

JAMES M. LAWNICZAK (0041836)
NATHAN A. WHEATLEY (0072192)
CALFEE, HALTER & GRISWOLD LLP
KeyBank Center, Suite 1400
800 Superior Avenue
Cleveland, Ohio 44114
(216) 622-8200
(216) 241-0816 (facsimile)
jlawniczak@calfee.com
nwheatley@calfee.com

*Counsel for Meadville Forging Company
and Carolina Forge Company*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**MEADVILLE FORGING COMPANY AND CAROLINA FORGE COMPANY’S
LIMITED OBJECTION TO NOTICE OF (I) DEBTORS’ INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OR
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

Meadville Forging Company (“MFC”) and Carolina Forge Company (“CFC,” collectively with MFC, the “Creditors”), by and through their attorneys, hereby submit their limited objection (the “Objection”) to the above-captioned debtors and debtors in possessions’ (collectively, the “Debtors”) Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contract, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto (the “Notice”).¹ In support of

¹ Except as otherwise set forth herein, all defined terms shall have the meaning set forth in the Notice.

its Objection, the Creditors state that the Cure Amounts for MFC and CFC, as set forth on the Contract Website, are inaccurate.

On June 2, 2009, this Court entered an order approving the Debtors' bidding procedures [Docket No. 274], which includes procedures regarding Debtors' assumption and assignment of executory contracts ("Procedures Order"). Pursuant to the Procedures Order, the Debtors were required to provide the Notice to the Creditors, indicating that the Cure Amounts for the MFC and CFC contracts to be assumed and assigned were listed on the Contract Website. However, after reviewing the Contract Website, the Creditors are unable to confirm that the Cure Amounts are accurate and therefore dispute the accuracy of the Cure Amounts as identified on the Contract Website. As a result, the Creditors are submitting the Objection out of an abundance of caution and the need to preserve their respective rights to dispute the accuracy of the Cure Amounts.

Therefore, the Creditors object to the assumption and assignment of the MFC and CFC contracts and state that, before the Debtors' may assume and assign their executory contracts with the Creditors, the Debtors must amend the Cure Amounts to reflect the correct amount owed to MFC and CFC.

WHEREFORE, the Creditors respectfully request that the Court require the Debtors to correct the Cure Amounts for the MFC and CFC contracts, and for such other and further relief as the Court deems just and proper.

Dated: June 17, 2009

Respectfully submitted,

/s/ James M. Lawniczak

JAMES M. LAWNICZAK (0041836)
NATHAN A. WHEATLEY (0072192)
CALFEE, HALTER & GRISWOLD LLP
800 Superior Avenue, Suite 1400
Cleveland, Ohio 44114
(216) 622-8200
(216) 241-0816 (facsimile)
jlawniczak@calfee.com
nwheatley@calfee.com

Attorneys for Meadville Forging Company
and Carolina Forge Company.

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing response has been filed electronically this 17th day of June, 2009, with the U.S. Bankruptcy Court for the Southern District of New York. Notice of this filing will be sent via electronic mail to all parties who have entered an appearance by operation of the Court's electronic filing system. Additionally, copies of the foregoing were served via regular U.S. Mail, proper postage pre-paid, upon the following parties:

Debtors
c/o General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, Michigan 48090-9025
Attn: Warren Command Center
Mailcode 480-206-114

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

Attorneys for Debtors

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

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

Attorneys for Purchaser

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

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

Attorneys for Export Development Canada

Gordon Z. Novod
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

/s/ James M. Lawniczak
One of the Attorneys for Meadville Forging
Company and Carolina Forge Company