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

-----X	
In re	: Chapter 11
	: :
General Motors Corporation, <i>et al.</i>	: Case No. 09-50026 (REG)
	: :
Debtors.	: (Jointly Administered)
-----X	

**SECOND AMENDED EVIDENCE AND WITNESS LIST FOR THE HEARING TO CONSIDER DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105, 363(b), (f), k), AND (m), AND 365 AND FED. R. BANKR. P. 2002, 6004, AND 6006, TO (I) APPROVE (A) THE SALE PURSUANT TO THE MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS LLC, A U.S. TREASURY-SPONSORED PURCHASER, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; B) THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (C) OTHER RELIEF**

TO THE HONORABLE ROBERT E. GERBER  
 UNITED STATES BANKRUPTCY JUDGE

The Objecting Unions: the IUE-CWA, United Steelworkers ("USW") and International Union of Operating Engineers ("IUOE"), hereby identify the following individuals as witnesses whom the Objecting Unions may call at the June 30, 2009 hearing on the Debtors' Asset Sale Motion (Docket No. 92)<sup>1</sup>:

**Witness List**

1. James Clark
2. Debra Turner
3. David Hill

<sup>1</sup> The Objecting Unions reserve their rights to amend or supplement this list should the need present itself.

4. Dennis Bingham
5. Earl R. Williams
6. Joe Patrick
7. Betty Humphrey
8. John Humphrey

In addition, the Objecting Unions may use the following physical or documentary evidence at the June 30, 2009 hearing on the Debtors' Asset Sale Motion (Docket No. 92)<sup>2</sup>

**Exhibit List**

1. Declaration of James Clark in Support of Objection to Motion to Approve Sale and Exhibits Thereto (Docket No. 1953).

2. Declaration of Debra Turner in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 1956).

3. Declaration of Dennis Bingham and Exhibits Thereto (Docket No. 1948).

4. Declaration of David Hill in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Attached in Amended Evidence and Witness List (Docket No. 2624, Ex. A.)

5. Declaration of Earl R. Williams in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 2624, Ex. B.)

6. Declaration of Joe Patrick in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 2624, Ex. C)

7. Declaration of Betty Humphrey in Opposition to Motion to Approve Sale Under 11§U.S.C. §363(b)

8. Declaration of John Humphrey in Opposition to Motion to Approve Sale Under 11§U.S.C. §363(b)

9. Transcript of Deposition of Michael Raleigh, June 28, 2009

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<sup>2</sup> The Objecting Unions reserve their rights to amend or supplement this list should the need present itself.

9R1. Letter, Thomas Kennedy, June 19, 2009

9R2. Email, Gregory Lau, re: Splinter Unions with Non-UAW Active/Retiree Populations, U.S. Hourly Liabilities and Health Care Impact – Non IUE/IBEW Benefit Payments May 27, 2009

9R3. IUE and USW APBO as of December 31, 2008

9R4. IUE Agreement Summary, October 31, 2008

9R5. IUE Independent Trust VEBA, January 12, 2009

9R6. Email, Sandra Mariani, re: NASB Labor Deck – Latest Changes Forwarding on behalf of Diana Tremblay with NASB Labor Update, January 16, 2009

9R7. Talking Points—IUE-VEBA, Status of GM/IUE VEBA Agreement, January 29, 2009

9R8. Talking Points—IUE VEBA, Next Steps, January 29, 2009

9R9. IUE VEBA Update, February 2009

9R10. GM/IUE VEBA Restructuring Draft 3, May 6, 2009

9R11. Non-UAW OPEB & IUE VEBA Illustration, May 17, 2009

9R12. IUE OPEB Discussion

9R13. Splinter Union Review, Labor Call, May 26, 2009

9R14. Splinter Union Review, UST Update, May 28, 2009

9R15. Email, Kathleen S. Barclay, re: For you to send to Steve Rattner with Benefit Obligations and Retirement Program, May 30, 2009

9R16. Review with U.S. Treasury, May 1, 2009

9R17. General Motors Contingency Planning 363 Analysis, May 7, 2009

9R21. GM Splinter Union and Divested Business Unit OPEB, Draft, May 9, 2008

9R22. Splinter Union Bargaining

- 9R23. Potential IUE Introductory Talk Sheet, May
- 9R24. IUE Proposal \$Millions
- 9R25. Email, Jean Rose, re: Splinters and Bargaining Strategy, June 3, 2009
- 9R26. Non-UAW Splinter Union OPEB
- 9R27. Splinter Unions/ Divested Unites/ Delphi Acquisitions, Labor Call, June 3, 2009
- 9R28. Email, Jeffery Johnson, re: IUE Bargaining and Pension Plan, June 7, 2009
- 9R29. Talk Points—2/3rds
- 9R30. Email, Kathleen Barclay, re: Benefit Obligations, May 31, 2009
- 9R31. Splinter Union Management Call Notes by P.M. Crabill, Handwritten
- 9R32. Handwritten Notes re: Bankruptcy, Splinters, IUE, Delphi, Real Work, Dalary/UST, June 3, 2009
- 9R33. Handwritten Notes re: Splinter Union Call, June 11, 2009
- 9R34. Newco-IUE-CWA term sheet, June 5, 2009
- 9R35. Proposal of IUE-CWA and United Steelworkers to General Motors Corporation, June 17, 2009
- 9R36. Single Retiree—Non Medicare
- 9R37. General Motors Salaried Benefits, Benchmarking History, February 9, 2009
- 9R38. U.S. Hourly Labor Gap Toyota, May 16, 2009
- 9R39. Email Gary Lau, re: Draft Charts for Steve Rattner Discussion with KK Charts, Salaried Retirees, Benefit Obligations UST Rattner Discussions and KK-GRW, May 15, 2009
- 9R40. Email, Frederick Henderson, re: ECC Report with Final Resolution of Unfunded Liability, Benefit Obligations, June 4, 2009
- 9R41. Email, Sadiq Malik, re: DIP Follow-Up Call, May 16, 2009

9R42. Email, Preston Crabill, re HR Communications - Notification of Letters Sent to Delphi Hourly Retirees and Surviving Spouses to Communicate the Implementation of Certain Benefit changes Under the Terms of the Benefit Guarantee Agreement, January 22, 2009

9R43. Email, Preston Crabill, re: USWA Request for a Meeting, April 23, 2009

9R44. Email, Jean Rose, re: USWA Request for a Meeting, April 21, 2009

9R45. Email, Preston Crabill, re: Update on Meeting with USWA, May 4, 2009

9R46. Email, Preston Crabill, re: Pension Lump Sums for Splinter Unions, June 19, 2009

9R47. Email, Preston Crabill, re: Splinter Union Pension Recommendation, June 18, 2009

10. Transcript of Deposition of Fritz Henderson, June 28, 2009

10H1. Cadwalader, Memorandum re: Agenda for April 3, 2009 Meeting Between General Motors and the Auto Task Force, April 2, 2009

10H2. Cadwalader, Use of Section 363 to Expedite Restructuring of Distressed OEMs

10H3. Contingency Plan Update, April 15, 2009

10H4. Assets And Liabilities That May Be Politically Sensitive

10H5. Review with U.S. Treasury, May 1, 2009

10H6. General Motors, Contingency Planning 363 Analysis, May 7, 2009

10H7. Email, Kent Kresa, re: Splinter Unions, May 27, 2009

10H8. Email, Fredrick Henderson, re: follow up to our conversation last week confidential May 11, 2009

10H9. U.S. Treasury Call, May 14, 2009

10H10. U.S. Treasury Update Splinter Unions, May 14, 2009

10H11. Email, Jean Rose, re: Timing Issues Update, May 5, 2009

- 10H12. Discussion Materials, May 19, 2009
- 10H13. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009
- 10H14. Email, Frederick Henderson, re: ECC Report June 4, 2009
- 11. Transcript of Deposition of Harry Wilson, June 29, 2009
  - 11W1. Declaration of Harry Wilson, June 25, 2009
  - 11W2. Cadwalader, Memorandum re: Agenda for April 3, 2009 Meeting

Between General Motors and Auto Task Force

- 11W3. Cadwalader, Use of Section 363 to Expedite Restructuring of Distressed OEMs

- 11W4. Review with U.S. Treasury, May 1, 2009
- 11W5. Email, Joe DaMour, re: Potentially Sensitive Assets/ Liabilities, May 3, 2009

- 11W6. Non-UAW OPEB & IUE VEBA Illustration, May 2009
- 11W7. General Motors, Contingency Planning 363 Analysis, May 7, 2009
- 11W8. U.S. Treasury Update Splinter Unions, May 14, 2009

- 11W9. Email, Gregory Lau, re: Fw: Splinter Unions-With Supplemental Attachments, May 25, 2009

- 11W10. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009, Bates Numbers GMPR000415810-415818

- 11W11. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009, Bates Numbers GMPR000428912-428925

- 11W12. Email, Kent Kresa, re: FW: Benefits, May 30, 2009
- 11W13. Email, Frederick Henderson, re: Fw: ECC Report
- 12. IUOE
  - 12R48. Newco-IUEOU Term Sheet, June, 2009

12R49. Information Request to General Motors from IUOE Local 18S, 832S,  
101S, June 12, 2009

12R50. Exhibit E, Form of UAW Retiree Notice

12R51. Non-UAW OPEB Splinter Union Settlement, May 2009

Dated: June 29, 2009  
New York, NY

Respectfully submitted,

KENNEDY, JENNIK & MURRAY, P.C.  
Attorneys for IUE-CWA

By: /s/ Susan M. Jennik

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# **EXHIBIT 7**

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	:	(REG)
	:	
Debtors.	:	(Jointly Administered)
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**DECLARATION OF BETTY HUMPHREY IN OPPOSITION  
TO MOTION TO APPROVE SALE UNDER 11 U.S.C. § 363(b)**

Betty Humphrey declares as follows:

1. My name is Betty Humphrey. I am sixty-six years old. I worked for GM at the Moraine plant for 29.8 years, and I retired in July 2002. I worked on the assembly line for seventeen years, and then as a forklift truck driver.

2. I have had many medical problems through the years. The worst is that I developed spinal stenosis, which is a narrowing of the spinal canal. In my case it put pressure on my spinal cord, and I had to have back surgery where they put ten screws and two rods in my back in November 2007.

3. I had hurt my back many times at work but I just kept working. One time I

knew I'd really hurt myself, and it kept getting worse throughout the week, so finally on the weekend I went to the chiropractor and he told me to go get an MRI. This was in 1999. That doctor said this was a very serious operation and I didn't want to have it unless I absolutely had to. I was suffering so badly but I never missed a day of work. Because my spinal cord was being affected, I found that my feet would go numb. Sometimes my left leg would go so numb that I could hardly push the pedal down when I was driving my fork lift truck at the plant. Finally, in 2007, the doctor said that if I waited any longer to have the surgery I was going to end up in a wheelchair. I thought as bad as things were I didn't want to end up in a wheelchair so I had the surgery.

4. They didn't have any kind of ergonomics at that time. I've always been a worker, and enjoyed working, but I couldn't get a job now since I can only stand on my feet for about two hours at a time. After my surgery I only stayed in the hospital three days, and stayed in a brace for four months.

5. I have nerve damage in my left hip, and it constantly tingles. I feel it when I'm doing anything, if I bend over instead of squatting to get something. It kind of keeps me in check.

6. I have a lump on my lung, but they check to see if it's changing with x-rays, so far they say it's not cancer. I had to have surgery on one breast to check for cancer in 1995, where they had to scrape my bone. I only missed two days of work for that procedure. I had a blood transfusion in 1974 because I was suffering internal bleeding from an ectopic pregnancy, which had been so painful I would just pass out. Then about fifteen years ago I was diagnosed with chronic active acute hepatitis.

7. I take many different medications. I take Prednisone once a day, which is a

steroid for my liver. I take Nexium for acid reflux once a day. Sometimes I take a generic sleep medicine. For pain I take Tramadol five times a day. My doctor also gave me Lyrica for my nerve damage, but I don't take that as often as I should because it costs \$200 dollars and I have to pay for all of it myself. I only take it when I feel really bad, so I am able to make a two month supply last for three and a half months. That's all I can afford.

8. I don't know what we would do without our health coverage. My husband, John Humphrey, is also a GM retiree who was a member of the IUE-CWA, and I am on his health plan. I had to waive my health rights and take my husband's plan when we got married. Medicare picks up some of my medical bills, but none of my medication right now. I receive a pension of \$1190 after taxes, and \$1270 from social security, and my husband receives \$2260 from his pension. I know my back surgery cost approximately \$100,000, and if we didn't have health insurance to cover that we would have went under. Everything we worked for would have been lost. We'd be renting a cheap apartment and trying to make it.

9. GM should stand by what they said and not dump people. We always thought that one good thing about our jobs was that we had good benefits, which were promised to us in our retirement for life. You don't want to think negative, but when you get older health problems can start getting worse. If one of the screws comes lose in my back, which happens, I'd have to go back into the hospital for another round of surgery. We just wouldn't be able to afford it. We would certainly lose our home.

Date: June 26, 2009

Betty Humphrey  
Betty Humphrey 6-26-2009

# **EXHIBIT 8**

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Debtors.	: :
	: (Jointly Administered)
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**DECLARATION OF JOHN HUMPHREY IN OPPOSITION  
 TO MOTION TO APPROVE SALE UNDER 11 U.S.C. § 363(b)**

John Humphrey declares as follows:

1. My name is John Humphrey. I am 58 years old. I worked for GM at the Moraine plant for 30.5 years. I worked in final process and materials, and worked on the assembly line. I retired in July 2002. I was a member of the IUE-CWA.
2. For the last six years I worked my knees hurt me quite a bit, and after I retired I could hardly go up and down steps. In March 2004 I had one knee replaced, and in October 2004 they replaced the other knee. I ended up developing diabetes because I was lying around so much during my recovery.
3. I'd give anything if I could get up and down and get on my knees and work in the garden. It's been rough getting used to not being able to do anything like I used to. It hurts even to go up and down steps. Then when the diabetes set in I was really worried about my physical

deterioration. I thought I was getting ready to start taking it easy with my retirement, but its heading down hill to nothing. If we lose our medical I don't know what we would do.

4. I take many different medications to manage my health conditions. I take Actoplus Mettabs twice a day, plus a shot of Lantis once a day for diabetes. I also have test strips and lancets to check my sugar. I also take Lisinopril for diabetes once a day, which controls my cholesterol in my kidneys, since diabetes affects the kidneys. I take Flomax for my prostate once a day, since when they were checking me for diabetes they found that I had an enlarged prostate. I take Oxycodone twice a day for my arthritis, which I developed about ten years before I retired. I take sleeping medication, the generic for ambiencr, once a night. I also take the muscle relaxer Cyclobenzaprine three times a day for my back and legs, which suffer muscle spasms.

5. I pay about \$200 a month right now for my medications and to see my doctor and specialists. Every specialist I see I have an initial copay of \$250. Now our health plan no longer covers regular doctor visits, so I pay \$79 each time, and I see him four times a year. Seeing my eye doctor costs another \$250, and I have to see him to check if the diabetes has damaged my eyes. These are the kind of expenses we are facing right now, and it has already cut us really close in terms of our budget, and has really cut down on our money.


6. My wife, Betty Humphrey, is also a GM retiree and was represented by the IUE-CWA. She has a lot of health problems too, and we pay about \$150 a month for her medical care. Together that is \$350 a month, and when you are on a fixed income and bread costs \$1.89 a loaf it's hard to make ends meet. I only take home \$2260 in my pension every month, and my wife receives \$1190 from her pension and \$1270 in social security.

7. I don't know how much my insurance has been paying for my medications, or how

much they would cost me without health coverage. I've heard scary stories about how much Lantis costs, which is my daily shot for diabetes. I think the Oxycodone which I take for all the pain I'm in is about \$100 dollars a month without health coverage, and there's no way I can afford that. If we lost our health coverage I really don't know what we'd do. We'd have to sell the house, and under the current conditions nothing is selling in our area. I guess we'd have to decide between getting groceries and some of the medicine. The only medications that we would be able to afford are the Prednisone for my wife, and the generic sleeping pills we both take. But without my medicine for my diabetes, and if I wasn't able to see a doctor, my foot could rot off or I could lose an eye, and diabetes attacks the kidneys. It would be a slow miserable death without my medicine.

8. What is really frustrating is that we were not given a fair shake. There is a commitment after you have worked with a company for over thirty years, and I think the law needs to recognize that. If they had said that they might not provide my health care when I retired I might not have kept working there. That's the part that is infuriating and sickening. But the fact was when I was hired on there they had the best retirement and medical plan going. We dedicated our lives to working to build that company for thirty years. We were there when GM asked us to work twelve hour days, when they asked us to work ten hour days and when they asked us to work eight hour days. We were there for the company and they should be there for us.

Date: June 26, 2009

  
John Humphrey 6.26-2009

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

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In re : Chapter 11  
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General Motors Corporation, *et al.* : Case No. 09-50026  
(REG) :  
: :  
Debtors. :  
-----X

**CERTIFICATE OF SERVICE**

I hereby certify that on June 29, 2009 I caused a copy of the Objecting Unions IUE-CWA, United Steelworkers ("USW") and the International Union of Operating Engineers ("IOUE") Corrected Second Amended Evidence and Witness List for the hearing on the Debtors' Asset Sale Motion (Docket No.92) to be served via email upon the following:

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