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**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 C.B.S. BORING AND MACHINE COMPANY, INC. 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**

C.B.S. Boring and Machine Company, Inc. ("CBS Boring"), a creditor and interested party, objects, on a limited basis, to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, CBS Boring states:

1. The Debtors are parties to executory contracts with CBS Boring.
2. The Debtors have proposed assuming and assigning certain of CBS Boring's executory contracts (the "Designated Contracts").

3. CBS Boring has been involved in negotiations with the Debtors regarding the Designated Contracts and Cure Amounts¹ related thereto.

4. Throughout the process of negotiations with the Debtors, the contracts and amounts on Debtors' contract notice website were altered and revised on multiple occasions. As such, CBS Boring's ability to object to the Cure Amount was materially impaired.

5. While the Debtors' contract notice website correctly lists the Designated Contracts, it presently fails to include certain agreed to price increases, resulting in an insufficient and inaccurate Cure Amount.

6. CBS Boring has already received payment from the Debtors on some amounts owed pursuant to the Designated Agreements.

7. CBS Boring does not oppose the Debtors' assumption and assignment of CBS Boring's contracts *per se*. CBS Boring files this limited objection to the Assumption Notice as a precautionary measure in order to preserve its rights to receive payment of the full Cure Amount owed as a condition of any assumption and assignment.

8. CBS Boring objects, on a limited basis, to the Assumption Notice to the extent that the Cure Amount is inaccurate.

9. CBS Boring objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to CBS Boring, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).

10. CBS Boring reserves any and all rights arising from or associated with the Designated Contracts.

11. CBS Boring reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and

¹ Capitalized terms not defined herein have the meaning assigned to them in the Assumption Notice.

further objections to any proposed assumption and assignment or Cure Amounts with respect to CBS Boring's Designated Contracts.

12. CBS Boring intends to continue negotiations with representatives of the Debtors in an attempt to resolve their differences with respect to the Cure Amounts owed. CBS Boring is working with the Debtors toward an amicable resolution of the dispute without judicial intervention and is hopeful that agreement can be reached between the parties in the coming days.

WHEREFORE, CBS Boring respectfully requests that the Court enter an order (a) conditioning any assumption and assignment of the Designated Contracts on full payment of all outstanding amounts due to CBS Boring, (b) reserving CBS Boring's rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing CBS Boring with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt

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Dated: July 8, 2009

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SOUTHERN DISTRICT OF NEW YORK**

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CERTIFICATE OF SERVICE

I hereby certify that on July 8, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on July 8, 2009 via Federal Express mail:

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/s/ P. Warren Hunt
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Dated: July 8, 2009