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Attorneys for Aisin World Corp. of America

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

In re

General Motors Corp., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**OBJECTION OF AISIN WORLD CORP. OF AMERICA TO THE DEBTORS' NOTICE
OF INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
NONRESIDENTIAL PROPERTY**

Aisin World Corp. of America, (“Aisin”), by and through its undersigned counsel, and on behalf of itself and Aisin (Australia) Pty. Ltd.; Aisin AI Co., Ltd.; Aisin Automotive; Aisin Automotive Casting, LLC.; Aisin Automotive Casting Tenn.; Aisin Automotive Casting Tennessee, Inc.; Aisin AW Co., Ltd.; Aisin Electronics, Inc.; Aisin Electronics Illinois, LLC; Aisin Light Metals, LLC; Aisin Manufacturing Illinois; Aisin Mfg. Illinois LLC; Aisin Mexicana S.A, de C.V.; Aisin Seiki Co., Ltd.; Aisin U.S.A. Mfg., Inc; Aisin World Corp. of America; AW

Transmission Engineering; Aisin Transmission Engineering USA, Inc.; and AW Transmission Engineering USA for its objection (the “Cure Objection”) to the proposed cure amount (the “Cure Amount”) listed on the Debtors’ Contract Notices website (the “Website”) pursuant to this Court’s Sale Procedures Order and paragraph A of the Assumption and Assignment Notice respectfully represents:

1. On June 1, 2009 (the “Petition Date”), the Debtors filed their voluntary petition for relief in this Court under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

2. Prior to the Petition Date, Aisin entered into various contracts, purchase orders, and agreements whereby Aisin would provide goods and services in exchange for timely payments of same by the Debtors (collectively, the “Contracts”).

3. Pursuant to the Sale Procedures Order, the Debtors delivered its Assumption and Assignment Notice dated June 5, 2009 which included instructions to access the Website on which Aisin could view a listing of those executory contracts the Debtors may seek to assume and assign in connection with the sale of substantially all of its assets (the “Executory Contracts”), and by its calculations the Cure Amount in connection with such contract or leases.

4. At the time this Cure Objection was filed, the Website identified the Executory Contracts and the Cure Amount of \$3,822,773.88 due and owing to Aisin Seiki Co. Ltd.¹ under the Executory Contracts.

5. Aisin does not object to the assumption and assignment of the Executory Contracts *per se* and has begun, or is prepared to begin, its efforts to reach a consensual resolution of a dispute over the Cure Amount with the Debtors. However, as the dispute has not

yet been resolved, Aisin, for purposes of preserving its objection rights as to the Cure Amount, makes this Cure Objection pursuant to paragraph 8 of the Assumption and Assignment Notice.

Objection to the Cure Amount

6. Aisin objects to the identification of Aisin Seiki Co. Ltd. as the supplier to whom the Cure Amount is owed. In fact, the Cure Amount is owed to Aisin, and one or more of the following: Aisin (Australia) Pty. Ltd.; Aisin AI Co., Ltd.; Aisin Automotive; Aisin Automotive Casting, LLC.; Aisin Automotive Casting Tenn.; Aisin Automotive Casting Tennessee, Inc.; Aisin AW Co., Ltd.; Aisin Electronics, Inc.; Aisin Electronics Illinois, LLC; Aisin Light Metals, LLC; Aisin Manufacturing Illinois; Aisin Mfg. Illinois LLC; Aisin Mexicana S.A, de C.V.; Aisin Seiki Co., Ltd.; Aisin U.S.A. Mfg., Inc; Aisin World Corp. of America; AW Transmission Engineering; Aisin Transmission Engineering USA, Inc.; and AW Transmission Engineering USA.

7. Aisin objects to the Cure Amount listed on the Website at the time this Cure Objection was filed as it does not fully cure and compensate Aisin for the Debtors' default(s). According to Aisin's books and records, the correct Cure Amount for the Executory Contracts, is approximately \$10,079,147.00.

8. Aisin reserves its right to amend or supplement this Cure Objection if, for example, the Debtors seek to assume and assign additional Contracts after the Objection Deadline or if there are additional cure amounts relating to defaults under Contracts that occur or continue to occur after the Petition Date. Further, by filing this Cure Objection, except to the extent governed by a Trade Agreement executed prior to the Objection Deadline if such an

¹Aisin Seiki Co., Ltd. is not a supplier of GM's and is named in this objection solely to correlate it to GM's Website. By being named in this objection, Aisin Seiki Co., Ltd. does not consent to jurisdiction in this case, or in any other case and reserves the right to challenge any attempts to assert jurisdiction over it.

agreement was executed by the Debtors and Aisin, Aisin does not waive any other rights, claims, or interests it has or may have as provided by the Contracts or as a matter of non-bankruptcy law, all of which are expressly preserved.

WHEREFORE, Aisin respectfully requests that the Court (a) condition any assumption and assignment of the Executory Contracts and any other Contracts the Debtors later will decide to assume on (i) the payment in full for all of the outstanding amount(s) due to Aisin under those Contracts in compliance with section 365 of the Bankruptcy Code and (ii) compliance with any other applicable law, and (b) grant such other and further relief as the Court deems just and proper.

Dated: New York New York
June 15, 2009

BUTZEL LONG, a professional corporation

By: /s/ Robert Sidorsky
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CERTIFICATE OF SERVICE

I hereby certify that on June 15, 2009, I caused to be filed by electronic filing with the United States Bankruptcy Court for the Southern District of New York the Objection of Aisin World Corp. of America to Debtors' Notice of Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Property, using the ECF system which will send notification of such filing to registered users in the case; and to be served via E-Mail and U.S. Mail on the following at the addresses set forth below.

Diana G. Adams, Esq. Office of the U.S. Trustee for the Southern District of New York 33 Whitehall Street, 21 st Floor New York, NY 10004	Warren Command Center Mailcode 480-206-114 General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, MI 48090-9025
Harvey Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 harvey.miller@weil.com stephen.karotkin@weil.com joseph.smolinsky@weil.com	John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281 john.rapisardi@cwt.com

<p>Matthew Feldman, Esq. U.S. Department of Treasury 1500 Pennsylvania Avenue NW, Room 2312 Washington, DC 20220</p>	<p>Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway, 47th Floor New York, NY 10019 mjedelman@vedderprice.com mschein@vedderprice.com</p>
<p>Kenneth Eckstein, Esq. Thomas Moers Mayer, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 keckstein@kramerlevin.com tmayer@kramerlevin.com</p>	<p><u>Chambers Copy</u> Hon. Robert E. Gerber United States Bankruptcy Court Southern District of New York One Bowling Green, Room 621 New York, NY 10004-1408</p>

Dated: New York New York
June 15, 2009

BUTZEL LONG, a professional corporation

By: /s/ Robert Sidorsky
Robert Sidorsky, Esq.