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Attorneys for LEM U.S.A., Inc.

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)
)	(Jointly Administered)
Debtors.)	
_____)	

**LIMITED OBJECTION OF LEM U.S.A., INC.
TO THE DEBTOR'S PROPOSED CURE AMOUNT**

LEM U.S.A., Inc. ("LEM"), by its attorneys, hereby submits this limited objection (the "Objection") to the proposed cure amount of GM Corporation (the "Debtor") required to be paid to LEM in connection with the assumption and assignment of certain executory contracts between LEM and the Debtor. In support of this Objection, LEM states as follows:

BACKGROUND

1. On June 1, 2009 (the "Commencement Date"), the Debtor and three affiliate debtors commenced these voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court").

2. The Debtor and its debtor affiliates remain in possession of their property and continue to manage their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. Prior to the Commencement Date, LEM and the Debtor were parties to contracts pursuant to which LEM sold current transducers to the Debtor (the "Agreements").

4. On June 2, 2009, this Court entered an order (the "Sale Procedures Order") approving the procedures regarding the Debtor's assumption and assignment of executory contracts.

5. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtor delivered a notice (the "Assignment Notice") to LEM, indicating that the Debtor intends to assume and assign certain of the Debtor's Agreements with LEM (the "Assumed Contracts").

6. The Assignment Notice directed LEM to a website (the "Contract Website") containing a description of the Assumed Contracts and associated cure amounts. On the Contract Website, the Debtor identifies \$1,554.92 as the amount which it alleges to be owing to LEM under the Assumed Contracts (the "Debtor Cure Amount").

7. The Debtor Cure Amount is less than what is actually owed under the Assumed Contracts. LEM contests the Debtor Cure Amount and asserts that as of the Petition Date, the amount necessary to cure all defaults under the Agreement is \$6,063.28 (the "Supplier Cure Amount"). A summary of the Supplier Cure Amount and corresponding invoices are attached hereto as Exhibit A.

8. Pursuant to the Sale Procedures Order, LEM files this Objection to reserve its rights to the Supplier Cure Amount.

WHEREFORE, LEM seeks an order sustaining its Objection and finding that the Supplier Cure Amount and any subsequent postpetition amounts due and owing to LEM is required to be paid to LEM upon assumption and assignment of any Assumed Contracts and reserving its rights in connection with the Sale Procedures Order.

Dated: June 15, 2009
New York, New York

KELLEY DRYE & WARREN LLP

By: /s/ Jennifer A. Christian
James S. Carr (JC 1603)
Jennifer A. Christian (JC 7305)
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

- and -

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Attorneys for LEM U.S.A., Inc.

EXHIBIT A

LEM USA Inc.

GM Chapter 11

Outstanding Invoices for Claim:

Amount	Sales Order #	Invoice #	Date of Delivery	Invoice Date
\$4,493.52	S5035770	1002282	5/19/2009	5/15/2009
\$14.84	S5035921	1002504	6/1/2009	5/28/2009
\$7.42	S5035568	1002028	5/5/2009	5/1/2009
\$191.25	S5035864	1002413	5/26/2009	5/21/2009
\$250.75	S5035863	1002412	5/26/2009	5/21/2009
\$195.50	S5035862	1002411	5/26/2009	5/21/2009
\$910.00	S5035456	1002492	6/1/2009	5/28/2009



I N V O I C E

Invoice: 01002282 Revision: 1
Invoice Date: 05/15/09 Page: 1
Print Date: 06/08/09

Sold To: GEN6307

Ship To: GEN6307

GENERAL MOTORS CORPORATION
MANUAL PO SUPPORT WORKGROUP
PO BOX 63070
PHOENIX, AZ 85082
UNITED STATES

GM MOTORS C/O EXEL
87203456
41873 ECORSE RD
SUITE 290
BELLEVILLE, MI 48111
UNITED STATES

Sales Order: S5035770
Order Date: 05/15/09
Salesperson(s): 0000AG00

Ship Date: 05/15/09
Purchase Order: 24ZC0000

Bill To: GEN6307
Credit Terms: NET 30

Ship To: GM4187
Ship Via: UPS
BOL:
FOB Point: Shipping Point

Remarks:

FED EX COLLECT# 129583622

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Table with 7 columns: Item Number, UM, Shipped, Qty B/O, Qty Ordered, Price, Ext Price. Row 1: 90.39.27.003.7, EA, 1422.0, 0.0, 3.16, 4,493.52, HAB 60-S/SP3

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Summary table with 4 columns: Description, Currency, Line Total, Total. Includes Non-Taxable, Taxable, Tax Date, Containers, Line Charges, Service-Repair & Calib, Shipping & Handling, Special, Total Tax, and Total.

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

Bill To: gen6307 Open Only: Yes Currency: Balance: 4,493.52
GENERAL MOTORS CORPO Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount Open	Check	Days
05/15/09	01002282	I	06/14/09		4,493.52	4,493.52		



PACKING LIST
SIMULATION

Order Number: S5035770 Page: 1
Order Date: 05/15/09
Print Date: 05/15/09

GENERAL MOTORS CORPORATION
MANUAL PO SUPPORT WORKGROUP
PO BOX 63070
PHOENIX, AZ 85082
UNITED STATES

GM MOTORS C/O EXEL
87203456
41873 ECORSE RD
SUITE 290
BELLEVILLE, MI 48111
UNITED STATES

Cust PO: 24ZC0000

4493.52

Sold To: GEN6307

Ship To: 3M4187

Salespersons: 0000AG00

Frnt Terms: Collect
Credit Terms: NET 30
Ship Via: UPS *Ground*
FCB Point: Shipping Point

FED EX COLLECT# 129583622

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required	Promise
1	99.39.27.003.7 HAB 60-S/SP3 * ROHS *	00	1422.0	EA	05/15/09	05/19/09	05/19/09
	<i>P/N 13502201</i>	dd	1422.0				<i>(1422)</i>

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.



Shipment Notification (ASN) Report - General Motors (GM)

Shipment ID (ASN #):	145	Date & Time Shipped:	5/15/08 12:00 AM GMT
Plant:	NAO FAIRFAX (18044)	Date Received:	

Supplier		Carrier		Destination Point	
Name:	BEIJING LEM ELECTRONICS	Name:	Fed Ex	Name:	NAO FAIRFAX
Code:	054426154	Code:	CUOT	Code:	18044
Address:	Beijing Airport Industry Garden Block B Standard Factory Building #1 Beijing Beijing 101300 China	Address:		Address:	3201 FAIRFAX TWFPY KANSAS CITY KS 60115 US
Trailer number:	024560410005470	Trailer number:	024560410005470	Dock Code:	
Mode of Conveyance:	A - Air	Mode of Conveyance:	A - Air		
Carrier Reference Number:		Carrier Reference Number:			
Transit Direction:	SF - Seller to Freight Forwarder	Transit Direction:	SF - Seller to Freight Forwarder		

ASN Part Level

Part Number	Shipped	Quantity Received	UOM	Packaging		Purchase Order Number	Purchase Order Line Number	Packing Slip Number
				Type	Standard Pack			
13502281	1,422		EA	CNT	270.0	24ZC0000		
Gross Weight: 107				Total Containers: 6		Total Master Containers: 1		

Supplier	Confirmation	Warehouse	Carrier



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

June 8, 2009

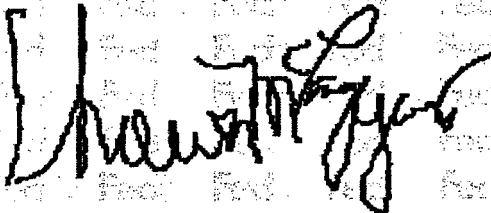
Dear Customer:

Here is the proof of delivery you requested for the shipment with tracking number **024580410005470**. Our records reflect the following information.

This tracking number is 1 out of a 6 multiple-piece shipment. The Master tracking number for this multiple-piece shipment is 024580410005470. If additional signature proof of delivery requests are needed for pieces within this multiple-piece shipment then they must be requested separately.

Delivery Information:

Status:	Delivered	Delivery location:	41873 ECORSE RD STE 290 Belleville, MI 48111
Signed for by:	SMCTAGGART	Delivery date:	May 19, 2009 16:25
Service type:	Ground-Direct Signature Required-Domestic		



S.MCTAGGART
#72, 16:25, 6 Del, 0 NonDel

Shipping Information:

Tracking number:	024580410005470	Ship date:	May 15, 2009
		Weight:	19.0 lbs.

Recipient:
MATT RUMBLE
GM MOTORS CO EXECL
41873 ECORSE RD STE 290
BELLEVILLE, MI 48111 US

Reference
Purchase order number

Shipper:
Dave Dixon
LEM USA
11665 W. Bradley Rd.
Milwaukee, WI 53224 US

S5035770
PO 24ZC0000

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339

Bill To: gen6440 Open Only: Yes Currency: Balance: 22.26
GENERAL MOTORS CORPO Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
05/28/09	01002504	I	06/27/09		14.84		14.84		
05/01/09	01002028	I	05/31/09		7.42		7.42		



I N V O I C E

Invoice: 01002504 Revision: 1
 Invoice Date: 05/28/09 Page: 1
 Print Date: 06/08/09

Sold To: GEN6440

Ship To: GEN6440

GENERAL MOTORS CORPORATION
 PRE-PRODUCTION PURCHASING
 SOUTH CAMPUS OFFICE CENTER
 6440 EAST TWELVE MILE ROAD
 WARREN, MI 48090
 UNITED STATES

GM-VEC SOUTH
 6600 EAST 12 MILE ROAD
 DOCK# 18
 WARREN, MI 48090
 UNITED STATES

Sales Order: S5035921
 Order Date: 05/28/09
 Salesperson(s): 0000AG00

Ship Date: 05/28/09
 Purchase Order: K15FL
 Ship To: GMV6600
 Ship Via: FED

Bill To: GEN6440
 Credit Terms: NET 30

BOL:
 FOB Point: Shipping Point

Remarks:

FOR ONE DAY OR MORE - SHIP FED EX GROUND NO ACCOUNT REQUIRED

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
 WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	4.0		0.0	3.71	14.84
Customer Item: 10306471						
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 14.84	Currency: USD	Line Total:	14.84
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/28/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		14.84

LEM U.S.A., Inc.
 11665 W. Bradley Rd.
 Milwaukee, WI 53224

Tel: 414 353 0711
 Fax: 414 358 5035
 www.lem.com

Remit To: LEM U.S.A., Inc.
 3868 Paysphere Circle
 CHICAGO, IL 60674

Detailed Results

Enter tracking number

Track

Detailed Results	Notifications		
Tracking no.: 024580410005746 E-mail notifications			
<p>Delivered</p> <p>Initiated Picked up In transit Delivered</p> <p>Delivered Signed for by: TFULFORD</p>			
Shipment Dates	Destination		
Ship date May 28, 2009	Warren, MI		
Delivery date Jun 1, 2009 11:20 AM	Signature Proof of Delivery		
Shipment Facts Help			
Service type	Ground-Direct Signature Required-Domestic	Reference	S5035921
Weight	1.0 lbs/0.5 kg	Purchase order number	PO: K15FL
Shipment Travel History Help			
Select time zone: Select	Select time format: 12H 24H		
All shipment travel activity is displayed in local time for the location			
Date/Time	Activity	Location	Details
Jun 1, 2009 11:20 AM	Delivered	Warren, MI	
May 30, 2009 7:10 AM	On FedEx vehicle for delivery	LIVONIA, MI	
May 30, 2009 3:46 AM	At local FedEx facility	LIVONIA, MI	
May 30, 2009 2:23 AM	Departed FedEx location	TOLEDO, OH	
May 29, 2009 7:56 PM	Arrived at FedEx location	TOLEDO, OH	
May 29, 2009 6:39 AM	Departed FedEx location	CHICAGO, IL	
May 29, 2009 2:09 AM	Arrived at FedEx location	CHICAGO, IL	
May 28, 2009 10:14 PM	Left FedEx origin facility	CUDAHY, WI	
May 28, 2009 6:52 PM	Arrived at FedEx location	CUDAHY, WI	
May 28, 2009 3:05 PM	Picked up	CUDAHY, WI	
May 28, 2009 1:07 PM	Shipment information sent to FedEx		



I N V O I C E

Invoice: 01002026 Revision: 1
 Invoice Date: 05/01/09 Page: 1
 Print Date: 06/08/09

Sold To: GEN6440

Ship To: GEN6440

GENERAL MOTORS CORPORATION
 PRE-PRODUCTION PURCHASING
 SOUTH CAMPUS OFFICE CENTER
 6440 EAST TWELVE MILE ROAD
 WARREN, MI 48090
 UNITED STATES

GM LORDSTOWN ASSEMBLY
 2300 HALLOCK-YOUNG ROAD
 DOCK GGG
 LORDSTOWN, OH 44481
 UNITED STATES

Sales Order: S5035568
 Order Date: 05/01/09
 Salesperson(s): 0000AG00

Ship Date: 05/01/09
 Purchase Order: N1QX6-000
 Ship To: GM2300
 Ship Via: UPS
 BOL:
 FOB Point: Shipping Point

Bill To: GEN6440
 Credit Terms: NET 30

Remarks:

FOR ONE DAY OR MORE - SHIP FED EX GROUND NO ACCOUNT REQUIRED

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
 WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0 HAB 60-S	EA	2.0	0.0		3.71	7.42

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 7.42	Currency: USD	Line Total:	7.42
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/01/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		7.42

LEM U.S.A., Inc.
 11665 W. Bradley Rd.
 Milwaukee, WI 53224

Tel: 414 353 0711
 Fax: 414 358 5035
 www.lem.com

Remit To: LEM U.S.A., Inc.
 3868 Paysphere Circle
 CHICAGO, IL 60674

Detailed Results

Enter tracking number

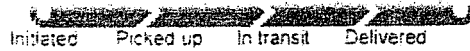


Detailed Results	Notifications
------------------	---------------

Tracking no.: 024580410005234

E-mail notifications

Delivered



Delivered
Signed for by: PRICE

Shipment Dates

Ship date May 1, 2009
Delivery date May 5, 2009 8:25 AM

Destination

Warren, OH
Signature Proof of Delivery

Shipment Facts

[Help](#)

Service type	Ground-Direct Signature Required-Domestic	Reference	S5035568
Weight	1.0 lbs/0.5 kg	Purchase order number	PO N1QX6-000

Shipment Travel History

[Help](#)

Select time zone: Select

Select time format: 12H | 24H

All shipment travel activity is displayed in local time for the location

Date/Time	Activity	Location	Details
May 5, 2009 8:25 AM	Delivered	Warren, OH	
May 5, 2009 5:19 AM	On FedEx vehicle for delivery	NORTH JACKSON, OH	
May 5, 2009 12:01 AM	At local FedEx facility	NORTH JACKSON, OH	
May 4, 2009 8:35 PM	Departed FedEx location	GROVE CITY, OH	
May 4, 2009 3:56 PM	Arrived at FedEx location	GROVE CITY, OH	
May 2, 2009 12:33 AM	In transit	CHICAGO, IL	
May 1, 2009 10:51 PM	Left FedEx origin facility	CUDAHY, WI	
May 1, 2009 7:36 PM	Arrived at FedEx location	CUDAHY, WI	
May 1, 2009 3:18 PM	Picked up	CUDAHY, WI	
May 1, 2009 2:09 PM	Shipment information sent to FedEx		



I N V O I C E

Invoice: 01002413 Revision: 1
Invoice Date: 05/21/09 Page: 1
Print Date: 06/08/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GM SERVICE PARTS
4400 WEST MT. HOPE ROAD
LANSING, MI 48917
UNITED STATES

Sales Order: S5035864
Order Date: 05/21/09
Salesperson(s): 0000AG00

Ship Date: 05/21/09
Purchase Order: GM44913
Ship To: GMS4400
Ship Via: FED

Bill To: GMD2000
Credit Terms: NET 30

BOL:
FOB Point: Shipping Point

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Table with columns: Item Number, UM, Shipped, Qty B/O, Qty Ordered, Price, Ext Price. Row 1: 90.39.27.000.0, EA, 45.0, 0.0, 4.25, 191.25. Includes Customer Item: 10306471, HAB 60-S.

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Summary table with columns: Description, Amount. Includes Non-Taxable: 191.25, Taxable: 0.00, Tax Date: 05/21/09, Containers: 0.00, Line Charges: 0.00, Currency: USD, Line Total: 191.25, Discount: 0.00, Service-Repair & Calib 10: 0.00, Shipping & Handling 20: 0.00, Special 30: 0.00, Total Tax: 0.00, Total: 191.25.



PACKING LIST
SIMULATION

Order Number: S5035964 Page: 1
Order Date: 05/21/09
Print Date: 05/21/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GM SERVICE PARTS
4400 WEST MT. HOPE ROAD
LANSING, MI 48917
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4400

Salespersons: 0000AG01

Prt Terms: ~~Prepay~~ and Add
Credit Terms: NET 30
Ship Via: FED **G**
FOB Point: Shipping Point

collect 3rd P

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required Promise
1	90.39.27.000.0 HAB 60-S	00	45.0	EA	05/21/09	05/26/09 05/26/09
	Customer Item: 10306471	cl	45.0			

5/21/09

(45) 5x9

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

\$ 191.25

SLI # WK 88959

4.25

Detailed Results

Printable Version

Help


Enter tracking number

Detailed Results	Notifications		
Tracking no.: 024580410005692 E-mail notifications			
<p>Delivered Signed for by: DVANARSDALL</p>			
Shipment Dates	Destination		
Ship date May 21, 2009 Delivery date May 26, 2009 12:55 PM	Lansing, MI Signature Proof of Delivery		
Shipment Facts Help			
Service type	Ground-Direct Signature Required-Domestic	Reference	S5035864
Weight	6.0 lbs/2.7 kg	Purchase order number	PO GM44913
Shipment Travel History Help			
Select time zone: Select	Select time format: 12H 24H		
All shipment travel activity is displayed in local time for the location			
Date/Time	Activity	Location	Details
May 26, 2009 12:55 PM	Delivered	Lansing, MI	
May 23, 2009 6:42 AM	On FedEx vehicle for delivery	LANSING, MI	
May 23, 2009 4:33 AM	At local FedEx facility	LANSING, MI	
May 23, 2009 1:40 AM	Departed FedEx location	TOLEDO, OH	
May 22, 2009 8:51 PM	Arrived at FedEx location	TOLEDO, OH	
May 22, 2009 7:50 AM	Departed FedEx location	CHICAGO, IL	
May 22, 2009 5:37 AM	Arrived at FedEx location	CHICAGO, IL	
May 21, 2009 10:06 PM	Left FedEx origin facility	CUDAHY, WI	
May 21, 2009 7:36 PM	Arrived at FedEx location	CUDAHY, WI	
May 21, 2009 3:25 PM	Picked up	CUDAHY, WI	
May 21, 2009 2:08 PM	Shipment information sent to FedEx		

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Package/Envelope **Freight** **Expedited** **Office/Print Services** 

Ship > **Track** > **Manage** > **Business Solutions** >

Bill To: gmd2000 Open Only: Yes Currency:
GM DISBURSEMENT SERV Reporting Currency: USD

Balance: 850.00

Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
05/21/09	01002413	I	06/20/09		191.25		191.25		
05/21/09	01002412	I	06/20/09		250.75		250.75		
05/21/09	01002411	I	06/20/09		195.50		195.50		



I N V O I C E

Invoice: 01002412 Revision: 1
Invoice Date: 05/21/09 Page: 1
Print Date: 06/08/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSP0
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Sales Order: S5035863
Order Date: 05/21/09
Salesperson(s): 0000AG00

Ship Date: 05/21/09
Purchase Order: GM44913
Ship To: GMS4134
Ship Via: FED

Bill To: GMD2000
Credit Terms: NET 30

BOL:
FOB Point: Shipping Point

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Table with columns: Item Number, UM, Shipped, Qty B/O, Qty Ordered, Price, Ext Price. Row 1: 90.39.27.000.0, EA, 59.0, 0.0, 4.25, 250.75. Includes Customer Item: 10306471, HAB 60-S.

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Summary table with columns: Description, Amount. Includes Non-Taxable: 250.75, Taxable: 0.00, Tax Date: 05/21/09, Containers: 0.00, Line Charges: 0.00, Currency: USD, Line Total: 250.75, Discount: 0.00, Service-Repair & Calib 10: 0.00, Shipping & Handling 20: 0.00, Special 30: 0.00, Total Tax: 0.00, Total: 250.75.



I N V O I C E

Invoice: 01002411 Revision: 1
 Invoice Date: 05/21/09 Page: 1
 Print Date: 06/06/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
 ENTERPRISE ACTIVITIES GROUP
 PO BOX 2000
 FLINT, MI 48501-2000
 UNITED STATES

GMSPO
 4134 DAVISON RD
 DESTINATION CODE: 17177
 BURTON, MI 48509
 UNITED STATES

Sales Order: S5035862
 Order Date: 05/21/09
 Salesperson(s): 0000AG00

Ship Date: 05/21/09
 Purchase Order: GM44913
 Ship To: GMS4134
 Ship Via: FED
 BOL:
 FOB Point: Shipping Point

Bill To: GMD2000
 Credit Terms: NET 30

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
 LEM USA SUMMIT NUMBER IS 1185442
 INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
 PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
 TOM JONES
 810-606-2581

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	46.0		0.0	4.25	195.50
Customer Item:		10306471				
HAB 60-S						

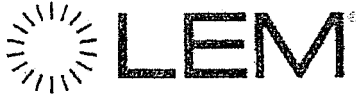
PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 195.50	Currency: USD	Line Total:	195.50
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/21/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		195.50

LEM U.S.A., Inc.
 11665 W. Bradley Rd
 Milwaukee, WI 53224

Tel: 414 353 0711
 Fax: 414 358 5035
 www.lem.com

Remit To: LEM U.S.A., Inc.
 3868 Paysphere Circle
 CHICAGO, IL 60674



PACKING LIST
SIMULATION

Order Number: S5035863 Page: 1
Order Date: 05/21/09
Print Date: 05/21/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSPO
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4134

Salespersons: 0000AG00

Frnt Terms: *Collect 3rd P*
Credit Terms: NET 30
Ship Via: *Fed G*
FOB Point: Shipping Point

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER -
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL -
TOM JONES
810-606-2581

Ln	Item Number	Site T Location	Qty Open to Ship	Open UM	Due Shipped	Required Promise
1	90.39.27.000.0 HAB 60-S	00	59.0	EA	05/21/09	05/26/09 05/26/09
	Customer Item: 10306471	cl	59.0	(59)		<i>5/21/07</i>

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

\$ 250.75

SLI # NK 88966

Slip w/ S5035862



PACKING LIST
SIMULATION

Order Number: S5035862 Page: 1
Order Date: 05/21/09
Print Date: 05/23/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSPO
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4134

Salespersons: 0000AG00

Frnt Terms: collect 3rd P
Credit Terms: NET 30
Ship Via: Fed G
FOB Point: Shipping Point

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER -
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL -
TOM JONES
810-606-2581

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required Promise
1	90.39.27.000.0 HAB 60-S	00	46.0	EA	05/22/09	05/26/09 05/26/09
	Customer Item: 10306471	cl	46.0	(46)		5/21/09

EM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
ISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

SLI # WK88966 4.25 \$195.50
Skip w/ S5035863



Phone: (520) 352-3200
 Fax: (520) 352-3206
 Email: j-com@j-com.com
 Website: www.j-com.com

GM SPO ASN REQUIREMENTS

COMPANY NAME: COMPANY FAX NUMBER:	LEM USA Inc. 414-353-0733	CONTACT NAME: CONTACT PHONE NUMBER:	SATYA 414-353-0711 X120
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SHIPMENT IDENTIFICATION NUMBER
(Packing Slip, Bill of Lading or Invoice Number)

S5035863 &S5035862	Total Number of Pages for this Shipment
	1

SHIP DATE	SHIP TIME	GROSS WEIGHT	CONTAINER QTY
05/21/09	2:11	9	105

PICK UP CARRIER SCAC CODE	MODE CODE	SLI NUMBER	TRAILER NUMBER
FEDEX	GROUND	WK88966	<i>Trailer #</i> 0245304/0005702

Your DUNS NUMBER	GM's CISCO SHIP TO CODE	DOCK NUMBER
618299051	17177	1

GM SPO Part Number	Ship Quantity	Unit of Measure	Year to Date CUM	PO Number
10306471	105	EA		GM44913

SPECIAL INSTRUCTIONS



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

June 8, 2009

Dear Customer:

The following is the proof-of-delivery for tracking number 024580410005708.

Delivery Information:

Status:	Delivered	Delivery location:	4134 DAVISON ROAD Burton, MI 48509
Signed for by:	AKNOLL	Delivery date:	May 26, 2009 13:31
Service type:	Ground-Direct Signature Required-Domestic		

A. KNOLL
~~#18, 13:31, 180 Del: 0 NonDel~~

Shipping Information:

Tracking number:	024580410005708	Ship date:	May 21, 2009
		Weight:	9.0 lbs.

Recipient:	Shipper:
SLI # WK88966	Dave Dixon
GMSPO	LEM USA
4134 DAVISON RD.	11665 W. Bradley Rd.
DESTINATION CODE: 17177	Milwaukee, WI 53224 US
BURTON, MI 48509 US	
Reference	S5035862, S5035863
Purchase order number	PO GM44913

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339



I N V O I C E

Invoice: 01002492 Revision: 3
Invoice Date: 05/28/09 Page: 1
Print Date: 06/08/09

Sold To: GM6349

Ship To: GM6349

GM FSS ABP
PO BOX 63490
PHOENIX, AZ 85082-3490
UNITED STATES

GM FUEL CELL
11 CARRIAGE STREET
HONEOYE FALLS, NY 14472
UNITED STATES

Sales Order: S5035456
Order Date: 04/23/09
Salesperson(s): 0000AG00

Ship Date: 05/28/09
Purchase Order: FAS05366
Ship To: GMF11
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GM6349
Credit Terms: NET 30

Remarks: ORDERED BY JULIE STUART

FED EX COLLECT# 441852282

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT WWW.LEMUSA.COM

Table with columns: Item Number, UM, Shipped, Qty B/O, Qty Ordered, Price, Ext Price. Row 1: 90.B6.99.040.P, EA, 14.0, 0.0, 65.00, 910.00. Includes Customer Item: PRYX9923 001 and DHAB S/40.

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Summary table with columns: Description, Amount. Includes Non-Taxable: 910.00, Taxable: 0.00, Tax Date: 05/28/09, Containers: 0.00, Line Charges: 0.00, Currency: USD, Line Total: 910.00, Discount: 0.00, Service-Repair & Calib 10: 0.00, Shipping & Handling 20: 0.00, Special 30: 0.00, Total Tax: 0.00, Total: 910.00.

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

Bill To: gm6349 Open Only: Yes Currency: Balance: 910.00
GM FSS ABP Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
-----	-----	-	-----	-	-----	-----	-----	-----	-----
05/28/09	01002492	I	06/27/09		910.00		910.00		



PACKING LIST
SIMULATION

Order Number: S5035456 Page: 1
Order Date: 04/23/09
Print Date: 05/28/09

GM FSS ABP
PO BOX 63490
PHOENIX, AZ 85082-3490
UNITED STATES

GM FUEL CELL
11 CARRIAGE STREET
HONEOYE FALLS, NY 14472
UNITED STATES

ORDERED BY JULIE STUART
Cust PO: FAS05366

Sold To: GM6349

Ship To: GMF11

Salespersons: 0000AG00

Frnt Terms: Collect
Credit Terms: *Net 30*
Ship Via: *Fed Ex*
FOB Point: Shipping Point

Robert D.
317-915-2722

FED EX COLLECT# 441652282

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required	Promise
1	90.B6.99.040.P DHAB S/40	00	14.0	EA	05/28/09	06/01/09	06/02/09
	Customer Item: PRYX9923 001	ic	14.0	(14)			

5/28/09

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

\$ 910.00

DCH# 19139

65.00



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

June 8, 2009

Dear Customer:

The following is the proof-of-delivery for tracking number 024580410005753.

Delivery Information:

Status:	Delivered	Delivery location:	FUEL CELL ACTIVITIES RESEARCH CENTE 10 CARRIAGE ST Honeoye Falls, NY 14472
Signed for by:	JNIGRIO	Delivery date:	Jun 1, 2009 11:28
Service type:	Ground-Direct Signature Required-Domestic		

J. Nigrio

J. NIGRIO
#34, 11:28, 2 Del, 0 NonDel

Shipping Information:

Tracking number:	024580410005753	Ship date:	May 28, 2009
		Weight:	3.0 lbs.
Recipient:	JULIE STUART GM FUEL CELL 11 CARRIAGE STREET HONEOYE FALLS, NY 14472 US	Shipper:	Dave Dixon LEM USA 11665 W. Bradley Rd. Milwaukee, WI 53224 US
Reference			S5035456
Purchase order number			PO FAS05366

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339

CERTIFICATE OF SERVICE

I, Jennifer A. Christian hereby certify that on June 15, 2009, a true and correct copy of the Objection of LEM U.S.A., Inc. to the Debtor's Proposed Cure Amount was filed via this Court's CM/ECF system and served on June 15, 2009 on those parties listed on the annexed schedule via overnight mail.

/s/ Jennifer A. Christian
Jennifer A. Christian

<p>General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, Michigan 48090-9025 Attn: Warren Command Center Mailcode 480-206-114</p>	<p>Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq.</p>
<p>U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, D.C. 20220 Attn: Matthew Feldman, Esq.</p>	<p>Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 Attn: John J. Rapisardi, Esq.</p>
<p>Vedder Price, P.C. 1633 Broadway, 47th Floor New York, New York 10019 Attn: Michael J. Edelman, Esq. Michael L. Schein, Esq. BY HAND</p>	<p>Office of United States Trustee for the Southern District of New York 33 Whitehall Street 21st Floor New York, New York 10004 Attn: Diana G. Adams, Esq.</p>
<p>Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Gordon Z. Novod, Esq.</p>	