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Attorneys for Martinrea International, 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)

**SECOND LIMITED OBJECTION OF MARTINREA INTERNATIONAL, INC. TO
DEBTORS' NOTICE OF INTENT TO ASSUME AND ASSIGN CERTAIN
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY,
AND UNEXPIRED LEASES OF NONRESIDENTIAL PROPERTY**

Martinrea International, Inc. and its subsidiaries (collectively, "Martinrea"), by and through its undersigned counsel, for its Second Limited Objection (the "Second 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 represent:

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, Martinrea entered into various contracts, purchase orders, and agreements whereby Martinrea 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 their Second Assumption and Assignment Notice dated June 15, 2009, which included instructions to access the Website on which Martinrea could view a listing of those executory contracts Debtors may seek to assume and assign in connection with the sale of substantially all of their assets, and by their calculations, any corresponding proposed Cure Amount in connection with such contract or leases.

4. At the time this Second Cure Objection was filed, the Website identified 5,069 Contracts the Debtors may seek to assume and assign in connection with the sale of substantially all of their assets and a total Cure Amount of US\$7,693,994.86 due and owing to Martinrea under the identified Contracts.

5. Martinrea does not object to the assumption and assignment of its Contract(s) *per se* and has begun, or is prepared to begin, its efforts to reach a consensual resolution of the Cure Amount with Debtors. As the Cure Amount has not yet been resolved, however, Martinrea, for purposes of preserving its objection rights as to the proposed Cure Amount, makes this Second Cure Objection pursuant to paragraph 8 of the Second Assumption and Assignment Notice.

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CERTIFICATE OF SERVICE

I hereby certify that on June 29, 2009, I caused to be filed by electronic filing with the United States Bankruptcy Court for the Southern District of New York the SECOND LIMITED OBJECTION OF MARTINREA INTERNATIONAL, INC. 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

<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 29, 2009

BUTZEL LONG, a professional corporation

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