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*Attorneys for Mann+Hummel USA, Inc.,
Mann+Hummel GMBH, Mann+Hummel
Advanced Filtration Concepts, Inc.,
Mann+Hummel Mexico S.A. de C.V.*

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

In re

General Motors Corp., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**LIMITED OBJECTION OF MANN+HUMMEL USA, INC., MANN+HUMMEL GMBH,
MANN+HUMMEL ADVANCED FILTRATION CONCEPTS, INC., AND
MANN+HUMMEL MEXICO S.A. DE C.V. TO DEBTORS' NOTICE OF INTENT TO
ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED
LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
NONRESIDENTIAL PROPERTY**

Mann+Hummel USA, Inc., Mann+Hummel GMBH, Mann+Hummel Advanced Filtration Concepts, Inc., Mann+Hummel Mexico S.A. de C.V., and all other legal entities associated with ultimate DUNS number 332756340 (collectively, "Mann+Hummel"), by and through its undersigned counsel, for its objection (the "Cure Objection") to the proposed Cure Amount listed

on Debtors' Contract Notices website (the "Website") pursuant to this Court's Sale Procedures Order and paragraph A of the Assumption and Assignment Notice respectfully represents:

1. On June 1, 2009 (the "Petition Date"), the Debtors filed their voluntary petition for relief in this Court under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").

2. Prior to the Petition Date, Mann+Hummel entered into various contracts, purchase orders, and agreements whereby Mann+Hummel would provide goods and services in exchange for timely payments of same by Debtors (collectively, the "Contracts").

3. Pursuant to the Sale Procedures Order, the Debtors delivered its Assumption and Assignment Notice dated June 5, 2009 which included instructions to access the Website on which Mann+Hummel could view a listing of those executory contracts Debtors may seek to assume and assign in connection with the sale of substantially all of its assets, and by its calculations, any corresponding proposed Cure Amount in connection with such contract or leases.

4. At the time this Cure Objection was filed, the Website identified 508 Contracts the Debtors may seek to assume and assign in connection with the sale of substantially all of its assets and a total Cure Amount of \$1,219,611.97 due and owing to Mann+Hummel under the identified Contracts.

5. Mann+Hummel does not object to the assumption and assignment of its Contracts *per se* and has begun, or is prepared to begin, its efforts to reach a consensual resolution of the Cure Amount with Debtors. However, as the Cure Amount has not yet been resolved, Mann+Hummel, for purposes of preserving its objection rights as to the proposed Cure Amount, makes this Cure Objection pursuant to paragraph 8 of the Assumption and Assignment Notice.

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CERTIFICATE OF SERVICE

I hereby certify that on June 15, 2009, I caused to be filed by electronic filing with the United States Bankruptcy Court for the Southern District of New York the Limited Objection of Mann+Hummel USA, Inc., Mann+Hummel GMBH, Mann+Hummel Advanced Filtration Concepts, Inc., Mann+Hummel Mexico S.A. de C.V. to Debtors' Notice of Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Property, using the ECF system which will send notification of such filing to registered users in the case; and to be served via E-Mail and U.S. Mail on the following at the addresses set forth below.

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| Diana G. Adams, Esq. Office of the U.S. Trustee for the Southern District of New York 33 Whitehall Street, 21 st Floor New York, NY 10004 | Warren Command Center Mailcode 480-206-114 General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, MI 48090-9025 |
| Harvey Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 harvey.miller@weil.com stephen.karotkin@weil.com joseph.smolinsky@weil.com | John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281 john.rapisardi@cwt.com |

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| Matthew Feldman, Esq. U.S. Department of Treasury 1500 Pennsylvania Avenue NW, Room 2312 Washington, DC 20220 | Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway, 47 th Floor New York, NY 10019 mjedelman@vedderprice.com mschein@vedderprice.com |
| Kenneth Eckstein, Esq. Thomas Moers Mayer, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 keckstein@kramerlevin.com tmayer@kramerlevin.com | <u>Chambers Copy</u> Hon. Robert E. Gerber United States Bankruptcy Court Southern District of New York One Bowling Green, Room 621 New York, NY 10004-1408 |

Dated: New York New York
June 15, 2009

BUTZEL LONG, a professional corporation

By: /s/ Robert Sidorsky
Robert Sidorsky, Esq.