

BUTZEL LONG, a professional corporation  
Robert Sidorsky  
Eric B. Fisher  
380 Madison Avenue  
New York, New York 10017  
Telephone: (212) 818-1110  
Facsimile: (212) 818-0494  
sidorsky@butzel.com  
fishere@butzel.com

Thomas B. Radom (pro hac vice admission pending)  
Max J. Newman (pro hac vice admission pending)  
41000 Woodward Avenue  
Bloomfield Hills, Michigan 48304  
Telephone: (248) 258-1616  
Facsimile: (248) 258-1439  
radom@butzel.com  
newman@butzel.com

*Attorneys for TK Holdings, 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)

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

TK Holdings, Inc. and all other legal entities associated with ultimate DUNS number 690545165 (collectively, "TK Holdings"), by and through its undersigned counsel, for its objection (the "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, TK Holdings entered into various contracts, purchase orders, and agreements whereby TK Holdings 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 Assumption and Assignment Notice dated June 5, 2009, which included instructions to access the Website on which TK Holdings 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. TK Holdings 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, TK Holdings, for purposes of preserving its objection rights as to the proposed Cure Amount, makes this Cure Objection pursuant to paragraph 8 of the Assumption and Assignment Notice.

5. In reviewing the proposed Contracts and Cure Amounts set forth on the Website, TK Holdings has been unable to fully reconcile the proposed cure payments for the Contracts, and it appears that the listed amount may be insufficient to fully cure all amounts dues under the Contracts. In particular, and as one example, TK Holdings’ invoice numbers 643303, 288999, and 289360 under GM purchase order numbers 1GDC0042, M8M00203, and M8M00181 were not included on the website although they relate to assumed Contracts and were supposed to be included.



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**CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2009, I caused to be filed by electronic filing with the United States Bankruptcy Court for the Southern District of New York the Limited Objection of TK Holdings, 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 U.S. Mail 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 <sup>st</sup> 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, 47<sup>th</sup> Floor  New York, NY 10019  mjedelman@vedderprice.com  mschein@vedderprice.com</p>
<p>Kenneth Eckstein, Esq.  Thomas Moers Mayer, Esq.  Kramer Levin Naftalis &amp; 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 15, 2009

BUTZEL LONG, a professional corporation

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