

EPSTEIN BECKER GREEN P.C.

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Hearing Date: TBD

Objection Deadline: Monday, June 15, 2009

and

FRANTZ WARD LLP

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Counsel to Avery Dennison Corporation

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

In re

Chapter 11

GENERAL MOTORS CORP., *et al.*,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

**LIMITED OBJECTION OF AVERY DENNISON CORPORATION TO NOTICE
OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN
EXECUTORY CONTRACTS AND (II) CURE COSTS RELATED THERETO**

Avery Dennison Corporation, including its affiliates and subsidiaries ("Avery"), hereby submits this objection (the "Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the "Notice"), served upon Avery

by the above-captioned Debtors and Debtors-in-Possession (“Debtors”) pursuant to this Court's Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Bidding Procedures Order"), (ECF #274) stating as follows:

1. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009.
2. On June 2, 2009, this Court entered the Bidding Procedures Order, which includes procedures regarding Debtors' assumption and assignment of executory contracts.
3. Pursuant to the Bidding Procedures Order, the Debtors delivered a Notice to Avery dated June 5, 2009 (although not received until sometime much later than that date) apparently indicating that the Debtors intend to assume and assign certain of the Debtors' contracts with Avery, all as set forth on a secure website provided by the Debtors (the "Assumed Contracts").
4. As directed by the Notice, Avery went to the website and it appears that GM intends to assume in excess of one hundred (100) Avery contracts. However, the Debtors do not give specificity as to exactly which contracts. Moreover, the corresponding amounts listed for cure amounts for Avery on the website are incorrect.
5. The incorrect amounts may be from receivables or payments not yet reconciled by the Debtors. However, Avery simply has not had an adequate period of time to reconcile cure amounts for in excess of one hundred (100) contracts considering the very limited time provided by this Notice.
6. Avery has no objection to the assumption of the Assumed Contracts provided that the correct cure amounts are paid. However, the Debtors proposed cure payments for the Assumed

Contracts appear to be incorrect.

7. Avery believes that given a longer time frame any differences can hopefully be reconciled, but files this objection to object to the cure amounts currently listed and to preserve its rights to object to the cure amounts as they may be changed and in an abundance of caution due to the deadlines for filing objections and to preserve all rights related to the proposed assumption of the Assumed Contracts.

8. Further, Avery reserves all rights to amend and/or supplement this objection.

WHEREFORE, Avery respectfully requests, only to the extent that the parties cannot reconcile the correct cure amounts among themselves, that this Court set the correct cure amounts, compel Debtors to pay the correct cure amount and grant such other and further relief as is just and appropriate.

Respectfully Submitted:

Dated: June 12, 2009

EPSTEIN BECKER GREEN P.C.

/s/ Paul Traub

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and

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Counsel to Avery Dennison Corporation

**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

AFFIDAVIT OF SERVICE

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

I, Timothy J. Richards, state as follows:

1. I am over 18 years of age and am not a party to this action.
2. I am employed by Frantz Ward LLP at 2500 Key Center, 127 Public Square
Cleveland, OH 44114.
3. On June 12, 2009, I caused to be served a true and correct copy of the *Limited Objection of Avery Dennison Corporation to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto* on all ECF participants via the Court's ECF system and via overnight courier upon the following:

Miller, Johnson, Snell & Cumiskey, PLC
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Debtors

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Chambers Copy
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United States Bankruptcy Court
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One Bowling Green, Room 621
New York, NY 10004-1408

/s/Timothy J. Richards
Timothy J. Richards