

United States Bankruptcy Court  
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):  
**GENERAL MOTORS CORPORATION**

Name of Joint Debtor (Spouse) (Last, First, Middle):  
**N/A**

All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  
**See Schedule 1 Attached**

All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):  
**N/A**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):  
**38-0572515**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):  
**N/A**

Street Address of Debtor (No. and Street, City, and State):  
**300 Renaissance Center**  
**Detroit, Michigan**

ZIP CODE  
**48265-3000**

Street Address of Joint Debtor (No. and Street, City, and State):  
**N/A**

ZIP CODE

County of Residence or of the Principal Place of Business: **Wayne County**

County of Residence or of the Principal Place of Business:  
**N/A**

Mailing Address of Debtor (if different from street address):

ZIP CODE

Mailing Address of Joint Debtor (if different from street address):  
**N/A**

ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):  
**767 Fifth Avenue, New York, New York**

ZIP CODE **10153**

**Type of Debtor**  
(Form of Organization)  
(Check one box.)  
 Individual (includes Joint Debtors)  
*See Exhibit D on page 2 of this form.*  
 Corporation (includes LLC and LLP)  
 Partnership  
 Other (If debtor is not one of the above entities, check this box and state type of entity below.)

**Nature of Business**  
(Check one box.)  
 Health Care Business  
 Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)  
 Railroad  
 Stockbroker  
 Commodity Broker  
 Clearing Bank  
 Other  
**Automotive Manufacturing**  
**Tax-Exempt Entity**  
(Check box, if applicable.)  
 Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

**Chapter of Bankruptcy Code Under Which the Petition is Filed** (Check one box)  
 Chapter 7  
 Chapter 9  
 Chapter 11  
 Chapter 12  
 Chapter 13  
 Chapter 15 Petition for Recognition of a Foreign Main Proceeding  
 Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

**Nature of Debts** (Check one box)  
 Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."  
 Debts are primarily business debts.

**Chapter 11 Debtors**  
**Check one box:**  
 Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  
 Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  
**Check if:**  
 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  
**Check all applicable boxes:**  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

**Filing Fee** (Check one box)  
 Full Filing Fee attached  
 Filing Fee to be paid in installments (applicable to individuals only)  
Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  
 Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors (on a Consolidated Basis)

<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input checked="" type="checkbox"/> Over 100,000
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Estimated Assets (on a Consolidated Basis)

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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Estimated Liabilities (on a Consolidated Basis)

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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**THIS SPACE IS FOR COURT USE ONLY**

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>GENERAL MOTORS CORPORATION</b>
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**All Prior Bankruptcy Case Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>

**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor: <b>Chevrolet-Saturn of Harlem, Inc.</b>	Case Number: <b>As filed</b>	Date Filed: <b>June 1, 2009</b>
District: <b>Southern District of New York</b>	Relationship: <b>Wholly-Owned Direct Subsidiary of General Motors Corporation</b>	Judge: <b>Undetermined</b>

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).

X

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

\_\_\_\_\_  
Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.]
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

*(Check all applicable boxes)*

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

**GENERAL MOTORS CORPORATION**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Stephen Karotkin  
Signature of Attorney for Debtor(s)

Stephen Karotkin  
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP  
Firm Name

767 Fifth Avenue  
Address

New York, New York 10153

(212) 310-8000  
Telephone Number

June 1, 2009

\* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Frederick A. Henderson  
Signature of Authorized Individual

Frederick A. Henderson  
Printed Name of Authorized Individual

President and Chief Executive Officer  
Title of Authorized Individual

June 1, 2009  
Date

## **Schedule 1**

### **All Other Names Used By the Debtor in the Last 8 Years**

1. GMC Truck Division
2. NAO Fleet Operations
3. GM Corporation
4. GM Corporation-GM Auction Department
5. National Car Rental
6. National Car Sales
7. Automotive Market Research

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

-----X  
**In re** :  
 :  
 : **Chapter 11 Case No.**  
 :  
**GENERAL MOTORS CORPORATION,** : **09- \_\_\_\_\_ ( )**  
 :  
 :  
 **Debtor.** :  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS<sup>1</sup>**

Following is the consolidated list of the creditors of General Motors Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), holding the 50 largest noncontingent unsecured claims as of May 31, 2009.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of title 11 of the United States Code.

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<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>1. Wilmington Trust Company</p> <p>Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States</p>	<p><u>Attn:</u> Geoffrey J. Lewis</p> <p>Phone: (302) 636-6438 Fax: (302) 636-4145</p> <p>Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States</p>	Bond Debt		\$22,759,871,912 <sup>1</sup>
<p>2. International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)</p> <p>8000 East Jefferson Detroit, MI 48214 United States</p>	<p><u>Attn:</u> Ron Gettlefinger</p> <p>Phone: (313) 926-5201 Fax: (313) 331-4957</p> <p>8000 East Jefferson Detroit, MI 48214 United States</p>	Employee Obligations		\$20,560,000,000 <sup>2</sup>
<p>3. Deutsche Bank AG, London As Fiscal Agent</p> <p>Theodor-Heuss-Allee 70 Frankfurt, 60262 Germany</p>	<p><u>Attn:</u> Stuart Harding</p> <p>Phone:(44) 207 547 3533 Fax: (44) 207 547 6149</p> <p>Winchester House 1 Great Winchester Street London EC2N 2DB England</p>	Bond Debt		\$4,444,050,000 <sup>3</sup>

<sup>1</sup> This amount consolidates Wilmington Trust Company's claims as indenture trustee under the indentures, dated December 7, 1995 (\$21,435,281,912) and November 15, 1990 (\$1,324,590,000).

<sup>2</sup> This liability is estimated as the net present value at a 9% discount rate of future contributions, as of January 1, 2009, and excludes approximately \$9.4 billion corresponding to the GM Internal VEBA.

<sup>3</sup> The amount includes outstanding bond debt of \$4,444,050,000, based on the Eurodollar exchange rates of \$1.39.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>4. International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communications Workers of America (IUE-CWA)</p> <p>3461 Office Park Drive Kettering, OH 45439 United States</p>	<p><u>Attn:</u> Mr. James Clark</p> <p>Phone: (937) 294-9764 Fax: (937) 298-633</p> <p>2701 Dryden Road Dayton, OH 45439 United States</p>	Employee Obligations		\$2,668,600,000 <sup>4</sup>
<p>5. Bank of New York Mellon</p> <p>One Wall Street New York, NY 10286 United States</p>	<p><u>Attn:</u> Gregory Kinder</p> <p>Phone: (212) 815-2576 Fax: (212) 815-5595</p> <p>Global Corporate Trust, 101 Barclay, 7W New York, NY 10286 United States</p>	Bond Debt		\$175,976,800
<p>6. Starcom Mediavest Group, Inc.</p> <p>35 W. Wacker Drive Chicago, IL 60601 United States</p>	<p><u>Attn:</u> Laura Desmond</p> <p>Phone: (312) 220-3550 Fax: (312) 220-6530</p> <p>35 W. Wacker Drive Chicago, IL 60601 United States</p>	Trade Debt		\$121,543,017
<p>7. Delphi Corp.</p> <p>5725 Delphi Drive Troy, MI 48098 United States</p>	<p><u>Attn:</u> Rodney O'Neal</p> <p>Phone: (248) 813-2557 Fax: (248) 813-2560</p> <p>5725 Delphi Drive Troy, MI 48098 United States</p>	Trade Debt		\$110,876,324

<sup>4</sup> This liability estimated as the net present value at a 9% discount rate.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>8. Robert Bosch GmbH</p> <p>38000 Hills Tech Drive Farmington Hills, MI 48331 United States</p>	<p><u>Attn:</u> Franz Fehrenbach</p> <p>Phone: (49 71) 1 811-6220 Fax: (49 71) 1 811-6454</p> <p>Robert-Bosch-Platz 1 / 70839 Gerlingen-Schillerhoehe, Germany</p>	Trade Debt		\$66,245,958
<p>9. Lear Corp.</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	<p><u>Attn:</u> Robert Rossiter</p> <p>Phone: (248) 447-1505 Fax: (248) 447-1524</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	Trade Debt		\$44,813,396
<p>10. Renco Group, Inc.</p> <p>1 Rockefeller Plaza, 29th Floor New York, NY 10020 United States</p>	<p><u>Attn:</u> Lon Offenbacher</p> <p>Phone: (248) 655-8920 Fax: (248) 655-8903</p> <p>1401 Crooks Road Troy, MI 48084 United States</p>	Trade Debt		\$37,332,506
<p>11. Enterprise Rent A Car</p> <p>6929 N Lakewood Ave Suite 100 Tulsa, OK 74117 United States</p>	<p><u>Attn:</u> Greg Stubblefield</p> <p>Phone: (314) 512 3226 Fax: (314) 512 4230</p> <p>600 Corporate Park Drive St. Louis, MO 63105 United States</p>	Trade Debt		\$33,095,987

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>12. Johnson Controls, Inc.</p> <p>5757 N. Green Bay Avenue Glendale, WI 53209 United States</p>	<p><u>Attn:</u> Stephen A. Roell</p> <p>Phone: (414)-524-2223 Fax: (414)-524-3000</p> <p>5757 N. Green Bay Avenue Milwaukee, WI 53201 United States</p>	Trade Debt		\$32,830,356
<p>13. Denso Corp.</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	<p><u>Attn:</u> Haruya Maruyama</p> <p>Phone: (248) 350-7500 Fax: (248) 213-2474</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	Trade Debt		\$29,229,047
<p>14. TRW Automotive Holdings, Corp.</p> <p>12025 Tech Center Dr. Livonia, MI 48150 United States</p>	<p><u>Attn:</u> John Plant</p> <p>Phone: (734) 855-2660 Fax: (734) 855-2473</p> <p>12001 Tech Center Drive Livonia, MI 48150 United States</p>	Trade Debt		\$27,516,189
<p>15. Magna International, Inc.</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	<p><u>Attn:</u> Don Walker</p> <p>Phone: (905) 726-7040 Fax: (905) 726-2593</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	Trade Debt		\$26,745,489
<p>16. American Axle &amp; Mfg Holdings, Inc.</p> <p>One Dauch Drive Detroit, MI 48211-1198 United States</p>	<p><u>Attn:</u> Richard Dauch</p> <p>Phone: (313) 758-4213 Fax: (313) 758-4212</p> <p>One Dauch Drive Detroit, MI 48211 United States</p>	Trade Debt		\$26,735,957

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
17. Maritz Inc.  1375 North Highway Drive Fenton, MO 63099 United States	<u>Attn:</u> Steve Maritz  Phone: (636) 827-4700 Fax: (636) 827-2089  1375 North Highway Drive Fenton, MO 63099 United States	Trade Debt		\$25,649,158
18. Publicis Groupe S.A.  133 Ave des Champs Elysees Paris, 75008 France	<u>Attn:</u> Maurice Levy  Phone: (33 01) 4 443-7000 Fax: (33 01) 4 443-7550  133 Ave des Champs-Elysees Paris, 75008 France	Trade Debt		\$25,282,766
19. Hewlett Packard Co.  3000 Hanover Street Palo Alto, CA 94304 United States	<u>Attn:</u> Mike Nefkens  Phone: (313) 230 6800 Fax: (313) 230 5705  500 Renaissance Center, MC:20A Detroit, MI 48243 United States	Trade Debt		\$17,012,332
20. Interpublic Group of Companies, Inc.  1114 Avenue of the Americas New York, NY 10036 United States	<u>Attn:</u> Michael Roth  Phone: (212) 704-1446 Fax: (212) 704.2270  1114 Avenue of the Americas New York, NY 10036 United States	Trade Debt		\$15,998,270
21. Continental AG  Vahrenwalder Str. 9 D-30165 Hanover, Germany	<u>Attn:</u> Karl-Thomas  Phone: 49-69-7603-2888 Fax: 49-69-7603-3800  Guerickestrasse 7, 60488 Frankfurt 60488 Germany	Trade Debt		\$15,539,456

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
22. Tenneco Inc.  500 North Field Drive Lake Forest, IL 60045 United States	<u>Attn:</u> Gregg Sherrill  Phone: (847) 482-5010 Fax: (847) 482-5030  500 North Field Drive Lake Forest, IL 60045 United States	Trade Debt		\$14,837,427
23. Yazaki Corp.  6801 Haggerty Road Canton, MI 48187 United States	<u>Attn:</u> George Perry  Phone: (734) 983-5186 Fax: (734) 983-5197  6801 Haggerty Road, 48E Canton, MI 48187 United States	Trade Debt		\$13,726,367
24. International Automotive Components  5300 Auto Club Drive Dearborn, MI 48126 United States	<u>Attn:</u> James Kamsickas  Phone: (313) 253-5208 Fax: (313) 240-3270  5300 Auto Club Drive Dearborn, MI 48126 United States	Trade Debt		\$12,083,279
25. Avis Rental Car  6 Sylvan Way Parsippany, NJ 07054 United States	<u>Attn:</u> Robert Salerno  Phone: (973) 496-3514 Fax: (212) 413-1924  6 Sylvan Way Parsippany, NJ 07054 United States	Trade Debt		\$12,040,768
26. FMR Corp.  82 Devonshire St Boston, MA 02109 United States	<u>Attn:</u> Robert J. Chersi  Phone: (617)563-6611 Fax: (617) 598-9449  82 Devonshire St Boston, MA 02109 United States	Trade Debt		\$11,980,946

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
27. AT&T Corp.  208 South Akard Street Dallas, TX 75202 United States	<u>Attn:</u> Richard G. Lindner  Phone: (214) 757-3202 Fax: (214) 746-2102  208 South Akard Street Dallas, TX 75202 United States	Trade Debt		\$10,726,376
28. Union Pacific Corp.  1400 Douglas Street Omaha, NE 68179 United States	<u>Attn:</u> Robert M. Knight, Jr.  Phone: (402) 544-3295 Fax: (402) 501-2121  1400 Douglas Street Omaha, NE 68179 United States	Trade Debt		\$10,620,928
29. Warburg E M Pincus & Co., Inc.  466 Lexington Ave New York, NY 10017 United States	<u>Attn:</u> Joseph P. Landy  Phone: (212) 878-0600 Fax: (212) 878-9351  466 Lexington Ave New York, NY 10017 United States	Trade Debt		\$10,054,189
30. Visteon Corp.  One Village Center Drive Van Buren Township, MI 48111 United States	<u>Attn:</u> Donald J. Stebbins  Phone: (734) 710-7400 Fax: (734) 710-7402  One Village Center Drive Van Buren Twp., MI 48111 United States	Trade Debt		\$9,841,774
31. US Steel  600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	<u>Attn:</u> John Surma  Phone: (412) 433-1146 Fax: (412) 433-1109  600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	Trade Debt		\$9,587,431

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
32. Arcelor Mittal  19, Avenue De La Liberte Luxembourg, L-2930 Luxembourg	<u>Attn:</u> Lakshmi Mittal  Phone: 44 20 7543 1131 Fax: (44 20) 7 629-7993  Berkley Square House, 7th Floor Berkley Square House London, England W1J6DA	Trade Debt		\$9,549,212
33. AK Steel Holding, Corp.  9227 Centre Pointe Drive Westchester, OH 45069 United States	<u>Attn:</u> Jim Wainscott  Phone: (513) 425-5412 Fax: (513) 425-5815  9227 Centre Pointe Drive Westchester, OH 45069 United States	Trade Debt		\$9,116,371
34. CSX Corp.  500 Water Street, 15th Floor Jacksonville, FL 32202 United States	<u>Attn:</u> Oscar Muñoz  Phone: (904) 359-1329 Fax: (904) 359-1859  500 Water Street, 15th Floor Jacksonville, FL 32202 United States	Trade Debt		\$8,884,846
35. Hertz Corporation  14501 Hertz Quail Springs Parkway Oklahoma City, OK 73134 United States	<u>Attn:</u> Elyse Douglas  Phone: (201) 450-2292 Fax: (866) 444-4763  225 Brae Boulevard Park Ridge, NJ 07656 United States	Trade Debt		\$8,710,291

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
36. Alpha S.A. de C.V.  Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico	<u>Attn:</u> Manuel Rivera  Phone: (52 81) 8 748 1264 Fax: (52 81) 8 748-1254  Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico	Trade Debt		\$8,209,133
37. Voith AG  2200 N. Roemer Rd Appleton, WI United States	<u>Attn:</u> Hubert Lienhard  Phone: 49 7321 372301  St. Poltener Strasse 43 Heidenheim, D-89522 Germany	Trade Debt		\$7,146,187
38. Goodyear Tire & Rubber Co.  1144 E Market St Akron, OH 44316-0001 United States	<u>Attn:</u> Robert Keegan  Phone: (330) 796-1145 Fax: (330) 796-2108  1144 East Market Street Akron, OH 44316-0001 United States	Trade Debt		\$6,807,312
39. Manufacturers Equipment & Supply Co.  2401 Lapeer Rd Flint, MI 48503-4350 United States	<u>Attn:</u> Greg M. Gruizenga  Phone: (800) 373-2173 Fax: (810) 239-5360  2401 Lapeer Rd Flint, MI 48503 United States	Trade Debt		\$6,695,777
40. Severstal O A O  4661 Rotunda Drive P.O. Box 1699 Dearborn, MI 48120 United States	<u>Attn:</u> Gregory Mason  Phone: (313) 317-1243 Fax: (313) 337-9373  14661 Rotunda Drive, P.O. Box 1699 Dearborn, MI 48120 United States	Trade Debt		\$6,687,993

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
41. Exxon Mobil Corp.  5959 Las Colinas Boulevard Irving, TX 75039 United States	<u>Attn:</u> James P. Hennessy  Phone: (703) 846-7340 Fax: (703) 846-6903  3225 Gallows Road Fairfax, VA 22037 United States	Trade Debt		\$6,248,959
42. Hitachi Ltd.  955 Warwick Road P.O. Box 510 Harrodsburg, KY 40330 United States	<u>Attn:</u> Yasuhiko Honda  Phone: (81 34) 564-5549 Fax: (81 34) 564-3415  Akihabara Daibiru Building 18-13, Soto-Kanda, 1-Chome Chiyoda-Ku, Tokyo, 101-8608 Japan	Trade Debt		\$6,168,651
43. Mando Corp.  4201 Northpark Drive Opelika, AL 36801 United States	<u>Attn:</u> Zung Su Byun  Phone: (82 31) 680-6114 Fax: (82 31) 681-6921  343-1, Manho-Ri ,Poseung-Myon, Pyongtaek Kyonggi, South Korea, Korea	Trade Debt		\$5,459,945
44. General Physics Corp.  1500 W. Big Beaver Rd. Troy, MI 48084 United States	<u>Attn:</u> Sharon Esposito Mayer  Phone: (410) 379-3600 Fax: (410) 540-5302  6095 Marshalee Drive, St. 300 Elkridge, MD 21075 United States	Trade Debt		\$5,208,070
45. Sun Capital Partners, Inc.  5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	<u>Attn:</u> Mr. Kevin  Phone: (561) 948-7514 Fax: (561) 394-0540  5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	Trade Debt		\$4,747,353

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
46. Jones Lang Lasalle, Inc.  200 East Randolph Drive Chicago, IL 60601 United States	<u>Attn:</u> Colin Dyer  Phone: (312) 228-2004 Fax: (312) 601-1000  200 East Randolph Drive Chicago, IL 60601 United States	Trade Debt		\$4,651,141
47. McCann Erickson  238 11 Avenue, SE Calgary, Alberta T2G OX8 Canada	<u>Attn:</u> Gary Lee  Phone: (646) 865 2606 Fax: (646) 865 8694  622 3rd Avenue New York, NY 10017 United States	Trade Debt		\$4,603,457
48. Flex-N-Gate Corp.  1306 East University Ave. Urbana, IL 61802 United States	<u>Attn:</u> Shahid Khan  Phone: (217) 278-2618 Fax: (217) 278-2318  1306 East University Urbana, IL 61802 United States	Trade Debt		\$4,490,775
49. Bridgestone Corp.  535 Marriott Drive Nashville, TN 37214 United States	<u>Attn:</u> Shoshi Arakawa  Phone: (81 33) 567 0111 Fax: (81 33) 567 9816  10-1 Kyobashi 1-chome Chuoku, Tokyo, Japan 104 Japan	Trade Debt		\$4,422,763
50. Cap Gemini America Inc  623 Fifth Avenue, 33 <sup>rd</sup> Floor New York, NY 10022 United States	<u>Attn:</u> Thierry Delaporte  Phone: (212) 314-8327 Fax: (212) 314-8018  623 Fifth Avenue, 33 <sup>rd</sup> Floor New York, NY 10022 United States	\$4,415,936 Trade Debt		\$4,415,936

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: June 1, 2009

/s/ Frederick A. Henderson

Signature

NAME: Frederick A. Henderson

TITLE: President and Chief Executive Officer

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

-----X  
**In re** : **Chapter 11 Case No.**  
: **09-\_\_\_\_\_ (\_\_\_)**  
**GENERAL MOTORS CORPORATION,** :  
: **Debtor.** :  
: :  
-----X

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. The debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, and the SEC file number is 1-143.
2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2009.

a. Total assets on a consolidated basis: \$82,290,000,000

b. Total debts on a consolidated basis (including debts listed in 2.c., below): \$172,810,000,000

			Approximate number of holders.	
c. Debt securities held by more than 500 holders.				
secured	unsecured	subordinated		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$21,694,000,000<sup>1</sup></u>	<u>Greater than 500</u>
secured	unsecured	subordinated		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$3,221,000,000<sup>2</sup></u>	<u>Greater than 500</u>
secured	unsecured	subordinated		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$1,388,000,000<sup>3</sup></u>	<u>Greater than 500</u>

d. Number of shares of preferred stock: 6,000,000 shares authorized; no shares issued and outstanding.

<sup>1</sup> Issued pursuant to Senior Indenture, dated as of December 7, 1995.  
<sup>2</sup> Issued pursuant to Senior Indenture, dated as of July 3, 2003.  
<sup>3</sup> Issued pursuant to Senior Indenture, dated as of November 15, 1990.

- e. Number of shares of common stock: 2,000,000,000 shares authorized, 800,937,541 shares issued, and 610,505,273 shares outstanding, all as of March 31, 2009.
3. Brief description of debtor's business: The debtor, together with its affiliates, is engaged in the manufacturing, marketing, and distribution of cars and trucks worldwide.
4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: State Street Bank and Trust Company (17.0%)

## **APPROVAL OF BANKRUPTCY FILING, 363 SALE AND RELATED MATTERS**

**WHEREAS**, at this meeting and at prior meetings, the Board of Directors (the “Board”) of General Motors Corporation (the “Corporation”) has extensively reviewed the alternatives available to the Corporation and its direct and indirect subsidiaries Saturn, LLC, Saturn Distribution Corporation and Chevrolet-Saturn of Harlem, Inc. (the “Filing Subsidiaries”) and has determined that the commencement of a Chapter 11 case in the United States by each of the Corporation and the Filing Subsidiaries presents the only opportunity for preserving and maximizing the value of the enterprise for the benefit of the Corporation’s stakeholders and other interested parties;

### **COMMENCEMENT OF BANKRUPTCY CASES**

**RESOLVED**, that the Corporation and each of the Filing Subsidiaries be, and it hereby is, authorized and directed to file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”);

**RESOLVED**, that each of the Proper Officers (it being understood that, for the purposes of these resolutions, the “Proper Officers” shall include, without limitation, the President and Chief Executive Officer, any vice president of the Corporation (including executive or group vice presidents), the Controller and Chief Accounting Officer, the Secretary, any Assistant Secretary, the Treasurer, any Assistant Treasurer and any other officer of the Corporation determined by the Legal Staff of the Corporation to be an appropriate officer with respect to the action taken) is hereby authorized and directed, in the name and on behalf of the Corporation, to execute, verify, and file all petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) at such time as such Proper Officer shall determine;

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Corporation, each Proper Officer is hereby authorized, in the name and on behalf of, the Corporation, to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Corporation to utilize cash collateral on the terms and conditions such Proper Officer or Proper Officers executing the same may consider necessary, proper, or desirable, and to consummate the transactions contemplated by such notes, security and other agreements and instruments on behalf of the Corporation, subject to Bankruptcy Court approval;

**RESOLVED**, that each Proper Officer is hereby authorized and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, negotiate, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Proper Officer shall be or become necessary, proper, or desirable in connection with the Corporation’s Chapter 11 case;

**RESOLVED**, that the Board sees no objection to each of the Filing Subsidiaries taking any and all action, including authorizing a filing in the Bankruptcy Court, and to executing and delivering all documents, agreements, motions and pleadings as are

necessary, proper, or desirable to enable such Filing Subsidiary to carry out the filing in Bankruptcy Court contemplated hereby;

**RESOLVED**, that the Board sees no objection to a filing by GMCL, if determined to be appropriate by the Board of Directors of GMCL, for protection from its creditors under the Companies' Creditors Arrangement Act (the "CCAA") or to any actions taken by GMCL as are necessary, proper, or desirable to enable GMCL to carry out such filing;

#### **EXECUTION OF MASTER SALE AND PURCHASE AGREEMENT**

**RESOLVED**, that the Board finds that the sale of substantially all of the assets of the Corporation to Auto Acquisition Corp., a new entity formed by the United States Department of the Treasury, in accordance with the Purchase Agreement (as defined below), is expedient and in the best interests of the Corporation;

**RESOLVED**, that the form, terms and provisions of the proposed Master Sale and Purchase Agreement (the "Purchase Agreement") by and among the Corporation, the Filing Subsidiaries and Vehicle Acquisition Holdings LLC., in substantially the form reviewed by the Board, are hereby approved, and the sale of substantially all of the assets of the Corporation set forth in the Purchase Agreement on the terms set forth in the Purchase Agreement be, and hereby is, authorized and approved;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to execute and deliver the Purchase Agreement, with such changes therein or revisions thereto as the Proper Officer or Officers executing and delivering the same may in his or their sole and absolute discretion approve consistent with these Resolutions and with the advice of the Corporation's Legal Staff, and to cause the Corporation to carry out the terms and provisions thereof;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to approve, execute and deliver from time to time such amendments, changes or modifications to the Purchase Agreement as any such Proper Officer shall, consistent with these Resolutions and with the advice of the Corporation's Legal Staff, deem necessary, proper or advisable;

**RESOLVED**, that if the Corporation determines no later than the due date (including any extensions) of the Corporation's tax return for the taxable year in which the sale contemplated by the Purchase Agreement is closed that an Agreed G Transaction (as defined in the Purchase Agreement) has occurred, (i) the Purchase Agreement will be deemed to constitute a "plan" of the Corporation for purposes of Sections 368 and 354 of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and (ii) the Corporation shall treat the transactions contemplated in the Purchase Agreement, in combination with the subsequent liquidation of the Corporation and the Filing Subsidiaries (as defined in the Purchase Agreement), as a tax-free reorganization pursuant to Section 368(a)(1)(G) of the Tax Code (with any actual or deemed distribution by the Corporation qualifying solely under Sections 354 and 356 of the Tax Code but not under Section 355 of the Tax Code);

#### **EXECUTION OF LOAN FACILITIES – U.S. AND CANADA**

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Corporation, each of the Proper Officers, or any of them, is hereby authorized to

negotiate, execute, deliver and cause the Corporation to perform its obligations under (i) a secured superpriority debtor-in-possession credit agreement (the "Credit Agreement"), among the Corporation, a debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of the Corporation listed therein, as guarantors, the United States Department of the Treasury, as lender, and Export Development Canada, as lender, substantially in the form and on the terms and conditions presented to the Board; (ii) one or more notes ("Notes") providing for loans under the Credit Agreement in an aggregate principal amount not to exceed \$65 billion plus the principal amount of any Additional Notes (as defined in the Credit Agreement), in each case together with interest thereon at the rate specified in the Credit Agreement and (iii) the other agreements contemplated by the Credit Agreement, including pledge agreements, security agreements, mortgages, financing statements and any other similar documents in connection with granting a security interest in or a pledge of the Corporation's assets as collateral to secure the Obligations (as defined in the Credit Agreement) and any other agreements or documents (the documents described in this clause (iii) collectively described herein as the "Other Financing Documents"), as any Proper Officer determines is necessary, proper, or desirable to consummate the transactions contemplated by the Credit Agreement and the Other Financing Documents, in each case consistent with these Resolutions and the advice of the Corporation's Legal Staff, as evidenced by the execution thereof by the Proper Officer;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized to grant a security interest in and pledge assets as collateral under the Guaranty and Security Agreement, the Equity Pledge Agreement and each Other Financing Document to which the Corporation is party;

**RESOLVED**, that the Board sees no objection to the issuance by all or any of the direct or indirect subsidiaries of the Corporation of guarantees of the Obligations and the granting of a security interest in or the pledge of any assets by such subsidiaries as collateral to secure the Obligations by entering into the Guaranty and Security Agreement and the Equity Pledge Agreement, in each case substantially in the form reviewed by the Board, together with the Other Financing Documents to which such subsidiary is party;

**RESOLVED**, that the Board sees no objection (a) to the execution and delivery by GMCL of an amended and restated loan agreement with Export Development Canada ("EDC") as lender (the "Canadian Credit Agreement") amending the loan agreement between GMCL and EDC, among other parties, dated as of April 29, 2009 (the "April EDC Credit Agreement") or (b) to the provision of secured guaranties of certain obligations of GMCL under the Canadian Credit Agreement to be given by 1908 Holdings Limited, Parkwood Holdings Limited, and GM Overseas Funding LLC, each of which is a direct or indirect subsidiary of GMCL;

**RESOLVED**, that the Corporation's guarantee of certain obligations of GMCL under the Canadian Credit Agreement secured by the pledge of some or all of its ownership interest in GMCL is approved on terms to be approved by the CFO, which may include the Corporation's participation in the Canadian Credit Agreement as a borrower, consistent with the advice of the Corporation's Legal Staff;

**RESOLVED**, that the Corporation's guarantee of GMCL's obligations under the April EDC Credit Agreement as approved at the meeting of the Board on April 24, 2009 will continue to be valid, binding and enforceable until the effectiveness of the Canadian Credit Agreement, and in connection with the foregoing, the Proper Officers, or any Proper Officer, is authorized to execute and deliver a Confirmation and Acknowledgment (the "Acknowledgment") stating that the April EDC Credit Agreement may be modified or supplemented by EDC and GMCL without the Corporation's participation;

**RESOLVED**, that the Proper Officers, or any Proper Officer, is hereby authorized to execute and deliver the guaranty and any other agreements or documents to which the Corporation is a party or to take any other actions that he determines are necessary, appropriate or advisable to consummate the transactions contemplated by the Canadian Credit Agreement;

#### **GENERAL AUTHORIZATION AND RATIFICATION**

**RESOLVED**, that each Proper Officer is authorized and directed, consistent with these Resolutions and with the advice of the Corporation's Legal Staff: (i) to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Proper Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, as the case may be, in such form and substance as such Proper Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Proper Officer may approve, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform any agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Proper Officer deems appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in such Proper Officer's judgment be necessary, proper, or desirable, to carry out the intent and effectuate the purposes of the Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

**RESOLVED**, that all actions taken by the Proper Officers, or any of them, prior to the date of the foregoing Resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, approved in all respects as the act and deed of the Corporation.

\* \* \* \* \*

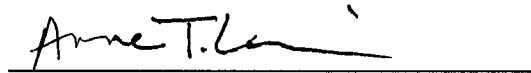
**ASSISTANT SECRETARY'S CERTIFICATE**

**GENERAL MOTORS CORPORATION**

May 31, 2009

As a duly elected and appointed Assistant Secretary of General Motors Corporation, a Delaware corporation (the "Corporation") I, Anne T. Larin, certify that a true and complete copy of resolutions duly adopted by the Board of Directors of the Corporation on May 31, 2009 is attached to this Certificate and that such resolutions have not been modified, rescinded or amended and are now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate as of the date written above.

A handwritten signature in black ink, appearing to read "Anne T. Larin", is written over a solid horizontal line.

Name: Anne T. Larin  
Title: Assistant Secretary