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Mary Kay Shaver (P-60411)

Mando Corporation

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

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:
In Re: : **Chapter 11 Case No.**
:
GENERAL MOTORS CORP., et al., : **09-50026 (REG)**
:
Debtors. : **(Jointly Administered)**
:
: **Hon. Robert E. Gerber**
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**LIMITED OBJECTION BY MANDO CORPORATION TO
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**

Mando Corporation (the "Supplier"), by and through its attorneys, Varnum LLP, hereby files this limited objection to the Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contract, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Amounts Related Thereto, dated June 5, 2009 (the "Assignment Notice") as follows:

1. On June 1, 2009, the Debtors commenced these voluntary cases under chapter 11 of title 11 of the United States Code.

2. On June 2, 2009, this Court entered an Order approving the Debtors' bidding procedure [Docket No. 274], which includes a procedure regarding the Debtors' assumption and assignment of executory contracts (the "Procedures Order").

3. On June 9, 2009, Supplier received the Assignment Notice, which states that the Debtors intend to assume and assign all of the Debtors' agreements with Supplier (the "Supplier Agreements") and proposes a cure amount of \$8,327,834.26 (the "Proposed Cure Amount").

4. The Debtors owe Supplier \$12,157,747.08 for prepetition goods and/or services provided to the Debtors under the Supplier Agreements ("Supplier Cure Amount").

5. Thus, there is a difference between the Proposed Cure Amount and the Supplier Cure Amount of \$3,829,912.82. The difference arises from the following:

a. Pre-petition tooling invoices in the amount of \$3,442,110.54 not included in the Proposed Cure Amount. Attached as Schedule 1 is a listing of invoices evidencing these. Copies are available upon request.

b. Pre-petition currency discrepancy in the amount of Pesos \$4,220,870.00 (approximately USD \$313,185.11). Attached as Schedule 2 is a listing of invoices evidencing these. Copies are available upon request.

c. Pre-petition production invoices in the amount of \$72,217.17 not included in the Proposed Cure Amount. Attached as Schedule 3 is a listing of invoices evidencing these. Copies are available upon request.

d. Pre-petition sample invoices in the amount of \$2,400.00 not included in the Proposed Cure Amount. Attached as Schedule 4 is a listing of invoices evidencing these. Copies are available upon request.

6. Accordingly, Supplier objects to the Assignment Notice and the Proposed Cure Amount to the extent they do not account for the total prepetition cure amount for purposes of Section 365(b) of the Bankruptcy Code in the amount of \$12,157,747.08.

WHEREFORE, Creditor requests that the Court enter an order:

(A) Granting Supplier a pre-petition cure amount for purposes of Section 365(b) of the Bankruptcy Code in the total amount of \$12,157,747.08 as a condition for the Debtors to assume and assign the Supplier Agreements pursuant to the Procedures Order; and

(B) Granting such other and further relief as the Court deems just and appropriate.

Respectfully submitted,

Varnum LLP

Dated: June 15, 2009

By: /s/ Mary Kay Shaver
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Doc No. 2712076

SCHEDULE 1

Tooling Invoices

SCHEDULE 2

Peso Discrepancy

SCHEDULE 3

Missed Invoices

SCHEDULE 4

Missed Sample Invoices

SCHEDULE 1

Tooling Invoices

Tooling AR List

Part	Program	CUSTOMER	P/O		EWO/TWO		MAC Invoice			Description		
			P/O No		EWO/TWO	WOH	MAC Invoice No	Amount	Date	Part Name	Part No	
Brake	GMT166/168	GM	24V90000		Production	N/A	MAC-DT-24V90000-01	\$607,600.00	04/06/09	Caliper ASM - RR BRK	15874939	
Brake	GMT17X	GM	24V90001		Production	N/A	MAC-DT-24V90000-01	\$406,600.00	05/04/09	Front Caliper	20845702	
Brake	GMX322/295	GM	1R7T001M	D55WG 1021031 D55WGA 1043395	EWO		MAC-DT-1R7T001M-01	\$5,400.00	12/17/08	Master Booster	20800051	
Steering	GMT345	GM	0M9T0037		EWO	929926	MACDT0M9T0037	13,000.00	05-22-09	Gear	25957397	
Steering	GMT345	GM	1M7K000R		EWO	864955	MACDT1M7K000R	222,615.00	03/09/09	Hose	25901299	
Steering	GMT561	GM	151C00FT		A. Capacity	N/A	MACDT151C00FT	393,000.00	06/05/09	Gear	25876167	
Steering	GMT966	GM	151C0051		EWO	699834	MACDT151C0051	10,850.00	01/29/09	Heat Shield	25819252	
Steering	GMT966	GM	22C20000		EWO	833577	MACDT22C20000	52,060.00	05/05/09	Heat Shield	25925956	
Steering	GMT745	GM	151C008P		EWO	873781	MACDT151C00BP	12,000.00	04/28/09	Gear	94725465	
Steering	GMT745	GM	151C0094		EWO	830463	MACDT151C00BR	65,400.00	05/22/09	Hose	94718481	
Suspension	Lambda	GM	151C008R		EWO	456607	MACDT151C00BR	141,800.00	5/22/2009	Rear Shock	25815593	
Suspension	Lambda	GM	151C00GX		EWO	1070796	MACDT151C00GX	9,405.00	06/04/09	Obsolescence	-	
Suspension	Lambda	GM	1ZD60026		EWO	996763	MACDT1ZD60026	10,753.20	04/28/09	Obsolescence	20758190	
Suspension	Lambda	GM	151C0065		EWO	901833	MACDT151C0065	15,200.00	05/22/09	Strut	25967702	
								\$1,965,693.20				
Brake	GMX211	GM Canada	Z3NC0016		EWO	DAVIA 827887	MAC-DT-23NC0016-01	\$20,673.34	04/18/08	Master Booster	20800043	
Brake	ZETA	GM Canada	1R7T0012		EWO	274056	MAC-DT-1R7T0012-01	\$280,000.00	04/28/09	Master Booster	92236765	
Brake	ZETA	GM Canada	1R7T0023		EWO	DSTAH 1017716	MAC-DT-1R7T0023-01	\$48,061.00	05/07/09	Master Booster	92236765	
Brake	ZETA	GM Canada	1R7T0014 (12/09/08)		Production	N/A	MAC-DT-1R7T0014-01	\$606,300.00	04/06/09	Callipers without Pads (FRT + RR)	92206520	
Brake	ZETA	GM Canada	23F6003 (12/09/08)		Production	N/A	MAC-DT-23F6003-01	\$400,000.00	04/30/09	Caliper Pads (FRT + RR)	92206521	
								\$1,355,034.34				

Tooling AR List

Part	Program	CUSTOMER	P/O No	EWO/TWO		MAC Invoice			Description		
				P/O No	EWO/TWO	WO#	MAC Invoice No	Amount	Date	Part Name	Part No
Brake	GMT166/168	GM Mexico	1FRR0080	TWO	WO# 1097032	MAC-DT-1FRR0080-01	\$9,014.00	05/04/09	RR Caliper	20871660	
Brake	GMT166/168	GM Mexico	1FRR007Z	TWO	WO# 1102682	MAC-DT-1FRR007Z-01	\$13,805.00	05/04/09	RR Caliper	20871660	
Brake	GMT166/168	GM Mexico	1FRR0081	TWO	WO# 1053935	MAC-DT-1FRR0081-01	48,715.00	05/19/09	RR Caliper	25775454/55 (100129/130 Hillsdale)	
Brake	GMT166/168	GM Mexico	1FRR0082	TWO	WO# 1108024	MAC-DT-1FRR0082-01	\$22,459.00	05/27/09	RR Caliper	20871660	
Steering	GMT319	GM Mexico	0P1K001H	EWO	1069791	MACDTP1K001H	9,200.00	05/18/09	Shaft	20850794	
Suspension	GMT319	GM Mexico	151C00G6	TWO	999167	MACDT151C00G6	18,200.00	04/21/09	Strut	25953579	
							\$121,393.00				

SCHEDULE 2

Peso Discrepancy

DUJN	P/O No.	Program	Invoice No.	Shipping date	Bill of Lading No.	Invoice Value (AMX)	Cure payment	Remarks
137468836	151C0091	GMT345/355	'001536583	5/1/2008	37172	10,789.12		Rejected to cash out Peso 2,417,292.28
137468836	151C0062		'001536584	5/1/2008	37171	67,352.54		
137468836	1FTZ001G		'000700769	5/8/2008	37273	19,906.53		
137468836	151C0062		'001536826	5/9/2008	37311	67,229.76		
137468836	151C0062		'001537235	5/12/2008	37332	107,731.17		
137468836	151C0062		'001538116	5/14/2008	37382	121,220.11		
137468836	151C0062		'001538715	5/16/2008	37441	134,582.30		
137468836	151C0062		'001539040	5/19/2008	37468	94,283.27		
137468836	151C0062		'001539718	5/21/2008	37519	228,842.88		
137468836	1FTZ001G		'000701677	5/22/2008	37550	19,906.53		
137468836	151C0062		'001540813	5/28/2008	37633	107,745.57		
137468836	1FTZ001G		'000702225	5/29/2008	37660	19,906.53		
137468836	151C0062		'001541362	5/30/2008	37705	121,099.48		
137468836	151C0062		'001541805	6/2/2008	37730	107,737.29		
137468836	151C0062		'001542758	6/4/2008	37775	147,558.63		
137468836	1FTZ001G		'000703180	6/5/2008	37800	79,626.13		
137468836	151C0062		'001543518	6/6/2008	37835	133,981.82		
137468836	151C0062		'001544034	6/9/2008	37880	93,688.90		
137468836	151C0062		'001544166	6/9/2008	37886	26,924.61		
137468836	151C0062		'001544911	6/11/2008	37928	133,981.82		
137468836	1FTZ001G		'000704158	6/12/2008	37961	59,719.60		
137468836	1FTZ001T		'ACA2008061871062	6/12/2008	37961	31,595.31		
137468836	151C0062		'001545927	6/13/2008	37996	134,090.21		
137468836	151C0062		'001546190	6/16/2008	38037	127,057.75		
137468836	151C0062		'001547117	6/18/2008	38111	153,996.75		
137468836	151C0066		'001547905	6/20/2008	38169	39,813.06		
137468836	151C0065		'001548030	6/20/2008	38179	26,924.61		
137468836	151C0062		'001563748	9/4/2008	39270	114,075.29		
137468836	151C0091		'001564394A253	9/5/2008	39325	60,270.23		
137468836	151C0062		'001564395	9/5/2008	39324	114,169.28		
137468836	151C0062		'001564808	9/8/2008	39351	80,800.45		
137468836	1FTZ001G		'000713705	9/11/2008	39424	39,813.06		
137468836	151C0062		'001566143	9/11/2008	39402	127,637.70		
137468836	151C0091		'001566144A259	9/11/2008	39403	20,090.08		
137468836	151C0062		'001566951	9/12/2008	39452	140,778.75		
137468836	151C0062		'001567199	9/15/2008	39498	140,703.59		
137468836	151C0062		'001568229	9/17/2008	39522	174,445.63		
137468836	1FTZ001G		'000714594	9/18/2008	39552	19,906.53		
137468836	1FTZ001G		'ADA2008102870648	9/18/2008	39552	(265.42)		
137468836	151C0062		'001569314	9/19/2008	39580	140,962.29		
137468836	1FTZ001G		'0000000382	9/22/2008	39603	19,906.53		
137468836	151C0066		'001569782	9/22/2008	39604	19,906.53		
137468836	151C0062		'001569813	9/22/2008	39609	127,608.38		
137468836	151C0062		'001570831	9/24/2008	39682	201,276.24		
137468836	151C0062		'001571806	9/26/2008	39728	60,483.11		
137468836	151C0063		'001571602	9/30/2008	39752	13,476.70		
137468836	151C0062		'001572021	10/2/2008	39795	40,399.14		
137468836	151C0062		'001573641	10/3/2008	39841	53,855.33		
137468836	1FTZ001G		'000000855	10/6/2008	39857	19,906.53		
137468836	151C0062		'001574161	10/6/2008	39863	33,558.50		
137468836	1FTZ001G		'000001077	10/13/2008	39980	19,906.53		
137468836	151C0066		'001576088A290	10/13/2008	39986	19,906.53		

4,220,869.79

SCHEDULE 3

Missed Invoices

DUN	P/O No.	Program	Part No.	Part Name	Invoice No.	Shipping date	Bill of Lading No.	Unit Price (\$)	Qty (pcs)	Invoice Value (\$)
137468836	23NC0007	GMX211	25908489	CYLINDER ASSY,GMX211..	120362	2008.10.21	120362	23.92	750	17,940
137468836	1R7T0000	GMX295	25847704	CYLINDER ASSY,GMX295 RHD..	115726	2008.04.11	115726	21.14	19	402
137468836	1R7T0001	GMX295	25847705	CYLINDER ASSY,GMX295 LHD..	115726	2008.04.11	115726	21.14	67	1,416
137468836	1R7T0002	GMX295	25847715	BSTR ASSY,GMX295..	115726	2008.04.11	115726	28.67	30	860
137468836	1R7T0003	GMX322	25847716	BSTR ASSY,GMX322..	115726	2008.04.11	115726	28.92	33	954
137468836	1R7T0004	GMX295	25847717	BSTR ASSY,GMX295 V..	115726	2008.04.11	115726	28.67	4	115
137468836	1R7T000C	GMX322	25847719	BSTR ASSY,GMX322 RHD..	115726	2008.04.11	115726	28.92	18	521
137468836	1R7T0005	GMX295	25847718	BSTR ASSY,GMX295 RHD..	115726	2008.04.11	115726	28.67	1	29
137468836	1FRR004R	LAMBDA	25815593	SHOCK ASSY RR FEZ FWD LH,GMT966/8..	118118	2008.07.31	118118	10.84	231	2,504
137468836	1FRR004T	LAMBDA	25815594	SHOCK ASSY RR FEZ FWD RH,GMT966/8..	118118	2008.07.31	118118	10.84	231	2,504
137468836	1FRR004V	LAMBDA	25815595	SHOCK ASSY RR FEZ AWD LH,GMT966/8..	118118	2008.07.31	118118	10.84	231	2,504
137468836	1FRR004W	LAMBDA	25815596	SHOCK ASSY RR FEZ AWD RH,GMT966/8..	118118	2008.07.31	118118	10.84	231	2,504
137468836	151C0081	LAMBDA	25874562	DSM FWD,GMT966/8..FEZ	118118	2008.07.31	118118	39.54	390	15,421
137468836	151C0082	LAMBDA	25874563	DSM AWD,GMT966/8..FEZ	118118	2008.07.31	118118	39.54	450	17,793
137468836	1FRR004R	LAMBDA	25815593	SHOCK ASSY RR FEZ FWD LH,GMT966/8..	119045	2008.09.03	119045	10.84	154	1,669
137468836	1FRR004T	LAMBDA	25815594	SHOCK ASSY RR FEZ FWD RH,GMT966/8..	119045	2008.09.03	119045	10.84	154	1,669
137468836	1FRR004V	LAMBDA	25815595	SHOCK ASSY RR FEZ AWD LH,GMT966/8..	119045	2008.09.03	119045	10.84	77	835
137468836	1FRR004W	LAMBDA	25815596	SHOCK ASSY RR FEZ AWD RH,GMT966/8..	119045	2008.09.03	119045	10.84	154	1,669
137468836	151C00FW	LAMBDA	20773439	SHOCK ASSY RR LH 19,GMT967.09MY.	120210	2008.10.15	120210	10.59	77	816
137468836	1ZD60015	LAMBDA	20762670	UPR HEAT SHIELD,GMT966/7/8..	122163	2009.02.17	122163	1.27	73	93
USD Total										\$ 72,247.17

SCHEDULE 4

Missed Sample Invoices

GM Sample List

06-12-2009

P/O No.	Program	Part No.	Part Name	Invoice No.	B/L No.	Unit Price (\$)	Qty (pcs)	Invoice Value (\$)	Remarks
E3TX7-002	Epsilon	13272160	Frnt Caliper LH	MB0800610	MB0800610	400.00	3	1,200.00	Mando Beijing to GMNA
E3TX7-002	Epsilon	13272161	Frnt Caliper RH	MB0800610	MB0800610	400.00	3	1,200.00	Mando Beijing to GMNA
								2,400.00	