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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)
)	(Jointly Administered)
Debtors.)	
_____)	

**LIMITED OBJECTION OF ADAC-STRATTEC LLC
TO THE DEBTOR'S PROPOSED CURE AMOUNT**

ADAC-STRATTEC LLC ("ADAC-STRATTEC"), by its attorneys, hereby submits this limited objection (the "Objection") to the proposed cure amount of the Debtors required to be paid to ADAC-STRATTEC in connection with the assumption and assignment of certain executory contracts between ADAC-STRATTEC and the Debtors. In support of this Objection, ADAC-STRATTEC states as follows:

BACKGROUND

1. On June 1, 2009 (the "Commencement Date"), the Debtors commenced these voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court").
2. The Debtors 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. Prior to the Petition Date, ADAC-STRATTEC and the Debtors were parties to contracts pursuant to which ADAC-STRATTEC sold certain automotive parts to the Debtors (the "Agreements").
4. On June 2, 2009, this Court entered an order (the "Sale Procedures Order") approving the procedures regarding the Debtors' assumption and assignment of executory contracts.
5. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtors delivered a notice (the "Assignment Notice") to an affiliate of ADAC-STRATTEC, STRATTEC SECURITY CORPORATION ("STRATTEC SECURITY"), indicating that the Debtors may assume and assign certain of the Debtors' Agreements with STRATTEC SECURITY (the "Assumed Contracts"). ADAC-STRATTEC did not receive such a notice.
6. The Assignment Notice directed STRATTEC SECURITY to a website (the "Contract Website") containing a description of the Assumed Contracts and associated cure amounts representing prepetition defaults under the Assumed Contracts. Certain of the Assumed Contracts are actually ADAC-STTATTEC's contracts with the

Debtors. ADAC-STRATTEC believes the Debtors intend to assume contracts with ADAC-STRATTEC but has mislabeled them as STRATTEC SECURITY contracts. On the Contract Website, the Debtors identify \$186,873.95 as the amount which they allege to be owing on ADAC-STRATTEC contracts, again, this amount is listed under STRATTEC SECURITY's cure amount, for prepetition defaults under the Assumed Contracts (the "Debtors' Cure Amount").

7. The Debtors' Cure Amount is less than what is actually owed under the ADAC-Strattec Assumed Contracts for prepetition shipments. ADAC-STRATTEC contests the Debtors' Cure Amount for the ADAC-Strattec Assumed Contracts and reserves its rights to all amounts owing as of the date of assumption and assignment. ADAC-STRATTEC asserts that the Debtors' outstanding obligations for prepetition obligations under the Agreements was \$205,613.66 (the "Supplier Cure Amount"). A summary of the Supplier Cure Amount is attached hereto as Exhibit A.

8. ADAC-STRATTEC believes that the Debtors intend to make payments to ADAC-STRATTEC in the ordinary course of business. However, ADAC-STRATTEC files this limited objection to the Debtors' Cure Amount to reserve its rights to payment for *all* outstanding prepetition and postpetition obligations upon the Debtors' assumption of the Assumed Contracts.

9. Pursuant to the Sale Procedures Order, ADAC-STRATTEC files this Objection to reserve its rights to the Supplier Cure Amount and any additional postpetition obligations outstanding as of the date of assumption and assignment of the Assumed Contracts.

10. ADAC-STRATTEC further reserves its rights to supplement this Objection.

WHEREFORE, ADAC-STRATTEC seeks an order sustaining its Objection and finding that the Supplier Cure Amount and any subsequent postpetition amounts due and owing to ADAC-STRATTEC is required to be paid to ADAC-STRATTEC upon assumption and assignment of any ADAC-Strattec Assumed Contracts and reserving its rights in connection with the Sale Procedures Order.

Dated: June 15, 2009
New York, New York

KELLEY DRYE & WARREN LLP

By: /s/ Jennifer A. Christian
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CERTIFICATE OF SERVICE

I, Jennifer A. Christian hereby certify that on June 15, 2009, a true and correct copy of the Objection of ADAC-Strattec LLC to the Debtor's 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 overnight mail.

/s/ Jennifer A. Christian
Jennifer A. Christian

<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 & 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 & Taft LLP One World Financial Center New York, New York 10281 Attn: John J. Rapisardi, Esq.</p>
<p>Vedder Price, P.C. 1633 Broadway, 47th Floor New York, New York 10019 Attn: Michael J. Edelman, Esq. Michael L. Schein, Esq. BY HAND</p>	<p>Office of United States Trustee for the Southern District of New York 33 Whitehall Street 21st Floor New York, New York 10004 Attn: Diana G. Adams, Esq.</p>
<p>Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Gordon Z. Novod, Esq.</p>	

ADAC-STRATTEC LLC
Total Outstanding Accounts Receivable Due From
General Motors and Saturn US as of 5/31/09

SSC Account #	Date	Type	Invoice #	Accounts	To Pay	To Pay	In Cure per	Balance
				Receivable	7/2/09 per	8/2/09 Per		
				as of 5/31/09	GM	GM	GM decor	
01000000	20509	IN	501469	20.34				20.34
01001111	20909	IN	501499	67.48				67.48
01000000	21009	IN	501515	48.15				48.15
01000000	21809	IN	501567	40.16				40.16
01000000	22509	IN	501612	27.81				27.81
01000000	30409	IN	501658	25.23				25.23
01000000	31109	IN	501699	20.34				20.34
01000000	31809	IN	501736	50.46				50.46
01000000	32509	IN	501770	45.57				45.57
01000000	40109	IN	501799	5.15				5.15
01000000	40809	IN	501837	42.74				42.74
01000000	41509	IN	501866	88.57			31.89	56.68
01000000	42309	IN	501909	22.66			22.66	-
01000000	42909	IN	501945	35.79			35.79	-
01000000	50809	IN	501988	19.90			33.04	(13.14)
01000000	51109	IN	501995	1,446.44			1,446.44	-
01000000	51109	IN	501996	15.45			15.45	-
01001111	51809	IN	502035	32.63	32.63			-
01000000	51809	IN	502036	189.87			189.87	-
01000000	51809	IN	502037	10.81			13.28	(2.47)
01000000	51809	IN	502038	33.22			33.22	-
01000000	52609	IN	502086	189.87			189.87	-
01000000	52609	IN	502087	7.61			10.08	(2.47)
01000000	52609	IN	502088	598.91			598.91	-
01001111	52609	IN	502089	32.63			32.63	-
01000000	52909	IN	502129	50.20			50.20	-
01000000	52909	IN	502134	21.80			21.80	-
01000000	52909	IN	502137	736.01			736.01	-
Unallocated Payment							770.58	-
Unallocated Deduction							(792.45)	-
GM SPO				3,925.80	32.63	-	3,439.27	432.03
01010000	50109	IN	501960	1,642.80			1,642.80	-
01010000	50109	IN	501963	1,558.20	1,558.20			-
01010000	50609	IN	501971	2,649.00			2,649.00	-
01010000	50609	IN	501972	2,823.47			2,823.48	(0.01)
01010000	50609	IN	501973	1,705.00			1,705.00	-
01010000	50609	IN	501974	1,448.91			1,448.91	-
01010000	50609	IN	501976	1,506.90	1,506.90			-
01010000	50609	IN	501977	975.60	975.60			-
01010000	50609	IN	501979	4,675.96			4,675.96	-
01010000	50609	IN	501980	1,262.29			1,262.29	-
01010000	50609	IN	501981	1,695.60	1,695.60			-
01010000	50809	IN	501984	2,649.00			2,649.00	-
01010000	50809	IN	501985	1,452.55			1,452.55	-
01010000	50809	IN	501986	1,669.50	1,669.50			-
01010000	51109	IN	501989	2,652.63			2,652.64	(0.01)
01010000	51109	IN	501990	1,335.60	1,335.60			-
01010000	51109	IN	501993	3,091.72			3,091.72	-
01010000	51109	IN	501994	410.40			410.40	-
01010000	51209	IN	501998	3,157.55			3,157.56	(0.01)
01010000	51209	IN	501999	1,829.41			1,829.41	-
01010000	51209	IN	502001	1,224.30	1,224.30			-
01010000	51309	IN	502005	2,963.67			2,963.67	-
01010000	51309	IN	502006	1,009.84			1,009.84	-
01010000	51309	IN	502007	1,275.60	1,275.60			-
01010000	51409	IN	502012	1,639.16			1,639.16	-
01010000	51409	IN	502016	1,729.50	1,729.50			-
01010000	51409	IN	502018	3,219.76			3,219.76	-
01010000	51409	IN	502020	1,041.60			1,041.60	-
01010000	51509	IN	502025	1,200.09			1,200.09	-
01010000	51509	IN	502026	4,291.81			4,291.80	0.01
01010000	51509	IN	502027	1,032.90			1,032.90	-
01010000	51509	IN	502028	1,275.60	1,275.60			-
01010000	51509	IN	502032	2,019.68			2,019.68	-

SSC Account #	Date	Type	Invoice #	Accounts Receivable as of 5/31/09	To Pay	To Pay	In Cure per GM decor	Balance
					7/2/09 per GM	8/2/09 Per GM		
01010000	51509	IN	502033	1,009.84			1,009.84	-
01010000	51509	IN	502034	1,712.40			1,712.40	-
01010000	51909	IN	502041	2,462.39			2,462.39	-
01010000	51909	IN	502042	1,639.16			1,639.16	-
01010000	52009	IN	502048	1,446.90	1,446.90			-
01010000	52009	IN	502049	1,767.21			1,767.21	-
01010000	52009	IN	502051	2,586.78			2,586.80	(0.02)
01010000	52009	IN	502052	741.60			741.60	-
01010000	52109	IN	502058	3,589.73			3,589.73	-
01010000	52109	IN	502059	1,642.80			1,642.80	-
01010000	52109	IN	502060	702.60	702.60			-
01010000	52109	IN	502065	792.90			792.90	-
01010000	52209	IN	502073	2,209.92			2,209.92	-
01010000	52209	IN	502074	1,483.20			1,483.20	-
01010000	52209	IN	502075	1,857.30	1,857.30			-
01010000	52209	IN	502076	2,016.03			2,016.03	-
01010000	52209	IN	502080	1,801.68			1,801.68	-
01010000	52209	IN	502081	2,103.34			2,103.34	-
01010000	52709	IN	502097	7,068.85			7,068.85	-
01010000	52709	IN	502098	2,213.57			2,213.57	-
01010000	52709	IN	502100	4,563.30			4,563.3	-
01010000	52709	IN	502101	3,922.11			3,922.11	-
01010000	52709	IN	502102	3,527.72			3,527.72	-
01010000	52809	IN	502107	2,554.03			2,554.03	-
01010000	52809	IN	502108	1,057.48			1,057.48	-
01010000	52809	IN	502110	1,612.80			1,612.8	-
01010000	52809	IN	502111	1,335.60			1,335.6	-
01010000	52809	IN	502112	2,051.97			2,051.97	-
01010000	52909	IN	502116	3,757.45			\$3,757.45	-
01010000	52909	IN	502117	2,286.69			2,286.69	-
01010000	52909	IN	502121	1,618.20			1,618.20	-
01010000	52909	IN	502122	2,239.84			2,239.84	-
01010000	52909	IN	502124	2,050.19			2,050.19	-
01010000	53009	IN	502142	2,524.60			\$2,524.60	-
01010000	53009	IN	502143	1,705.01			\$1,705.01	-
01010000	53009	IN	502144	1,639.16			\$1,639.16	-
01010000	53009	IN	502145	1,918.83			\$1,918.83	-
01010000	53009	IN	502147	2,045.34			\$2,045.34	-
01010000	53009	IN	502148	2,054.70			2,054.70	-
Unallocated Deductions					-74.18			
GM Production				149,428.82	18,179.02	-	131,175.66	(0.04)
TOTAL GM SPO and Production				<u>153,354.62</u>	<u>18,211.65</u>	-	<u>134,614.93</u>	<u>431.99</u>
Saturn								
09010000	50109	IN	501962	4,796.72			4,796.72	-
09010000	50609	IN	501975	4,796.72			4,796.72	-
09010000	50609	IN	501982	4,544.27			4,544.27	-
09010000	51109	IN	501991	7,006.64			7,006.64	-
09010000	51209	IN	502002	6,878.60			6,878.60	-
09010000	51409	IN	502017	4,354.01			4,354.01	-
09010000	51909	IN	502043	4,229.60			4,229.60	-
09010000	52109	IN	502066	10,464.32			10,464.3	0.02
09010000	52709	IN	502103	5,188.16			5,188.16	-
Saturn Production				<u>52,259.04</u>	-	-	52,259.02	0.02
Total Saturn and GM				<u>205,613.66</u>	<u>18,211.65</u>	-	<u>186,873.95</u>	<u>432.01</u>
AR Balance 5/31/09				205,613.66				
Payments				(205,085.60)				
Unallocated Deductions				(866.63)				
SSC Balance				<u>(338.57)</u>				