

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
Debtors. : (Jointly Administered)
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INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c) AND 364(a) AND FED. R. BANKR. P. 6003 AND 6004 (A) AUTHORIZING THE DEBTORS TO (i) CONTINUE USING EXISTING CASH MANAGEMENT SYSTEM, (ii) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE OF THE CASH MANAGEMENT SYSTEM, AND (iii) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS; (B) EXTENDING TIME TO COMPLY WITH 11 U.S.C. § 345(b), AND (C) SCHEDULING A FINAL HEARING

Upon the Motion, dated June 1, 2009 (the “Motion”),¹ of General Motors Corporation (“GM”) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), pursuant to sections 105(a), 345(b), 363(b), 363(c) and 364(a) of title 11, United States Code (the “Bankruptcy Code”), for entry of an order (A) authorizing the Debtors (i) to continue to operate their cash management systems, including the continued maintenance of existing bank accounts and the continued transfers of funds among the Debtors and their affiliates in the ordinary course of business, consistent with their prepetition practices, (ii) to honor certain prepetition obligations related to the use of the Cash Management System, (iii) to maintain existing business forms, (B) granting an extension of time to comply with section 345 of the Bankruptcy Code, and (C) scheduling a

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

final hearing on the relief requested , all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to: (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the U.S. Treasury, (iii) the attorneys for EDC; (iv) the attorneys for the agent under GM’s prepetition secured term loan agreement, (v) the attorneys for the agent under GM’s prepetition amended and restated secured revolving credit agreement, (vi) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee and (xii) each of the banks listed on Exhibit A hereto (the “Banks”) ((i)-(xii) collectively, the “Notice Parties”), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as contemplated by Bankruptcy Rule 6003, and is in the

best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; on an interim basis as provided herein; and it is further

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors prior to the Commencement Date; to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany funding; and to make ordinary course changes to their Cash Management System without further order of the Court and it is further

ORDERED that pursuant to section 105(a) of the Bankruptcy Code, each of the Banks is authorized and directed to continue to honor transfers as directed by the Debtors of funds among their Bank Accounts and to the Debtors; and it is further

ORDERED that the Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the Commencement Date; and it is further

ORDERED that the Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts listed on Exhibit A annexed to the Motion, in the names and with the account numbers existing immediately prior to the Commencement Date, (ii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated clearinghouse transfers

and other debits, (iii) pay any bank fees or charges associated with the Bank Accounts, and (iv) treat their prepetition Bank Accounts for all purposes as debtors in possession accounts; and it is further

ORDERED that except as otherwise provided in this Order, all financial institutions in which the Debtors maintain the Bank Accounts as of the Commencement Date are authorized and directed to continue to maintain, service, and administer such Bank Accounts without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be; provided, however, that nothing contained herein shall (i) require a financial institution to honor any check, wire, or other transfer unless the account has good and collected funds at the time of the requested action or (ii) authorize any such financial institution to honor any check, draft, wire, or other transfer issued or dated prior to the Commencement Date, except as otherwise provided by further order of this Court; provided further, however, that any such financial institution is authorized to accept and honor all representations from the Debtors as to which check, ACH transfer, draft, wire, or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to an order of this Court, and such bank shall not have any liability to any party for relying on such representation by the Debtors as provided for herein, nor shall any Bank honoring or not honoring any check or other item as a result of good faith error be liable to any party therefor; and it is further

ORDERED that with respect to those Bank Accounts which are not located in Banks that are Authorized Bank Depositories and with respect to any of their investments, the Debtors shall have 45 days (or such additional time as the U.S. Trustee may agree to) from the entry of this Order (the "Extension Period") to either come into compliance with section 345(b)

of the Bankruptcy Code or to make such other arrangements as agreed with the U.S. Trustee; and it is further

ORDERED that with respect to any deposit or investment currently insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States, upon the termination or modification of such insurance or guarantee, the Debtors shall either come into compliance with section 345(b) of the Bankruptcy Code or seek appropriate relief from the Court; and it is further

ORDERED, that nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s) as they may deem necessary and appropriate, and the Banks and other financial institutions are directed to honor the Debtors' request to open or close, as the case may be, such Bank Accounts or additional bank accounts; and it is further

ORDERED, that notwithstanding anything to the contrary contained in this Order, all rights of JPMorgan Chase Bank N.A. ("JPMC"), if any, to assert cash collateral and/or setoff rights with respect to amounts in one or more of the Debtors' accounts as of the Commencement Date against prepetition obligations (the "Obligations") of Debtors owed to JPMC as of the Commencement Date (the "Commencement Date Balances") are expressly preserved. In the event that it is determined by this Court that JPMC has such rights, then (i) JPMC shall have the right to seek leave of the Court to setoff an amount in the Debtors' accounts equivalent to the Commencement Date Balances, irrespective of whether such funds constitute prepetition or postpetition funds, and (ii) for purposes of this paragraph, the Commencement Date Balances shall constitute the cash collateral for which JPMC is entitled to adequate protection for any diminution of the Commencement Date Balances, which adequate protection shall be (i) with

respect to setoffs relating to obligations under GM's prepetition revolving credit agreement dated as of July 20, 2006 (as amended, supplemented or otherwise modified), the same forms of protection provided under the Interim Cash Collateral Order covering the secured parties under such agreement and (ii) with respect to setoffs relating to all other obligations, including those arising under the Term Loan Agreement dated as of November 29, 2006 (as amended, supplemented or otherwise modified), the same forms of adequate protection provided under the Interim Term Loan Adequate Protection Order. The Debtors reserve the right to object to and challenge any such assertion by JPMC. JPMC will not seek to assert cash collateral or setoff rights with respect to the Commencement Date Balances or otherwise seek to prevent the Debtors' use of any cash collateral so long as the Termination Date has not occurred under the either of the orders referenced in this paragraph; and it is further

ORDERED, that nothing in this Order shall authorize the Debtors to use or otherwise impair cash collateral previously pledged by them as security for letters of credit, bonds and similar obligations owed by the Debtors to JPMC; and it is further

ORDERED that the automatic stay is hereby modified to authorize any Bank that has issued a letter of credit at the request of the Debtors, upon notice to the Debtors and upon receipt of written consent by the Debtors, to set off any cash deposits it is specifically holding as collateral for such letter of credit against any amount paid by the bank to the beneficiary of the letter of credit upon postpetition draw of the letter of credit, subject to the terms of any agreement between the Debtors and the Bank relating to the letter of credit; *provided, however*, that the Bank agrees to return to the Debtors' estates, within three business days of such setoff, the excess of any cash deposits it is holding as collateral for all letters of credit it has issued at the request of the Debtors over the amount of collateral the Debtors are required to provide with

respect to all outstanding letters of credit issued by the Bank at the request of the Debtors; and it is further

ORDERED that as soon as reasonably practicable, the Debtors shall mark “Debtors in Possession” and the chapter 11 case number under which these cases are being jointly administered on their checks; and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary course of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business from their affiliates without notice and a hearing; and it is further

ORDERED, that to the extent a Bank in the ordinary course of the Cash Management System incurs an overdraft, failed securities transaction or other event giving rise to an uncovered debit, irrespective of whether arising pre or postpetition, such Bank shall be authorized to cover such overdraft, failed securities transaction or debit from funds of the Debtors in its possession and available for such purpose; and it is further

ORDERED that the Debtors are authorized to continue to use their Cash Management System and to fund Debtor and non-Debtor affiliates as they did prior to the Commencement Date; and it is further

ORDERED that the Debtors are authorized to continue to honor and make payments in respect of prepetition and postpetition intercompany obligations to subsidiaries and affiliates (Debtor and non-Debtor) in accordance with their prepetition practices; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay prepetition amounts outstanding as of the Commencement Date, if any, owed to the Banks and other third parties that directly or indirectly provide services to the Debtors in connection with the Cash

Management System as service charges for the maintenance of the Cash Management System; provided that no Bank shall be obligated to continue cash management services for the Debtors if the Debtors do not pay such prepetition and postpetition charges within five business days after receiving notice from a Bank that the Debtors have not paid such charges when due in the ordinary course; and it is further

ORDERED that the Debtors are hereby authorized to execute any additional documents and reasonably cooperate with the financial institutions as may be required to carry out the intent and purpose of this Order; and it is further

ORDERED that the Debtors are authorized to implement the Investment Guidelines and invest and deposit their cash and cash equivalents in accordance therewith in addition to the investments permitted by section 345 of the Bankruptcy Code; and it is further

ORDERED that the Investment Guidelines may be amended by order of the Court from time to time upon motion by the Debtors; and it is further

ORDERED that the Debtors' compliance with the Investment Guidelines shall be deemed to constitute compliance with section 345 of the Bankruptcy Code, and the Debtors are relieved from the obligations under section 345(b) to obtain a bond from any entity with which money is deposited or invested in accordance with the Investment Guidelines; and it is further

ORDERED that the requirements set forth in Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Final Hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on June 25, 2009 at 9:45 a.m. (Eastern

Time); and any objections to entry of such order shall be in writing, filed with the Court in accordance with General Order M-242, and served upon those parties entitled to receive service of this Cash Management Order (as provided below), in each case so as to be received no later than 4:00 p.m. (Eastern Time) on June 14, 2009; and it is further

ORDERED that the Debtors shall serve this Order within three business days of its entry on the Notice Parties; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
June 1, 2009

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Banks and Bank Accounts

Account Type Key

ZBA: Zero Balance Account
ODC : Non GMAC Collection
Accounts
DEP: Deposit Account
PAR: Parent Account
BAL: Balance Account
LBX: Lockbox
FSC: FISC Accounts

DOMESTIC BANK ACCOUNTS

Saturn Corporation

	Account Type	Account Name	Account Number (Last Four Digits)
Bank of America, N.A. (Tennessee) 540 W. Madison Chicago, IL 60661 312-828-8016 Contact: Masteneh Masghati	DEP	SATN DEPOSITS- MISCELLANEOUS RE	6363

Account Type Key

ZBA: Zero Balance Account
ODC: Non GMAC Collection Accounts
DEP: Deposit Account
PAR: Parent Account
BAL: Balance Account
LBX: Lockbox
FSC: FISC Accounts

Saturn Distribution Corp

	Account Type	Account Name	Account Number
Citibank, N.A. (New York) 388 Greenwich Street 22nd Floor New York NY 10013 212-816-2933 Contact: Sarah Turner	ZBA	SATURN DIST CORP	1256

Chevrolet-Saturn of Harlem, Inc.

	Account Type	Account Name	Account Number
JP Morgan Chase 55 W. 125 th Street New York, NY 10027 212-860-0261 Contact: Randy Polanco	PAR	Chevrolet- Saturn of Harlem, Inc.	7901

Account Type Key

ZBA: Zero Balance Account
ODC: Non GMAC Collection
Accounts
DEP: Deposit Account
PAR: Parent Account
BAL: Balance Account
LBX: Lockbox
FSC: FISC Accounts

GM

	Account Type	Account Name	Account Number
Bank of America, N.A. (San Francisco)	ZBA	GM SEDGWICK/WORKERS COMP GM CORP SEDGWICK CMS	4593
540 W. Madison	ZBA	REIMB ACC	5336
Chicago, IL 60661	ZBA	DISABILITY EXPENSE A/C	6285
312-828-8016	ZBA	DISABILITY RECEIPTS A/C	6308
Contact: Mastaneh Masghati	ZBA	GM CORP W/C CDA ACCOUNT	1071
	ZBA	SEDGWICK DISP EXP SETTLE ACCT SEDGWICK WORKERS COMP SETT ACC	5239
	ZBA	INSURED W/C PGM SPEC DEP ACCT	5247
	DEP	GMC COMMON DIVIDEND	7156
	ZBA	LEGACY GM CORP DIVIDEND	2094
	ZBA	DISBURSEMENTS	8902
	ZBA	GM COMMON DIVIDEND GMC COMMON DIVIDEND	6150
	ZBA	LEGACY	7885
	PAR	GM CORPORATION	0215
	DEP	EAG RECEIVABLES TEMPE, AZ	3787
	ZBA	SATN DISBURSEMENTS (CLASS)	6347
	ZBA	SATN DISBURSEMENTS (NEW)	9187
Bank of America, N.A. (Tennessee)	PAR	GENERAL MOTORS CORPORATION	5539
540 W. Madison Chicago, IL 60662 312-828-8016 Contact: Masteneh Masghati			
Bank of New York Mellon 500 Ross Street	ODC	DEALER ACCTG VEHICLE	4443

		RETURNS	
Mellon Client Service Center Suite		DEALER ACCTG VEHICLE	
1360	ODC	CREDITS	2371
Pittsburgh PA 15262-0001	ZBA	NAO DEALER ACCTG - INT SUPP	3882
412-234-6175	PAR	GM CORPORATION	9901
Contact: Bob Ladley			
	ZBA	NAO - HOURLY PAYROLL	0481
	ZBA	GM HOURLY PAYROLL ACH	
		FUNDING	6214
Citibank, N.A. (New York)	BAL	GM SUPPLIERS LLC	5748
388 Greenwich Street 22nd Floor	DEP	NAO - DEALER ACCT.-	
New York NY 10013		ACHDEBITS	6383
212-816-2933			
Contact: Sarah Turner			
	PAR	GM CORPORATION	1878
	BAL	GM SPECIAL OPERATIONS	6552
	GMC	OVERSEAS REMIT ACCT	1997
	BAL	GM AUTO RECEIVABLES CORP.	7474
	BAL	GM AUTO LEASE PURCHASE	8321
		TRADES PAY PGM - SPEC DEP	
	DEP	ACCT	6278
	DEP	NYTO - SUPPLIER REMIT	2921
	ZBA	CAFSCO SETTLEMENT ACCOUNT	8369
	ZBA	NAO - HOURLY PAYROLL	4623
	ZBA	STAF EFT DISB	2982
	ZBA	STAF-CNTL DISB	4646
	ZBA	NAO, DEALER ACCT.-CONT. DISB.	1286
	BAL	GM CORPORATION UST	5721
Comerica Bank	ZBA	GMC BENEFIT SETTLEMENT	1846
500 Woodward Avenue	PAR	GM CORPORATION	2827
Detroit MI 48226	BAL	GMC-FLEXIBLE COMP PROG	6547
313-222-5431			
Contact:Thomas Vandermulen			
Harris N.A. (Illinois)	PAR	GM CORPORATION	672-3
115 South LaSalle St. 12 th Floor	LBX	MOHO LOCKBOX	1323
Chicago IL 60603			
312-461-7432			
Contact: Jack Kane			
JPMorgan Chase Bank N.A.			
(Illinois)	DEP	ATDV LOCKBOX #93647	6476
611 Woodward Avenue	BAL	ALLISON TRAN DIV DEPOSIT ACCT	5-333
Detroit MI 48226	DEP	DLRA LBOX-CHICAGO #70595	6344

313-256-2218
Contact: Bill Bitonti

PAR	GM CORPORATION	3191
ZBA	GM FX SETTLEMENT ACCT	6164
DEP	GMPD LOCKBOX-NEWARK #13595	6190
DEP	GMPD LOCKBOX-CHICAGO #93112	6417
DEP	GMPD LOCKBOX-CHARLOTTE #195053	6786
DEP	GMPD LOCKBOX-DALLAS #890158	6816
DEP	GMPD LOCKBOX-L.A. #100061	6840
ZBA	BOCG DET PR CNTL DIS	2176
ZBA	CPCG CNTL DISB	2184

JPMorgan Chase Bank N.A.
(Michigan)
611 Woodward Avenue
Detroit MI 48226
313-256-2218
Contact: Bill Bitonti

ZBA	GM ICP	58-94
ZBA	GM ICP REIMBURSEMENTS	25-64
ZBA	FIDELITY LUMP SUM DISB	73-04
ZBA	FIDELITY INACTIVES	47-06
ZBA	FIDELITY MED 'B'	47-14
ZBA	FIDELITY OVERPAYMENT REFUND	66-10
ZBA	FIDELITY ACCLARIS SAL FLX ACCT	5-507
ZBA	FIDELITY ACCLARIS HLY FLX ACCT	5-523
ZBA	GMC BENEFIT SETTLEMENT ACCT	45-53
ZBA	GM BOFA HRA (NONCORENEWHIRES)	0407
DEP	GM U.S. CUSTOMS RECEIPTS DEALER ACCTG VEHICLE	7-184
ODC	RETURNS DEALER ACCTG VEHICLE	3-084
ODC	CREDITS	9-354
DEP	BUICK PGA RECEIPTS	9-734
DEP	NAO DELAR ACTG. - GSA	98-83
ODC	SATN SAAB COLL VEH DRAFTS NONGMAC FINANCED DLR	4-724
ODC	COMP CAR GMAC DLR FINANCED COMP	4-880
ODC	CAR COMP CAR LOAN AUCTION	5-556
DEP	ACCT AUCTION ACH CREDITS	5-564
ODC	ACCOUNT VSSM LICENSING &	1-828
DEP	MERCHANDISING	2-420
DEP	VSSM INT'L LICENSING ROYALTIES FLT COMM OPS-MED DTY ROY	2-446
DEP	RECS	9-553

DEP	GM ASSET ACCT WIRE RECPT SDA	82-06
ZBA	Salaried Retiree HRA	3803
PAR	GM CORPORATION	67-90
	GMC,HCS/MASTER CARD,SPEC.	
DEP	DEP.	07-63
ZBA	GM R&D Lithium Ion Battery	4090
	GM PERSONNEL	
DEP	ADMINISTRATION	48-93
DEP	SPO DEPOSITORY ACCT	32-50
FSC	GMPT - DEPOSITORY ACCOUNT	00-83
DEP	GMPT LBX 77680	75-41
DEP	GMPT LBX 78056	0-313
DEP	GMPT LBOX 771280	32-76
	GMPT ASSET ACCT LKBX 77681	
ZBA	SDA	81-98
DEP	GM CORP HUMAN FACTORS	76-84
DEP	ROAD TO HYDROGEN	33-84
DEP	GENERAL MOTORS CORP. CARB	4-454
DEP	R & D GMX 569 U.S. GOVT	1-614
DEP	DOE WASTE HEAT RECOVERY	3-694
DEP	R & D CLEAN FUELS	4-549
DEP	R & D EMISSIONS DEVICES	4-564
DEP	ACAT / NHTSA - U.S. GOVT	2-690
DEP	NREL HEAVY HYBRID	67-21
DEP	VISUALIZATION FUEL CELL WTR TR	67-39
	GM CORP AUTO UWB SHORT	
DEP	RANGE	67-47
	GMT800 GOVERNMENT	
DEP	PROGRAM	67-96
DEP	R & D HIGH EFFICIENCY ENG.	68-04
DEP	ONSTAR LEXUS DIGITAL CORP	70-91
	ONSTAR LEXUS PERSONAL	
DEP	CALLING	71-09
	GMC INTEGRATED TRACTIION	
DEP	DRIVE	9-470
DEP	GMC EGR BOOST EFT SETTLEMENT	9-488
DEP	NYSERDA 957	1132
DEP	GM LOGISTICS - TRAFFIC LOG.	4393
ZBA	INTL TRAF LOG LKBX 77789 SDA	21-65
DEP	GM LOGISTICS - COMM TRAFFIC	1383
DEP	GM LOGISTICS - MIAMI	63-03
DEP	GMU SPECIAL DEPOSITORY	5-094
DEP	GM CORP OFFICE WIRE RECEIPTS	01-45
DEP	GMC ALLISON TRANS REIMBURSE	8-936
ZBA	MTOM - SALARIED PAYROLL	68-84
ZBA	MTOM LLC HRLY PAYROLL - ACH	3118
ZBA	GMC SALARIED MATCHED PR	47-46

ZBA	NAO - HOURLY PAYROLL MTM HOURLY PARYROLL	74-26
ZBA	ACCOUNT	8-467
ZBA	DDP - SALARY	2987
ZBA	DDP - HOURLY	2995
ZBA	FIDELITY ACCLARIS SAL FLX ACH	3126
ZBA	FIDELITY ACCLARIS HLY FLX ACH	3134
ZBA	BOCG - C.O. - CNTL DISB	46-46
ZBA	CPCG-MANSFIELD-EFT DISB	3343
ZBA	ONSTAR DISB ACCT GM CORP OEM TELEMATICS	30-32
ZBA	SERV SAT CORP-GMAC ROYALTY	42-78
DEP	PAYMENTS	2-438
DEP	GM HEADQUARTERS CASHIER	01-63
DEP	EAG CO LBX 77696 GM CENT OFF ACH RECP SETT	3-694
DEP	ACCT GFSS AR-FREIGHT CLAIMS-FOR	01-37
DEP	U.S.	0258
DEP	ONSTAR PERSONAL CALLING	53-74
DEP	ONSTAR/LEXUS LINK	18-04
DEP	GM ONSTAR - DEPOSITORY AC ONSTAR OEM TELEMATICS	46-03
DEP	SERVICES	4-583
DEP	XM SATELLITE RADIO DEP ACCT Plug-In Hybrid 319, EFT	5-341
ZBA	Settlement Account	4918

JPMorgan Chase Bank N.A. (New York)
611 Woodward Avenue
Detroit MI 48226
313-256-2218
Contact: Bill Bitonti

ZBA	ALL TRANS-CNTL DISB	7579
ZBA	GM BENE ACCT	2644
ZBA	GM SALARIED FLEX WORK. COMP. LIAB. CIGNA	7376
ZBA	SETTLM	4180
FSC	DLRA MILITARY SALES	2048
ZBA	NAO DEALER ACCTG. EFT DISB.	0189
FSC	DELCO SYST. OPS., SPEC. DEPOS.	7068
SEC	GM ENHANCED CUSTODY	0170
DEP	GMIMCO REMTIIANCES	3523
BAL	GM USD CORP ACCT AT JPMC	3760
PAR	GM CORPORATION	2095
FSC	OVERSEAS REMIT ACCT	4605
GMC	FSC ACCT	3058
DEP	GMCC - CREDIT CARD	0114
ZBA	GM DEBT SETTLEMENT ACCT GMOO SPECIAL DEPOSITORY	5-072
FSC	ACC	9839

	FSC	GMPD SPECIAL DEPOSITORY ACC	9813
	FSC	AC DELCO - FSC DEPOSITS	3959
	FSC	GM TRADE RECEIVABLE LLC	1075
	FSC	GMTC SPECIAL DEPOSITORY ACCT	6478
	SEC	GM LIQUIDITY CUSTODY	0171
	FSC	GMC GMB OVERSEAS DEP	1948
	DEP	CEP SPECIAL DEPOSITORY	0765
	ZBA	NAO - HOURLY PAYROLL	4775
	ZBA	NAO, DEALER ACCT.-CONT. DISB.	1757
	ZBA	CPCG-CNTL. DISB	2520
	ZBA	GMC FED TAX SETTLEMENT	0399
	ZBA	NAO EFT DISBURSEMENT ACCT.	1721
	ZBA	CHEV CENTRAL OFFICE DIS	3719
	FSC	GMC PATENT SECTION	2248
	FSC	GMC NAO-WARREN OVERSEAS DEPOS.	1646
	ZBA	PROD LIAB INSURANCE SETTLE A/C	6683
	ZBA	WORKERS COMP LIAB INS A/C	6717
	ZBA	PROD. LIABIL. CIGNA SETTLEMENT	4156
	ZBA	GEN. LIABIL. CIGNA SETTLEMENT	4164
	ZBA	AUTOM. LIABIL. CIGNA SETTLEM.	4172
	ZBA	EIL/POLLUT. LIAB. SETTLEMENT	4198
	FSC	ONSTAR/OEM SERVICES	1208
	ZBA	GM GLOBAL TECH INC	5749
	ZBA	ONSTAR GLOBAL SERVICES	3092
	GMC	GM CORPORATION UST COLLATERAL ACCT	3795
State Street Bank 105 Rosemont Road Westwood MA 02090 781-302-6068 Contact: Christine Cronin	PAR	GM CORPORATION	0747
	DEP	GMC SALARIED STOCK OPTION	8-398
	DEP	SALARIED STOCK OPTION 2	1141
Bank of China 410 Madison Ave. New York, NY 10017 212-935-3101 Contact: David Hoang	PAR	GM CORPORATION	0683
M&T Bank 25 South Charles Street Baltimore MD 21201 410-244-4792	PAR	GM CORPORATION	3671

Contact: Lynn Mathy

Citizens Bank
328 South Saginaw Street
Flint, MI 48502-2401
810-282-0085
Contact: Karen Vance

PAR

GM CORPORATION

6889

KeyBank
127 Public Square
Cleveland, OH 44114
216-689-3696
Contact: Helen France

PAR

GM CORPORATION

5008

Fifth Third Bank of NW OH
606 Madison Ave
Toledo, OH 43604
419-259-0318
Contact: Joel Jerger

PAR

GM CORPORATION

0536

FOREIGN BANK ACCOUNTS

JP Morgan Chase NA (London) 611 Woodward Avenue Detroit, Mi. 48226 313-256-2218	General Motors Corporation, Australian Dollar	0406
	General Motors Corporation, Canadian Dollar	0407
	General Motors Corporation, Swiss Franc	0405
	General Motors Corporation, Danish Krone	0411
Contact: Bill Bitonti	General Motors Corporation, Euro	0401
	General Motors Corporation, British Pound	0402
	General Motors Corporation, Japanese Yen	0404
	General Motors Corporation, Mexican Peso	0415
	General Motors Corporation, Norwegian Krone	0409
	General Motors Corporation, New Zealand Dollar	0412
	General Motors Corporation, Swedish Krona	0408
	General Motors Overseas Distribution Corporation	8901
		8902
	General Motors Overseas Distribution Corporation	8904
	General Motors Overseas Distribution Corporation	8908
	General Motors Overseas Distribution Corporation	

Toronto Dominion Bank 100 Wellington St. W CP Tower 28th Floor	General Motors Corporation, Can. Dollar Disb. General Motors Corporation, Can. Dollar EFT Disb. General Motors Corporation, OnStar Can. Dollar Disb.	0181 0505 0823
Toronto, Ontario M5K 1A2 416-982-8976 Contact: Debbie McCarrol	General Motors Corporation, Can. Dollar EDI/EFT Disb.	9652

Custody/Brokerage Accounts

Citibank, N.A. NY 388 Greenwich Street 22nd Floor New York NY 10013 212-816-2933 Contact: Sarah Turner	General Motors Corporation, Core Portfolio Saturn Distribution Corporation	0591 6563
Citibank, N.A. Cairo Branch 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Contact: Sarah Turner	General Motors Corporation Custody Acct General Motors Corporation Custody Cash Account EGP General Motors Corporation Custody Cash Account USD	9100 9506 9018
JPMorgan Chase Bank N.A. (New	GM Treasurer's Office Enhanced Fund	0170

York) 611 Woodward Avenue Detroit MI 48226 313-256-2218 Contact: Bill Bitonti	GM Treasurer's Office Liquidity Fund	0171
JPMorgan Chase Bank 383 Madison Ave. – 5 th Floor New York, NY 10179 212-622-2619 Contact: Ara Movsesian	Special Equity Account	6952
Bear Stearns (JPMorgan) 115 South Jefferson Road – D4 Whippany NJ, 07981 973-793-7699 Contact: Robert Reimers	Bear Stearns Brokerage	1828
Pierce, Fenner & Smith Inc. 250 Vesey St. New York, NY 10080 212-449-0484 Contact: Charles J. Phlon	ML Brokerage	0869

RESTRICTED CASH ACCOUNTS

Held By	Account Name	Account Number
Bank of New York Trust	General Motors/AISLIC 2006 Escrow Account	4786

Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756 JP Morgan Chase	General Motors & Nat Union Fire Account	2912
Money Market Service Center 10420 Highland Manor Dr. 2 nd Floor Temple, FL 33610 866 737 5826 JP Morgan Chase	General Motors & Nat Union Fire Account	1219
Money Market Service Center 10420 Highland Manor Dr. 2 nd Floor Temple, FL 33610 866 737 5826 Bank of New York Trust Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756	Westchester Fire/GMC Pledged collateral Account	6144
Wachovia Richard Catanese 481 West Germantown Pike Plymouth Meeting, PA 19462 888-800-3567	NiHill & Riedley/General Motors Account	4268
Wachovia Richard Catanese 481 West Germantown Pike Plymouth Meeting, PA 19462 888-800-3567 Bank of New York Trust Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756	NiHill & Riedley/General Motors Account	9732
Natixis Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547	General Motors Corp-Motor Ins Corp Account	4787
Natixis Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547	GM Arrowood	3-001
Natixis Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547	GM Workers Comp CA	1-001
Natixis Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547	GM Workers Comp CA	1-002
Natixis Michelle Alvarez	GM Workers Comp NY	8-001
	GM Workers Comp OH	7-001

9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis Michelle Alvarez	GM Workers Comp OH	7-002
9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis Michelle Alvarez	GM Workers Comp OH	7-003
9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis Michelle Alvarez	GM Workers Comp TX	4-001
9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Blackrock 100 Bellevue Parkway Wilmington, DE 19809 1-800-441-7450 Smith Barney Denise Yuu	SafeCo Ins Co or America Pledgee FBO General Motors Account	8163
185 Asylum Street 2 nd Floor Hartford, CT 06103 860-275-0700 BONY MATT LEWIS 101 Barclay Street New York, NY 10286 212-815-3219 PNC BANK Product Client Services 620 Liberty Ave. Pittsburgh, PA 15265 1-877-824-5001	TCA, Secured Party FBO: General Motors Corp Acct	0164
JP Morgan: Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212 Tennessee Valley Authority JT Long 26 Century Blvd. – One Century Pl.	LINDEN RD MI COLLATERAL	1365
	ALLEGHENY POWER DEPOSIT	9632
	NATIONAL FUEL GAS DIST DEPOSIT	4886
	TVA DEPOSIT	4912
	SO CAL EDISON DEPOSIT	4434

<p>OCP-1K Nashville, TN 37214 615-232-6103 JP Morgan: Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212</p>	SRP DEPOSIT	0452
<p>JP Morgan: Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212</p>		
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	CENTERPOINT ENERGY ESCROW	6016
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	PEPCO ESCROW	0893
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	ST LAWRENCE GAS ESCROW	6760
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	DOMINION RETAIL ESCROW	6023
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	CONOCO PHILIPS ESCROW	6022
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	PANHANDLE/TRUNKLINE ESCROW	6166
<p>BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229</p>	GEORGIA POWER ESCROW	6017
<p>BONY: PHIL TRIOLO 101 Barclay Street</p>	SEQUENT ENERGY ESCROW	6009

New York, NY 10286
212-815-3229

Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	AMEREN LC	2099
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	C REISS COAL	2973
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	ATMOS ENERGY MARKETING LC	3869
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	CORAL ENERGY CANADA LC	4976
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	CENTERPOINT ENERGY GAS TRANSMISSION	3433
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	CENTERPOINT ENERGY RESOURCES CORP	2894
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	PEA ESCROW	0492