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UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
Debtors.)	Jointly Administered

**MOTION OF MANUFACTURERS AND TRADERS TRUST
 COMPANY (“M&T BANK”) FOR ORDER SCHEDULING HEARING,
 ON SHORTENED AND LIMITED NOTICE, OF M&T BANK’S
 MOTION SEEKING ENTRY OF ORDER (I) GRANTING M&T BANK RELIEF
 FROM THE AUTOMATIC STAY; OR (II) IN THE ALTERNATIVE GRANTING
ADEQUATE PROTECTION OR THE TURNOVER OF CERTAIN PROPERTY**

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

Manufacturers and Traders Trust Company (“M&T Bank”) files this motion (the “Motion”) seeking an order (the “Scheduling Order”), scheduling a hearing, on shortened and limited notice, of M&T Bank’s Motion Seeking Entry of Order (I) Granting M&T Bank Relief from the Automatic Stay; or (II) In the Alternative Granting Adequate Protection or the Turnover of Certain Property (the “Lift Stay Motion”). The Lift Stay Motion, which is being filed simultaneously herewith, seeks entry of an order pursuant to sections 105, 361, and 362(d) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) granting M&T Bank relief from the automatic stay, or in the alternative granting M&T Bank adequate protection, or as a further alternative the turnover of property by General Motors Corporation and/or certain of its subsidiaries, as debtors and debtors-in-possession in the above-captioned chapter 11

cases (collectively, the “Debtors”) to M&T Bank. In support of the within Motion, M&T Bank respectfully represents as follows:

REQUEST FOR SHORTENED NOTICE AND SERVICE CLARIFICATION

1. M&T Bank respectfully requests the entry of the Scheduling Order on the Lift Stay Motion for the reasons herein and in the accompanying affidavit pursuant to Local Bankruptcy Rule 9077-1, which affidavit is incorporated herein by reference.

2. M&T Bank holds a perfected first priority security interest in and lien upon (the “Security Interest”) twenty-seven motor vehicles (the “Vehicles”), more particularly described on **Exhibit A** to the Lift Stay Motion, to secure indebtedness of Middletown Pontiac, Buick, GMS, LLC, a New York limited liability company (“Middletown Pontiac”) to M&T Bank in an amount in excess of \$1,767,951.89. The Vehicles were delivered to and are believed to be in the possession of the Debtors. By operation of law, M&T Bank’s Security Interest is continuing.¹

3. Pursuant to the terms of a Dealer Sales and Service Agreement (the “Dealership Agreement”), the Debtors are obligated to provide “Termination Assistance” to their dealers, in this case Middletown Pontiac. That termination assistance includes the purchase of new and used motor vehicles in an amount equal to the net prices and charges paid to the Debtors and such payment may be paid to anyone having a security interest in the vehicles. (A true and correct copy of excerpts from the Dealership Agreement are attached to the Lift Stay Motion as **Exhibit B**). The time period for such payment has expired or will expire in the immediate future and to date, the Debtors have not made payment to M&T Bank for the Vehicles.

4. Middletown Pontiac is in default of its obligations to M&T Bank, thereby entitling M&T Bank to take immediate possession of the Vehicles. The Debtors have not made any postpetition payments to M&T Bank or taken any further steps to prevent the diminution in value of the collateral, which secures M&T Bank’s lien. It is believed that the Vehicles remain in the Debtors’ possession and are diminishing in value with the passage of time.

¹ See New York Uniform Commercial Code Sections 9-315 and 9-507.

5. M&T Bank seeks to shorten the service and notice period, as set forth in the proposed Scheduling Order, attached hereto, to permit the hearing to be held on June 30, 2009.

6. M&T Bank respectfully requests that this Court approve the proposed Scheduling Order, attached hereto, which provides that notice and service of the Motion and the relief requested therein shall be deemed good and sufficient if M&T Bank serves, by June 22, 2009, by facsimile, and/or hand, e-mail, Electronic Case Filing System, or overnight courier, copies of the Lift Stay Motion and the supporting documents upon: (i) the Office of the United States Trustee; (ii) all parties that have entered a notice of appearance; (iii) the counsel to the Official Committee of Unsecured Creditors; (iv) counsel to the Debtors; and (v) the twenty largest creditors as provided by the Debtors.

CONCLUSION

WHEREFORE, M&T Bank respectfully requests that this Court enter an order granting the relief requested herein and providing such further relief as this Court deems just and proper.

Dated: Philadelphia, Pennsylvania
June 19, 2009

KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS LLP

By: /s/ Morton R. Branzburg
Morton R. Branzburg (*Pro Hac Vice*
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Trust Company

UNITED STATES BANKRUPTCY COURT
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In re)	Chapter 11
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GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
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Debtors.)	Jointly Administered

**ORDER SCHEDULING HEARING ON SHORTENED NOTICE TO
CONSIDER MOTION OF MANUFACTURERS AND TRADERS TRUST COMPANY
FOR ENTRY OF ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY
("LIFT STAY MOTION") AND LIMITING NOTICE OF LIFT STAY MOTION**

Upon the motion (the "Motion") of Manufacturers and Traders Trust Company ("M&T Bank"),¹ seeking entry of an order scheduling a hearing to consider the Lift Stay Motion on shortened and limited notice, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that a hearing on the Lift Stay Motion shall be held on _____, 2009 at _____ (Prevailing Eastern Time) before the Honorable Robert E. Gerber, United States Bankruptcy Judge, United States Bankruptcy Court, One Bowling Green, New York, New York 10004 to consider the Motion and the relief requested therein; and it is further

ORDERED, that _____, 2009 at 12:00 noon (Prevailing Eastern Time) (the "Objection Deadline"), is fixed as the last date and time for filing and serving objections, if any, to the Lift Stay Motion and the relief requested therein; and it is further

ORDERED, that notice of the Lift Stay Motion and the relief requested therein shall be deemed good and sufficient if the M&T Bank serves, by June 22, 2009, by facsimile, and/or hand, e-mail, including Electronic Case Filing System, or overnight courier, copies of the Motion and the supporting documents upon: (i) the Office of the United States Trustee; (ii) all parties that have entered a notice of appearance; (iii) the proposed counsel to the Official Committee of Unsecured Creditors; (iv) counsel to the Debtors; and (v) the twenty largest creditors as provided by the Debtors; and it is further

¹ All defined terms herein, unless otherwise defined, shall have the defined terms ascribed to them in the Motion.

ORDERED, that in order to be considered, objections, if any, must be in writing, must comply with the Bankruptcy Rules and the Local Bankruptcy Rules, and must both (a) be filed with the clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, with a stapled copy delivered to the Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Judge, by the Objection Deadline and (b) be served, so that they are actually received no later than the Objection Deadline by: (i) counsel for M&T Bank, Klehr, Harrison, Harvey, Branzburg & Ellers, LLP, 260 South Broad Street, Suite 400, Philadelphia, PA 19102, Attn: Morton R. Branzburg, Esq.; and (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY; and it is further

ORDERED, that all such objections, if any, shall state the name of the objecting party and the nature of the claim or interest of such party and state with particularity the basis and nature of each objection. Objections not filed and served as set forth above shall be deemed waived and shall not be considered by the Court.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

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Debtors.)	Jointly Administered

AFFIDAVIT OF MORTON R. BRANZBURG

COMMONWEALTH OF PENNSYLVANIA :
 : SS.
 COUNTY OF PHILADELPHIA :

Morton R. Branzburg, being duly sworn, deposes and says:

1. I am a member of the law firm of Klehr, Harrison, Harvey, Branzburg & Ellers, LLP, counsel to Manufacturers and Traders Trust Company (“M&T Bank”) in the above captioned case. I am fully familiar with the facts hereinafter stated and make this affidavit pursuant to Local Bankruptcy Rule 9077-1 in connection with the Motion of M&T Bank (the “Motion”) seeking entry of an order (the “Scheduling Order”) scheduling a hearing, on shortened and limited notice, on M&T Bank’s Motion for Entry of Order (I) Granting M&T Bank Relief from the Automatic Stay; or (II) in the Alternative, Granting Adequate Protection or the Turnover of Certain Property (the “Lift Stay Motion”). The Lift Stay Motion, in turn, seeks an order pursuant to sections 105, 361, and 362(d) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) granting M&T Bank relief from the automatic stay, or in the alternative granting M&T Bank adequate protection, or as a further alternative the turnover of twenty-

and supporting documents, by facsimile, and/or hand, e-mail, Electronic Case Filing System, or overnight courier, upon: (i) the Office of the United States Trustee; (ii) all parties that have entered a notice of appearance; (iii) the counsel to the Official Committee of Unsecured Creditors; (iv) counsel to the Debtors; and (v) the twenty largest creditors as provided by the Debtors.

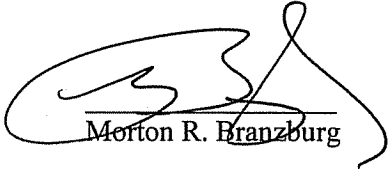
2. No party-in-interest will be prejudiced by proceeding on shortened notice, as the proposed Scheduling Order merely approves the scheduling of a hearing to consider the Motion and the relief requested therein and does not affect any parties' rights to object or otherwise to be heard.

The Need for Entry of the Scheduling Order on Shortened Notice

3. M&T Bank needs to obtain a hearing on its Motion on an expedited notice basis and upon limited notice. The shortened notice period and simplified service is necessary in this case due to a number of reasons. M&T Bank holds a perfected first priority security interest in and lien upon the Vehicles, to secure a debt arising from Middletown Pontiac, Buick, GMS, LLC, a New York limited liability company ("Middletown Pontiac"). The outstanding balance owed to M&T Bank by Middletown Pontiac is approximately \$1,767,951.89 and would therefore far exceed the current fair market value of the Vehicles, which is believed to be approximately \$667,017.84. The Vehicles were delivered to and are believed to be in the possession of the Debtors. By operation of law, M&T Bank's Security Interest is continuing. The Vehicles are rapidly diminishing in value and M&T Bank has not received any payments from the Debtors for the Vehicles or any clarity as to the disposition of the Vehicles.


4. Finally, the Vehicles at issue represent an asset of relatively small value when compared with the size of the Debtors estates. If M&T Bank were required to mail a copy of the Motion and supporting documents to each party that has requested service, the cost would be prohibitive given the relative value of the Vehicles.

WHEREFORE, M&T Bank respectfully requests that this Court enter the proposed Scheduling Order and grant such other and further relief as this Court deems just and proper.



Merton R. Branzburg

Sworn to and subscribed
before me this 19th day
of June, 2009



Notary Public

