

SONNENSCHN NATH & ROSENTHAL LLP
Jonathan D. Forstot (JF5807)
Louis A. Curcio (LC0242)
1221 Avenue of the Americas
New York, New York 10020-1089
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Attorneys for TT electronics plc, AB Automotive Electronics Ltd., AB Electronic Products Group Limited, AB Automotive Inc., AB Interconnect Inc., BI Technologies Corporation, International Resistive Company, Inc. (aka International Resistive Company Wire & Film Technologies Division), International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), Optek Technology, Inc.

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

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

**PROTECTIVE OBJECTION OF THE TT GROUP TO
THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND CURE AMOUNTS RELATED THERETO**

TT electronics plc, on behalf of its subsidiaries AB Automotive Electronics Ltd., AB Electronic Products Group Limited, AB Automotive Inc., AB Interconnect Inc., BI Technologies Corporation, International Resistive Company, Inc. (aka International Resistive Company Wire & Film Technologies Division), International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), and Optek Technology, Inc. (collectively, the “TT Group”), by its attorneys Sonnenschein Nath & Rosenthal LLP, hereby submits this protective

objection (the “Objection”) to the assumption and assignment of any executory contracts and the Debtor’s proposed cure amounts related thereto. In support of this Objection, the TT Group states as follows:

1. The TT Group is part of a group of companies operating under the umbrella of its UK parent, TT electronics plc. The TT Group supplies manufacturers in the automotive, defense, aerospace, telecommunications, computing and industrial electronics markets worldwide.

2. Certain entities within the TT Group supply electronic components that are used in the manufacturing of automobiles by General Motors Corp. and certain of its affiliates (“GM”).¹ For the most part, the TT Group’s contractual relationships are with Tier 1 suppliers, although there are contracts between a TT Group entity and GM. While the TT Group is not presently aware of the Debtors’ position in this regard, the TT Group understands that the Debtors’ may seek to assume and assign certain contracts to which a member of the TT Group is a party. Indeed, to date, management of the TT Group is not aware that any “Assumption and Assignment Notice,” as defined in 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”) has been delivered to any member of the TT Group. Management is

¹ Only General Motors Corporation, Chevrolet-Saturn of Harlem, Inc., Saturn, LLC, and Saturn Distribution Corporation are debtors in the captioned bankruptcy case and they shall be referred to in this Objection as the “Debtors”

currently investigating whether any Assumption and Assignment Notice has been properly delivered, and reserves the right to amend this Objection as necessary.

3. The TT Group also reserves the right to object to any Assumption and Assignment Notice for all appropriate reasons. Moreover, Section 365(b)(1) of the Bankruptcy Code provides that the Debtors may not assume an executory contract unless, at the time of such assumption, the Debtors cure all defaults, compensates the particular TT Group entity to the executory contract for any actual pecuniary loss arising from such defaults, and provides adequate assurance of future performance. *See* 11 U.S.C. § 365(b)(1). Simply put, the TT Group entity that is a party to any executory contract to be assumed and assigned by the Debtors must be assured the full benefit of its contract if it so be forced to continue performance, and the relationship between the particular Debtor and the TT Group entity must be restored to pre-default status. *See In re Wireless Data, Inc.*, 547 F.3d 484 (2d Cir. 2008); *In re Ionosphere Clubs, Inc.*, 85 F.3d 992 (2d Cir. 1996).

4. In addition, the TT Group reserves the right to object to the application of Section 365 (or any other provision) of the Bankruptcy Code to a contract to which no Debtor is a party. The TT Group is in the process of analyzing all of its contracts relating in any way to GM, and will supplement this Objection as necessary.

WHEREFORE, the TT Group respectfully requests that any Order entered by the Court in connection with the Sale Motion preserve for the TT Group its rights to object to the assumption and assignment of any executory contract to which a TT Group entity is a party along the lines set forth in this Objection. Further, the TT Group respectfully requests that the Court direct the Debtors to serve any Assumption and Assignment Notices to the TT Group upon its undersigned counsel and for such other relief as is just and proper.

Dated: New York, New York
June 19, 2009

Respectfully Submitted,

SONNENSCHN NATH & ROSENTHAL LLP

By: /s/ Louis A. Curcio
Jonathan D. Forstot (JF5807)
Louis A. Curcio (LC0242)

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New York, New York 10020-1089
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