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Company Limited, Central Stampings Limited,
Prince Metal Products Limited, Nartech Metal
Products Limited, & Prince Metal Stampings USA Limited

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

-----X
In re : Chapter 11
: :
GENERAL MOTORS CORP., *et al.*, : Case No. 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
-----X

**OBJECTION OF NATIONAL AUTO RADIATOR MANUFACTURING COMPANY
LIMITED, CENTRAL STAMPINGS LIMITED, PRINCE METAL PRODUCTS
LIMITED, NARTECH METAL PRODUCTS LIMITED, & PRINCE METAL
STAMPINGS USA LIMITED TO SECOND 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 AMOUNTS RELATED THERETO**

National Auto Radiator Manufacturing Company Limited, Central Stampings Limited,
Prince Metal Products Limited, Nartech Metal Products Limited, & Prince Metal Stampings
USA Limited, (collectively "The Narmco Group"), creditors and interested parties, object to the
Second Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and
Unexpired Leases and (II) Cure Amounts Related Thereto (the "Second Assumption Notice")
served upon The Narmco Group by the above captioned debtors and debtors-in-possession

(collectively, the “Debtors”) pursuant to the Court’s Bidding Procedures Order (Docket No. 274). In support of the objection, The Narmco Group states:

1. The Debtors purportedly mailed an initial assumption notice to The Narmco Group on June 5, 2009 (the “Initial Assumption Notice”).

2. On June 15, 2009, The Narmco Group filed an objection to the Initial Assumption Notice based on an incorrect Cure Amount¹ (Docket # 1361).

3. The Debtors purportedly mailed a Second Assumption Notice to The Narmco Group on June 15, 2009. The Narmco Group did not receive the Second Assumption Notice until June 29, 2009, four days after objections were due.

4. Because The Narmco Group did not receive the Assumption Notice until June 29, 2009, and filed its objection as promptly as possible under the circumstances, The Narmco Group asks that this Court consider the objection as timely filed.

5. The Debtors are parties to executory contracts with The Narmco Group.

6. The Debtors have proposed assuming and assigning certain of The Narmco Group’s executory contracts (the “Designated Contracts”). The number and/or amount of these Designated Contracts was altered and revised in the Second Assumption Notice.

7. The information on the Debtors’ contract notice website provided in the Second Assumption Notice still fails to include all amounts due under the Designated Contracts listed and/or also fails to include amounts due for work done under the Designated Contracts.

8. The Narmco Group does not oppose the Debtors’ assumption and assignment of The Narmco Group’s contracts *per se*. The Narmco Group files this objection to the Second Assumption Notice as a precautionary measure in order to preserve its rights to receive payment of the full Cure Amount owed as a condition of any assumption and assignment.

¹ Capitalized terms not defined herein have the meaning assigned to them in the Second Assumption Notice.

9. The Narmco Group objects, on a limited basis, to the Second Assumption Notice to the extent that the Cure Amount identified by the Debtors is still inaccurate. The Narmco Group is owed a substantial sum for both pre and post petition goods and services provided to the Debtors. This amount is not fully reflected in the Debtors' revised Cure Amount in the Second Assumption Notice.

10. The Narmco Group also objects to the extent that the Second Assumption Notice would allow payment of less than 100% of pre-petition and post-petition obligations owed by Debtors to The Narmco Group, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).

11. The Narmco Group reserves any and all rights arising from or associated with the Designated Contracts.

12. Because the authority upon which The Narmco Group relies is incorporated into this objection, The Narmco Group respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

13. The Narmco Group reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amounts with respect to The Narmco Group's Designated Contracts.

14. The Narmco Group has been in contact with representatives of the Debtors in an attempt to resolve their differences with respect to the Cure Amounts owed. The Narmco Group is working toward an amicable resolution of the dispute without judicial intervention and is hopeful that agreement can be reached between the parties in the coming days.

WHEREFORE, The Narmco Group respectfully requests that the Court enter an order (a) conditioning any assumption and assignment of the Designated Contracts on full payment of all outstanding amounts due to The Narmco Group, (b) reserving its rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing The Narmco Group with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt

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Dated: June 30, 2009

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Prince Metal Products Limited, Nartech Metal
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GENERAL MOTORS CORP., *et al.*, : Case No. 09-50026 (REG)
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CERTIFICATE OF SERVICE

I hereby certify that on June 30, 2009, I electronically filed the foregoing Objection to the Second Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto, and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 30, 2009 via Federal Express mail:

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/s/ P. Warren Hunt
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Dated: June 30, 2009