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Attorneys for Enprotech Mechanical Services, Inc.

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

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

**ENPROTECH MECHANICAL SERVICES, INC.’S LIMITED OBJECTION 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**

Enprotech Mechanical Services, Inc. (“EMS”), by and through its undersigned legal counsel, hereby submits this limited objection (the “Objection”) to the Notices 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 “Notices”) that was served upon EMS by the above-captioned debtors and debtors-

in-possession (collectively, the “Debtors”) pursuant to this Court’s Bidding Procedures Order [Docket No. 274].

BACKGROUND

1. On June 1, 2009, the Debtors commenced these voluntary cases under chapter 11 of the Bankruptcy Code (the “Petition Date”).

2. On the Petition Date, the Debtors filed the their 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 (the “Sale Motion”). In the Sale Motion, the Debtors seek entry of a proposed sale order authorizing (a) the sale of substantially all of the Debtors’ assets to Vehicle Acquisition Holdings LLC (the “Purchaser”), (b) the assumption and assignment of certain executory contracts and unexpired leases in connection with such sale, and (c) certain related relief.

3. On June 2, 2009, this Court entered an order approving the Debtors’ bidding procedures, which includes procedures regarding the Debtors’ assumption and assignment of certain executory contracts (the “Bidding Procedures”).

4. Pursuant to the Bidding Procedures, the Debtors delivered the Notices to EMS indicating that the Debtors intend to potentially assume and assign certain agreements that the Debtors have with EMS. Furthermore, the Debtors have identified the amount which they allege to be due and owing under these agreements constituting the applicable “cure amount” due pursuant to 11 U.S.C. § 365.

LIMITED OBJECTION

5. EMS does not object to the sale of the Debtors' assets as contemplated in the Sale Motion, nor does it object *per se* to the assumption, assignment, and curing of its agreements with the Debtors.

6. However, EMS objects to the assumption, assignment, and curing of the following contracts, since these contracts concern blanket orders that have previously been terminated by the parties and/or are otherwise no longer operative or in force and effect for assumption and assignment (collectively, "Blanket Contracts"):

<u>ROW ID</u>	<u>GM CONTRACT ID</u>
5716-00040825	INB46106
5716-00040826	SPB00023
5716-00046937	TCB07666
5716-00091467	CXB46131
5716-00091468	CXB46131
5716-00091469	CXB46131

7. Furthermore, EMS objects to the assumption, assignment, and curing of the following contracts, which concern agreements that could not be located or identified by EMS (collectively, "Unidentified Contracts"):¹

<u>ROW ID</u>	<u>GM CONTRACT ID</u>
5716-00095841	INS25504
5716-00096211	INS25724
5716-00102690	HWS90252

¹ In the event that the Unidentified Contracts can be located and identified by EMS, EMS may reconsider its position with regard to assumption, assignment, and curing of the Unidentified Contracts.

5716-00105059

HWS89043

5716-00106086

INS26082

8. EMS has examined its books and records, and has attempted to identify and locate the Unidentified Contracts. However, EMS has not been able to find and identify the Unidentified Contracts. Thus, EMS further requests that the Debtors provide additional information to EMS so that it can locate and identify the Unidentified Contracts.

9. To discuss resolution of this matter, EMS can be contacted at Enprotech Mechanical Services, Inc., c/o John L. Head, 2200 Olds Ave., Lansing, Michigan 48915-1054, Tel.: (517) 319-5384, with copies to Tami Hart Kirby, Esq., One South Main Street, Suite 1600, Dayton, Ohio 45402, Tel.: (937) 449-6721 and Michael P. Shuster, Esq., Tel.: (216) 443-2510.

WHEREFORE, Enprotech Mechanical Services, Inc. respectfully requests that this Court deny the Debtors' proposed assumption and assignment of the Blanket Contracts and the Unidentified Contracts unless otherwise agreed to by Enprotech Mechanical Services, Inc. with respect to the Unidentified Contracts, and further requests such additional relief as this Court deems appropriate.

Dated: June 15, 2009

Respectfully submitted:

/s/ Michael P. Shuster

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 15, 2009, copies of the Limited Objection of Enprotech Mechanical Services, 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, was filed electronically with the Clerk of the Courts using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served upon the following parties via Federal Express mail:

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Hon. Robert E. Gerber
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/s/ Michael P. Shuster

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