

Richard J. Bernard  
BAKER & HOSTETLER LLP  
45 Rockefeller Plaza  
New York, New York 10111  
Telephone: (212) 589-4200  
Facsimile: (212) 589-4201

*Attorney for Cloyes Gear and Products, Inc.*

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

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

**LIMITED OBJECTION OF CLOYES GEAR  
AND PRODUCTS, INC. TO PROPOSED CURE AMOUNT**

Cloyes Gear and Products, Inc. (“Cloyes”), by and through its undersigned attorney, objects to the proposed cure amount related to the above-captioned debtors’ (collectively, the “Debtors”) assumption and assignment of certain executory contracts by and between Cloyes and certain of the Debtors. Cloyes’ books and records reflect a different amount owed to Cloyes than is set forth on the Debtors’ contract website. Cloyes intends to resolve this objection with the Debtors pursuant to any applicable arbitration procedures in place between Cloyes and the Debtors.

Dated: June 15, 2009

Respectfully submitted,

*/s/ Richard J. Bernard*

---

Richard J. Bernard

BAKER & HOSTETLER LLP

45 Rockefeller Plaza

New York, New York 10111

Telephone: (212) 589-4200

Facsimile: (212) 589-4201

E-mail: rbernard@bakerlaw.com

*Attorney for Cloyes Gear and Products, Inc.*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on June 15, 2009 the foregoing *Limited Objection of Cloyes Gear and Products, Inc. to Proposed Cure Amount* was served by regular U.S. mail, postage prepaid, on the persons listed below:

General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, Michigan 48090-9025  
Attn: Warren Common Center  
Mailcode 480-206-114

***The Debtors***

U.S. Treasury  
1500 Pennsylvania Avenue NW  
Room 2312  
Washington, D.C. 20220  
Attn: Matthew Feldman, Esq.

***U.S. Treasury***

Vedder Price, P.C.  
1633 Broadway  
47th Floor  
New York, New York 10019  
Attn: Michael J. Edelman, Esq.  
Michael L. Schein, Esq.

***Counsel for Export Development Canada***

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Attn: Thomas Moers Mayer, Esq.  
Kenneth H. Eckstein, Esq.  
Gordon Z. Novod, Esq.

***Counsel for the Official Committee of Unsecured Creditors***

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

***Counsel for the Debtors***

Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, New York 10281  
Attn: John J. Rapisardi, Esq.

***Counsel for the Purchaser***

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.

***United States Trustee***

/s/ Richard J. Bernard

Richard J. Bernard  
BAKER & HOSTETLER LLP  
45 Rockefeller Plaza  
New York, New York 10111  
Telephone: (212) 589-4200  
Facsimile: (212) 589-4201