

LATHAM & WATKINS LLP

Mitchell Seider (MS-4321)
Jason Sanjana (JS-8695)
885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: mitchell.seider@lw.com

-and-

Paul Sheridan
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-220
Facsimile: (202) 637-2201

Attorneys for CHAMPION LABORATORIES, INC.

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

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

**LIMITED OBJECTION TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) CURE AMOUNTS
RELATED THERETO**

Champion Laboratories, Inc. ("Champion"), a party in interest, files this limited objection and reservation of rights to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other

Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Docket No. 92) (the “Sale Motion”) and states as follows:

Champion is a party to certain executory contracts with General Motors Corporation. Champion has reviewed the cure amount set forth on the Contract Website with respect to its executory contracts. In addition to the amounts set forth on the Contract Website, an additional amount of \$371,653.67 is also owed to Champion and should be added to such cure amount for a total cure amount of \$2,511,798.45. A spreadsheet detailing the additional amounts owed is attached hereto as Exhibit “A” and by this reference made a part hereof.

Champion reserves its right to supplement this objection with additional legal or factual arguments.

Dated: June 15, 2009

LATHAM & WATKINS LLP

/s/ Mitchell Seider

Mitchell Seider (MS-4321)
Jason Sanjana (JS-8695)
LATHAM & WATKINS LLP
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New York, New York
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
mitchell.seider@lw.com

-and-

Paul Sheridan
555 Eleventh Street, N.W.
Suite 1000
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Facsimile: (202) 637-2201

Attorneys for:
CHAMPION LABORATORIES, INC.

EXHIBIT A

<u>GM Payment Cure Amount</u>	
\$1,761,178.55	GM Main
\$89,837.21	Saturn
\$289,129.02	GM Canada

\$2,140,144.78 **Total Payments**

Champ Unresolved Balances After Payment Breakdown of Balance

Unpaid Invoices	\$249,581.35
Chargebacks	\$3,310.68
Pricing	\$58,700.18
Shortages	\$24,627.94
Misc Discrepancies	\$6,611.55
Freight	\$3,766.50
Unapplied Cash on Payment (Manual BOL's Created That I Am Unable To Match Up)	-\$5,414.95
Saturn Unpaid Invoices & Chargebacks	\$16,642.46
GM Canada Unpaid Invoices & Pricing	\$13,827.96
Total	\$371,653.67

Grand Total **\$2,511,798.45**

These are invoices that were skipped over and not paid. Some of these are invoices that are not showing on the stayed items in E-Dacor

Invoices that have already gone through claims and have been charged back to GM
 Left over pricing from Retro payment not fixed and current pricing issues
 Invoices that were short paid
 Deductions that were taken with no explanation attached
 Deductions on freight charges
 Items that were paid using manual BOL's or invoice numbers that cannot be matched to what is in our system
 Invoices that were skipped over and deductions taken
 Invoices that were skipped over and pricing issues not corrected

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of Champion Laboratories Inc.'s Limited Objection to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Amounts Related Thereto was served on June 15, 2009 automatically through the Court's ECF system to all parties having registered in these Chapter 11 cases under the Court's CM/ECF system, and via overnight Federal Express on the parties identified below:

Debtors:

General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-9025
Attn: Warren Command Center
Mailcode 480-206-114

Attorneys for Debtors:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Harvey R. Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.

U.S. Treasury:

U.S. Treasury
1500 Pennsylvania Avenue NW
Room 2312
Washington, DC 20220
Attn: Matthew Feldman, Esq.

Attorneys for Purchaser:

Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
Attn: John J. Rapisardi, Esq.

Attorneys for Creditors Committee:

Miller, Johnson, Snell & Cummiskey, PLC
250 Monroe Avenue, N.W., Suite 800
Grand Rapids, MI 49503
Attn: Robert D. Wolford, Esq.

Kramer Levin Naftalis & Frankel LLP
1177 AVENUE OF THE AMERICAS
New York, NY 10036
Attn: Gordon Z. Novod, Esq.

Attorneys for Export Development Canada:

Vedder Price, P.C.
1633 Broadway, 47th Floor
New York, NY 10019
Attn: Michael J. Edelman, Esq.
Michael L. Schein, Esq.

U.S. Trustee:

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Diana G. Adams, Esq.

DATED: June 15, 2009

LATHAM & WATKINS LLP

/s/ Mitchell Seider

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New York, New York
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