

BUTZEL LONG, a professional corporation
Robert Sidorsky
Eric B. Fisher
380 Madison Avenue
New York, New York 10017
Telephone: (212) 818-1110
Facsimile: (212) 818-0494
sidorsky@butzel.com
fishere@butzel.com

Thomas B. Radom (admitted *pro hac vice*)
Max J. Newman (admitted *pro hac vice*)
41000 Woodward Avenue
Bloomfield Hills, Michigan 48304
Telephone: (248) 258-1616
Facsimile: (248) 258-1439
radom@butzel.com
newman@butzel.com

Attorneys for ArvinMeritor, Inc.

**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)

**FIRST AMENDED LIMITED OBJECTION OF ARVINMERITOR, INC.
AND ITS SUBSIDIARIES AND AFFILIATES TO DEBTORS' NOTICE
OF INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY,
AND UNEXPIRED LEASES OF NONRESIDENTIAL PROPERTY**

ArvinMeritor, Inc., its subsidiaries and affiliates, and all other legal entities associated with ultimate DUNS number 78-808-2092 (collectively, "ArvinMeritor"), by and through its undersigned counsel, for its First Amended Limited Objection (the "Amended 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, ArvinMeritor entered into various contracts, purchase orders, and agreements whereby ArvinMeritor 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 ArvinMeritor 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 Amended Cure Objection was filed, the Website identified 654 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 \$6,793,029.33 due and owing to ArvinMeritor under the identified Contracts.

5. ArvinMeritor 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, ArvinMeritor, for purposes of preserving its objection rights as to the proposed Cure Amount, makes this Amended Cure Objection pursuant to paragraph 8 of the Assumption and Assignment Notice.

Thomas B. Radom (pro hac vice admission pending)
Max J. Newman (pro hac vice admission pending)
41000 Woodward Avenue
Bloomfield Hills, Michigan 48304
Telephone: (248) 258-1616
Facsimile: (248) 258-1439
radom@butzel.com
newman@butzel.com

Attorneys for ArvinMeritor, Inc.

**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 19, 2009, I caused to be filed by electronic filing with the United States Bankruptcy Court for the Southern District of New York the FIRST AMENDED LIMITED OBJECTION OF ARVINMERITOR, INC. AND ITS SUBSIDIARIES AND AFFILIATES 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 FedEx 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

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 th 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	<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

Dated: New York New York
June 19, 2009

BUTZEL LONG, a professional corporation

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