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

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

**JOINDER OF THE COMMONWEALTH EDISON COMPANY AND PECO ENERGY
COMPANY TO OBJECTION OF CERTAIN UTILITY COMPANIES TO MOTION OF
DEBTORS FOR ENTRY OF ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 366 (I)
APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE OF
PAYMENT, (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY
UTILITY COMPANIES, AND (III) PROHIBITING UTILITIES FROM ALTERING,
REFUSING, OR DISCONTINUING SERVICE**

**TO THE HONORABLE JUDGE ROBERT GERBER,
UNITED STATES BANKRUPTCY JUDGE:**

The Commonwealth Edison Company (“ComEd”) and PECO Energy Company (“PECO”), by their undersigned counsel, hereby join in the *Objection Of Certain Utility Companies To Motion Of Debtors For Entry Of Order Pursuant To 11 U.S.C. §§ 105(a) And 366 (I) Approving Debtors’ Proposed Form Of Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Objections By Utility Companies, And (III) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service* (the “Objection”) [Docket No. 915], and set forth the following:

Introduction

1. ComEd and PECO adopt and incorporate by reference herein the Introduction section set forth in the Objection.

Procedural Facts

2. ComEd and PECO adopt and incorporate by reference herein the Procedural Facts section set forth in the Objection.

Facts

3. ComEd and PECO adopt and incorporate by reference herein the facts set forth in the Objection.

Facts Concerning ComEd and PECO

4. ComEd and PECO provided the Debtors with utility goods and services prior to the petition date of June 1, 2009.

5. ComEd and PECO continue to provide post-petition utility goods and services to the Debtors at the Debtors’ accounts that are listed on the charts attached hereto as **Exhibits A and B**.

6. In order to avoid the need to bring witnesses and have lengthy testimony regarding ComEd and PECO’s regulated billing cycles, ComEd and PECO also request that this Court, pursuant to Rule 201 of the Federal Rules of Evidence, take judicial notice of their billing cycles. Pursuant to the foregoing request and based on the voluminous size of the applicable documents, ComEd and PECO are providing the following web site links to their tariffs and/or state laws, regulations and/or ordinances:

A. ComEd:

http://www.exeloncorp.com/ourcompanies/comed/comedbiz/energy_rates/our_rates_and_prices.htm

B. PECO:

Electric Tariffs Link:

http://www.exeloncorp.com/NR/rdonlyres/71890D18-6BF8-4F13-A998-298A22A4D995/6501/s86_complete_0101091.pdf

Gas Tariffs Link:

<http://www.exeloncorp.com/NR/rdonlyres/71890D18-6BF8-4F13-A998-298A22A4D995/6503/s80STAS1.pdf>

7. Subject to a reservation of ComEd and PECO’s rights to supplement their post-petition deposit requests if additional accounts belonging to the Debtors are subsequently identified, ComEd and PECO’s post-petition deposit requests are currently as follows (the “Requests”):

<u>Utility</u>	<u>No. of Accts.</u>	<u>Prepet. Debt Est.</u>	<u>Dep. Request</u>
ComEd	2	\$3,791.00	\$15,745.00 (2-month)
PECO	2	\$67,600.00	\$146,000.00 (2-month)

Discussion

8. ComEd and PECO adopt and incorporate by reference herein the legal and factual arguments set forth in the Discussion Section of the Objection.

WHEREFORE, and for the foregoing reasons, ComEd and PECO respectfully request that this Court enter an order:

- (I) Denying the Utility Motion;
- (II) Awarding ComEd and PECO with post-petition adequate assurance of payment pursuant to Section 366 in an amount equal to the deposit requests set forth herein; and,
- (III) Providing such other and further relief as the Court deems just and proper.

Dated: Garden City, New York
June 17, 2009

MEYER, SUOZZI, ENGLISH & KLEIN, P.C.

By: /s/ Jil Mazer-Marino
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Jil Mazer-Marino (JM-6470)

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*Co-Counsel for The Commonwealth Edison Company and
PECO Energy Company*

EXHIBIT A

ComEd Deposit Request

General Motors Corporation

Account Number	Premise Address	Pre-Petition Exposure	Pre-Petition Deposit	Monthly Average	2 Month Request
31310-27027	1355 Remington Blvd Bolingbrook 60440	\$3,361.00	\$0.00	\$6,464.28	\$12,925.00
71796-22002	336 e Ogden Ave Hinsdale 60521	\$430.00	\$0.00	\$1,410.11	\$2,820.00
TOTAL		\$3,791.00	\$0.00	\$7,874.39	\$15,745.00

EXHIBIT B

GENERAL MOTORS**09-50002****PECO ENERGY COMPANY**

Account No.	Address	Exposure	1-Month Deposit	2-Month Deposit	
58327-01209 (gas)	200 Cabot Blvd., Fairless Hills, PA 19030	\$3,600.00	\$26,500.00	\$53,000.00	
27398-01208 (electric)	0 Cabot Blvd., Fairless Hills, PA 19030	\$64,000.00	\$46,500.00	\$93,000.00	
TOTAL		\$67,600.00	\$73,000.00	\$146,000.00	

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

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

CERTIFICATE OF SERVICE

I, Jil Mazer-Marino, Esq., hereby certify that on this 17th day of June 2009, I caused a true and correct copy of the *Joinder Of The Commonwealth Edison Company And PECO Energy Company To Objection Of Certain Utility Companies To Motion Of Debtors For Entry Of Order Pursuant To 11 U.S.C. §§ 105(a) And 366 (I) Approving Debtors' Proposed Form Of Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Objections By Utility Companies, And (III) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service* to be served upon the parties listed below in the manner indicated:

Debtors via overnight delivery by Federal Express:

General Motors Corporation
Attn: Lawrence S. Buonomo, Esq.
300 Renaissance Center
Detroit, Michigan 48265

Counsel for Debtors via E-mail through the Courts' ECF System:

Harvey R. Miller, Esq.
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joseph.smolinsky@weil.com

The United States Trustee via overnight delivery by Federal Express:
Office of the United States Trustee for the Southern District of New York
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Counsel for the Purchaser via overnight delivery by Federal Express:
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All Other Parties entitled to notice via E-mail through the Court's ECF System.

/s/ Jil Mazer-Marino
Jil Mazer-Marino (JM-6470)