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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)  
 :  
 Debtors. : (Jointly Administered)  
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**AMENDED LIMITED OBJECTION OF AM GENERAL LLC AND GENERAL ENGINE PRODUCTS LLC 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**

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AM General LLC, formerly AM General Corporation, General Transmission Products, LLC, and General Engine Products LLC (collectively, “AM General”), by and through their undersigned counsel, hereby submit this amended limited objection (the “Limited Objection”) to the proposed notice of assumption and assignment of certain AM General Contracts (as defined below), including the noticed cure amounts for those contracts, as set forth in the Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the “Assumption and Assignment Notice”) and the Contract Website (as defined below), in accordance with this Court’s Order Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002,

6004, and 6006 (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Bidding Procedures Order").

AM General previously filed a Limited Objection [dckt # 2452] on June 24, 2009 and incorporates that objection herein. AM General files this Amended Limited Objection to reserve its right to object to the assumption or assignment of all executory contracts with the above-captioned debtors and debtors-in-possession (the "Debtors") that have been or will be "designated by Purchaser for potential assumption and assignment to New GM" or to object to the correct cure amounts owed with respect to those contracts. In support of this Amended Limited Objection, AM General respectfully states as follows:

### **BACKGROUND**

1. AM General is in the business of designing, engineering, and producing military and special purpose vehicles, including the HUMVEE all-terrain military vehicle and its commercial counterpart, including the HUMMER H1 sport utility vehicle, as well as providing parts and technical support for such vehicles. AM General is a party to various contracts with the Debtors.

2. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009.

3. Pursuant to the Bidding Procedures Order, the Debtors delivered to AM General an Assumption and Assignment Notice dated June 5, 2009, with login information to a secured website with contract reference numbers and cure amounts (the “Contract Website”). As of the date hereof, to the best of AM General’s knowledge, the Contract Website lists the following 26 contracts with AM General:

	<b>Row ID/GM Contract ID/ BOL</b>	<b>Party Name</b>	<b>Contract Type</b>	<b>Cure Amount</b>
1.	· 5716-00003233 · N/A · 080702327	AM General LLC	Agreement	\$22,718.00
2.	· 5716-00003318 · N/A · 080704162	AM General LLC	Agreement	\$22,718.00
3.	· 5716-00003689 · N/A · 080706542	AM General LLC	Agreement	\$22,718.00
4.	· 5716-00003693 · N/A · 576314	AM General LLC	Agreement	(\$530.15)
5.	· 5716-00003694 · N/A · 363304	AM General LLC	Agreement	(\$484.44)
6.	· 5716-00003698 · N/A · GMQC10	AM General LLC	Agreement	\$708.00
7.	· 5716-00039818 · TCS23980 · N/A	AM General Corporation	Agreement	None
8.	· 5716-00107132 · TCS22275 · N/A	AM General Corporation	Agreement	None
9.	· 5716-00113042 · TCS23428 · N/A	AM General Corporation	Agreement	None
10.	· 5716-00310456 · S001338 · N/A	AM General Corporation	Agreement	None
11.	· 5716-00310590 · S001337 · N/A	AM General Corporation	Agreement	None

	<b>Row ID/GM Contract ID/ BOL</b>	<b>Party Name</b>	<b>Contract Type</b>	<b>Cure Amount</b>
12.	· 5716-00560636 · GM40329 · N/A	General Engine Products	Agreement	None
13.	· 5716-00560637 · GM54025 · N/A	General Engine Products	Agreement	None
14.	· 5716-00567970 · GM57306 · N/A	AM General Corporation	Agreement	None
15.	· 5716-00580259 · K1UNK000 · N/A	AM General Corporation	Agreement	None
16.	· 5716-00702647 · K1UNK001 · N/A	AM General Corporation	Agreement	None
17.	· 5716-00745501 · N/A · N/A	AM General Corporation	License Agreement	None
18.	· 5716-00745502 · N/A · N/A	AM General Corporation	License Agreement	None
19.	· 5716-00745503 · N/A · N/A	AM General Corporation	Agreement	None
20.	· 5716-01057143 · S001338 · N/A	AM General Corporation	N/A	None
21.	· 5716-01058245 · S001337 · N/A	AM General Corporation	N/A	None
22.	· 5716-01075797 · K1UNK001 · N/A	AM General Corporation	N/A	None
23.	· 5716-01106545 · 188248 · N/A	AM General	N/A	None
24.	· 5716-00766127 · N/A · N/A	AM General	MIS Customer Agreement	None
25.	· 5716-01059181 · N/A · N/A	AM General	N/A	None

	<b>Row ID/GM Contract ID/ BOL</b>	<b>Party Name</b>	<b>Contract Type</b>	<b>Cure Amount</b>
26.	· 5716-00002772 · N/A · N/A	AM General LLC	Agreement	None

4. On July 10, 2009, AM General received from Debtors a spreadsheet indicating that following 20 additional contracts between Debtors and AM General had been noticed for assumption:

	<b>Row ID/GM Contract ID/ BOL</b>	<b>Party Name</b>	<b>Contract Name, Type, or Description</b>	<b>Cure Amount</b>
27.	▪ 5716-00124511	AM General Corp.	Agreement	None
28.	▪ 5716-00124512	AM General LLC	Agreement	None
29.	▪ 5716-00124513	AM General LLC	Agreement	None
30.	▪ 5716-00124514	AM General LLC	Agreement	None
31.	▪ 5716-01197185 ▪ DGH0123	AM General Corp.	Master Agreement	None
32.	▪ 5716-01197187 ▪ DGH0125	AM General Corp.	Assignment Agreement	None
33.	▪ 5716-01197190 ▪ DGH0128	AM General Corp.	Management Services Agreement	None
34.	▪ 5716-01197194 ▪ DGH0132	AM General Corp.	Promissory Note	None
35.	▪ 5716-01197195 ▪ DGH0133	AM General Corp.	Security Agreement	None
36.	▪ 5716-01197196 ▪ DGH0134	AM General Corp.	Right of Access Agreement	None
37.	▪ 5716-01197199 ▪ DGH0137	AM General Corp.	Royalty Sharing Agreement	None
38.	▪ 5716-01197200 ▪ DGH0138	AM General Corp.	Joint Review Board Agreement	None
39.	▪ 5716-01200309 ▪ DGH0140	AM General Corp.	Proprietary Information Agreement (Confidentiality Agreement)	None
40.	▪ 5716-01210630	AM General LLC	Real Estate Mortgage Agreement	None

	<b>Row ID/GM Contract ID/ BOL</b>	<b>Party Name</b>	<b>Contract Name, Type, or Description</b>	<b>Cure Amount</b>
41.	▪ 5716-01210631	Ableco Finance LLC - as agent for AM General Corporation	Subordination and Intercreditor Agreement	None
42.	▪ 5716-01210632	AM General LLC	Supplemental Promissory Note	None
43.	▪ 5716-01210633	AM General LLC	Security Agreement	None
44.	▪ 5716-01210634	AM General LLC	Equity Conversion Termination Agreement	None
45.	▪ 5716-01210635	AM General LLC	Loan Repayment Schedule Letter	None
46.	▪ 5716-01210636	AM General LLC	Amendment to Master Extension Agreement	None

The 46 contracts listed above, together with all other contracts between AM General and the Debtors that have been or will be noticed for assumption or assignment, are collectively referred to as the “AM General Contracts”:

**LIMITED OBJECTION**

5. The Bidding Procedures Order requires that objections to the proposed assumption and assignment of the AM General Contracts, including objections to the proposed cure amounts be filed and served no later than ten days after the date of an Assumption and Assignment Notice. See Bidding Procedure Order ¶ 10. Am General previously filed a Limited Objection [dckt # 2452] on June 24, 2009 to the assumption of the contracts described in paragraph 3, supra because the information provided by Debtors was insufficient to allow AM General to identify the contracts at issue, and therefore, AM General filed limited objections until such time as those contracts were sufficiently described so as to allow AM General to identify them and to respond to the Assumption and Assignment Notice.

6. AM General still does not have sufficient information to allow it to respond to the Assumption and Assignment Notices for the AM General Contracts. The information that AM General does have about those contracts, however, indicates that AM General may have objections to the assumption of certain AM General Contracts. Accordingly, AM General files this Amended Limited Contract Objection to preserve its rights to objection to the assumption of AM General Contracts based on objections, including, but not limited to, (1) objections to particular Cure Amounts listed for certain of the AM General Contracts, (2) objections relating to Debtors' failure to cure non-monetary defaults under certain of the AM General Contracts, (3) objections to assumption or assignment of certain of the AM General Contracts under section 365 of the Bankruptcy Code, and (4) objections to Debtors' attempt to assume only part of certain AM General Contracts in contravention of the requirement that executory contracts be assumed or rejected as a whole.

7. It is the Debtors' burden to provide AM General with the information necessary to allow AM General to ascertain which contracts the Debtors actually intend to assume and to calculate the proposed corresponding cure amounts accurately. The Federal Rules of Bankruptcy Procedure provide, in relevant part, that notice "shall be given to the other party to the contract or lease . . ." and, with respect to omnibus motions to assume or assign multiple executory contracts or unexpired leases, "shall . . . list parties alphabetically and identify the corresponding contract or lease." *See* FED. R. BANKR. P. 6006 (C), (F)(2). Here, the Debtors have failed to adequately identify the contracts.

8. Because the Debtors have failed to provide adequate notice of the specific agreements that they intend to assume or assign, they have not and cannot establish their ability

to satisfy the conditions to assumption set forth in §§ 365(b) and 365(f)(2)(B) of the Bankruptcy Code. 11 U.S.C. §§ 365(b) and 365(f)(2)(B).

9. In accordance with the foregoing, AM General reserves all rights to (a) object to the Assumption and Assignment Procedures; (b) amend, supplement and/or withdraw this Limited Objection; (c) to object to the proposed assumption and assignment of the AM General Contracts, including objections to the proposed cure amounts thereto; (d) receive payment in full of all Post-Petition Amounts that are currently or may in the future become due; and (e) assert all of their other rights and remedies against the Debtors.

WHEREFORE, AM General respectfully requests that the Debtors (a) clearly identify the contracts that they intend to assume, assign or reject; (b) provide a good faith calculation of the Cure Amounts associated with such contracts; and (c) provide AM General the opportunity to object to assumption of the AM General Contracts, or cure amounts therefore, and have its objection resolved by mutual agreement or determined by this Court.

Dated: July 13, 2009

Respectfully submitted,

By:     /s/ Ronald L. Oran      
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CERTIFICATE OF SERVICE

I hereby certify that on the 13th day of July, 2009, a copy of the foregoing was filed electronically through the CM/ECF system and served electronically on all parties accepting Notice of Electronic Filing; copies of the foregoing were also served on the following parties via Federal Express overnight delivery:

The Debtors c/o General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, Michigan 48090-9025 Attn: Warren Command Center, Mail code 480-206-114	Weil, Gotshal & Manges LLP Attorneys for the Debtors 767 Fifth Avenue New York, New York 10153 Attn: Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq.
The U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, DC 20220 Attn: Matthew Feldman, Esq.	Cadwalader, Wickersham & Taft LLP Attorneys for the Purchaser One World Financial Center New York, New York 10281 Attn: John J. Rapisardi, Esq.
Vedder Price, P.C. Attorneys for Export Development Canada 1633 Broadway 47 <sup>th</sup> Floor New York, New York 10019 Attn: Michael J. Edelman, Esq. Michel L. Schein, Esq.	The Office of the United States Trustee for the Southern District of New York 33 Whitehall Street 21 <sup>st</sup> Floor New York, New York 10004 Attn: Diana G. Adams, Esq.
Gordon Z. Novod Kramer Levin Naftalis & Frankel LLP 1177 Avenue of The Americas New York, NY 10036	Thomas Moers Mayer Kramer Levin Naftalis & Frankel, LLP 1177 Avenue of the Americas New York, NY 10036

/s/ Ronald L. Oran  
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