600
Downers Grove, IL 60515-5707

Alpine Electronics of America, Inc.
19145 Gramercy Place
Torrance, CA 90501-1162

Barnes Group Inc.
Reid and Riege, P.C.
c/o Carol A. Felicetta, Esq.
195 Church St.
15th Floor
New Haven, CT 06510-2009

Bob Hastings Buick-GMC, Inc.
Attention: David P. Stoetze
800 Panorama Trail South
Rochester, NY 14625-2310

CNI Enterprises, Inc.
1451 E. Lincoln
Madison Heights, MI 48071-4136

City of Lansing
c/o G. Alan Wallace
124 West Allegan, Suite 1000
Lansing, MI 48933-1716

D&J Automotive, LLC
c/o Johnson, Hearn, Vinegar, Gee & Glass
P.O. Box 1776
Raleigh, NC 27602-1776

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098-2815

Electronic Data Systems
c/o Jennifer L. Nassiri
DLA PIPER LLP (US)
550 S. Hope Street, #2300
Los Angeles, CA 90071-2678

G-Tech Professional Staffing, Inc.
c/o David A. Lerner
38505 Woodward Avenue
Suite 2000
Bloomfield Hills, MI 48304-5096

Advics North America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Arlington ISD
c/o Perdue Brandon Fielder, et al.
PO Box 13430
Arlington, Tx 76094-0430

Benteler Automotive Corp.
1780 Pond Run
Auburn Hills, MI 48326-2752

Bowman & Brooke, LLP
c/o Timothy D. Moratzka
1400 AT&T Tower
901 Marquette Ave
Minneapolis, MN 55402-3205

Carrollton Farmers Branch Independent School
Law Office of Robert E. Luna, P.C.
c/o Andrea Sheehan
4411 North Central Expressway
Dallas, TX 75205-4210

Computer Sciences Corporation
c/o Raymond J. Urbanik
Munsch Hardt Kopf & Harr, P.C.
500 N. Akard Street, Suite 3800
Dallas, TX 75201-6659

Dallas County
c/o Elizabeth Weller
Linebarger Goggan Blair & Sampson, LLP
2323 Bryan Street Suite 1600
Dallas, TX 75201-2644

Deutsche Bank AG
c/o Bingham McCutchen LLP
399 Park Avenue
New York, NY 10022-4614

Export Development Canada
151 O'Connor Street
Ottawa K1A1K3 Canada

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

General Motors National Retiree Association,
c/o Stahl Cowen
55 West Monroe St., Suite 1200
Chicago, IL 60603-5127

General Motors Retiree Association
Farella Braun & Martel LLP
235 Montgomery Street
San Francisco, CA 94104-3159

George P. Johnson Company
3600 Giddings Road
Auburn Hills, MI 48326-1515

Gestamp Alabama, LLC
c/o Burr & Forman LLP
420 N 20th Street
Ste 3400
Birmingham, AL 35203-5210

Gestamp Mason, LLC
c/o Burr & Forman LLP
420 N 20th Street
Ste 3400
Birmingham, AL 35203-5210

Gestamp Mexico
c/o Burr & Forman LLP
420 N 20th Street
Ste 3400
Birmingham, AL 35203-5210

Harco Manufacturing Group LLC
3535 Kettering Boulevard
Moraine, OH 45439-2014

Harman Becker Automotive Systems, Inc.
39001 West Twelve Mile Road
Farmington Hills, MI 48331-2912

Hewlett-Packard Company
c/o Jennifer L. Nassiri
DLA Piper LLP (US)
550 S. Hope Street #2300
Los Angeles, CA 90071-2678

Hewlett-Packard Financial Services Company
c/o Jennifer L. Nassiri
DLA Piper LLP (US)
550 S. Hope Street, #2300
Los Angeles, CA 90071-2678

Hiretec America
c/o Schafer and Weiner, PLLC
40650 Woodward Ave.
Suite 100
Bloomfield Hills, MI 48304

IUE-CWA, AFL-CIO
IUE-CWA
2701 Dryden Road
Dayton, OH 45439-1684

Industry Canada
c/o McKenna Long & Aldridge
230 Park Avenue
Suite 1700
New York, NY 10169-0005

International Union of Operating Engineers ()
c/o Barbara S. Mehlsack, Esq.
Gorlick, Kravitz & Listhaus, P.C.
17 State Street
4th Floor
New York, NY 10004-1519

International Union, United Automobile, Aero
8000 E. Jefferson Avenue
Detroit, MI 48214-3963

Iron Mountain Information Management, Inc.
c/o Frank F. McGinn, Esq.
Bartlett Hackett Feinberg P.C.
155 Federal Street, 9th Floor
Boston, MA 02110-1610

JAC Products, Inc.
c/o Jeffrey C. Hampton, Esq.
Saul Ewing LLP
Centre Square West
1500 Market Street, 38th Floor
Philadelphia, PA 19102-2128

Jim Barnard Chevrolet, Inc
Attention: Allyn Barnard, President
7107 Buffalo Road
Churchville, NY 14428

Johnson Controls, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Kaye Scholer LLP
425 Park Avenue
New York, NY 10022-3598

Kelley & Ferraro LLP
2200 Key Tower
127 Public Square
Cleveland, OH 44114-1217

Knapp Chevrolet
c/o Robert L. Barrows
Warren, Drugan & Barrows, P.C.
800 Broadway
San Antonio, TX 78215-1517

L&W Engineering Co.
c/o Sean M. Walsh, Esq.
Giarmarco, Mullins & Horton, P.C.
101 W. Big Beaver Road
10th Floor
Troy, MI 48084-5280

Lansing Board of Water & Light
730 E. Hazel Street
P.O. Box 13007
Lansing, MI 48901-3007

Lawrence Marshall Chevrolet II, LLC
c/o William T. Green, III
11 Greenway Plaza, Suite 2820
Houston, TX 77046-1114

Lewisville Independent School District
Law Office of Robert. E. Luna, P.C.
c/o Andrea Sheehan
4411 North Central Expressway
Dallas, TX 75205-4210

Local Texas Taxing Authorities
c/o Michael Reed
PO Box 1269
Round Rock, TX 78680-1269

MAGNETI MARELLI POWERTRAIN USA LLC, MAGNETI
c/o Kenneth A. Flaska
Dawda, Mann, Mulcahy & Sadler, PLC
39533 Woodward Avenue
Suite 200
Bloomfield Hills, MI 48304-5103

Magna International Inc.
c/o Dawn R. Copley
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Michelin Tire Corp.
c/o George B. Cauthen
Nelson Mullins Riley & Scarborough, LLP
PO Box 11070
Columbia, SC 29211-1070

Microsoft Corporation and Microsoft Licensin
c/o Joseph E. Shickich, Jr.
Riddell Williams P.S.
1001 4th Ave Ste 4500
Seattle, WA 98154-1065

Mike Barnard Chevrolet-Cadillac-Buick-Pontiac
Attention: Michael E. Barnard, Presiden
616 Thayer Road
Fairport, NY 14450-9519

Missouri Department of Revenue
Steven A. Ginther
PO Box 475
301 W. High Street, Room 670
Jefferson City, MO 65105-0475

Moody's Investors Service
c/o Satterlee Stephens Burke & Burke LLP
230 Park Avenue
Suite 1130
New York, NY 10169-1199

Motley Rice LLC
28 Bridgeside Blvd
P.O. Box 1792
Mt. Pleasant, SC 29465-1792

New York State Department of Taxation And Fi

Niles America Wintech
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Ohio Attorney General
Environmental Enforcement
30 E. Broad Street
25th Floor
Columbus, OH 43215-3414

Osram Sylvania Products, Inc.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap, Esq.
100 Renaissance Center
Suite 3600
Detroit, MI 48243-1157

Paddock Chevrolet, Inc.
Attn: Duane R. Paddock, President
3232 Delaware Avenue
Kenmore, NY 14217-1798

Pension Benefit Guaranty Corporation
Office of the Chief Counsel
1200 K Street, N.W.
Washington, DC 20005-4025

Phillip Morris Capital Corporation
c/o Kaye Scholer LLP
425 Park Avenue
New York, NY 10022-3506

Pilkington North America, Inc.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap, Esq.
3600 Renaissance Center
Detroit, MI 48243

Raufoss Automotive Components Canada
Porzio Bromberg & Newman PC
100 Southgate Parkway
Morristown, NJ 07960-6465

Rhythm North America
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

River Oaks L-M, Inc. dba Westpoint
11666 Old Katy Rd
Houston, TX 77043-4507

Royal Bank of Scotland plc

Rudolph Chevrolet, LLC
c/o H. Christopher Mott
4695 N. Mesa St.
El Paso, TX 79912-6150

SCI, Ltd
c/o Arthur J. Spector
Berger Singerman, P.A.
350 East Las Olas Boulevard
10th Floor
Fort Lauderdale, FL 33301-4211

Sap America, Inc.
Brown and Connery, LLP
Att: Kenneth J. Schweiker, Jr., Esquire
6 N. Broad Street, Suite 100
Woodbury, NJ 08096-4635

Saturn of Hempstead, Inc.
c/o Robinson Brog et. al
1345 Avenue of the Americas
31st floor
New York, NY 10105-0302

Saturn of Rochester, Inc
Attention: David P. Stoetzel
770 Panorama Trail South
PO Box 25427
Rochester, NY 14625-0427

Serra Chevrolet of Birmingham, Inc.
Post Office Box 59120
Birmingham, AL 35259-9120

Sharp Model, Inc.

Sierra Mountain Express, Inc.
c/o Pinnacle Law Group LLP
425 California Street, #1800
San Francisco, CA 94104-2203

Sika Corporation
201 Polito Avenue
Lyndhurst, NJ 07071-3601

Specialty Engine Components, LLC
c/o Richard W. Martinez, APLC
228 St. Charles Ave., Suite 1310
New Orleans, LA 70130-2644

State of Missouri
Missouri Attorney General's Office
Jeff Klusmeier
PO Box 899
Jefferson City, MO 65102-0899

Sumitomo Electric Wiring Systems, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Superior Acquisition, Inc. d/b/a Superior El
Seyburn, Kahn, Ginn et al
2000 Town Center
Suite 1500
Southfield, MI 48075-1148

Tarrant County
c/o Elizabeth Weller
Linebarger Goggan Blair & Sampson LLP
2323 Bryan Street
Suite 1600
Dallas, TX 75201-2644

Texas Comptroller of Public Accounts
Mark Browning
c/o Sherri K. Simpson, Paralegal
P.O. Box 12548
Austin, TX 78711-2548

The McClatchy Company
Felderstein Fitzgerald et al
400 Capitol Mall, Suite 1450
Sacramento, CA 95814-4434

Toyota Tsusho Canada, Inc.

Valeo Sylvania, L.L.C.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap
3600 Renaissance Center
Detroit, MI 48243

Visteon Corporation
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, MI 48104-2283

Yorozu America Corporation
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

767 Fifth Partners LLC
c/o Douglas B. Rosner, Esq.
Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110-3333

Affiliated Computer Services, Inc.
c/o Singer & Levick, P.C.
Attn: Larry A. Levick, Esq
16200 Addison Rd. #140
Addison, TX 75001-5376

Andrew Brozman, Esq.
Sarah Campbell, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, NY 10019-6118

Team Chevrolet, Inc.
attn: Thomas Steigerwald
Route 16
Olean, NY 14760

The Garden City Group, Inc.
Attn: Karen Shaer
105 Maxess Road
Melville, NY 11747-3827

The Valley Cadillac Corporation
attn: Edward T. Meagher, Jr.
3100 Winton Road South
Rochester, NY 14623-2986

United Steelworkers

Verizon Communications Inc.
Arnall Golden Gregory LLP
c/o Darryl S. Laddin
171 17th Street, NW
Suite 2100
Atlanta, GA 30363-1031

W A Thomas Company
c/o Richard W. Martinez, APLC
228 St. Charles Ave., Suite 1310
New Orleans, LA 70130-2644

ZF Friedrichshafen AG
15811 Centennial Drive
Northville, MI 48168-9629

Advics North America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Aisin Holdings of America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Andrew M. Cuomo
Attorney General of NYS
Neal S. Mann
120 Broadway - 24th Floor
New York, NY 10271-0002

Tennessee Department of Revenue
c/o Tennessee Attorney General
Bankruptcy Division
P.O. Box 20207
Nashville, TN 37202-4015

The Interpublic Group Of Companies, Inc. and

Tipotex Chevrolet, Inc.
c/o Robert L. Barrows
Warren, Drugan & Barrows, P.C.
800 Broadway
San Antonio, TX 78215-1517

Urban Science Applications, Inc.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap, Esq.
3600 Renaissance Center
Detroit, MI 48243

Visscher-Caravalle NA, Inc.
4136 TELEGRAPH RD
Bloomfield, MI 48302-2001

Yazaki North America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226-5403

Manhattan Division
One Bowling Green
New York, NY 10004-1415

Advics North America, Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Aisin Holdings of America, Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Arcadis US, Inc.
630 Plaza Drive, Suite 100
Highlands Ranch, CO 80129-2379
Attn: Liesl Spangeler, Associate Counsel

Arlington ISD
c/o PerdueBrandonFielderCollins&Mott
P.O. Box 13430
Arlington, Texas 76094-0430

Ayala Hassell
EDS, an BP company
E3-3A-05
5400 Legacy Drive
Plano, TX 75024-3105

BP Canada Energy Marketing Corp.
BP Energy Company

BP/CGCenter I LLC
c/o Douglas B. Rosner, Esq.
Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110-3333

Blanka K. Wolfe
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza Suite 2400
New York, New York 10112-2201

Board of Regents of The University of Michigan
c/o Debra A. Kowich, Esq.
Office of the Vice President & General C
503 Thompson St., Rm. 5010
Ann Arbor, MI 48109-1340

Bob Hastings Buick-GMC, Inc.
Attention: David P. Stoetzel
800 Panorama Trail South
Rochester, New York 14625-2310

Borah Goldstein Altschuler
Nahins & Goidel, P.C.
Jeffrey C. Chancas
377 Broadway
New York, NY 10013-3907

BorgWarner, Inc.
c/o Michael G. Cruse
Warner Norcross & Judd LLP
2000 Town Center, Suite 2700
Southfield, MI 48075-1318

Brayton Purcell LLP
222 Rush Landing Road
Novato, California 94945-2469

Brian H. Meldrum
400 W. Market St. Ste. 1800
Louisville, KY 40202-3362

Carrollton-Farmers Branch Independent School
Law Office Of Robert E. Luna, P.C.
c/o Andrea Sheehan
4411 North Central Expressway
Dallas, Texas 75205-4210

Charles Clark Chevrolet Co.
c/o Robert L. Barrows
800 Broadway
San Antonio, Texas 78215-1517

Christopher F. Graham, Esq.
Counsel for Industry Canada
McKenna Long & Aldridge LLP
230 Park Avenue, Suite 1700
New York, New York 10169-0005

Class Representatives of (1) Intl Union, UAW
c/o Hanan B. Kolko, Esq.
MEYER SUOZZI ENGLISH & KLEIN, P.C.
1350 Broadway, Suite 501
P.O. Box 822
New York, NY 10018-0026

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006-1470
Attention: James L. Bromley

Cynthia Woodruff-Neer, Esq.
19145 Gramercy Place
Torrance, CA 90501-1128

Dana Holding Corporation
4500 Dorr Street
Toledo, OH 43615-4040
Attn: Lisa Wurster

Dave Delaney's Columbia Buick-Pontiac-G
Thomas H. Curran
Hinckley, Allen & Snyder
28 State Street
Boston, MA 02109-1776

David R. Jury, Esq.
Five Gateway Center Suite 807
Pittsburgh, PA 15222

Dealer Services Group, a division of ADP, In
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Dealer Services Group, a division of ADP, In
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Deborah L. Fish, Esq.
Allard & Fish, P.C.
2600 Buhl Building
535 Griswold
Detroit, MI 48226-3604

DiConza Law, P.C.
630 Third Avenue, 7th Floor
New York, NY 10017-6705
Attn: Gerard DiConza, Esq.

Donald S. Bernstein
Marshall S. Huebner
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017-3982

Eric A. Schaffer, Esquire
Reed Smith LLP
435 Sixth Avenue
Pittsburgh, PA 15219-1808

G-Tech Professional Staffing, Inc.
c/o David A. Lerner, Esq.
38505 Woodward Avenue - Suite 2000
Bloomfield Hills, MI 48304-5096

Gestamp Alabama, LLC
c/o Burr & Forman LLP
Jennifer Kimble
420 N 20th St., Ste 3400
Birmingham, AL 35203-5210

Gestamp Mason, LLC
c/o Burr & Forman LLP
Jennifer Kimble
420 N 20th St., Ste 3400
Birmingham, AL 35203-5210

Gestamp Mexico
c/o Burr & Forman LLP
Jennifer Kimble
420 N 20th St., Ste 3400
Birmingham, AL 35203-5210

Gordon J. Toering
Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, NW
Grand Rapids, MI 49503-2495

Harter Secrest & Emery LLP
John R. Weider, Esq.
Ingrid S. Palermo, Esq.
1600 Bausch & Lomb Place
Rochester, NY 14604-2711

Hirotec America
c/o Schafer and Weiner, PLLC
40950 Woodward Ave., Suite 100
Bloomfield Hills, MI 48304-5124

Jeffrey C. Hampton, Esquire
Adam H. Isenberg, Esquire
Saul Ewing LLP
Centre Square West
1500 Market Street, 38th Floor
Philadelphia, PA 19102-2128

Johnson Controls, Inc.
c/o Colleen M. Sweeney
Dickinson Wright PLLC
424 Church Street, Suite 1401
Nashville, Tennessee 37219-2392

Johnson Controls, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Joseph E. Shickich, Jr.
Riddell Williams P.S.
1001 - 4th Avenue, Suite 4500
Seattle, WA 98154-1065
jshickich@riddellwilliams.com

Karol K. Denniston
Jennifer L. Nassiri
DLA Piper LLP (US)
550 S. Hope Street, Suite 2300
Los Angeles, CA 90071-2678

Kurt G. Gwynne, Esquire
Reed Smith LLP
1201 Market Street, Suite 1500
Wilmington, DE 19801-1163

Lee D. Powar, Esq.
Daniel A. DeMarco, Esq.
Rocco Loeser & Parks LLP
200 Public Square, Suite 2800
Cleveland, OH 44114-2303

HOEGH Autoliners, AS
c/o Kilpatrick & Associates, PC
903 North Opdyke Road, Sta. C
Auburn Hills, MI 48326-2693

Harter Secrest & Emery LLP
Kenneth W. Aficano, Esq.
Raymond L. Fink, Esq.
Twelve Fountain Plaza, Suite 400
Buffalo, NY 14202-2226

IUE-CWA
2701 Dryden Road
Dayton, OH 45439-1684

Jim Barnard Chevrolet, Inc.
Attention: Allyn Barnard, President
7107 Buffalo Road
Churchville, New York 14428

Johnson Controls, Inc.
c/o Dawn R. Copley
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Johnson Controls, Inc.
c/o Kerry Masters Ewald
Dickinson Wright PLLC
424 Church Street, Suite 1401
Nashville, Tennessee 37219-2392

Joseph R. Sgroi, Esq.
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3516

Kayalyn A. Marafioti, Esq.
Gregory W. Fox, Esq.
Skadden Arps Slate Meagher & Flom LLP
Four Time Square
New York, NY 10036-6522

Law Offices of Robert E. Luna, P.C.
Andrea Sheehan
4411 N. Central Expressway
Dallas, TX 75205-4210

Leslie Stein
Seyburn Kahn Ginn Bess & Serlin, P.C.
2000 Town Center, Suite 1500
Southfield, MI 48075-1148

Harman Becker Automotive Systems, Inc.
39001 West 12 Mile Road
Farmington Hills, Michigan 48331-2912

Heidtman Steel Products, Inc.
c/o Kilpatrick & Associates, PC
903 North Opdyke Road, St. C
Auburn Hills, MI 48326

James M. Sullivan, Esq.
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

John Wm. Butler, Jr., Esq.
Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive Suite 2100
Chicago, IL 60606-1226

Johnson Controls, Inc.
c/o Doron Yitzchaki
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Johnson Controls, Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Karol K. Denniston, Esq.
Jennifer L. Nassiri, Esq.
DLA Piper LLP (US)
550 S. Hope Street, Suite 2300
Los Angeles, CA 90071-2678

Knapp Chevrolet
c/o Robert L. Barrows
800 Broadway
San Antonio, Texas 78215-1517

Lawrence Marshall Chevrolet II, LLC
c/o William T. Green, III
11 Greenway Plaza #2820
Houston, Texas 77046-1114

Leslie Stein
Seyburn, Kahn, Ginn et al
2000 Town Center, Suite 1500
Southfield, MI 48075-1148

Levy Ratner, P.C.
80 Eighth Avenue, 8th Floor
New York, NY 10011-5126
Attn: Suzanne Hepner
Attn: Ryan J. Barbur

Linamar Corporation
c/o Susan M. Cook
916 Washington Avenue
Suite 309
Bay City, MI 48708-5723

Linda D'Amico
Hewlett-Packard Financial Services Compa
420 Mountain Avenue
Murry Hill, NJ 07974-2736

Lorraine S. McGowen
Alyssa D. Englund
Orrick Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103-1798

MAGNETI MARELLI POWERTRAIN USA LLC, MAGNETI
c/o Kenneth A. Flaska
Dawda, Mann, Mulcahy & Sadler, PLC
39533 Woodward Avenue, Suite 200
Bloomfield Hills, Michigan 48304-5103

MAHLE Industries, Inc.
c/o Gordon J. Toering
Warner Norcross & Judd LLP
111 Lyon Street, Suite 900
Grand Rapids, MI 49503-2487

Magna International Inc.
c/o Colleen M. Sweeney
Dickinson Wright PLLC
424 Church Street, Suite 1401
Nashville, Tennessee 37219-2392

Magna International Inc.
c/o Dawn R. Copley
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Magna International Inc.
c/o Doron Yitzchaki
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Magna International Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Magna International Inc.
c/o Kerry Masters Ewald
Dickinson Wright PLLC
424 Church Street, Suite 1401
Nashville, Tennessee 37219-2392

Magna International Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Mahar Tool Supply Co.
c/o Adam D. Bruski
916 Washington Avenue
Suite 309
Bay City, MI 48708-5723

Mark Browning
Assistant Attorney General
Bankruptcy & Collections Division
PO Box 12548
Austin, TX 78711-2548

Mark Browning
Assistant Attorney General
Bankruptcy & Collection Division
P.O. Box 12548
Austin, TX 78711-2548

Mark Browning
Assistant Attorney General
Bankruptcy & Collections Division
PO Box 12548
Austin, Texas 78711-2548

Mark Browning
Assistant Attorney General
Bankruptcy & Collections Division
PO box 12548
Austin, TX 78711 2548

Michael Reed
McCreary Veselka Bragg and Allen, P.C.
P.O. Box 1269
Round Rock, TX 78680-1269

Michigan Funds Administration
7201 W Saginaw Hwy Ste 110
Lansing, MI 48917-1127

Michigan Workers' Compensation Agency
7150 Harris Dr
Dimondale, MI 48821-5002

Mike Barnard Chevrolet-Cadillac-Buick-Pontiac
Attention: Michael E. Barnard, Presiden
616 Thayer Road
Fairport, New York 14450-9519

Missouri Department of Revenue
Bankruptcy Unit
Attn: Steven A. Ginther
P.O. 475
Jefferson City, MO 65105-0475

Missouri Department of Revenue
P.O. Box 475
Jefferson City, MO 65105-0475

Niles America Wintech
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Niles America Wintech
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Norfolk Southern Corp. and Norfolk Southern
c/o David J. Baldwin, Esquire
Potter Anderson & Corroon LLP
1313 North Market Street, 6th Fl.
Wilmington, DE 19801-6101

Oakland County Treasurer
c/o Kilpatrick & Associates, PC
903 North Opdyke Road, St. C
Auburn Hills, MI 48326

Office of the Wayne County Treasurer
400 Monroe
Suite 520
Detroit MI 48226-2942

Ohio Attorney General
c/o Victoria D. Garry, Assistant Attorne
441 Vine Street, 1600 Carew Tower
Cincinnati, OH 45202-2821

Ohio Environmental Protection Agency
c/o Ohio Attorney General Richard Cordra
Environmmetal Enforcement Agency
30 W. Broad Street, 25th Floor
Columbus, Ohio 43215-3414

Otterbourg Steindler Houston & Rosen, P.C.
230 Park Avenue
New York, NY 10169-2898
Attn: Daniel Wallen, Esq.

Otterbourg Steindler Houston & Rosen, P.C.
230 Park Avenue
New York, NY 10169-2898
Attention: Daniel Wallen, Esq.
Melanie L. Cyganowski, Esq.

PPG Industries, Inc.
c/o K&L Gates LLP
599 Lexington Avenue
New York, NY 10022-6030

Paddock Chevrolet, Inc.
Attention: Duane R. Paddock, President
3232 Delaware Avenue
Kenmore, NY 14217

Paul J. Ricotta, Esq.
Mintz Levin Cohn Ferris
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111-2621

Paul Weiss Rifkind Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6031
Attn: Alan W. Kornberg
Rebecca R. Zubaty

Pepper Hamilton LLP
Dennis S. Kayes
Deborah Kovsky-Apap
100 Renaissance Center, Suite 3600
Detroit, MI 48243-1101

Peter V. Pantaleo, Esq.
David J. Mack, Esq.
Simpson Thacher & Barrett LLP
425 Lexington Avenue
New York, NY 10017-3954

Potter Anderson & Corroon LLP
Hercules Plaza, 6th Floor
1313 North Market Street
P.O. Box 951
Wilmington, DE 19899-0951

Ramona Neal
Hewlett-Packard Company, LP
11311 Chinden Boulevard, Mail Stop 314
Boise, ID 83714-1021

Raufoss Automotive Components Canada
c/o Porzio Bromberg & Newman PC
100 Southgate Parkway
Morristown, NJ 07960-6465
Attn: John Mairo and Robert Schechter

Rhythm North America
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Rhythm North America
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

River Oaks L-M, Inc.
dba Westpoint
11666 Old Katy Rd.
Houston TX 77043-4507

Robert B. Weiss, Esq.
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3516

Robert M. Dombroff
Jeffrey S. Sabin
Bingham McCutchen LLP
399 Park Avenue
New York, NY 10022-4689

Rodney A. Brown, Esq.
Brown & Whalen, P.C.
700 Third Avenue
20th Floor
New York, NY 10017-4054

Roger Frankel
Richard H Wyron
Orrick Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street, N.W.
Washington, DC 20005-1723

SAP America, Inc.
c/o Brown and Connery, LLP
6 N. Broad Street, Suite 100
Woodbury, NJ 08096-4635

Saner L. Esserman
Peter C. D'Apice
Stutzman Bromberg Esserman & Plifka
2323 Bryan Street
Suite 2200
Dallas, TX 75201-2689

Saturn of Rochester, Inc..
Attention: David P. Stoetzel
770 Panorama Trail South
P.O. Box 25427
Rochester, New York 14625-0427

Schnader Harrison Segal & Lewis LLP
1600 Market Street, Suite 3600
Philadelphia, PA 19103-7212

Scott A. Wolfson
Bush Seyferth & Paige PLLC
3001 W. Big Beaver Rd., Suite 600
Troy, MI 48084-3107

Seneca Insurance Company, Inc.
c/o Eric Goldberg, Esq.
Kahn & Goldberg, LLP
708 Third Avenue, 19th Floor
New York, NY 10017-4201

Serra Chevrolet of Birmingham, Inc.
Post Office Box 59120
Birmingham Alabama 35259-9120

Severstal North America, Inc.
c/o Deborah L. Fish, Esq.
Allard & Fish, P.C.
535 Griswold, Suite 2600
Detroit, MI 48226-3687

Sumitomo Electric Wiring Systems, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Sumitomo Electric Wiring Systems, Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Superior Acquisition, Inc.
c/o David T. Lin, Esq.
Seyburn, Kahn, Ginn et al
2000 Town Center, Suite 1500
Southfield, MI 48075-1148

Superior Industries International, Inc.
c/o James M. Sullivan, Esq.
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

Tarrant County
c/o Elizabeth Weller
Linebarger Goggan Blair & Sampson, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201-2644

Tennessee Department of Revenue
c/o TN Attorney General's Office
Bankruptcy Division
PO Box 20207
Nashville, TN 37202-4015

The Valley Cadillac Corporation
Attention: Edward T. Meagher, Jr., Pres
3100 Winton Road South
Rochester, New York 14623-2966

Tipotex Chevrolet, Inc.
c/o Robert L. Barrows
800 Broadway
San Antonio, Texas 78215-1517

Tricia A. Sherick, Esq.
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3516

Verizon Communications Inc.
Arnall Golden Gregory LLP
c/o Darryl S. Laddin, Esq.
171 17th Street NW, Suite 2100
Atlanta, GA 30363-1031

Wayne County Treasurer
c/o Kilpatrick & Associates, PC
903 North Opdyke Road, Suite C
Auburn Hills, MI 48326-2693

Yazaki North America, Inc.
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Dean M. Gloster

Joseph R. Sgroi
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3516

Team Chevrolet, Inc.
Attention: Thomas Steigerwald, Vice-Pre
Route 16
Olean, New York 14760

Texas Comptroller of Public Accounts
c/o Mark Browning
PO Box 12548
Austin, TX 78711 2548

Thomas M. Kennedy, Esq.
Susan M. Jennik, Esq.
Kennedy Jennik & Murray, P.C.
113 University Place, 7th Floor
New York, NY 10003-4578

Toyota Boshoku America, Inc.
28000 West Park Drive
Novi, Michigan 48377-1386

United States Trustee
33 Whitehall Street
21st Floor
New York, NY 10004-2122

Visteon Corporation
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Worthington Industries, Inc.
c/o Tiffany Strelow Cobb
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, Ohio 43215-3161

Yorozu America Corporation
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Harvey R. Miller
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153-0119

Matthew A. Swanson
Leonard Street and Deinard
150 South Fifth Street, Suite 2300
Minneapolis, MN 55402-4238

Tenibac-Graphion, Inc.
c/o Michael S. Leib
Maddin Hauser, et al
24800 Northwestern Hwy, 3rd Fl
Southfield, MI 48075-2319

The Timken Company
c/o James M. Sullivan, Esq.
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

Thomas M. Wilson, Esq.
Kelley & Ferraro, LLP
2200 Key Tower
127 Public Square
Cleveland, OH 44114-1217

Trent P. Cornell, Esq.
Stahl Cowen Crowley Addis LLC
55 West Monroe Street, Suite 1200
Chicago, IL 60603-5127

Valeo Sylvania L.L.C.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap, Esq.
3600 Renaissance Center
Detroit, MI 48243

Visteon Corporation
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

Yazaki North America, Inc.
c/o James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-5403

Yorozu America Corporation
c/o Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, Michigan 48104-2283

John A. Baden IV

Robert B. Weiss
Honigman Miller Schwartz & Cohn, LLP
2290 First National Building
Detroit, MI 48226-3583

Scott Andrews

Stephen Karotkin
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

Tricia A. Sherick
Honigman Miller Schwartz and Cohn, LLP
660 Woodward Avenue
Suite 2290
Detroit, MI 48226-3583

c/o Robert Brownlee Maritz Holdings Inc.
Thompson Coburn LLP
One US Bank Plaza
St. Louis, Mo 63101

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(u)Worthington Industries, Inc.	(u)Worthington Specialty Processing	(u)Xerox Capital Services, LLC
(du)Ad Hoc Committee of Asbestos Personal Inj	(d)Alpine Electronics of America, Inc. 19145 Gramercy Place Torrance, CA 90501-1162	(u)Attn: Barry E. Bressler
(d)Computer Sciences Corporation c/o Raymond J. Urbanik Munsch Hardt Kopf & Harr, P.C. 500 N. Akard Street, Suite 3800 Dallas, TX 75201-6659	(d)Continental Tire North America, Inc. c/o John T. Gregg, Esq. Barnes & Thornburg LLP 171 Monroe Avenue, NW, Suite 1000 Grand Rapids, MI 49503-2694	(u)Donald J. Hutchinson, Esq. and Susan I Rob
(du)Emigrant Business Credit Corp.	(u)Export Development Canada 151 O'Connor Street Ottawa	(d)Factory Motor Parts Company 1380 Corporate Center Curve Eagan, MN 55121-1200
(u)General Motors National Retiree Associatio	(d)Iron Mountain Information Management, Inc. c/o Frank F. McGinn, Esq. Bartlett Hackett Feinberg P.C. 155 Federal Street, 9th Floor Boston, MA 02110-1610	(u)Kimberly A. Walsh
(d)Local Texas Taxing Authorities c/o Michael Reed PO Box 1269 Round Rock, TX 78680-1269	(d)Michelin Tire Corp. c/o George B. Cauthen Nelson Mullins Riley & Scarborough, LLP PO Box 11070 Columbia, SC 29211-1070	(d)Osram Sylvania Products, Inc. c/o Pepper Hamilton LLP Attn: Deborah Kovsky-Apap, Esq. 100 Renaissance Center, Suite 3600 Detroit, MI 48243-1157
(u)Pension Benefit Guaranty Corporation	(d)Pilkington North America, Inc. c/o Pepper Hamilton LLP Attn: Deborah Kovsky-Apap, Esq. 3600 Renaissance Center Detroit, MI 48243	(du)Rolls-Royce plc and Rolls-Royce Corporati

(d)Specialty Engine Components, LLC
c/o Richard W. Martinez, APLC
228 St. Charles Ave., Suite 1310
New Orleans, LA 70130-2644

(d)United Steelworkers

(d)Urban Science Applications, Inc.
c/o Pepper Hamilton LLP
Attn: Deborah Kovsky-Apap, Esq.
3600 Renaissance Center
Detroit, MI 48243

(d)W A Thomas Company
c/o Richard W. Martinez, APLC
228 St. Charles Ave., Suite 1310
New Orleans, LA 70130-2644

(u)Jacob B. Sellers

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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

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b) AUTHORIZING
PAYMENT OF CERTAIN PREPETITION (I) SHIPPING AND
DELIVERY CHARGES FOR GOODS IN TRANSIT,
(II) CUSTOMS DUTIES, AND (III) TOOLING AND MECHANICS LIEN CHARGES**

Upon the Motion, dated June 1, 2009 (the "Motion"),¹ of General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), pursuant to sections 105 and 363(b) of title 11, United States Code (the "Bankruptcy Code") for entry of an order authorizing, but not directing, the Debtors to pay certain prepetition shipping, warehouse, tooling and lien claimant's charges, and customs duties, 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

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

attorneys for the U.S. Treasury, (iii) the attorneys for EDC; (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 holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (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, and (xi) the attorneys for the ad hoc bondholders committee, 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 necessary to avoid immediate and irreparable harm to the Debtors and their estates, as contemplated by Bankruptcy Rule 6003, and 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 the Motion is granted as provided herein; and it is further

ORDERED that the Debtors are authorized, but not directed, to make payments in respect of all Shipping and Warehousing Charges, whether relating to the period prior to or after the Commencement Date, as the Debtors determine, in the exercise of their business judgment, to be necessary or appropriate to obtain the release of raw materials, parts, components, certain

finished goods, indirect materials, tooling, machinery, equipment, and other property; and it is further

ORDERED that with respect to any payments that are made on account of prepetition Shipping and Warehousing Charges, unless otherwise waived by the Debtors in their sole discretion, the Shippers and Warehousemen receiving such payments shall (a) continue to provide services to the Debtors during the pendency of these chapter 11 cases on the most favorable terms that existed prior to the Commencement Date and (b) agree that they shall not be permitted to cancel on less than ninety (90) days' notice any contract or agreement pursuant to which they provide services to the Debtors. If any Shipper or Warehouseman accepts payment pursuant to this Order on account of a prepetition obligation of the Debtors premised upon its compliance with (a) and (b) above, and thereafter fails to comply with such conditions, any payments made pursuant to this Order shall be deemed an avoidable postpetition transfer under section 549 of the Bankruptcy Code, and, therefore, shall be recoverable by the Debtors in cash upon written request. Upon recovery by the Debtors, the claim shall be reinstated as a prepetition claim in the amount so recovered. Nothing in this decretal paragraph, however, shall preclude a Shipper or Warehouseman from contesting such treatment by making a written request to the Debtors to schedule a hearing before this Court, which hearing the Debtors shall set for the next regularly scheduled omnibus hearing date occurring more than ten (10) days after the date of such Shipper's or Warehouseman's request; and it is further

ORDERED that the Debtors are authorized, but not directed, to obtain written verification, before issuing payment hereunder, from any Shipper or Warehouseman that such Shipper or Warehouseman shall (a) continue to provide services to the Debtors during the pendency of these chapter 11 cases on the most favorable terms that existed prior to the

Commencement Date and (b) agree that it shall not be permitted to cancel on less than ninety (90) days' notice any contract or agreement pursuant to which it provides services to the Debtors, *provided, however*, that the absence of such written verification shall not limit the Debtors' rights hereunder; and it is further

ORDERED that the Debtors are authorized, but not directed, to make payments in respect of all Tooling Charges, whether relating to the period prior to or after the Commencement Date, as the Debtors determine, in the exercise of their business judgment, to be necessary or appropriate to ensure the delivery and use of all Tooling for the Debtors or their Suppliers and obtain the release of liens against the Debtors' Tooling (whether or not that property is in the possession or control of the Tool Maker); and it is further

ORDERED that the Debtors are authorized, but not directed, to make all payments in respect of all Mechanics Lien Charges, whether relating to the period prior to or after the Commencement Date, as the Debtors determine, in the exercise of their business judgment, to be necessary or appropriate to obtain the release of liens against real or personal property of the Debtors (whether or not that property is in the possession or control of any Mechanic); and it is further

ORDERED that the Debtors and their customs brokers, acting as their agents, are hereby authorized, but not directed, to make all payments in respect of Customs Duties, whether relating to the period prior to or after the Commencement Date; and it is further

ORDERED that all applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor, and pay, to the extent of funds on deposit, any and all checks and electronic transfers evidencing amounts paid by the Debtors pursuant to this Order, whether they were issued before or after the Commencement Date; and it is further

ORDERED that nothing in this Order shall be deemed (a) an assumption, adoption, or authorization to assume any contracts or other agreements pursuant to section 365 of the Bankruptcy Code, (b) a requirement that the Debtors make any of the payments authorized herein, or (c) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of or basis for any claims against the Debtors arising in connection with the Shipping and Warehouse Charges, Customs Duties, Tooling Charges or Mechanics Lien Charges; and it is further

ORDERED that the requirements set forth in Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), the terms and provisions of the Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
June 1, 2009

S/ Robert E. Gerber
United States Bankruptcy Judge

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

_____/

In Re:

GENERAL MOTORS CORPORATION,

Debtor.

Chapter 11
Case No. 09-50026-reg
Hon. Robert E. Gerber

_____/

**ORDER GRANTING OBJECTION BY DEMARIA BUILDING COMPANY
TO THE NOTICE OF SALE HEARING TO SELL SUBSTANTIALLY ALL
OF DEBTORS' ASSETS PURSUANT TO MASTER SALE AND PURCHASE
AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS, LLC, A U.S.
TREASURY-SPONSORED PURCHASER**

The Court, having reviewed the Objection by DeMaria Building Company to the Notice of Sale Hearing to Sell Substantially all of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, and being otherwise duly advised in the premises;

IT IS HEREBY ORDERED that this Court recognizes and accepts DeMaria Building Company's Objection to the Master Sale and Purchase Agreement as valid;

IT IS FURTHER ORDERED that Debtors shall provide full payment to DeMaria in the amount of One Million Two Hundred Seventy-Nine Thousand Nine Hundred Twenty-Five Dollars and Thirty-Four Cents (\$1,279,925.34) in exchange for DeMaria's release of its Construction Liens on the Warren Tech Center and the OnStar Call Center prior to the asset sale requested by these Debtors;

IT IS FURTHER ORDERED, in the alternative, that if full payment is not received by DeMaria from the Debtors of this action prior to the asset sale, then the Purchaser's interest in the Warren Tech Center and the OnStar Call Center will be subject to the on-going validity of

DeMaria's Construction Liens against those real property parcels.

This is not a final order and does not close the case.

Dated: _____, 2009

UNITED STATES BANKRUPTCY JUDGE