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Attorneys for Mann+Hummel USA, Inc., Mann+Hummel GMBH, Mann+Hummel Advanced Filtration Concepts, Inc., Mann+Hummel Mexico S.A. de C.V.

## 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)

LIMITED OBJECTION OF MANN+HUMMEL USA, INC., MANN+HUMMEL GMBH, MANN+HUMMEL ADVANCED FILTRATION CONCEPTS, INC., AND MANN+HUMMEL MEXICO S.A. DE C.V. TO DEBTORS' NOTICE OF INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL PROPERTY

Mann+Hummel USA, Inc., Mann+Hummel GMBH, Mann+Hummel Advanced Filtration Concepts, Inc., Mann+Hummel Mexico S.A. de C.V., and all other legal entities associated with ultimate DUNS number 332756340 (collectively, "Mann+Hummel"), by and through its undersigned counsel, for its objection (the "Cure Objection") to the proposed Cure Amount listed

on 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, Mann+Hummel entered into various contracts, purchase orders, and agreements whereby Mann+Hummel would provide goods and services in exchange for timely payments of same by 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 Mann+Hummel could view a listing of those executory contracts Debtors may seek to assume and assign in connection with the sale of substantially all of its assets, and by its calculations, any corresponding proposed Cure Amount in connection with such contract or leases.
- 4. At the time this Cure Objection was filed, the Website identified 508 Contracts the Debtors may seek to assume and assign in connection with the sale of substantially all of its assets and a total Cure Amount of \$1,219,611.97 due and owing to Mann+Hummel under the identified Contracts.
- 5. Mann+Hummel does not object to the assumption and assignment of its Contracts *per se* and has begun, or is prepared to begin, its efforts to reach a consensual resolution of the Cure Amount with Debtors. However, as the Cure Amount has not yet been resolved, Mann+Hummel, for purposes of preserving its objection rights as to the proposed Cure Amount, makes this Cure Objection pursuant to paragraph 8 of the Assumption and Assignment Notice.

**Limited Objection to Proposed Cure Amount** 

6. Mann+Hummel objects to the proposed Cure Amount listed on the Website as it

does not fully cure and compensate Mann+Hummel for Debtors' default(s). The correct Cure

Amount, according to Mann+Hummel's books and records, is US\$8,345,529¹ and €25,253.²

7. Mann+Hummel reserves its right to amend or supplement this objection if, for

example, Debtors seek to assume and assign additional Contracts after the Objection Deadline or

if there are additional Cure Amounts relating to defaults under the 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,

Mann+Hummel does not waive any other rights, claims, or interests it has or may have under the

Contracts as provided by the Contracts or as a matter of non-bankruptcy law, all of which are

expressly preserved.

WHEREFORE, Mann+Hummel respectfully requests that the Court (a) condition any

assumption and assignment of the Contracts on (i) the payment in full for all outstanding

amount(s) due to Mann+Hummel under the 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

/s/ Robert Sidorsky Robert Sidorsky, Esq.

Eric B. Fisher, Eq.

<sup>1</sup> This amount is distributed to the various Mann+Hummel entitled as follows: Mann+Hummerl USA is owed \$6,898,579; Mann+Hummel Mexico is owed \$1,414,989; and Mann+Hummal

Advanced Filtration Concepts is owed \$31,961.

<sup>2</sup> €25.253 is owed to Mann+Hummel GMBH.

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## 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)

## **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 Limited Objection of Mann+Hummel USA, Inc., Mann+Hummel GMBH, Mann+Hummel Advanced Filtration Concepts, Inc., Mann+Hummel Mexico S.A. de C.V. 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.	Warren Command Center
Office of the U.S. Trustee for the Southern	Mailcode 480-206-114
District of New York	General Motors Corporation
33 Whitehall Street, 21 <sup>st</sup> Floor	Cadillac Building
New York, NY 10004	30009 Van Dyke Avenue
	Warren, MI 48090-9025
Harvey Miller, Esq.	John J. Rapisardi, Esq.
Stephen Karotkin, Esq.	Cadwalader, Wickersham & Taft LLP
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Matthew Feldman, Esq. U.S. Department of Treasury 1500 Pennsylvania Avenue NW, Room 2312 Washington, DC 20220	Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway, 47 <sup>th</sup> Floor New York, NY 10019 mjedelman@vedderprice.com mschein@vedderprice.com
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	Chambers Copy Hon. Robert E. Gerber United States Bankruptcy Court Southern District of New York One Bowling Green, Room 621 New York, NY 10004-1408

Dated: New York New York June 15, 2009

BUTZEL LONG, a professional corporation

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