

SIMPSON THACHER & BARTLETT LLP
Kenneth S. Ziman (KZ-2486)
425 Lexington Avenue
New York, New York 10017
Ph: 212-455-2000
Fax: 212-455-2502

Hearing Date: TBD

Counsel to TPI Incorporated and Certain of its Subsidiaries

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

LIMITED OBJECTION OF TPI INCORPORATED 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

TPI Incorporated and certain of its subsidiaries (collectively, "TPI"), through their undersigned counsel, hereby submit this limited objection (the "Objection") to 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 "Assignment Notice"), served upon TPI by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to this Court's Sale Procedures Order (as defined below) [Docket No. 274].

Background

1. On June 1, 2009 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code.

2. On June 2, 2009, this Court entered an order (the “Sale Procedures Order”) which, among other things, established procedures regarding the Debtors’ assumption and assignment of executory contracts.

3. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtors delivered the Assignment Notice to TPI, indicating that the Debtors intend to assume and assign certain of the Debtors’ agreements with TPI (the “Assumable Executory Contracts”). In addition, on their Contract Website (as defined in the Assignment Notice), the Debtors identify \$903,658.73 as the total amount owed under the Assumable Executory Contracts (the “Cure Amount”). The Cure Amount is incorrect. The correct Cure Amount is \$1,693,138.78, which is equal to the sum of the amounts unpaid and outstanding on Invoice No. GMC043009-General Motors, dated April 30, 2009 (attached as Exhibit A) and Invoice No. GMC053109-General Motors, dated May 31, 2009 (attached as Exhibit B).

4. Moreover, both the Sale Procedures Order and the Assignment Notice limit the Cure Amount to such amounts that were owed as of the Petition Date rather than the date that the contracts will actually be assumed by the Debtors and assigned to the Purchaser (as defined in the Assignment Notice).

Objection

5. TPI does not object to the sale of the Debtors’ assets as contemplated in the Sale Motion (as defined in the Assignment Notice) [Docket No. 92], and is likewise amenable to the assumption of its executory contracts with the Debtors and the assignment thereof to the Purchaser, provided that TPI is compensated in accordance with section 365(b) by the payment of the Cure Amount actually due and owing to it: the sum of (i) \$1,693,138.78 (on account of the April and May, 2009, invoices), plus (ii)

additional amounts accruing through the date of assumption and assignment (the “Actual Cure Amount”).

6. As noted in the Assignment Notice, Bankruptcy Code section 365(b) provides that defaults must be cured as of the time of assumption of an executory contract or unexpired lease. Such defaults that must be cured include both pre-petition and post-petition defaults. *In re Stoltz*, 315 F.3d 80 (2d Cir. 2002); *In re Liljeberg Enters., Inc.*, 304 F.3d 410 (5th Cir. 2002); *In re Overland Park Fin. Corp.*, 236 F.3d 1246 (10th Cir. 2001); *In re Building Block Child Care Ctrs., Inc.*, 234 B.R. 762 (9th Cir. BAP 1999); *In re Tel-A-Communications Consultants Inc.*, 50 B.R. 250 (Bankr. D.Conn. 1985); *In re North American Rental*, 54 B.R. 574 (Bankr. D.N.H. 1985).

WHEREFORE, TPI objects to the Assignment Notice on the grounds set forth above, and respectfully requests that this Court condition assumption and assignment on the payment of the Actual Cure Amount.

SIMPSON THACHER & BARTLETT LLP

By: /s/ Kenneth S. Ziman

Kenneth S. Ziman (KZ-2486)
425 Lexington Avenue
New York, New York 10017
Ph: 212-455-2000
Fax: 212-455-2502
Email: kziman@stblaw.com
*Counsel to TPI Incorporated and
Certain of its Subsidiaries*

Dated: June 16, 2009

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 16, 2009, copies of the Objection of TPI Incorporated and certain of its subsidiaries to 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, were served upon the following entities via first class mail:

Diana G. Adams, Esq.
Office of the U.S. Trustee for the Southern District of New York
33 Whitehall Street, 21st 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

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

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, 47th Floor
New York, NY 10019

Kenneth Eckstein, Esq.
Thomas Moers Mayer, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Chambers Copy

Hon. Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, NY 10004-1408

SIMPSON THACHER & BARTLETT LLP

By: /s/ Kenneth S. Ziman

Kenneth S. Ziman (KZ-2486)
425 Lexington Avenue
New York, New York 10017
Ph: 212-455-2000
Fax: 212-455-2502
Email: kziman@stblaw.com
*Counsel to TPI Incorporated and
Certain of its Subsidiaries*

Dated: June 16, 2009

EXHIBIT A



TPI Incorporated

10055 Grogan's Mill Road, Suite 200,
The Woodlands, Texas, 77380, USA

General Motors
P. O. Box 63490
Phoenix, Arizona
85082-3490
USA

INVOICE

INVOICE NUMBER	GMC043009-General Motors
INVOICE DATE	April 30, 2009
TPI PO NUMBER	GMS56057
PAYMENT TERMS	2nd Day 2nd Month from Invoice Date
INVOICE PERIOD	April 1, 2009 To April 30, 2009

Fees and expenses in accordance with our agreement

DESCRIPTION	HOURS	RATE	FEES	EXPENSES	TOTAL(USD)
Credit in accordance with Not to Exceed amount			-8,171.50		-8,171.50
CRM Governance Services India			12,000.00		12,000.00
Phase 1A GM Finance Managed Services BPO			23,883.00		23,883.00
Allen Mitchell	66.5	91	6,051.50		6,051.50
Andrew Bishop	8	91	728.00		728.00
Andrew Brown	160	91	14,560.00		14,560.00
Carol Hill	171	55	9,405.00		9,405.00
Christopher Mourad	120	115	13,800.00		13,800.00
Crystal Means	164.5	55	9,047.50		9,047.50
Cynthia Horner	139	255	35,445.00	4,344.74	39,789.74
David Goettlicher	236	255	60,180.00		60,180.00
Erion Xhuti	160	91	14,560.00		14,560.00
Eva Gravel	176	115	20,240.00		20,240.00
Frank Creamer	210	255	53,550.00	4,293.24	57,843.24
Gary Emory	12	255	3,060.00		3,060.00
Gary Emory - 2011 Planning	164	231	37,884.00	4,260.60	42,144.60
Gary Samuelson	163	255	41,565.00	1,427.09	42,992.09
James Krygowski	120	91	10,920.00		10,920.00
Jeffrey Rini	160	91	14,560.00		14,560.00
Jennifer Padgett	168.5	91	15,333.50		15,333.50
Joan Beipedio	176	231	40,656.00	4,282.29	44,938.29
John Smolinski	168	91	15,288.00		15,288.00
Joshua Vorner	140.5	231	32,455.50		32,455.50
Judy Walerski	169.5	65	11,017.50		11,017.50
Karissa Baker	159.5	91	14,514.50		14,514.50
Keith Krauter	170.5	115	19,607.50		19,607.50
Kevin Davis	151.5	55	8,332.50		8,332.50
Mary Brunn	159	55	8,745.00		8,745.00
Michelle Doyle	160	55	8,800.00		8,800.00
Nancy Murphy	161.5	115	18,572.50		18,572.50
Pamela Pudar	92.5	231	21,367.50	342.40	21,709.90
Rachael Ballien	160	91	14,560.00		14,560.00
Randall Straughen	159.75	91	14,537.25		14,537.25
Robert Fisher	174	255	44,370.00	4,668.78	49,038.78
Robert Pope	158	255	40,290.00	3,595.65	43,885.65
Sarah Bolash	160	91	14,560.00		14,560.00
Scott Quinn	174.25	115	20,038.75		20,038.75
Stacey Sargol	154.25	55	8,483.75		8,483.75
Steven C. Thomas	146	91	13,286.00		13,286.00
Tatiana Luhova	168	91	15,288.00		15,288.00
Theodore Botzum	154	255	39,270.00	5,396.76	44,666.76

Timothy Haney	1	255	255.00		255.00
Victor Janci	12	395	4,740.00	4,422.70	9,162.70
Warren Smith	170.5	255	43,477.50	6,476.11	49,953.61
Credit to GM in Accordance with New Expense Policy (See attached document)				-2,965.38	-2,965.38
			863,113.75	40,544.98	903,658.73

TOTAL DUE IN (USD) 903,658.73

The DUE DATE of this invoice per your contractual terms is: June 02, 2009

Please wire payment as detailed below by the DUE DATE quoting the INVOICE NUMBER to:

Technology Partners Int'l at Wells Fargo Bank of Texas
 Account #9820-050792
 ABA Wires #121000248, ABA ACH #111900659
 Swift Code WFBIUS6S

In case of query contact the TPI Billing Group at 1.281.465.5700 or tpibilling@tpi.net.

EXHIBIT B



TPI Incorporated

10055 Grogan's Mill Road, Suite 200,
The Woodlands, Texas, 77380, USA

General Motors
P. O. Box 63490
Phoenix, Arizona
85082-3490
USA

INVOICE

INVOICE NUMBER	GMC053109-General Motors
INVOICE DATE	May 31, 2009
TPI PO NUMBER	GMS56057
PAYMENT TERMS	2nd Day 2nd Month from Invoice Date
INVOICE PERIOD	May 1, 2009 to May 31, 2009

Fees and expenses in accordance with our agreement

DESCRIPTION	HOURS	RATE	FEES	EXPENSES	TOTAL(USD)
CRM Governance Services India			12,000.00		12,000.00
Finance Managed Services BPO			71,825.00		71,825.00
Andrew Brown	152	91	13,832.00		13,832.00
Carol Hill	157.5	55	8,662.50		8,662.50
Christopher Mourad	152	115	17,480.00		17,480.00
Crystal Means	157.5	55	8,662.50		8,662.50
Cynthia Horner	81	255	20,655.00	3,109.50	23,764.50
David Goettlicher	211	255	53,805.00		53,805.00
Erion Xhuti	151	91	13,741.00		13,741.00
Eva Gravel	120	115	13,800.00		13,800.00
Frank Creamer	149	255	37,995.00	4,366.35	42,361.35
Gary Emory	157	231	36,267.00	4,761.62	41,028.62
Gary Samuelson	168.5	255	42,967.50	6,198.85	49,166.35
James Krygowski	144	91	13,104.00		13,104.00
Jennifer Padgett	144	91	13,104.00		13,104.00
Joan Belpedio	142	231	32,802.00	5,532.24	38,334.24
John Smolinski	164.5	91	14,969.50		14,969.50
Joshua Wornor	4	231	924.00		924.00
Judy Waterski	167	65	10,855.00		10,855.00
Karissa Baker	150.5	91	13,695.50		13,695.50
Keith Krauter	149	115	17,135.00		17,135.00
Kevin Davis	167.5	55	9,212.50		9,212.50
Mary Brunn	136	55	7,480.00		7,480.00
Michelle Doyle	156.5	55	8,607.50		8,607.50
Nancy Murphy	150.5	115	17,307.50		17,307.50
Pamela Pudar	84	231	19,404.00	84.00	19,488.00
Randall Straughen	156.75	91	14,264.25		14,264.25
Robert Fisher	104.5	255	26,647.50	2,635.69	29,283.19
Robert Pope	154	255	39,270.00	3,208.55	42,478.55
Sarah Bolash	152	91	13,832.00		13,832.00
Scott Quinn	148.75	115	17,106.25		17,106.25
Stacey Sargol	129.75	55	7,136.25		7,136.25
Tatiana Luhova	148	91	13,468.00		13,468.00
Theodore Botzum	148	255	37,740.00	4,972.65	42,712.65
Timothy Haney	7	255	1,785.00		1,785.00
Victor Janci	11	395	4,345.00	3,925.21	8,270.21
Warren Smith	164.5	255	41,947.50	5,023.24	46,970.74
Credit to GM in Accordance with New Expense Policy (See attached document)				-2,172.60	-2,172.60
			747,834.75	41,845.30	789,480.05

TOTAL DUE IN (USD) 789,480.05

The DUE DATE of this invoice per your contractual terms is: **July 02, 2009**

Please wire payment as detailed below by the DUE DATE quoting the INVOICE NUMBER to:

Technology Partners Int'l at Wells Fargo Bank of Texas

Account #9820-050792

ABA Wires #121000248, ABA ACH #111900659

Swift Code WFBIUS6S

In case of query contact the TPI Billing Group at 1.281.465.5700 or tpibilling@tpi.net.