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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|---------------------------------|----------------------------|
| In re: | Case No. 09-50026 (REG) |
| | Chapter 11 |
| GENERAL MOTORS CORPORATION, | |
| Jointly Administered Debtor(s). | Honorable Robert E. Gerber |

**OBJECTION TO DEBTOR'S MOTION TO ASSUME AND ASSIGN
AGREEMENT(S) BETWEEN DEBTOR AND EBERSPAECHER**

Now comes Eberspaecher ("ENA"), and states:

1. ENA objects to the above-captioned motion for the following reasons:

a. Debtor has not demonstrated that the agreement(s) between Debtor and ENA are executory and thus subject to assumption and assignment. See e.g. In re Dana Corp., 2007 WL 4105714 (Bankr.S.D.N.Y. 2007) ("A "blanket" purchase order of the type at issue here is not a contract for a specific volume of parts, nor is it a "requirements" contract obligating the purchaser to continue to buy parts from the supplier.").

b. The cure amount is also incorrect. The proper cure amount appears to be no less than \$7,300,000.

WHEREFORE, this Court should deny Debtor's motion to assume and assign the agreement(s) with Eberspaecher, and grant Eberspaecher such further relief as this Court deems just.

RESPECTFULLY SUBMITTED,

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PROOF OF SERVICE

On 6/12/2009, I served a copy of the above document upon counsel of record using the ECF system.

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