MILLER, CANFIELD, PADDOCK AND STONE, P.L.C. 150 West Jefferson Ave., Suite 2500 Detroit, MI 48226 Donald J. Hutchinson (313) 496-7536 Counsel for Horiba Instruments Inc. and Horiba Ltd.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C. 840 West Long Lake Road Troy, MI 48098 Joseph D. Gustavus (248) 267-3317 Counsel for Horiba Instruments Inc. and Horiba Ltd.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	Х	
	:	
In re:	:	Chapter 11
	:	
General Motors Corporation,	:	Case No. 09-50026 (REG)
	:	
Debtor.	:	
	Х	

OBJECTION OF

HORIBA INSTRUMENTS INC. AND HORIBA LTD. TO CURE AMOUNTS

Horiba Instruments Inc. and Horiba Ltd. (collectively, "<u>Supplier</u>"), by its attorneys Miller, Canfield, Paddock and Stone, P.L.C., hereby objects to Debtor's proposed Cure Amounts relating to Debtor's assumption and assignment of certain executory contracts (the "<u>Cure Objection</u>"). In support of its Cure Objection, Supplier states as follows:

PRELIMINARY STATEMENT

1. Supplier is in receipt of the June 5, 2009 Notice of (I) Debtor's 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 (the "<u>Notice</u>"), in which Debtor states its intention to assume and assign to Vehicle Acquisition Holdings LLC (the "<u>Purchaser</u>") certain executory contracts between Supplier and Debtor (the "<u>Contracts</u>"). A true and accurate copy of the

Notice is attached hereto as Exhibit A.

2. Supplier proposes negotiations with Debtor regarding the issues raised herein in a good faith effort to reach an accord.

ARGUMENT

3. Debtor asserts, on its website http://www.contractnotices.com (the "<u>Website</u>"), a copy of which (as of June 11, 2009) is attached hereto as <u>Exhibit B</u>, that the total Cure Amounts for Supplier is \$374,256.52 (the "Proposed Cure Amounts").

4. Debtor's Proposed Cure Amounts do not accurately reflect all existing and potential defaults and are therefore insufficient.

5. Debtor's Proposed Cure Amounts would deprive Supplier of the full benefit of its bargain and would fail to restore the parties to pre-default conditions.

6. Debtor's Proposed Cure Amounts do not include potential defaults accruing after June 1, 2009 relating to (a) invoices that were issued by Supplier to Debtor prior to June 1, 2009 and (b) other outstanding amounts withheld by Debtor that may be invoiced by Supplier upon Debtor acceptance; such outstanding amounts pertain to Supplier product delivered to Debtor prior to June 1, 2009; it is anticipated that acceptance with respect to the outstanding amounts will occur such that all amounts referenced in this paragraph 6 will become due and owing no later than August 31, 2009 and thus Debtor may be in default prior to the closing on Debtor's sale of substantially all of Debtor's assets to Purchaser, which is likely to be completed well after they become due and owing ("<u>Potential</u> <u>Pre-Sale Defaults</u>").

7. Thus, the correct total of Cure Amounts required to cure all existing defaults and Potential Pre-Sale Defaults is \$1,876,589.40 (for deliveries ordered in U.S. Dollars) and €832,651.90 (for deliveries ordered in Euros), which includes \$374,256.52 otherwise correctly set forth on the

Website, as well as the following adjustments to the Cure Amounts (the "Adjustments"):

- (a) inclusion of \$1,502,332.88, representing Potential Pre-Sale Defaults and comprising U.S. Dollar amounts incorrectly excluded from the Website, the details of which are attached hereto as <u>Exhibit C</u> and supported by immediately available substantiating documentation included therewith.
- (b) inclusion of €832,651.90, representing Potential Pre-Sale Defaults and comprising Euro amounts incorrectly excluded from the Website, the details of which are attached hereto as <u>Exhibit C</u> and supported by immediately available substantiating documentation included therewith.

8. Supplier reserves the right to submit additional amounts to be added to the amount stated above.

9. With appropriate language in a cure letter with Debtor to memorialize Debtor's and/or

the Purchaser's commitment to pay the Correct Cure Amounts, Supplier anticipates that its objections based on the Adjustments will be resolved.

RELIEF REQUESTED

WHEREFORE, Supplier requests that the Court grant Supplier the relief as set forth in

paragraph 8 of the Notice and such other relief as the Court deems just and proper.

Dated: June 12, 2009

MILLER CANFIELD PADDOCK AND STONE, P.L.C.

By <u>/s/ Donald J. Hutchinson</u> Donald J. Hutchinson (MI P39545) Counsel for Horiba Instruments Inc. and Horiba Ltd. 150 West Jefferson Avenue, Suite 2500 Detroit, MI 48226 Telephone: (313) 963-6420 Fax: (313) 496-8450 Email: hutchinson@millercanfield.com

Joseph D. Gustavus (MI P56000) Counsel for Horiba Instruments Inc. and Horiba Ltd. 840 West Long Lake Road, Suite 200 Troy, MI 48098 Telephone: (248) 267-3317 Fax: (248) 879-2001 Email: gustavus@millercanfield.com

CERTIFICATE OF SERVICE

Donald J. Hutchinson hereby certifies that, on the 12th day of June, 2009, he served a copy of the foregoing document, *OBJECTION OF COUNSEL FOR HORIBA INSTRUMENTS INC. AND HORIBA LTD. TO CURE AMOUNTS*, upon each of the persons listed on the attached Exhibit 1, by Federal Express Priority Overnight Mail so as to be received by each of the persons listed on the attached Exhibit 1 before 4:00 p.m., June 15, 2009.

Dated: June 12, 2009

By <u>/s/</u> Donald J. Hutchinson Donald J. Hutchinson (MI P39545) Miller, Canfield, Paddock and Stone, P.L.C. 150 West Jefferson Avenue, Suite 2500 Detroit, MI 48226 Telephone: (313) 963-6420 Fax: (313) 496-8450 Email: hutchinson@millercanfield.com

EXHIBIT 1

SERVICE LIST

The Honorable Robert E. Gerber Chambers United States Bankruptcy Court One Bowling Green New York, NY 10004-1408

General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, MI 48090-9025

Attention: Warren Command Center Mailcode 480-206-114

Weil, Gotshal & Manges LLP Attention: Harvey R. Miller, Esq. Stephen Karotkin, Esq. and Joseph H. Smolinsky, Esq. 767 Fifth Avenue New York, NY 10153

United States Treasury Attention: Matthew Feldman, Esq. 1500 Pennsylvania Avenue NW Room 2312 Washington, DC 20220

John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281 Vedder Price, P.C. Attention: Michael J. Edelman, Esq. and Michael L. Schein, Esq. 1633 Broadway, 47th Floor New York, NY 10019

Diana G. Adams, Esq. Office of the United States Trustee 33 Whitehall Street, 21st Floor New York, NY 10004

Kenneth H. Eckstein, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 Exhibit A

NOTICE

UNITED STATES BANKRUPTCY COUR	ſ
SOUTHERN DISTRICT OF NEW YORK	
N 14 14 14 14 14 14 14 14 14 14 14 14 14	X
	:
In re	:
	:
GENERAL MOTORS CORP., et al.,	:
	:
Debtors.	:
	:

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

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

PLEASE TAKE NOTICE THAT:

By motion dated June 1, 2009 (the "Motion"), General Motors 1. Corporation ("GM") and its debtor subsidiaries, as debtors in possession (collectively, the "Debtors" or the "Company"),¹ sought, among other things, authorization and approval of (a) the sale of substantially all the Debtors' assets pursuant to that certain Master Sale and Purchase Agreement and related agreements (the "MPA") among the Debtors (the "Sellers") and Vehicle Acquisition Holdings LLC (the "Purchaser"), a purchaser sponsored by the United States Department of the Treasury (the "U.S. Treasury") (the "363 Transaction"), free and clear of liens, claims, encumbrances, and interests, (b) certain proposed procedures to govern the sale process and provide for the submission of any competing bids for substantially all the Debtors' assets (the "Sale Procedures"), (c) the assumption and assignment of certain executory contracts (the "Contracts") and unexpired leases of personal property and of nonresidential real property (collectively, the "Leases") in connection with the 363 Transaction, (d) that certain settlement agreement between the Purchaser and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") to be executed at the closing of the 363 Transaction (the "UAW Retiree Settlement Agreement"), and (e) scheduling a final hearing for approval of the 363 Transaction (the "Sale Hearing").²

¹ The Debtors and their respective Tax ID numbers are as follows: General Motors Corporation, Tax ID No. 38-0572515; Saturn, LLC, Tax ID No. 38-2577506; Saturn Distribution Corporation, Tax ID No. 38-2755764; and Chevrolet-Saturn of Harlem, Inc., Tax ID No. 20-1426707.

² Copies of the Motion and the MPA (without certain commercially sensitive attachments) may be obtained by accessing the website established by the Debtors' claims and noticing agent, The Garden City Group, Inc., at <u>http://www.gmcourtdocs.com</u>.

2. The MPA, which, together with certain ancillary agreements, contemplates a set of related transactions for the sale of substantially all the Debtors' assets, defined as the "Purchased Assets" in Section 2.2(a) of the MPA, including certain Contracts and Leases, subject to higher or better offers.

3. The MPA contemplates, and the proposed order approving the Motion (the "<u>Sale Order</u>"), if approved, shall authorize the assumption and assignment to the Purchaser of certain Contracts and Leases pursuant to section 365 of title 11, United States Code (the "<u>Bankruptcy Code</u>"). The Sellers maintain a schedule containing Contracts and Leases that the Debtors may assume and assign to the Purchaser (collectively, the "<u>Assumable Executory</u> <u>Contracts</u>"). You are receiving this Notice because you are a party to one or more of the Assumable Executory Contracts.

4. THE SCHEDULE CONTAINS A LIST OF ASSUMABLE EXECUTORY CONTRACTS THAT <u>MAY</u> BE ASSUMED. THE PURCHASER RESERVES THE RIGHT UNDER THE MPA TO EXCLUDE ANY ASSUMABLE EXECUTORY CONTRACT FROM THE LIST OF ASSUMABLE EXECUTORY CONTRACTS TO BE ASSUMED AND ASSIGNED BY NO LATER THAN THE DESIGNATION DEADLINE DISCUSSED IN PARAGRAPH 13 BELOW.

5. The Debtors maintain a secure website which contains information about your Assumable Executory Contract, including amounts that the Debtors believe must be paid to cure all prepetition defaults under the respective Assumable Executory Contracts as of the Commencement Date in accordance with section 365(b) of the Bankruptcy Code (the "<u>Cure Amounts</u>"). In order to view the Cure Amount for the Assumable Executory Contract to which you are a party, you must log onto <u>http://www.contractnotices.com</u> (the "<u>Contract Website</u>"). To log on, please use the user name and password provided to you with this notice. The username and password will enable you to access the Cure Amount for the particular Assumable Executory Contract to which you are a party.

6. Please review the Cure Amount for your Assumable Executory Contract. In some instances, additional terms or conditions of assumption and assignment with respect to a particular Assumable Executory Contract are provided on the Contract Website.

7. Objections, if any, to the proposed assumption and assignment of the Assumable Executory Contracts (the "<u>Contract Objections</u>"), including objections to the Cure Amount, must be made in writing and filed with the United States Bankruptcy Court for the Southern District of New York (the "<u>Bankruptcy Court</u>") so as to be received **no later than ten** (10) days after the date of this Notice (the "<u>Objection Deadline</u>") by (i) the Debtors, c/o General Motors Corporation, Cadillac Building, 30009 Van Dyke Avenue, Warren, Michigan 48090-9025 (Attn: Warren Command Center, Mailcode 480-206-114); (ii) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (iii) the U.S. Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the Purchaser, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the attorneys for the Creditors Committee; (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.).

8. If a timely Contract Objection is filed solely as to the Cure Amount (a "Cure Objection"), then the Assumable Executory Contract shall nevertheless be assumed and assigned to the Purchaser on the Assumption Effective Date (as hereinafter defined), the Purchaser shall pay the undisputed portion of the Cure Amount on or as soon as reasonably practicable after the Assumption Effective Date, and the disputed portion of the Cure Amount shall be determined as follows and paid as soon as reasonably practicable following resolution of such disputed Cure Amount: To resolve the Cure Objection, the Debtors, the Purchaser, and the objecting non-Debtor counterparty to the Assumable Executory Contract (the "Non-Debtor Counterparty") shall meet and confer in good faith to attempt to resolve any such objection without Bankruptcy Court intervention. The Call Center (as defined in paragraph 18) has been established by the Debtors for this purpose. If the Debtors determine that the Cure Objection cannot be resolved without Bankruptcy Court intervention, then the Cure Amount will be determined as follows: (a) with respect to Assumable Executory Contracts pursuant to which the Non-Debtor Counterparty has agreed to an alternative dispute resolution procedure, then, according to such procedure; and (b) with respect to all other Assumable Executory Contracts, by the Bankruptcy Court at the discretion of the Debtors either at the Sale Hearing or such other date as determined by the Bankruptcy Court.

9. If a timely Contract Objection is filed that objects to the assumption and assignment on a basis other than the Cure Amount, the Debtors, the Purchaser, and the objecting Non-Debtor Counterparty shall meet and confer in good faith to attempt to resolve any such objection without Bankruptcy Court intervention. If the Debtors determine that the Contract Objection cannot be resolved without Bankruptcy Court intervention, then, at the discretion of the Sellers and the Purchaser, the Contract Objection shall be determined by the Bankruptcy Court at the Sale Hearing or such other date as determined by the Bankruptcy Court. If the Bankruptcy Court determines at such hearing that the Assumable Executory Contract should not be assumed and assigned, then such Executory Contract or Lease shall no longer be considered an Assumable Executory Contract.

10. If the Debtors, the Purchaser, and the Non-Debtor Counterparty resolve any Contract Objection, they shall enter into a written stipulation (the "<u>Assumption Resolution</u> <u>Stipulation</u>"), which stipulation is not required to be filed with or approved by the Bankruptcy Court.

11. If you agree with the respective Cure Amount(s) listed in the Contract Website with respect to your Assumable Executory Contract, and otherwise do not object to the Debtors' assumption and assignment of your Assumable Executory Contract, you are not required to take any further action.

12. Unless a Contract Objection is filed and served before the Objection Deadline, you shall be deemed to have consented to the assumption and assignment of your Assumable Executory Contract and the Cure Amount for your Assumable Executory Contract, and you shall be forever barred from objecting to the Cure Amount and from asserting any additional cure or other amounts against the Debtors, their estates, or the Purchaser.

Up to the date that is thirty (30) days following the closing of the 363 13. Transaction, or if such date is not a Business Day (as defined in the MPA), the next Business Day, or such other later date as mutually agreed upon by the Purchaser and the Debtors (the "Designation Deadline"), the Purchaser may, in its sole discretion, subject to certain limitations specified in the MPA (applicable only as between the parties thereto), exclude any of the Assumable Executory Contracts by providing notice on the Contract Website. Upon such designation, the Contract or Lease referenced therein shall no longer be considered an Assumable Executory Contract, shall not be deemed to be, or to have been, assumed or assigned, and shall remain subject to assumption, rejection, or assignment by the Debtors. Until the Designation Deadline, the Purchaser also may, subject to certain limitations specified in the MPA (applicable only as between the parties thereto) designate additional Contracts or Leases as Assumable Executory Contracts to be assumed and assigned by providing notice to the affected Non-Debtor Counterparties. The Contract Website shall be updated from time to time to reflect the then current status of your Contract or Lease as well as the proposed effective date (the "Proposed Assumption Effective Date"), if any, of the assumption and assignment of particular Contracts or Leases.

14. The Debtors' decision to assume and assign the Assumable Executory Contracts is subject to Bankruptcy Court approval and consummation of the 363 Transaction, and, absent such consummation, each of the Assumable Executory Contracts will not be assumed or assigned to the Purchaser and shall in all respects be subject to further administration under the Bankruptcy Code. All Assumable Executory Contracts will be assumed and assigned to the Purchaser on the date (the "Assumption Effective Date") that is the later of (i) the Proposed Assumption Effective Date and (ii) the date following expiration of the Objection Deadline if no Contract Objection, other than to the Cure Amount, has been timely filed, or, if a Contract Objection, other than to the Cure Amount, has been filed, the date of the Assumption Resolution Stipulation or the date of a Bankruptcy Court order authorizing the assumption and assignment to the Purchaser of the Assumable Executory Contract. Until the Assumption Effective Date, assumption and assignment of the Assumable Executory Contracts is subject to the Purchaser's rights to modify the designation of Assumable Executory Contracts as set forth in paragraph 13 above. Except as otherwise provided by the MPA, the Purchaser shall have no rights in and to a particular Assumable Executory Contract prior to the Assumption Effective Date.

15. The inclusion of any document on the list of Assumable Executory Contracts shall not constitute or be deemed to be a determination or admission by the Debtors or the Purchaser that such document is, in fact, an executory contract or Lease within the meaning of the Bankruptcy Code, and all rights with respect thereto are expressly reserved.

16. Any Contract Objection shall not constitute an objection to the relief generally requested in the Motion (e.g., the sale of the Purchased Assets by the Debtors to the Purchaser free and clear of liens, claims, encumbrances, and interests), and parties wishing to object to the relief generally requested in the Motion must file and serve a separate objection in accordance with the procedures approved and set forth in the order of the Bankruptcy Court approving the Sale Procedures.

17. If a party other than the Purchaser is determined to be the highest or best bidder for the assets to be sold pursuant to the 363 Transaction, you will receive a separate notice

providing additional information regarding the treatment of your Contract or Lease; *provided*, *however*, that if the applicable Cure Amount has been established pursuant to the procedures set forth in this Notice, it shall not be subject to further dispute if the new purchaser seeks to acquire such contract or Lease.

18. If you have questions about the Assumable Executory Contracts or proposed Cure Amounts, you may call 1-888-409-2328 (in the United States) or 1-586-947-3000 (outside the United States) (the "<u>Call Center</u>").

Dated: New York, New York June 5, 2009

> <u>/s/ Stephen Karotkin</u> Harvey R. Miller Stephen Karotkin Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

Exhibit B

COPY OF DEBTOR'S WEBSITE AS OF JUNE 11, 2009

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18.

GM

Contract Notices

User: C4747A08

My Contracts Documents & Links

Supplier Details

Vendor Master ID: 690537410

Supplier Name:	HORIBA LTD	
Contract Cure Amount:	\$374,256.52	Click here to view Contract Cure Amount Details
# of Contracts:	13	

Contracts

 in aoto					
Row ID	GM Contract ID	Vendor ID	Counter Party Name	Contract Type	Contract Status
5716-00036153	TCS24264	061889416	HORIBA INSTRUMENTS INC	Agreement	Noticed
5716-00044661	TCS25313	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063358	TCS00196	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063362	TCS12138	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063372	TCS17439	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063377	TCS22112	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063379	TCS69133	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00063382	TCS22200	061889416	HORIBA INSTRUMENTS INC	Agreement	Noticed
5716-00091832	TCB08332	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Blanket Order	Noticed
5716-00098355	TCS25310	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00098561	TCS20084	144238094	HORIBA AUTOMOTIVE TEST SYSTEMS	Agreement	Noticed
5716-00100163	TCS20315	061889416	HORIBA INSTRUMENTS INC	Agreement	Noticed
5716-00112875	TCS21384	061889416	HORIBA INSTRUMENTS INC	Agreement	Noticed

Hover mouse cursor here for Contract Status Legend

Important Notices:

All capitalized terms used, but not defined expressly on this website, have the meaning ascribed to such terms in that in the sale motion.

Purchaser's designation of a purchase order as "Noticed" also means that the Purchaser is designating for assumption and assignment all agreements expressly incorporated into and/or

referenced in such purchase order.

All contract descriptions that appear in the "Contract ID" field are for purposes of contract identification only and shall not be binding on the Debtors or the Purchaser, as the case may be, or serve as an admission, for any purposes in the debtors' chapter 11 cases, including determining the parties' substantive rights under the contract, establishing the executory nature of a contract or establishing the Debtors' proposed treatment of the contract for purposes of contract assumption and assignment.

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June 11, 2009 @ 03:30:04 PM

Home Logout

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GM

Contract Notices

User: C4747A08

My Contracts Documents & Links

Supplier Details

Vendor Master ID: 690537410

Supplier Name: HORIBA LTD		
Contract Cure Amount: \$374,256.52		
# of Contracts: 13	Click here to view Contracts	

Cure Amount Details

cu	Te Amount Details						
	Remit DUNS	PO Number	BOL	Document Date	Due Date	Amount	
	RD052845583	TCS21100	90192921	3/31/2009	STAYED	\$3,140.00	USD
	RD052845583	TCS69133	90194427A	5/4/2009	STAYED	\$114,341.67	EUR
	RD052845583	TCS22112	90194428A	5/4/2009	STAYED	\$14,088.60	USD
	RD052845583	TCS22112	90195026BB	5/15/2009	STAYED	\$27,135.00	USD
	RD052845583	TCS69133	90188653R	12/17/2008	STAYED	\$0.00	USD
	RD052845583	TCS69133	90188595E	12/16/2008	STAYED	\$0.00	USD
	RD052845583	TCS69133	90188595F	12/16/2008	STAYED	\$0.00	USD
	RD052845583	TCS69133	90188653Q	12/17/2008	STAYED	\$0.00	USD
	RD052845583	TCS69133	90195034C	5/18/2009	STAYED	\$0.00	USD
	RD052845583	TCS69133	90195034AA	5/18/2009	STAYED	\$0.00	USD
	RD052845583	TCS69133	90195034Z	5/18/2009	STAYED	\$0.00	USD
	RD052845583	TCS69133	90195034A	5/18/2009	STAYED	\$756.04	EUR
	RD052845583	TCS69133	90195034C	5/18/2009	STAYED	\$1,512.06	EUR
	RD052845583	TCS69133	90195034AA	5/18/2009	STAYED	\$25,258.37	EUR
	RD052845583	TCS69133	90195034Z	5/18/2009	STAYED	\$5,795.68	EUR
	RD052845583	TCS69133	90195034D	5/18/2009	STAYED	\$1,512.06	EUR
	RD052845583	TCS19960	90195025B	5/15/2009	STAYED	\$11,714.80	USD



RD052845583	TCS69133	90195034U	5/18/2009	STAYED	\$8,416.68	EUR
RD052845583	TCS69133	90195034G	5/18/2009	STAYED	\$1,512.06	EUR
RD052845583	TCS69133	90195034I	5/15/2009	STAYED	\$2,268.09	EUR
RD052845583	TCS69133	90195034M	5/18/2009	STAYED	\$2,268.09	EUR
RD052845583	TCS69133	90195034E	5/15/2009	STAYED	\$1,512.06	EUR
RD052845583	TCS69133	90195034F	5/18/2009	STAYED	\$756.04	EUR
RD052845583	TCS22112	90195026BB	5/15/2009	STAYED	\$13,592.90	USD
RD052845583	TCS21384	90190960B	5/19/2009	STAYED	\$27.41	USD
RD052845583	TCS00196	90191233BB	5/15/2009	STAYED	\$2,050.00	USD
RD052845583	TCS19960	90195025A	5/15/2009	STAYED	\$3,688.80	USD
RD052845583	TCS69133	90195034X	5/18/2009	STAYED	\$13,859.41	EUR
RD052845583	TCS69133	90195034S	5/18/2009	STAYED	\$8,416.68	EUR
RD052845583	TCS69133	90195034R	5/18/2009	STAYED	\$4,208.34	EUR
RD052845583	TCS69133	90195034P	5/18/2009	STAYED	\$5,611.13	EUR
RD052845583	TCS69133	901950340	5/18/2009	STAYED	\$2,805.56	EUR
RD052845583	TCS69133	90195034L	5/18/2009	STAYED	\$6,695.00	EUR
RD052845583	TCS69133	90195034H	5/18/2009	STAYED	\$1,512.06	EUR
RD052845583	TCS69133	90195034W	5/18/2009	STAYED	\$7,013.90	EUR
RD052845583	TCS00196	90191233W	5/15/2009	STAYED	\$512.50	USD
RD052845583	TCS00196	90183434L	5/15/2009	STAYED	\$2,203.75	USD
RD052845583	TCS00196	90183434M	5/15/2009	STAYED	\$2,353.75	USD
RD052845583	TCS00196	90183434N	5/15/2009	STAYED	\$7,950.00	USD
RD052845583	TCS00196	90183434S	5/15/2009	STAYED	\$98.75	USD
RD052845583	TCS00196	90183434W	5/15/2009	STAYED	\$197.50	USD
RD052845583	TCS00196	90191227D	5/15/2009	STAYED	\$512.50	USD
RD052845583	TCS00196	90191227E	5/15/2009	STAYED	\$2,450.00	USD
RD052845583	TCS00196	90191233AA	5/15/2009	STAYED	\$1,025.00	USD
RD052845583	TCS00196	90195031A	5/15/2009	STAYED	\$727.50	USD
RD052845583	TCS69133	90195034V	5/18/2009	STAYED	\$5,611.13	EUR
RD052845583	TCS69133	90195034T	5/18/2009	STAYED	\$9,819.46	EUR
RD052845583	TCS69133	90195034B	5/18/2009	STAYED	\$756.04	EUR
RD052845583	TCS69133	90195034Y	5/15/2009	STAYED	\$5,795.68	EUR
RD052845583	TCS69133	90195034BB	5/18/2009	STAYED	\$9,175.49	EUR
RD052845583	TCS69133	90195027A	5/15/2009	STAYED	\$15,891.40	EUR

RD052845583 RD052845583		TCS69133 TCS69133	90195034K 90195034J	5/18/2009 5/18/2009	STAYED STAYED	\$6,048.24 \$11,659.36	EUR EUR					
Important Notices:		All capitalized terms	s used, but not defined expressly	on this website, have the mea	ning ascribed to such terms in that i	n the sale motion.						
	Purchaser's designation of a purchase order as "Noticed" also means that the Purchaser is designating for assumption and assignment all agreements expressly incorporated into and/or referenced in such purchase order.											
All contract descriptions that appear in the "Contract ID" field are for purposes of contract identification only and shall not be binding on the Debtors or the Purchaser, as the case m or serve as an admission, for any purposes in the debtors' chapter 11 cases, including determining the parties' substantive rights under the contract, establishing the executory natu contract or establishing the Debtors' proposed treatment of the contract for purposes of contract assumption and assignment.												
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Exhibit C

SPREADSHEET AND SUBSTANTIATING DOCUMENTATION FOR CURE OBJECTION AMOUNTS

BHLIB:659258.1\114520-00040 06/11/09

Exhibit C: <u>Cure Objection Detail</u> Debtor: General Motors Corporation ("GM") Supplier: Horiba Instruments, Inc. and Horiba Ltd. Vendor Master ID #: 690537410 ("Horiba")

GM P.O. Number	GM P. O. Date	Horiba Order Confirm Number	Status ("Open Contract/Order" or "Invoiced to GM - Open")	Horiba Invoice Number (if applicable)	Horiba Invoice Date (if	Currency	Total Unpaid Amount Euros	Total Unpaid Amount US Dollars	Vendor ID Number
TCS69133	12/22/2004	C69412	Open Contract/Order	N/A	N/A	EURO	380,188.79 €		144238094
TCS69133		C69412	Invoiced to GM - Open	90195034	5/15/2009	EURO	71,539.12 €		144238094
TCS69133		C69762	Open Contract/Order	N/A	N/A	EURO	159,008.72 €		144238094
TCS69133		C69762	Invoiced to GM - Open	90194427	5/4/2009	EURO	89,760.00 €		144238094
TCS69133		C69789	Invoiced to GM - Open	90195027	5/15/2009	EURO	11,227.50 €		144238094
TCS69133		C83854	Open Contract/Order	N/A	N/A	EURO	41,362.38 €		144238094
TCS69099	12/21/2004	C69794	Open Contract/Order	N/A	N/A	EURO	10,835.00 €		144238094
TCS20442	6/11/2008	C89479	Open Contract/Order	N/A	N/A	USD		\$5,679.60	144238094
TCS19960	5/29/2008	C93223	Open Contract/Order	N/A	N/A	USD		\$9,911.10	144238094
TCS19960		C93223	Open Contract/Order	N/A	N/A	USD		\$1,641.00	144238094
TCS19960		C93223	Invoiced to GM - Open	90195025	5/15/2009	USD		\$15,403.60	144238094
TCS12138	10/24/2007	C92737	Open Contract/Order	N/A	N/A	USD		\$664,862.20	144238094
TCS12138		C92737	Open Contract/Order	N/A	N/A	USD		\$120,455.00	144238094
TCS22112	8/8/2008	102421	Open Contract/Order	N/A	N/A	USD		\$70,265.00	144238094
TCS22112		102421	Invoiced to GM - Open	90194428	5/4/2009	USD		\$15,654.00	144238094
TCS22112		102421	Open Contract/Order	N/A	N/A	USD		\$148,688.00	144238094
TCS27125	5/1/2009	109089	Open Contract/Order	N/A	N/A	USD		\$211,708.00	061889416
TCS25310	5/21/2009	109574	Open Contract/Order	N/A	N/A	USD		\$63,685.00	144238094
TCS26941	5/22/2009	109591	Open Contract/Order	N/A	N/A	EURO	68,730.39 €		144238094
TCS00196	12/11/2006	C89743	Open Contract/Order	N/A	N/A	USD		\$49,408.75	144238094
TCS00196		C89743	Open Contract/Order	N/A	N/A	USD		\$75,660.00	144238094
TCS00196		C89743	Invoiced to GM - Open	90195031	5/15/2009	USD		\$727.50	144238094
TCS00196		94857	Open Contract/Order	N/A	N/A	USD		\$4,298.30	144238094
TCS21536	8/15/2007	C89743	Open Contract/Order	N/A	N/A	USD		\$2,196.60	144238094
TCB08332	5/9/2008	98970	Invoiced to GM - Open	90194493	5/5/2009	USD		\$35,433.23	
& TCR12322									144238094
TCS17439	4/2/2008	97699	Open Contract/Order	N/A	N/A	USD		\$6,656.00	144238094
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Additional Petition Date Defaults to be Included as Cure Amounts :

Additional Petition Date Defaults to be Included as Cure Amount 832,651.90 € \$1,502,332.88

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Special Term - Supplier Certification at Compliance with Paragraph 25 of Compl Terms and Conditions (Compliance with Lower Employment/Itest me Pracifam)

By submitting stressonre to this Request for Quetation, Stiller settifies that it has read, understands, and is to campliance with Polegraph 28 of the General Terms and Canditions (Campliance with Saws; Employment/Oucliness Practices)

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GENERAL TERMS AND CONDITIONS

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18. TECHNICAL DIFORMATION DECLOSED TO BUYDE: Sallin agrees will be assert any claim (hine than a claim for policy) infrasonnymil with respect to any technical information that Salline shall have dischaused ar may here after with the claim private and the shall be asserted to revise server sty mile contract.

15. NORMANY ICATION: If Sells partnerss any work an Eugeria premiese ar visitized the property of Buyer, investigation and the Dispute personalized, Seller shall intermiting and held Buyer karminas from one optimized and italifier, stainer, annuals to a repasses linetiding stimmery's and aburg preferences in lineting engineers to be parperty at an individual statemery's and supercentations works or use allow person attings from an is connection with Seller's performance aburks or use allow person attings the many is connected with Seller's and any advection of the sells negligence allower.

17, INSURANCE

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21. REVEIDING: The rights and remedies reserved to Barger in this contract shell be councilative with, and additional to, all other or further remetics provides in their or aquity. Without turniting the tectoring, based any search tait to conterve to the warranced set fairth in Paragraph 3. Barrow takin metric Setties and Settier to the warranced set fairth in reserved and the settient of the second setties and the second setties and the accordering setties and indicated and exercised to the second setting setties and mecanically there are indicated as a conceptual of reserved and the second mecanical Barrow (addition of the second setting and the second second mecanically the same production interventions), clonalistic present contract second setting second second second second second second second mecanical Barrow (addition and second seco

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27, HON-ASSIGNAGENT: Units observing specifically provioused by applicable law, Setter may not assign or delegate starsights ar obligations under this contract without Buyer's prior written content.

MULATIONSHIP OF PARTIES

an. RELATIONCOMPT OF PARTIALS. Satisfy and Dypers on independent controlling parties and notions in this control take make allows party tha agent or legal representative of the allow for any purpose distances, representing the satisfies party any adhering to actume or to create any obligation on basel of or in the name of the other.

23. OUVENING LAW: JUNCTION OF NORMALING TO BE NORMALING TO

26. SEVERABLY?... The investment of the contract is investig as unwriterable over any statute, it guilation, redenated, as realise and are a short role of two, rough termidy shall be deemed informed or district, as the least may be investigation of the law anim messakery to exemply with best as before, regulated, and for the law anim messakery to exemply with best as before, regulated, and for every well and the remaining previous of the contract heat termina with old lense well affect.

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Special Terry RIS3 - Insurance

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Special Jerm - Supellar Certification of Compliance with Paragraph 25 of Comutal Terms and Conditions (Compliance with Laves; Employment/Business Practices)

Dysubmitling a response to this Acquest for Quoristion, Soller cartifies that if has eved, understands, and is in campliance with Paragraph 38 of the General Terms and Canditions (Campliance with Laws; Employment/DuomerePractices).

land: Santember 2004



Amendment 2 12(38

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GENERAL TERMS AND CONDITIONS

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By submittings resume in this Request for Quotation, Seits cartifies the it has read, understands, and is in compliance with Paragraph 25 of the Quotatal Tarms and Conditions (Compliance with Laws; Employment/BusinecaFractices).

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ACCEPTANCE: Silier has raid and understands this contract and agrees that Satisf's written acceptance or commencement of any work or services under this contract shall complifying Solier's acceptance of loans terms and conditions only.

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1. DELIVERY SCHEDULIS: Time is of the tescence, and deliveries shall be made both is quantities and at times specified in Buyer's scheduler. Buyer shall not be required to make payment for goods delivers at the Server that are the access of quantities specifies in Duyer's scheduler. Supervision et solvebuiet abipments, withing of the willing Server tempsary quantities and the other scheduler abipments, respectively of which subt weilting Server to an openities and the other scheduler abipments, respect to a supervision of weilt baby the quantities and the other scheduler as provides a server specified, Safar hald deliver spaces in such quantities and order scheduler as the supervision. Server ability of the scheduler spaces in such quantities and times and super may direct in subsequent releases.

A. PREMAUM SHIPMENTS: U Suler's acts of emissions result in Selfer's follows to meet Bayer's delivery requirements and diver resulters a more expeditions method of transportation for the goods than the transportation resting or ignally execution by Bayer, Scher shall skip the goods as competitionally resourcible at Selfer's tool expense.

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E. SUPPLER QUALITY AND DEVELOPMENT: INSPECTION: Selies spress in participate in Burger's supplier quality and development program(z) and to comply with the quality requirements and proceedures specified by Burger, as revised ream time to time, including those applicable to Selies as sel tors in Guality System Requirement GS-1000. In addition, Duyar shall have be right to easier Selies's facility of reactories the intervision in the second by the second by the control of the spectra of the second by the control. Burger's interpretion of the great, whether during consultances are additioned or which a standardise time development constitute acceptance of any works-in-process or United goods.

7. NONCONFORMUM DOCOD: Saller schuwinger Lab Bayer will net perform inchming inspections of the goods, and values any right to realize Bayer to conduct and large client. To be extent Bayer register graat to an encoderative, be questifier under bit central will automatically be reduced unders Bayer attention (mathing Saler). Saler within a tradicate underschurze and the saler and the saler and the saler relative Bayer to accessed to the saler and the saler and the saler relative Bayer to accessed to the saler and the saler and the saler relative Bayer to accessed to the saler and the saler and the saler relative Bayer to accessed to the saler saler and the saler and the periode value accessed to the saler bayer and the saler and the sale sale saler and the saler saler and the period to the commercially reasonable under the circumstance, after notice at an encoder millips and the saler saler and the saler and the saler and the saler and the sale screak access the saler. The saler saler areas and handles as a dispaced the peak without Itability to Salter a saler and the to access the sale are aquitable remetly a relative Saller's responsibility for based detects.

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12. TERMINATION FOR BREACH OR NONPERFORMANCE; SALE OF ASSETS OR DIANOS IN CONTROL:

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18. INDEXMOTION: It's allow particular to the second particular of utilizes the property of Buyer, which are an all Buyer's primities. Stills state lindermilly and held Duyer harmices from and against any liability, claims, demands or expenses including still any strengt is and but protestications itself of state maps to the property of a cincipation Encluding stills may be Buyer, its strengthese these of states are utility from an its constantiant with Sciller's partnermates at work size of Buyer's process trialing from an its constantiant with Sciller's partnermates at works are and Buyer's process to pay and the submet in the submet in the state protestication with Sciller's Buyer's and Sciences and the submet is builty, claim, or demand gristing and of the sole negligence of Buyer.

17. HOURANCE

17. PERMANENCE: Seller shall maintain mourance coverage with earriers acceptable to Duyer and in the ameunits set forthe time Special Tarm. Splite shall formlak to Duyer ritters a cartificate howing emploises with these in hoursess rangements or certificate only provide that Doper with receive 20 dayr? Joint written request. The terrificate with provide that Doper with receive 20 dayr? Joint written setter from the insurer all any transition of research in the ensure is ecopy of enverings. Solidy's humining of errifications and invortant of insurance shall not release. Setter of its obligations and individual this contract.

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31, REMEDIES: The rights and remedies reserved to Days in this contract shall be cumulative with and solitional (a, all other or hurther remedies provided in law or equily. Without limiting the frequency, bound any product fail to endorm in the warrankins at forth in burgargh 7, Boyer shall notify Styler and Saller shall. If requested by Days, riminors Days for any incidential and consequential damages caused by such nearesterming greak, including, but not limited to, costs, expenses and leaves exercisely input table impaction, setting, repairing such mencentering geods; Bil resulting from productioninterruptions, (c) conducting rest) campeigns ar

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Comparing the intercention more ground. 22. CLETCH, EXPORT CONTROLS: Circuits ar barrelis requiring a tribing from this centrest, including trade crucity, consert scaling as the archied of Moles, taxes a fress, shall ackness to Boyes. Setter shall aravide all latarimation necessary line/unity within documentation and electrance. Interactions received to parmit Boyers is receive unb boyetis as receiving, as well as to fulfill the conterner infatted settingsions, arigin marking or ibballing requirements and food content angine requirements. If any, Experient Receives a starburst for the expert of the grade stall be the responsibility of Salter unless a starburst for the expert of the grade stall be the responsibility of Salter unless a starburst indertybe grade derangements is scenssibly for the gradet take covered by any duir salters low from the response.

23. SETOFF/RECOLUMNDM1: In addition to any right of satoli or reconstruct provided by law, all emeonics due to Soller datalizes cancingrated as of labelladdream of Soler and its affiliates/aubridistics to Boyer and its affiliates/Judaidiarites; and Buyer shell have the right to relating against or to recons from any amounts due to Soller and its affiliates/aubridistics (norm Dayer and its affiliates/aubridistics).

24. NO ADVENTISINO; Saller shali nel, witheni first abtaining the written consent at Buyer, in say manner advettise oppositely he fact that Saller has contracted to funday Buyer the greads or safvices covered by this cautact, at us any trademarks or trade names of Buyer in Sittle's advertaining or normalism instantas.

Siller's advertising or promotional materials. 31. COMPLANCE WITH LAWS: IMPLOYMENT/BUSINESS PAACTICES: Sciller, and any spoot or restricts supplicable Siller, shall comply while eli applicable laws, nules, regulations, orders, conventions, erdinances or standards of the commitplicable distinsive or that relate to the maxilocture. Indefining, transportation, insportation, supportations, locations of amply means and the good are zervices, inducing, but and timilitists, these relating laws evidences and are setting distributions, susportations of amply means, subcartice statics, as a start distribution, susportations and sensitizations and setting. Interpret distributions and the elitation of employment, subcartecture selection, and privacy, usyes, hours and sensitizations of amplyment, subcartecture selection, distributions practices, in the supply of goods are prevision of services under tables comited, and layer's regulars. Sidler evaluation tables, a resulting and the subcartecture for substantial and the supply of goods are prevision of services under tables for any other (darge's regulars). Sidler evaluation tables to subject substates and for any other (darge's regulars). Sidler evaluations tables that are provided and for any other (darge's regulars). Sidler evaluations tables that the provides are provided and the provides and the substate tables are and separated any hability clining, dimander or designed interver's a substar professional feed arising fram or relating to Seller's non-start babeling and the substate and tables.

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27. NON-ASSIGNMENT: Unlass otherwise specifically provibiled by applicable law, Seller may not assign or delegate its rights or obligations under this contract without Buyer's prior written

28. NELATIONSHIP OF PARTIES: Suifer and Buyet are interpendent contracting patifies and nothing in this contract whili make silver party the agoin a figsi representative of life silver for any purpose weatsaver, car duck it grant picture party any subscript to assume or to create any suffactions here that it of an interactive life interactive sectors.

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28. DOVIDING LAW: JUNCOLOTION:
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31. ENTINE ADDREMENT: This contract, legither with the statistical scheduler, scheduler, to other tearms at Oxyset specifically references to this constraint, considuring the entire agreement between Saller and Buyer with respect to the matters teatained in this souther and supersadues all prior cost or written representations and agreements. This contract may only be moveling a version to movime this used by Says.

Special Term BLS.) - Insurance

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Special Tatm - Supplier Certification of Compliance with Paragraph 25 of General me and Conditions (Cernoliseurs with Lawer: Employment/Businees Practices)

By submitting a response to this Request for Quotation, Seller cartifies that II bas reed, understands, and is its compliance with Paragraph 25 of the General Terms and Canditions (Compliance withLaws; Employment/Quotness Practices).

rymed: September 2004



Ronan.Roy@acs-inc.com 08/04/2008 12:00 PM

To raul.1.urban@gm.com

cc robert.m.senseney@gm.com, willi.braner@horiba.com bcc

Subject Re: TCS19960 / HORIBA

Hi Raul,

Below attached is the copy of PO# TCS19960.

Thanks and Regards, Ronan Roy Analyst - GM Global Purchasing Indirect Support Ph:801-233-4648 Fax : 602-797-6054 Emai I: ronan.roy@acs-inc.com

raul.1.urban@gm.com@SMTP@Exch ange

08/04/2008 11:08 AM

To Ronan Roy/Bangalore@ACS, Pam Karkada/Bangalore@ACS Willi Branner <willi.braner@horiba.com>@SMTP@Exchange, cc robert.m.senseney@gm.com@SMTP@Exchange Subje TCS19960 / HORIBA cl

Pam & Ronan, Please download & email a copy of TCS19960 to HORIBA ("Willi Branner " <wlli.braner@horiba.com>) at your earliest convenience.

Thank you

Raul Urban Global Purchasing and Supply Chain GMPT Lab & Vehicle Test GCTL GA Machinery & Equipment General Motors Corporation Cadillac Building 30009 Van Dyke Av. Warren, MI Zc. 48090 Phone Number : 586 575 1340 Fax Number : 586 492 6461 GM Tie-Line : 8 535 1340 e-mail : raul.1.urban@gm.com

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-261 *****SEND ALL INVOICES TO***** GM FSS PROJECT ACCOUNTING MAIL CODE 482-C06-C76 PO BOX 33048 DETROIT MI DETROIT MI 48243 S INVOICE TO IF INVOICE REQUIRED, SEND TO PERSON WHO ORDERED MATERIAL OR SERVICE	This off This off on the pro- This off of the off Cove Allschack	HLDBK F.O.B. DESTINATION UNLESS OTHERWISE INDICATED SHIP VIA SHIPPING POINT - FREIGHT COLLECT ARTISAN	NOUN NAME DESCRIPTION NUMBER DATE REQUIRED TAX CODE/ % POWERTRAIN INDUSTRIAL GEARBOX {3:1-3.2:1} WHO ORDERED: GOHLKE248-830-8456	CONCLUDED SEA NEW OVER 12/31/04 C 0.00% POWERTRAIN TELESCOPING AXLE SHAFTS WITH QUICK COUPLING TO TORQUE FLANGE (RWD) WHO ORDERED: GOHLKE248-830-8456	chansed from 10 to 15 をしっした 10 12/31/04 C 0.00% POWERTRAIN DRIVE SHAFT WITH QUICK COUPLING TO TORQUE FLANGE (RWD) WHO ORDERED: GOHLKE248-830-8456	POWERTRAIN IN-LINE TORQUE-MEASUREMENT DEVICE TO BE MOUNTED AT THE GEARBOX (RWD) WHO ORDERED: GOHLKE248-830-8456	Candited 12/31/04 C 0.00% POWERTRAIN PALLET FOR MOUNTING AND TRANSPORTING GEAR BOXES WHO ORDERED: GOHLKE248-830-8456	12/31/04 C 0.00%	D ORIGINAL CONTINUE
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General Motors Corporation	GENERAL MOTORS CORPORATION GLOBAL PURCHASING 585 E SOUTH BLVD M/C 483-585-272 PONTIAC MI 48341 US	MBER 14-423-8094 PEGASUS CORP	87	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO.			PR359280 016 Set 4492	PR359280 024 Sot 69513	PR359280 040 Sot 69638	
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TION SHIP TO: GM FSS PROJECT ACCOUNTING C/O ACS CAPITAL INVOICES TO***** GM FSS PROJECT ACCOUNTING C/O ACS CAPITAL INVOICES TO***** DO BOX 63490 PHOENIX AZ B55082-3490 IF INVOICE TO: B55082-3490 IF INVOICE TO: B55082-3490 IF INVOICE TO: B55082-3490 IF INVOICE TO: CUSTOMER SERVICE NUMBER 248-874-4636 . US CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER I & GOVERNOMER ALTER ALTER ALTER ALTER ALTER ALTER ALTER ALTERNATION OF ALL INVOICE ACTION OF ALL INVOICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER SERVICE NUMBER CUSTOMER ALTER ALTER ALTER ALTERNATION OF ALL ALL ALTERNATION OF ALL ALL ALL ALTERNATION OF ALL ALL ALL ALL ALL ALL ALL ALL ALL AL	HLDBK F.o.a.	NOUN NAME DESCRIPTION THEAL DATE RECURRED ### THIS ITEM HAS BEEN ADDED ### 12/31/04 POWERTRAIN INDUSTRIAL GEARBOX {3:11-3:2:11} WHO ORDERED: GOHLKE248-830-8456
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Amendment 4 issued Sept. 2006 PO #TCS 69133

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General Motors Corporation	GENERAL MOTORS CORPORATION GLOBAL PURCHASING 585 E SOUTH BLVD M/C 483-585-272 PONTIAC MI 48341 UMBER 14-423-8094	HORIBA AUTOMOTIVE TEST SYSTEM 2.2890 JOHN R RD PO BOX 1287 TROY MI 48099	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO. (アビビ) 2006	PR270255 001 Sct 19492	PR270255 002 So#69513	
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General Motors Corporation GENERAL MOTORS CORPORATION GLOBAL PURCHASING 585 E SOUTH BLVD M/C 483-585-272 PONTIAC MI 48341 US 14001 AUTOMOTIVE TEST SYSTEM POBOX 1287 100 BOX 1287 1209 MI 48099	ND DAY/2ND MTH-10%	TITY ITEM IDENTIFICATION NO.	1 PR270255 003 Se4 (691630	1 PR270255 004 So# 69638 TOPS Asy	260017-1 NW#6010255	 USER RWITICK RNY
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Amendment 5 155ucd Oct. 2006 Po # TCS 69133

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GM General Motors Corporation GENERAL MOTORS CORPORATION GLOBAL PURCHASING 585 E SOUTH BLVD M/C 483-585-272 PONTIAC MI 448341 US 148341 US 148341 US 148341 US 148341 VENDOR NUMBER 14-423-8094 HORIBA AUTOMOTIVE TEST SYSTE 2890 JOHN R RD 2890 JOHN R RD 2890 JOHN R RD 17R0Y MI 48099	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO.			PR359280 024 So# 69513	PR359280 040 50# 69638	PR359280 014 So t 89442 69492	 JAMES OWENS
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Amendment 7 issued Nov. 06

PD # TCS 69133

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General Motors Corporation	GENERAL MOTORS CORPORATION GLOBAL PURCHASING 30009 VAN DYKE M/C 480-206-180 WARREN MI 48090 US	NDOR NUMBER 14-423-8094 INV RIBA AUTOMOTIVE TEST SYSTEMS 90 JOHN R RD BOX 1287 OY MI		DAY/2ND MTH-10%	ITEM IDENTIFICATION NO			PR191371 001	Scot (9638	02	101 h.J	RAUL URBAN
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Amendment 9 issued Dec. 2006

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	PURCHASE PAGE PURCHASE PAGE After CCS69133 009 ### A L T E R A T I 0 N ### This Number Must Appear On All Involces, Packing Slips, Peckages and Bills of Lading. (2) copies of your packing slip must be shown on Packing Slips & Involces.	press Shipments ONE: 586 URBAN		ASSUCIALES INC BASE UNIT PRICE				9037.6000	13469.8000	1233.3790	DEC 1 9 2006
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	VTION RHIP TO: GM FSS PROJECT ACCOUNTING C/O ACS CAPITAL INVOICES TO***** C/O ACS CAPITAL INVOICING PO BOX 63490 PHOENIX AZ US US U	This order Inturned to Buy Dis the reac	HLDBK	NOUN NAME DESCRIPTION NUMBER DATE A #### SPOT BLIY TCSEQ133 HAS BEEN ALTEDED	S LISTED IN THE FOL	ALT MADE AS PER PR162679, REF MF2700499291	HORIBA'S QUOTE QC6061204 REV 2, DATED NOV 06,	### THIS ITEM HAS BEEN CANCELED ### LOADED SPIN IN-LINE TORQUE-MEASURMENT DEVICE BE MOUNTED AT THE GEAR BOX 0.05%FS) WHO ORDERED: GOHLKE248-830-8456	### THIS ITEM HAS BEEN CANCELED ### CONVERTER IN-LINE TORQUE-MEASUREMENT DEVICE (TO BE INSTALED ON OUTPUT SHAFT OF MOTOR O WHO ORDERED: GOHLKE248-830-8456	### THIS ITEM HAS BEEN ADDED ### INCREASE COST DN PR359280 005 FROM \$11,759.84 TO \$13,387.72 FOR A NEW TOTAL OF \$ 615,835.12 DAVID GUNNELS 586-709-3326	DELIVER TO: DAVID GUNNELS ÖRIGINAL
General Motors Corporation	GENERAL MOTORS CORPORATION GLOBAL PURCHASING 30009 VAN DYKE M/C 480-206-180 WARREN MI 48090 VIMBER 14-472-8004	HORIBA AUTOMOTIVE TEST SYSTEMS 2890 JOHN R RD PO BOX 1287 TROY MI 48099	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO.				PR359280 043 Sc469638	PR359280 055 Sc#(967 J	PR162679 001 Set(094/2	RAUL URBAN
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Amendment 10 1554cd Dec. 2006 Pr#TCS 69133

PURCHASE PAGE ### A L T E R A T I O N ### This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading. Records of your packing slip must accompany each shipment. Copies of your packing slip must be shown on Packing Slips, Packages and Bills of Lading. Records of your packing slip must be shown on Packing Slips, Packages and Bills of Lading. Records of your packing slip must be shown on Packing Slips, Packages and Bills of Lading. Records of your packing slip must be shown on Packing Slips, Packages and Bills of Lading. Reconstration of Express Shipments or insure Parcel poor not Declare Valuation of Express Shipments or insure Parcel Poor on Declare Valuation of Express Shipments or insure Parcel Poor on Declare Valuation of Express Shipments or insure Parcel 12/13/06 AltERATION EFFECTIVE AltERATION EFFECTIVE Alternation Effective 12/05	ASSOCIATES INC	BASE UNIT PRICE MULTIPLE WE			1233.3790 EJ	1972.6580 Er	
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General Motors Corporation	MOTORS CORPORATION	GLUBAL PUKCHASING 30009 VAN DYKE M/C 480-206-180 WARREN MI	UUMBER 14-423-8094 UTOMOTIVE TEST SY	2890 JOHN R RD PO BOX 1287 TRNY MI	···· · · · · · · · · · · · · · · · · ·	DAY/2ND MTH-10% H	ITEM IDENTIFICATION NO.	PR188816 018	Sot 69492			PR188816 004	SE S		PR376828 005	Set 69492		RAUL URBAN
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PURCHASE PAGE 1 PURCHASE PAGE 1 PURCHASE TCS69133 016 ### A L T E R A T I O N ### This Number Must Appear On All Involces, Packing Slips, Packages and Bills of Lading. This Number Must accompany each shipment. Item Identification Number(s) must be shown on Packing Slips and Invoice Attr. Accounts Payable Invoice Attr. Accounts Payable	PHONE: 586-575-13 <u>R</u> URBAN <u>Y</u> Y PURCHASING AGENT	ASSOCIATES INC	BASE UNIT PRICE MULTIPLE			6686.5100	6686.5000	7297.0400	
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SE PAGE TCS69133 016 A T I O N ### All Invoices, Packing Silps, p must accompany each shipt must be shown on Packing S	PHONE: 586-575-1 <u>R URBAN</u> <u>ΥΥ</u> ^{Buyer} Purchasing agei	ASSOCIATES INC	BASE UNIT PRICE MULTIPL	18470.2400	7297.0000	6735.0000	18470.4000	п А.С.С. О
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Amendment 17

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General Motors Corporation GENERAL MOTORS CORPORATION GLOBAL PURCHASING 30009 VAN DYKE FAX 602-797-6053 WARREN MI 48090 VENDOR NUMBER 14-423-8094 HORIBA AUTOMOTIVE TEST SYSTEMS 2890 JOHN R RD PO BOX 1287 ROY MI 7ROY MI 48099	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO.	504 69412	١	PR359280 001 So [#] 69412		PR359280 002 SO# 69412	RAIII IIRRAN
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PURCHASE PAGE PAGE 7 #### A L T E R A T I O N ### This Number Must Appeer On All Involces, Packing Slips, Packages and Bills of Lading. (2) copies of your packing slip must accompany each shipment. (2) copies of your packing slip must accompany each shipment. (2) copies of your packing slip must accompany each shipment. (2) copies of your packing slip must accompany each shipment. Invoice Attr. Accounts Payable Invoice Attr. Accounts Payable Do not Declare Valuation of Express Shipments or Insure Parcel Pack		ASSOCIATES	BASE UNIT PRICE	5341.4600	8677.7600	1233.0800	AUG 1 1 2007
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General Motors Corporation GENERAL MOTORS CORPORATION GLOBAL PURCHASING 30009 VAN DYKE FAX 602-797-6053 WARREN MI 48090 US VENDOR NUMBER 14-423-8094 HORIBA AUTOMOTIVE TEST SYSTEMS	37	DAY/2ND MTH-10%	ITEM IDENTIFICATION NO.	PR359280 003 Sot 69412	PR359280 005	PR162679 001 Sot 69412	
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Amendment 18

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			ALT MADE AS PER PR718299. THIS IS A REISSUE OF EQUIPMENT THAT WAS DELETED FROM THE P.O TCS69133 THROUGH PR288215. GM TERMS & CONDITIONS REMAIN. (TCS69133 REV 017)		
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GENERAL TERMS AND CONDITIONS

ACCEPTANCE: Shier has used and understands this contract and apress that Solier's written screptance are communicationed of any work or services under this contract shall conclicute Solier's acceptance of these Lerrin and conditions only.

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2. DELIVERY EDAEDLES: These is a five excesses, and defiveries shall be made both in quantities and al litres specified is hyper's schedules. Bayer shall not be required in mate payment for people attracts to Bayer that set in access of quantities genelized for Bayer's delivery suspension of activated mitometic, and far at which shall be offered tradewary magnetism of activated mitometic, and far at which shall be interest. When requiring such a size of the set of a decivery delivery indexisting quantities such a mitomatic in genetic for Set of a decivery to be quantities and the size for an experiment of genetic for Set of and the contract. When quantities such a mitoma a layer and privat in such against relations.

4. PRESABLE SEPTIMENTS: It Satisf's acts of emissions result in Satisf's failures to meet Bayer's delivery requirances and Bayer requires a more sequentiless method of transportation for the production of transportations method any signality specified by Bayer, Tailer what aby the product encountiles that all of the pairs and sequence.

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8. SUPPLER QUALITY AND DEVELOPMENT: BASPECTOR: Stiller appres to particular to Bayer's auspiler quality and development programble and to comply with all would's requirements and procedures appointed by Days's, an revised from time to time, including those applicable to Salar a set tarties Dush's System Requirements (CS-500, is settiller). Payer and have the time to be the Salar set tarties and the setting to the Salar and the Salar and the setting tarties and the setting the setting to the Salar and the setting of Bayer coverage by the controls. Days's languable time share during manufacture, prior to defivery at within a reasoning there also deve the constitute scenarios of any over the "payer and when the setter detivery, shall not constitute scenarios of any over the payer as a landow of the setter detivery, shall not constitute scenarios of any over the payer and the setter detivery.

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18. TECHNICAL INFORMATION DESCLOSED TO BUYDE Selice agrees not to exerci any claim labor flaw as claim (or patient introgerment) with respect to any technical latermation that. Selice about have disclosed or may increation discress in Buyer increase Law with the years or services overed by this contract,

14. DECREMENTERTION: If Saling performs any work on Boyer's prantises or utilizes the property of Boyer, wheney on a real Source a permises, Salis Mail Indemnify and hald Buyer Aarmites from and guided any liability, claims, demands or expesses linckiding attraver's and during professional Feed Sar do mayons to be property of a rinjoint Enacholdeg destild in Boyer, its exployings or Any allow persons utilizes from you for exceeding with Salis's performands works out as allower's present or to exceeding with Salis's performands and works out as allower's present persons liability, claim, or down and stategout of the self negligence of Buyer.

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17. INCLUDENCE: Example and imperface insurance coverage with corriers accessible to favore and is the annexes soft include Spacini Terms. Satter shall learnable boyce ribers a certificate severage corresponding with basis learners requestivements as a certificate with insurance patients within 10 days of Bayer's written request. The certificate with avoide basis of the severage of the severage of the severage of the terminations or resulting in the amount or stope of coverage. Satter's humining of certificate with low to provide a single of coverage. Satter's humining of certificate or that for uncover any provides of layer and coverage. Satter's humining of certificate or that for uncoverage or provides of layer and the severage satter of the adisputies or that filter under this context.

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28. RELATIONSHOP OF PARTIES: Salies and Buyer are independent contracting parties and nothing in this contract shall make sitilat party bis speed or legal representation of the other for any purpase violatosetry and sess is grant block party any submitty is assume or is create any obligation on behall of or is the name of the other.

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By submitting a response to this haquest for Quotation, Sellsr cariffes that it has read, understands, and its in campiliance with Paragraph 25 of the Consert Terms and Conditions Learnitizes with Lawric from Journal Journal Interst Practices.

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Amendment (9

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