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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
Debtors.	( <i>Jointly Administered</i> )

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**NOTICE OF FILING**

To: See Attached Certificate of Service

PLEASE TAKE NOTICE that on June 15, 2009, we caused to be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York at the Dirksen Federal Building, One Bowling Green, New York, New York, 10004-1408, the **Objection of PGW, 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 Costs Related Thereto**, a copy of which is attached hereto and hereby served upon you.

Dated: June 15, 2009

**PGW, LLC**

By: /s/ Thomas R. Fawkes  
One of Its Attorneys

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## CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on Monday, June 15, 2009, I served this **Objection of PGW, 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 Costs Related Thereto** to those parties receiving electronic notice in the above-captioned case through the Court's ECF/CM system and upon the individuals listed on the following Service List by first-class United States mail, postage prepaid.

/s/ Thomas R. Fawkes

### Service List

#### Electronic Mail Notice List

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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
Debtors.	( <i>Jointly Administered</i> )

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**OBJECTION OF PGW, 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 COSTS RELATED THERETO**

PGW, LLC ("*PGW*"), creditor and party-in-interest in the above-captioned bankruptcy cases of General Motors Corp. and its affiliated debtors (collectively, the "*Debtors*"), by and through its undersigned counsel, hereby submits its objection (the "*Objection*") to the cure amount and statement of cure claim set forth in the *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 Costs Related Thereto* (the "*Cure Notice*").

In support of its Objection, PGW states as follows:

## BACKGROUND

### **A. PGW's Relationship With the Debtors**

1. PGW is a leading manufacturer of automotive glass, supplying its products to both OEM and aftermarket customers. In the period leading up to the Debtors' chapter 11 filings, PGW supplied automotive glass to the Debtors for installation in several models of GM vehicles – and indeed, is the sole supplier of automotive glass with respect to those models.

2. PGW supplies products to the Debtors pursuant to numerous purchase orders (collectively, the “*Purchase Orders*”),<sup>1</sup> as well as terms and conditions which apply to each of the Purchase Orders.

### **B. The Cure Notice**

3. On June 5, 2009, the Debtors served the Cure Notice pursuant to the *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* (Docket No. 274), approving, among other things, procedures establishing a process for the: (a) assumption of certain supplier agreements by the Debtors (as defined in the Cure Notice, the “*Assumable Executory Contracts*”) and assignment of these agreements to the proposed purchaser of substantially all of the Debtors' assets, Vehicle Acquisition Holding LLC, a purchaser sponsored by the U.S. Treasury (the “*Purchaser*”); (b) determination of the amounts necessary to cure defaults under the Assumable Executory Contracts (as defined in the Cure Notice, the “*Cure Amounts*”) occurring prior to the commencement of the chapter 11 cases (the

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<sup>1</sup> Because the Purchase Orders are voluminous, they have not been attached to this Objection. However, PGW will provide the Debtors or any other party-in-interest with copies of the Purchase Orders promptly upon request.

“*Petition Date*”); and (c) resolution of other disputes in connection with the assumption and assignment of the Assumable Executory Contracts.

4. The Cure Notice directed PGW to a website maintained by the Debtors (the “*Contract Website*”) identifying certain production supplier agreements that the Debtors have identified as Assumable Executory Contracts that they intend to assume and assign to the Purchaser, as well as the proposed “Cure Amount” associated with each Assumable Executory Contract.

5. On the Contract Website, the Debtors have scheduled their production supplier agreements with PGW among those intended to be assumed and assigned to the Purchaser, and have determined that the “Cure Amount” needed to cure all pre-Petition Date defaults thereunder is \$1,595,874.71.

#### **OBJECTIONS TO CURE NOTICE**

6. Section 365(b)(1)(A) of the Bankruptcy Code requires that “[i]f there has been a default in an executory contract or unexpired lease of the debtor, the trustee may not assume such contract or lease unless, at the time of assumption of such contract or lease, the trustee cures, or provides adequate assurance that the trustee will promptly cure, such default.” 11 U.S.C. § 365(b)(1)(A).

7. PGW understands that the Debtors are continuously updating the Cure Amounts posted on the Contract Website. In fact, the Cure Amounts listed on the Contract Website are even changing today, the deadline for PGW to file its Objection. Because the Cure Amounts on the Contract Website remain in a state of flux, PGW has thus far been unable to fully reconcile the Debtors’ Cure Amounts to its own records. PGW, therefore, reserves its rights to supplement this objection once it is fully able to reconcile the Debtors’ Cure Amount to its own records. Additionally, PGW reserves all rights to file additional objections or other pleadings as necessary in response to future revisions to the Contract Website as it pertains to the Purchase Orders.

8. Moreover, PGW continues to reconcile its books and records in an effort to determine what – if any – discrepancy exists between the pre-Petition Date amounts owed by the Debtors to PGW under the Purchase Orders (the “*Actual Cure*”)<sup>2</sup> and the Cure Amount. As of the date of this Objection, PGW believes that the Actual Cure may be as high as \$2,225,135.06 (a discrepancy of \$629,260.35).<sup>3</sup> However, upon further review of its books, records, and open invoices issued to the Debtors, as well as further discussions with the Debtors, it is possible that the gap between the Actual Cure and the Cure Amount may be narrowed. At this time, PGW reserves its right to amend this Objection upon the completion of this review and reconciliation process.

9. In addition, PGW shipped products to the Debtors in the week prior to the Petition Date (the “*Prior Shipments*”). It appears that certain of the invoices evidencing the Prior Shipments may not have been included in the Debtors’ calculation of the Cure Amount. Accordingly, PGW seeks confirmation from the Debtors: (1) that any such Prior Shipments are not included in the Cure Amount; and (2) that the invoices evidencing the Prior Shipments constitute post-Petition Date obligations of the Debtors’ estates that will be satisfied in full either (a) in the ordinary course of business (and will be accorded administrative expense priority); or (b) are eligible to be paid to PGW based upon its designation as an Essential Vendor (as defined in the *Interim Order Pursuant to 11 U.S.C. §§ 105, 363, and 364 Authorizing Debtors To (I) Pay Prepetition Claims of Certain Essential Suppliers, Vendors, and Service Providers, (II) Continue Troubled Supplier Assistance Program, and (III) Continue Participation in the United States Treasury Auto Supplier Support Program*).

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<sup>2</sup> PGW has not attached the invoices forming the basis for the Actual Cure, as (1) they are voluminous; and (2) they should be in the possession of the Debtors. However, upon the reasonable request of a party-in-interest, PGW will provide copies of the invoices.

<sup>3</sup> For instance, this discrepancy may arise in part from the fact that the Debtors included approximately \$281,000 of unpaid pre-Petition Date invoices on a cure notice issued to PPG (an entity related to PGW), when such amounts are actually owed to PGW. The reconciliation of such amounts will substantially reduce the current discrepancy between PGW’s books and records and the Cure Amount.

10. Until the Cure Amount is revised to match the Actual Cure (subject to further reconciliation by PGW and/or the Debtors), or until the parties reach agreement as to the Debtors' cure obligations to PGW, PGW objects to the assumption and assignment to the Purchaser (or any other purchaser of the Debtors' assets) of any of the Purchase Orders.

### **CONCLUSION**

For the foregoing reasons, PGW objects to the Cure Notice, and requests: (1) allowance of the Cure Amount needed to cure all pre-Petition Date defaults under the Purchase Orders in the amount of the Actual Cure (whether as stated herein or based upon further reconciliation by PGW and/or the Debtors); (2) clarification or confirmation concerning the issues set forth in this Objection; and (3) such other and further relief as is just and proper.

Dated: June 15, 2009

**PGW, LLC**

By: /s/ Thomas R. Fawkes  
One of Its Attorneys

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