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Counsel for CDI Corporation

**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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LIMITED OBJECTION OF CDI CORPORATION TO (A) MOTION OF DEBTORS AND DEBTORS-IN-POSSESSION PURSUANT TO SECTIONS 105, 363 AND 365 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 6006 FOR AN ORDER AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND (B) THE NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND (II) CURE AMOUNTS RELATED THERETO

CDI Corporation, a creditor and party-in-interest in these cases, submits this limited objection

(the "Limited Objection") to (A) Motion Of Debtors And Debtors-In-Possession Pursuant To

Sections 105, 363 And 365 Of The Bankruptcy Code And Bankruptcy Rules 2002, 6004 And 6006 For An Order Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases (the “Motion”) and (B) the Notice Of (I) Debtors’ Intent To Assume And Assign Certain Executory Contracts, Unexpired Leases Of Personal Property, And Unexpired Leases Of Nonresidential Real Property And (II) Cure Amounts Related Thereto (the “Notice”). In support of the Limited Objection, by and through their undersigned counsel, CDI Corporation states:

1. The Debtors are parties to one or more supply agreements with CDI Corporation (the “CDI Executory Contracts”).

2. By the Notice, dated June 5, 2009, the Debtors informed CDI Corporation of their intent to assume and assign the CDI Executory Contracts. Pursuant to the sale procedures order entered by the Court on June 2, 2009 (Docket No. 274), the Notice provided CDI Corporation with a user number and password allowing it to access a “Contract Website,” which contains a listing of Assumable Executory Contracts as well as cure amounts. On the website, the CDI Executory Contracts are listed with a total cure amount of \$115,682.54.

3. CDI Corporation objects to the Motion and the Notice on the basis that the cure amount identified by the Debtors to assume the CDI Executory Contracts is incorrect. As evidenced by the spreadsheet attached hereto as **Exhibit A**, CDI Corporation is owed \$168,427.39 for invoices issued pre-petition, \$60,903.00 for pre-petition work not yet invoiced, and approximately \$20,325.75 in post-petition amounts through June 7, 2009.¹ Those amounts,

¹ Information regarding amounts due after June 7, 2009 is not yet available. CDI Corporation reserves its right to seek cure of all amounts owed pre- and post-petition.

totaling approximately \$249,656.14, plus any additional amounts accrued subsequent to June 7, 2009, must be paid to CDI Corporation in order to cure the Debtors' obligations under the CDI Executory Contracts, as required by section 365(b)(1) of the Bankruptcy Code. See 11 U.S.C. § 365(b)(1).

4. CDI Corporation objects to the Debtors' Notice to the extent it limits the proposed cure amount to such amounts that were in default as of the Petition Date, not the date the CDI Executory Contracts will actually be assumed by the Debtors.

5. To assume an executory contract, a debtor must cure both pre-petition and post-petition amounts in their entirety. In re Stoltz, 315 F. 3d 80, 86, 94 (2d Cir. 2002); 3 COLLIER ON BANKRUPTCY, ¶ 365.05[2] (15th ed. rev. 2008). In addition, a debtor must provide adequate assurance of future performance. In re Bronx-Westchester Mack Corp., 4 B.R. 730, 734 (Bankr. S.D.N.Y. 1980)); see also 11 U.S.C. § 365(b)(1). The Debtors have failed to satisfy these basic standards by not properly identifying the amount owed to CDI Corporation under the CDI Executory Contracts.

6. CDI Corporation and its related entities reserve all rights as to claims against non-debtors and as to all post-petition claims and all other rights and remedies, including, without limitation, all unpaid amounts that become due post-petition under all contracts to be assumed.

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WHEREFORE, CDI Corporation respectfully requests that (a) its Limited Objection be sustained in its entirety, (b) the Motion be denied to the extent it requests relief inconsistent with this Limited Objection, and (c) CDI Corporation be provided with such other and further relief as is appropriate.

Dated: June 15, 2009
New York, New York

Respectfully submitted,

/s/ James O. Moore

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Counsel for CDI Corporation

Exhibit A

GM A/R Balance Through June 7, 2009

	Total A/R	Comments
Pre-petition Billed	\$168,427.39	All Billed Items through 5/31/2009
May Post- Petition Unbilled	\$ 60,903.00	Unbilled IMPAC work for May 2009
June Post- Petition Unbilled	\$ 20,325.75	Estimated Billing for June 1 - June 7 2009
Total Balance	\$ 249,656.14	

Sales Terr	Customer Nu	Customer Name	Document Number	Document Type	Document D	Month billed	Original Trx Am	Current Trx A	Aging Bucket
1267-IT	0100415115	GENERAL MOTORS CORPORATION	9000000586448	Payments	7/2/2008		(\$561.00)	(\$110.00)	270 and Over
1267-IT	0100415115	GENERAL MOTORS CORPORATION	1092594	Sales / Invoices	1/8/2009	December-09	\$374.00	\$374.00	121 - 269 Days
1267-IT	0100415126	GENERAL MOTORS CORPORATION	9000000670793	Payments	1/21/2009		(\$99.00)	(\$99.00)	121 - 269 Days
1267-IT	0100415115	GENERAL MOTORS CORPORATION	1107839	Sales / Invoices	2/12/2009	January-09	\$742.50	\$742.50	91 - 120 Days
1267-IT	0100415115	GENERAL MOTORS CORPORATION	1114651	Sales / Invoices	3/4/2009	February-09	\$803.00	\$803.00	91 - 120 Days
1267-IT	0100415120	GM FINANCIAL SHARED SERVICES A	1114652	Sales / Invoices	3/4/2009	February-09	\$49.50	\$49.50	91 - 120 Days
1267-IT	0100415128	GM FINANCIAL SHARED SERVICES A	1114654	Sales / Invoices	3/4/2009	February-09	\$16.50	\$16.50	91 - 120 Days
1267-IT	0100415114	GM FINANCIAL SHARED SERVICES A	1133608	Sales / Invoices	4/9/2009	March-09	\$2,733.50	\$2,733.50	61 - 90 Days
1267-IT	0100415115	GENERAL MOTORS CORPORATION	1133609	Sales / Invoices	4/9/2009	March-09	\$786.50	\$786.50	61 - 90 Days
1267-IT	0100415120	GM FINANCIAL SHARED SERVICES A	1133610	Sales / Invoices	4/9/2009	March-09	\$33.00	\$33.00	61 - 90 Days
1267-IT	0100415125	GENERAL MOTORS CORPORATION	1133611	Sales / Invoices	4/9/2009	March-09	\$2,002.00	\$2,002.00	61 - 90 Days
1267-IT	0100415128	GM FINANCIAL SHARED SERVICES A	1133612	Sales / Invoices	4/9/2009	March-09	\$71.50	\$71.50	61 - 90 Days
1267-IT	0100416765	GM FINANCIAL SHARED SERVICES A	1133614	Sales / Invoices	4/9/2009	March-09	\$5.50	\$5.50	61 - 90 Days
1267-IT	0126703959	GM FINANCIAL SHARED SERVICES A	1133616	Sales / Invoices	4/9/2009	March-09	\$56,458.60	\$56,458.60	61 - 90 Days
1267-IT	0100415114	GM FINANCIAL SHARED SERVICES A	1147069	Sales / Invoices	5/12/2009	April-09	\$1,006.50	\$1,006.50	Current
1267-IT	0100415115	GENERAL MOTORS CORPORATION	1147070	Sales / Invoices	5/12/2009	April-09	\$610.50	\$610.50	Current
1267-IT	0100415120	GM FINANCIAL SHARED SERVICES A	1147071_1	Sales / Invoices	5/12/2009	April-09	\$187.00	\$187.00	Current
1267-IT	0100415125	GENERAL MOTORS CORPORATION	1147073	Sales / Invoices	5/12/2009	April-09	\$2,321.00	\$2,321.00	Current
1267-IT	0100415128	GM FINANCIAL SHARED SERVICES A	1147074	Sales / Invoices	5/12/2009	April-09	\$33.00	\$33.00	Current
1267-IT	0126703959	GM FINANCIAL SHARED SERVICES A	1147076	Sales / Invoices	5/12/2009	April-09	\$56,237.54	\$56,237.54	Current
1267-IT	0100415262	PONTIAC EAST ASSEMBLY	1147075	Sales / Invoices	5/12/2009	April-09	\$55.00	\$55.00	Current
			Total					\$124,317.64	

Sales Ter	Customer Num	Customer Name	Document	Document Type	Document Date	Month Billed	Original Trx Am	Current Trx Am	Aging Bucket
6532-IT	1000004551	GM FSS ABP	1141439	Sales / Invoices	4/30/2009	March	\$2,703.75	\$2,703.75	31 - 60 Days
6532-IT	1000004551	GM FSS ABP	1141441	Sales / Invoices	4/30/2009	April	\$20,703.00	\$20,703.00	31 - 60 Days
6532-IT	1000004551	GM FSS ABP	1157308	Sales / Invoices	6/4/2009	May	\$20,703.00	\$20,703.00	Current
								\$44,109.75	

Batch ID	Temporary ID	Customer Number	Job Number	Temp Last Name
M9191267KM1	382368076	0100415114	0001099387	VASCASSENNO
M9201267KM1	382368076	0100415114	0001099387	VASCASSENNO
M9211267KM1	382768358	0100415114	0001099370	RISSMAN
M9211267KM1	382368076	0100415114	0001099387	VASCASSENNO
M9221267KM1	382368076	0100415114	0001099387	VASCASSENNO
M9221267KM1	382768358	0100415114	0001099370	RISSMAN
M9191267KM1	382768358	0100415115	0001099371	RISSMAN
M9191267KM1	382368076	0100415115	0001099389	VASCASSENNO
M9201267KM1	382368076	0100415115	0001099389	VASCASSENNO
M9211267KM1	382768358	0100415115	0001099371	RISSMAN
M9211267KM1	382368076	0100415115	0001099389	VASCASSENNO
M9221267KM1	382368076	0100415115	0001099389	VASCASSENNO
M9221267KM1	382768358	0100415115	0001099371	RISSMAN
M9191267KM1	382768358	0100415120	0001099375	RISSMAN
M9211267KM1	382768358	0100415120	0001099375	RISSMAN
M9191267KM1	382768358	0100415125	0001099380	RISSMAN
M9211267KM1	382768358	0100415125	0001099380	RISSMAN
M9221267KM1	382368076	0100415125	0001099398	VASCASSENNO
M9221267KM1	382768358	0100415125	0001099380	RISSMAN
M9231267KM1	382368076	0100415125	0001099398	VASCASSENNO
M9231267KM1	382768358	0100415125	0001099380	RISSMAN
M9191267KM1	382768358	0100415128	0001099383	RISSMAN
M9201267KM1	382368076	0100415128	0001099401	VASCASSENNO
M9211267KM1	382768358	0100415128	0001099383	RISSMAN
M9221267KM1	382768358	0100415128	0001099383	RISSMAN
M9221267KM1	382768358	0100415262	0001100303	RISSMAN
M9231267KM1	382768358	0100416707	0001126516	RISSMAN
E091912670001	368746509	0126703959	0000653518	GRANT
E091912670001	370863165	0126703959	0000653519	JONES
E091912670001	380969400	0126703959	0000654439	STROTHER
E091912670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E091912670001	362963357	0126703959	0001084124	WOJNAROSKI
E091912670001	362946079	0126703959	0001118079	KOMOREK
E091912670001	374606923	0126703959	0001120226	WATERLOO
E092012670001	368746509	0126703959	0000653518	GRANT
E092012670001	370863165	0126703959	0000653519	JONES
E092012670001	380969400	0126703959	0000654439	STROTHER
E092012670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E092012670001	362963357	0126703959	0001084124	WOJNAROSKI
E092012670001	362946079	0126703959	0001118079	KOMOREK
E092012670001	374606923	0126703959	0001120226	WATERLOO
E092112670001	368746509	0126703959	0000653518	GRANT
E092112670001	370863165	0126703959	0000653519	JONES
E092112670001	380969400	0126703959	0000654439	STROTHER
E092112670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E092112670001	362963357	0126703959	0001084124	WOJNAROSKI
E092112670001	362946079	0126703959	0001118079	KOMOREK
E092112670001	374606923	0126703959	0001120226	WATERLOO
E092212670001	368746509	0126703959	0000653518	GRANT
E092212670001	368746509	0126703959	0000653518	GRANT
E092212670001	370863165	0126703959	0000653519	JONES

E092212670001	370863165	0126703959	0000653519	JONES
E092212670001	380969400	0126703959	0000654439	STROTHER
E092212670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E092212670001	362963357	0126703959	0001084124	WOJNAROSKI
E092212670001	362946079	0126703959	0001118079	KOMOREK
E092212670001	362946079	0126703959	0001118079	KOMOREK
E092212670001	362946079	0126703959	0001118079	KOMOREK
E092212670001	374606923	0126703959	0001120226	WATERLOO
E092312670001	368746509	0126703959	0000653518	GRANT
E092312670001	368746509	0126703959	0000653518	GRANT
E092312670001	370863165	0126703959	0000653519	JONES
E092312670001	370863165	0126703959	0000653519	JONES
E092312670001	380969400	0126703959	0000654439	STROTHER
E092312670001	380969400	0126703959	0000654439	STROTHER
E092312670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E092312670001	393066987	0126703959	0000657723	ABDULAHAD KANDALA
E092312670001	362963357	0126703959	0001084124	WOJNAROSKI
E092312670001	362963357	0126703959	0001084124	WOJNAROSKI
E092312670001	362946079	0126703959	0001118079	KOMOREK
E092312670001	362946079	0126703959	0001118079	KOMOREK
E092312670001	362946079	0126703959	0001118079	KOMOREK
E092312670001	374606923	0126703959	0001120226	WATERLOO
E092312670001	374606923	0126703959	0001120226	WATERLOO
M9191267KM1	382768358	0126703959	0001087307	RISSMAN
M9201267KM1	382768358	0126703959	0001087307	RISSMAN
M9211267KM1	382768358	0126703959	0001087307	RISSMAN
M9221267KM1	382368076	0126703959	0001086388	VASCASSENNO
M9221267KM1	382768358	0126703959	0001087307	RISSMAN
M9231267KM1	382768358	0126703959	0001087307	RISSMAN

Total May IMPAC Variable Charges

Total MAY Fixed Price Bill

Purchase Order Number (Job)	Date	Hours Worked	Pay Amount	Total Fee	PAM Time Billed
TCB01800/PFR29746	5/3/2009	5.7	\$126.64	\$209.00	9.5
TCB01800/PFR29746	5/10/2009	5.25	\$116.64	\$192.50	8.75
TCB01800/PFR29746	5/17/2009	0.6	\$14.57	\$22.00	1
TCB01800/PFR29746	5/17/2009	6.9	\$153.30	\$253.00	11.5
TCB01800/PFR29746	5/24/2009	0.45	\$10.00	\$16.50	0.75
TCB01800/PFR29746	5/24/2009	0.75	\$18.21	\$27.50	1.25
OSB04661 02	5/3/2009	10.05	\$244.05	\$368.50	16.75
OSB04661 02	5/3/2009	3.15	\$69.98	\$115.50	5.25
OSB04661 02	5/10/2009	3.6	\$79.98	\$132.00	6
OSB04661 02	5/17/2009	1.8	\$43.71	\$66.00	3
OSB04661 02	5/17/2009	0.6	\$13.33	\$22.00	1
OSB04661 02	5/24/2009	1.2	\$26.66	\$44.00	2
OSB04661 02	5/24/2009	0.75	\$18.21	\$27.50	1.25
TCB01800/GMR80680	5/3/2009	0.9	\$21.86	\$33.00	1.5
TCB01800/GMR80680	5/17/2009	0.15	\$3.64	\$5.50	0.25
K537864	5/3/2009	10.35	\$251.33	\$379.50	17.25
K537864	5/17/2009	19.5	\$473.53	\$715.00	32.5
K537864	5/24/2009	11.7	\$259.94	\$429.00	19.5
K537864	5/24/2009	16.95	\$411.60	\$621.50	28.25
K537864	5/31/2009	12.6	\$279.93	\$462.00	21
K537864	5/31/2009	18	\$437.10	\$660.00	30
TCB01800/MRR23814	5/3/2009	0.45	\$10.93	\$16.50	0.75
TCB01800	5/10/2009	0.45	\$10.00	\$16.50	0.75
TCB01800/MRR23814	5/17/2009	0.15	\$3.64	\$5.50	0.25
TCB01800/MRR23814	5/24/2009	0.6	\$14.57	\$22.00	1
TCB01800	5/24/2009	0.75	\$18.21	\$27.50	1.25
TCB01800	5/31/2009	4.8	\$113.68	\$0.00	0
TCB01800	5/3/2009	24	\$741.60	\$0.40	40
TCB01800	5/3/2009	24	\$741.60	\$0.40	40
TCB01800	5/3/2009	24	\$643.20	\$0.40	40
TCB01800	5/3/2009	24	\$607.60	\$0.40	40
TCB01800	5/3/2009	24	\$725.20	\$0.40	40
TCB01800	5/3/2009	24	\$694.80	\$0.40	40
TCB01800	5/3/2009	24	\$615.20	\$0.40	40
TCB01800	5/10/2009	24	\$741.60	\$0.40	40
TCB01800	5/10/2009	24	\$741.60	\$0.40	40
TCB01800	5/10/2009	24	\$643.20	\$0.40	40
TCB01800	5/10/2009	24	\$607.60	\$0.40	40
TCB01800	5/10/2009	24	\$725.20	\$0.40	40
TCB01800	5/10/2009	24	\$694.80	\$0.40	40
TCB01800	5/10/2009	24	\$615.20	\$0.40	40
TCB01800	5/17/2009	24	\$741.60	\$0.40	40
TCB01800	5/17/2009	24	\$741.60	\$0.40	40
TCB01800	5/17/2009	24	\$643.20	\$0.40	40
TCB01800	5/17/2009	24	\$607.60	\$0.40	40
TCB01800	5/17/2009	24	\$725.20	\$0.40	40
TCB01800	5/17/2009	24	\$694.80	\$0.40	40
TCB01800	5/17/2009	24	\$615.20	\$0.40	40
TCB01800	5/24/2009	19.2	\$593.28	\$0.32	32
TCB01800	5/24/2009	4.8	\$148.32	\$0.00	0
TCB01800	5/24/2009	19.2	\$593.28	\$0.32	32

TCB01800	5/24/2009	4.8	\$148.32	\$0.00	0
TCB01800	5/24/2009	24	\$643.20	\$0.40	40
TCB01800	5/24/2009	24	\$607.60	\$0.40	40
TCB01800	5/24/2009	24	\$725.20	\$0.40	40
TCB01800	5/24/2009	9.6	\$277.92	\$0.16	16
TCB01800	5/24/2009	9.6	\$277.92	\$0.00	0
TCB01800	5/24/2009	4.8	\$138.96	\$0.00	0
TCB01800	5/24/2009	24	\$615.20	\$0.40	40
TCB01800	5/31/2009	19.2	\$593.28	\$0.32	32
TCB01800	5/31/2009	4.8	\$148.32	\$0.00	0
TCB01800	5/31/2009	22.8	\$704.52	\$0.38	38
TCB01800	5/31/2009	4.8	\$148.32	\$0.00	0
TCB01800	5/31/2009	19.2	\$514.56	\$0.32	32
TCB01800	5/31/2009	4.8	\$128.64	\$0.00	0
TCB01800	5/31/2009	19.2	\$486.08	\$0.32	32
TCB01800	5/31/2009	4.8	\$121.52	\$0.00	0
TCB01800	5/31/2009	19.2	\$580.16	\$0.32	32
TCB01800	5/31/2009	4.8	\$145.04	\$0.00	0
TCB01800	5/31/2009	9.6	\$277.92	\$0.16	16
TCB01800	5/31/2009	4.8	\$138.96	\$0.00	0
TCB01800	5/31/2009	9.6	\$277.92	\$0.00	0
TCB01800	5/31/2009	19.2	\$492.16	\$0.32	32
TCB01800	5/31/2009	4.8	\$123.04	\$0.00	0
TCB01800	5/3/2009	2.25	\$54.64	\$0.04	3.75
TCB01800	5/10/2009	24	\$582.80	\$0.40	40
TCB01800	5/17/2009	1.8	\$43.71	\$0.03	3
TCB01800	5/24/2009	0.15	\$3.33	\$0.00	0.25
TCB01800	5/24/2009	4.2	\$101.99	\$0.07	7
TCB01800	5/31/2009	1.2	\$29.14	\$0.02	2
				\$4,903.00	
				\$56,000.00	

GM Business	
Unbilled Estimate for June	
	Customer Balance
Impac Est. unbilled AR w/e 6/7/09 - Fixed	\$14,000.00
Impac Est. unbilled AR w/e 6/7/09 - Variable	\$1,150.00
Onstar Est. unbilled AR w/e 6/7/09	\$5,175.75