

**KELLEY DRYE & WARREN LLP**

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*Attorneys for Tata America International Corporation*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**OBJECTION OF TATA AMERICA INTERNATIONAL CORPORATION TO  
THE DEBTORS’ NOTICE OF ASSUMPTION AND ASSIGNMENT AND  
PROPOSED CURE AMOUNT**

Tata America International Corporation (“Tata”), by its undersigned attorneys, hereby submits this objection (the “Objection”) to the proposed cure amount of General Motors Corp. (the “Debtor”) required to be paid to Tata in connection with the assumption and assignment of an executory contract between Tata and the Debtor. In support of this Objection, Tata states as follows:

1. On June 1, 2009 (the “Petition Date”), the Debtor and certain affiliated entities filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. The Debtors and its debtor affiliates remain in possession of their property and continue to manage their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. Tata is a service provider to the Debtor pursuant to the blanket purchase orders TCB08713, dated December 10, 2008, and TCB06498, dated August 14, 2008 (collectively, the "Tata Contract").

4. On or about June 2, 2009, the Court entered an order authorizing procedures for determining, among other things, the assumption and assignment of executory contracts that may be assumed by the Debtor and the pre-petition cure amounts for each of these contracts (the "Sale Procedures Order") [Docket No. 274].

5. On June 5, 2009, the Debtor sent a notice to Tata (the "Cure Notice"), which was received by Tata on June 10, 2009, indicating that the Tata Contract may be assumed by the Debtor and assigned to a third-party purchaser. The Cure Notice indicates that the Debtor believes the aggregate cure amount as of the Petition Date for the Tata Contract is \$1,050,444.40 (the "Debtor Cure Amount"). A summary of the Debtor Cure Amount is attached hereto as Exhibit A.

6. Tata contests the Cure Amount and asserts that as of the Petition Date, the amount necessary to cure all defaults under the Tata Contract is \$1,593,378.40 (the "Tata Cure Amount"). The reason for the discrepancy between the Debtor Cure Amount and the Tata Cure Amount is that the Debtor failed to account for and include in the Cure Notice amounts owed for services rendered by Tata in May 2009. True and correct copies of the May 2009 invoices are attached hereto as Exhibit B.

7. Further, Tata continues to provide services to the Debtor subsequent to the Petition Date that are not reflected in the Tata Cure Amount. Tata reserves its right to payment for the provision of such post-Petition Date services.

8. Pursuant to the Sale Procedures Order, Tata files this Objection to reserve its rights to the Tata Cure Amount, plus any subsequent unpaid amounts due and owing as of the date the Tata Contract is assumed.

WHEREFORE, Tata seeks an order sustaining its Objection and reserving its rights in connection with any amounts listed under the Cure Notice and the Sale Procedures Order.

Dated: New York, New York  
June 15, 2009

**KELLEY DRYE & WARREN LLP**

By: /s/ Benjamin D. Feder  
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*Attorneys for Tata America International  
Corporation*

## CERTIFICATE OF SERVICE

I, Jordan A. Bergman hereby certify that on June 15, 2009, a true and correct copy of the Objection of Tata America International Corporation to the Debtors' Notice of Assumption and Assignment and Proposed Cure Amount was filed via this Court's CM/ECF system and served on June 15, 2009 on those parties listed on the annexed schedule via U.S. Mail.

/s/ Jordan A. Bergman  
Jordan A. Bergman

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

**EXHIBIT A**

### Details of Invoices appearing in Contract Notices ([www.contractnotices.com](http://www.contractnotices.com))

Invoice No	Invoice Date	Amount (\$)	Geography	Service Description	Status	PO
CAE030901	31-Mar-09	443,792.80	NA	CAE Onsite and Offshore - Mar 09	Cure Amount	TCR19606
CAL030901	31-Mar-09	57,706.00	NA	Calibration Onsite and Offshore - Mar 09	Cure Amount	TCR19563
MDB030901	31-Mar-09	3,678.40	NA	Materials Offshore - Mar 09	Cure Amount	TCR19395
CAE040901	30-Apr-09	415,011.20	NA	CAE Onsite and Offshore - Apr 09	Cure Amount	TCR19606
STC040901	30-Apr-09	67,032.00	NA	Tolerance Stack Offshore - Apr 09	Cure Amount	TCR16567
CAL040901	30-Apr-09	63,224.00	NA	Calibration Onsite and Offshore - Apr 09	Cure Amount	TCR19563
Sum of Cure Amount		1,050,444.40				

**EXHIBIT B**



### Details of Invoices not appearing in Cure Amount

Invoice No	Service Month	Amount (\$)	Geography	Service Description	PO
CAE050901	May 2009	411,918.40	NA	CAE Onsite and Offshore - May 09	TCR19606
CAL050901	May 2009	56,850.00	NA	Calibration Onsite and Offshore - May 09	TCR19563
MDB040902	April 2009	3,663.20	NA	Materials Offshore - April 09	TCR19395
MDB050902	May 2009	3,470.40	NA	Materials Offshore - May 09	TCR19395
STC050901	May 2009	67,032.00	NA	Tolerance Stack Offshore - May 09	TCR16567
Total		542,934.00			

**TATA CONSULTANCY SERVICES**A division of **Tata Sons Limited**SALARPURIA GR TECH PARK NO 69/2 MAHADEVAPURA, KR PURAM  
BANGALORE 560 066**GM FSS ABP**

PO BOX 63490

Phoenix, AZ

85082-3490

**Attention** Dr Paul Crepeau**Invoice No.** MDB040902**GM PO #** TCB 06498**Date** 02-JUN-2009**Release #** TCR19395**Vendor #** 11-388-6068**Invoice for Materials Data Base Support rendered by our personnel in April 2009****Description**

<b>Seq #</b>	<b>Classification</b>	<b>Hrs</b>	<b>Rate/Hr</b>	<b>Amount</b>
00005	1431-009P	152	\$ 14.10	\$ 2,143.20
00017	1432-00J7	152	\$ 10.00	\$ 1,520.00
			<b>TOTAL</b>	<b>\$ 3,663.20</b>

Total Amount Payable:

**US Dollars Three Thousand Six Hundred Sixty Three and 20/100 Only**Please make checks/ACH/EFT payable to Tata Consultancy Services Limited & mail-  
Checks to  
Tata Consultancy Services Ltd.  
379 Thornall St. 4<sup>th</sup> Floor  
Edison, NJ 08837**TATA CONSULTANCY SERVICES LIMITED**

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379 Thornal Street,  
4th Floor, Edison  
New Jersey 08837  
Tel : 732-321-9053 Fax : 732-321-9269**GM FSS ABP**PO BOX 63490  
Phoenix, AZ  
85082-3490**Blanket PO #** TCB08713**Invoice No.** CAE050901**Release #** TCR19606**Date** 02-JUN-2009**Vendor #** 11-388-6068**Invoice for the analysis support work rendered by our personnel****Description**

<b>Seq #</b>	<b>Classification</b>	<b>Hrs</b>	<b>Rate/Hr</b>	<b>Amount</b>
5	1431-009P	312	\$14.20	\$4,430.40
1	1431-009N	7592	\$17.40	\$132,100.80
3	1431-009V	1832	\$20.60	\$37,739.20
17	1432-00HN	9424	\$17.00	\$160,208.00
18	1432-00J7	312	\$10.00	\$3,120.00
15	1431-00A9	1240	\$54.00	\$66,960.00
7	1431-009Y	320	\$23.00	\$7,360.00

**TOTAL** **\$411,918.40**

Total Amount Payable:

**US Dollars Four Hundred Eleven Thousand Nine Hundred Eighteen and 40/100**Please make checks/ACH/EFT payable to Tata Consultancy Services Limited & mail-  
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BANGALORE 560 066**GM FSS ABP**PO BOX 63490  
Phoenix, AZ  
85082-3490**Attention** Dr. Jayaraman Sivakumar**Invoice No.** STC050901**GM PO #** TCB 06498**Date** 02-JUN-2009**Release #** TCR 16567**Vendor #** 11-388-6068**Invoice for Tolerance Stack Analysis rendered by our personnel****(Timesheets on Page 2)**

Item Seq	ItemID	Hrs	Rate/Hr	Amount
80	1415-00A2	3192	\$14.00	\$44,688.00
102	1415-0091	3192	\$7.00	\$22,344.00
<b>TOTAL</b>				<b>\$67,032.00</b>

Total Amount Payable:

**US Dollars Sixty Seven Thousand and Thirty Two Only**Please make checks/ACH/EFT payable to Tata Consultancy Services Limited & mail-  
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Tel : 732-321-9053 Fax : 732-321-9269**GM FSS ABP**PO BOX 63490  
Phoenix, AZ  
85082-3490**Attention** Mr. Vivek Mehta**Invoice No.** CAL050901**GM PO #** TCB08713**Date** 02-JUN-2009**Release #** TCR19563**Vendor #** 11-388-6068**Invoice for the Calibration Tools Development Work rendered by our personnel**

(Timesheet details in next page)

**Description**

<b>Seq#</b>	<b>Classification</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
00009	1431-0052	976	\$17.75	\$17,324.00
00011	1431-009R	456	\$19.75	\$ 9,006.00
00012	1431-009T	304	\$58.00	\$17,632.00
00018	1432-00J8	1432	\$9.00	\$12,888.00
<b>TOTAL</b>				<b>\$56,850.00</b>

Total Amount Payable:

**US Dollars Fifty Six Thousand Eight Hundred and Fifty Only**Please make checks/ACH/EFT payable to Tata Consultancy Services Limited & mail-  
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Phoenix, AZ  
85082-3490**Attention** Dr Paul Crepeau**GM PO #** TCB 06498**Release #** TCR19395**Invoice No.** MDB050902**Date** 02-JUN-2009**Vendor #** 11-388-6068**Invoice for Materials Data Base Support rendered by our personnel****Description**

<b>Seq #</b>	<b>Classification</b>	<b>Hrs</b>	<b>Rate/Hr</b>	<b>Amount</b>
00005	1431-009P	144	\$ 14.10	\$ 2,030.40
00017	1432-00J7	144	\$ 10.00	\$ 1,440.00
			<b>TOTAL</b>	<b>\$ 3,470.40</b>

Total Amount Payable:

**US Dollars Three Thousand Four Hundred Seventy and 40/100 Only**Please make checks/ACH/EFT payable to Tata Consultancy Services Limited & mail-  
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