

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)  
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11 Case No.:  
:   
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)  
f/k/a General Motors Corp., et al. :  
:   
Debtors. : (Jointly Administered)  
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**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FTI CONSULTING, INC., AS ITS FINANCIAL ADVISOR, NUNC PRO TUNC TO JUNE 3, 2009**

The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the Chapter 11 cases of General Motors Corporation, debtors and debtors-in-possession herein (the “**Debtors**”), submits this application (the “**Application**”) for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”), as financial advisor to the Committee *nunc pro tunc* to June 3, 2009. In support of this Application, the Committee relies upon the declaration of Michael Eisenband (the “**Eisenband Declaration**”), which is attached hereto as **Exhibit A** and incorporated herein by reference, and respectfully represents as follows:

## **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) (2). Venue of the Debtors' Chapter 11 cases and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014-1.

## **BACKGROUND**

3. On June 1, 2009 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On June 3, 2009, the Office of the United States Trustee for Southern District of New York, pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases.

5. On June 3, 2009, the Committee interviewed several potential financial advisors and selected FTI as its financial advisors. Accordingly, this Application is made by the Committee for an order, pursuant to sections 328 and 1102 of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Committee to retain FTI as its financial advisors, effective as of June 3, 2009.

6. On July 10, 2009, General Motors Company ("**New GM**"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the

acquisition of substantially all of the assets of Motors Liquidation Company (“**Old GM**”), formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“**Saturn LLC**”), Saturn Distribution Corporation (“**Saturn Distribution**”) and Chevrolet-Saturn of Harlem, Inc. (“**Harlem**”, and collectively with Old GM, Saturn LLC and Saturn Distribution, the “**Sellers**”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “**Purchase Agreement**”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “**363 Sale**”) and the Order of this Court dated July 5, 2009.

#### **RELIEF REQUESTED**

7. By this Application, the Committee requests authorization to retain and employ FTI as its financial advisors in these Chapter 11 cases (the “**FTI Committee Engagement**”). Specifically, the Committee respectfully requests entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code authorizing FTI to perform those financial advisory services that will be necessary during these Chapter 11 cases as more fully described below.

#### **SERVICES TO BE RENDERED**

8. Subject to the direction of the Committee and further order of this court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors’ sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;

- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;
- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and

- o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

9. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above

### **QUALIFICATIONS OF PROFESSIONALS**

10. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy.

11. The Committee needs assistance in collecting and analyzing financial and other information in relation to the Chapter 11 cases. FTI has considerable experience with rendering such services to committees and other parties in numerous Chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

### **DISINTERESTEDNESS OF PROFESSIONALS**

12. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

13. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI does not hold or represent an interest adverse to the estates with respect to the matter on which FTI will be employed, in accordance with section 1103(b) of the Bankruptcy Code.

14. To the best of the Committee's knowledge and based upon the Eisenband Declaration, (1) FTI's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed at Exhibit B to the Eisenband Declaration, and (2) the FTI professionals working on this matter, to the best of their knowledge, are not relatives of the

United States Trustee of the Southern District of New York or of any known employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. FTI has not provided, and will not provide any, professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

### **PROFESSIONAL COMPENSATION**

16. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI seeks payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to the date of closing of the 363 Sale<sup>1</sup>, on an hourly basis (“**Hourly Compensation**”). FTI’s customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in this Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter (“**Monthly Fixed Fee**”), prorated for any partial month until the Effective Date of the Plan of Reorganization or Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.
  - i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

17. In the normal course of business, FTI periodically revises its hourly rates. FTI requests that the rates listed below be revised to the hourly rates that are in effect at the time

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<sup>1</sup> The 363 Sale closed on July 10, 2009.

services are rendered. The current normal and customary hourly rates for financial advisory services to be rendered by FTI and applicable herein are as follows<sup>2</sup>:

Level	Rates
Senior Managing Director	\$710 - \$825
Director/Managing Director	\$520 - \$685
Associate/Consultant	\$255 - \$480
Paraprofessional	\$105 - \$210

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “**Completion Fee**”) upon the successful wind-down of the Debtors’ estates (the “**Wind-Down**”).

The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “**Equity and Warrants**”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, FTI is entitled to receive reimbursement of actual and necessary expenses incurred by FTI throughout the FTI Committee Engagement.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. FTI intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the

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<sup>2</sup> For FTI professionals located outside of the United States, local country rates will be converted to U.S. Dollars on a monthly basis.

applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and Orders of this Court. FTI has agreed to accept as compensation such sums as may be allowed by the Court. FTI understands that interim and final fee awards are subject to approval by this Court.

### **INDEMNIFICATION**

22. FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the “**Indemnified Parties**”), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the FTI Committee Engagement, any actions taken or omitted to be taken by an indemnified party in connection with FTI’s provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party.

### **NOTICE**

23. Notice of this Application has been given to (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel for the Debtors, (iii) counsel for the Committee, and (iv) any other parties requesting notice. The Committee submits that, given the nature of the relief requested, no other or further notice of the relief requested is necessary.

24. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, (i) granting this Application, (ii) authorizing the Committee to retain and employ FTI as its financial advisors *nunc pro tunc* to June 3, 2009 to perform the services set forth herein, (iii) approving the indemnification as set forth in this Application, and (iv) granting such other and further relief as is just and proper.

Dated: New York, New York  
August 4, 2009

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF MOTORS LIQUIDATION  
COMPANY, et al.

By: /s/ David Vanaskey, Jr.  
Name: David Vanaskey, Jr. for  
Wilmington Trust Company, as indenture trustee  
Chairman, Official Committee of Unsecured  
Creditors of Motors Liquidation Company, et al.

# **Exhibit A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:   
In re: : Chapter 11 Case No.:  
:   
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)  
f/k/a General Motors Corp., et al. :  
:   
Debtors. : (Jointly Administered)  
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**DECLARATION OF MICHAEL EISENBAND IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF FTI CONSULTING, INC., AS FINANCIAL ADVISOR *NUNC PRO TUNC* TO JUNE 3, 2009**

I, Michael Eisenband, hereby declare and say:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”), a financial advisory services firm with numerous offices throughout the country. I submit this Declaration on behalf of FTI (the “**Eisenband Declaration**”) in support of the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of Motors Liquidation Company, *et al.*, (f/k/a General Motors Corp., *et al.*) the debtors and debtors-in-possession herein (collectively, the “**Debtors**”), for the entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, under the terms and conditions set forth in the Application.

Except as otherwise noted<sup>1</sup>, I have personal knowledge of the matters set forth herein.

### **QUALIFICATIONS OF PROFESSIONALS**

2. FTI is a firm offering financial advisory services to financially distressed and troubled companies and its constituents. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. The Committee needs assistance in collecting and analyzing financial and other information in relation to the chapter 11 cases. The professionals of FTI have considerable experience with rendering such services to committees and other parties in numerous chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

### **SERVICES TO BE RENDERED**

3. Subject to the direction of the Committee, and further order of this Court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors' sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;
- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP

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<sup>1</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;

- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and
- o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

4. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above.

## DISINTERESTEDNESS AND ELIGIBILITY

5. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A summary of such relationships that FTI identified during this process is set forth on Exhibit B to this Declaration.

6. Based on the results of its review, and except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. None of the entities listed on Exhibit B exceeded 1.2% of FTI's annual revenue. FTI's assistance to the parties shown on Exhibit B has been related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, except as otherwise discussed herein, no services have been provided to these parties in interest which are adverse to the rights of the Committee, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

7. On July 10, 2009, General Motors Company ("**New GM**"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the acquisition of substantially all of the assets of Motors Liquidation Company ("**Old GM**"),

formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“**Saturn LLC**”), Saturn Distribution Corporation (“**Saturn Distribution**”) and Chevrolet-Saturn of Harlem, Inc. (“**Harlem**”, and collectively with Old GM, Saturn LLC and Saturn Distribution, the “**Sellers**”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “**Purchase Agreement**”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “**363 Sale**”) and the Order of this Court dated July 5, 2009.

8. FTI is engaged by Delphi Corporation (“**Delphi**”) to advise Delphi in relation to the Delphi’s ongoing Chapter 11 proceedings (the “**FTI Delphi Engagement**”). Delphi was incorporated as a wholly-owned subsidiary of the Debtors in 1998. Effective January 1, 1999 the assets and liabilities of certain businesses and divisions of the Debtors were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and the Debtors. In February 1999, Delphi commenced a public offering of 100 million shares of Delphi’s common stock and in May 1999, the Debtors distributed its equity in Delphi to holders of record of certain of the Debtors’ common stock.

9. Delphi was a supplier to and creditor of the Debtors prior to the closing of the 363 Sale. Historically, the Debtors had purchased product and provided financial support to Delphi. Subsequent to the closing of the 363 Sale we understand that New GM has assumed the Delphi contracts. We have sought to confirm our understanding with the Debtors and based upon reasonable inquiry of the Debtors professionals we understand that Delphi is no longer a

creditor of the Debtors.

10. In order to maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee (the "**FTI Committee Engagement**"), FTI will protect the client information through the use of its "Ethical Wall and Confidentiality Agreements" procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("**FTI Committee Professionals**") and the FTI Delphi Engagement ("**FTI Delphi Professionals**") shall execute a letter (a "**Confidentiality Letter**") acknowledging that he or she may receive certain nonpublic information and shall execute an Ethical Wall Agreement acknowledging that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI Delphi Professionals, and FTI Delphi Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the FTI Delphi Engagement, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI Committee or FTI Delphi Professionals under such information wall procedures; (iii) FTI is setting up electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI

Committee Professionals and FTI Delphi Professionals to ensure that such exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a Plan of Liquidation has been confirmed in the Debtors' Chapter 11 Cases or the Chapter 11 Cases have been converted or dismissed.

11. FTI and/or its affiliates have had engagements involving the Debtors and non-Debtors affiliates, but such engagements did not pertain to these Chapter 11 proceedings, specifically:

- a. FTI's wholly owned economic consulting practice, Compass Lexicon ("**FTICL**"), was previously retained by one of the Debtors, specifically General Motors Corporation ("**GM**"), to perform damages analysis in connection with securities litigation. The securities litigation was settled prior to the bankruptcy filing of the Debtors, and a qualified settlement trust was established and funded for the benefit of impacted shareholders (the "**FTI Damages Analysis Engagement**"). In separate engagements, signed earlier this year, FTICL was retained on behalf the Debtors' US and Canadian employee profit sharing plans, both of which were shareholders of the Debtors during the relevant time period, and entitled to participate in the qualified settlement trusts. FTICL was retained to analyze and formulate their respective claims, and to review the claims determination of the administrators of the qualified settlement trusts. The fees for this work will be paid by the profit sharing plans from the claims distributions that will be received from the qualified settlement trusts. The qualified settlement trusts are not part of the Debtors' estate.
- b. FTICL was previously retained by GM in March 2009 to review potential economic issues related to a possible tender offer by GM to existing bondholders. FTICL's services were completed and billed in April 2009. FTICL received payment for these services in May 2009 in the amount of \$104,301.20.

- c. FTI is currently engaged by General Motors Acceptance Corporation, Inc. (“**GMAC**”), an affiliate of the Debtors prior to the closing of the 363 Sale, to provide restructuring advisory services in relation to certain assets of GMAC and to enhance management reporting (the “**GMAC Engagements**”). The GMAC Engagements are wholly unrelated to the restructuring of GMAC’s relationship with the Debtors. The Debtors divested their economic interest in GMAC pursuant to the 363 Sale.

12. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Committee herein in matters upon which FTI is to be employed, and none are in connection with these cases.

13. FTI is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors’ stock.

14. To the best of my knowledge, the FTI professionals working on this matter are not relatives of the United States Trustee of the Southern District of New York or of any known

employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. As such, to the best of my knowledge, FTI does not represent any other entity having an interest adverse to the Committee in connection with this case, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

16. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Declaration Supplemental Declaration.

### **PROFESSIONAL COMPENSATION**

17. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI will seek payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to closing of the 363 Sale<sup>2</sup>, on an hourly basis (the "**Hourly Compensation**"). FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter ("**Monthly Fixed Fee**"), prorated for any partial month until the Effective Date of the Plan of Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.

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<sup>2</sup> The 363 Sale closed on July 10, 2009.

- i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “**Completion Fee**”) upon the successful wind-down of the Debtors’ estates (the “**Wind-Down**”). The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “**Equity and Warrants**”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, in relation to the entire period of the FTI Committee Engagement, FTI would receive reimbursement of actual and necessary expenses incurred by FTI.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. To the best of my knowledge, (i) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and (ii) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
August 4, 2009

/s/ Michael Eisenband  
Michael Eisenband

**EXHIBIT A**

**Listing of Parties-in-Interest Reviewed for Current Relationships**

**Debtor**

General Motors Corporation  
Chevrolet-Saturn of Harlem, Inc.  
Saturn Distribution Corporation  
Saturn, LLC

**Other Names for General Motors Corporation**

Automotive Market Research  
GM Auction Department  
GM Corporation  
GMC Truck Division  
NAO Fleet Operations  
National Car Rental  
National Car Sales

**Other Names for Saturn LLC**

GM Saturn Corporation  
Saturn Corporation  
Saturn Motor Car Corporation  
Saturn Corporation of Delaware

**Former GM Entities**

GMAC  
Delphi

**Debtors' Counsel**

Weil, Gotshal & Manges LLP

**Chairman**

Edward J. Whiteacre Jr.

**Debtor's Board of Directors (Current)**

Armando M. Codina  
E. Neville Isdell  
Eckhard Pfeiffer  
Erroll B. Davis, Jr.  
Erskine B. Bowles  
George M.C. Fisher  
John H. Bryan  
Karen L. Katen  
Kathryn V. Marinello  
Kent Kresa  
Philip A. Laskawy

**Debtor's Board of Directors (Past 3 years)**

E. Stanley O'Neal  
Ellen J. Kullman  
G. Richard Wagoner Jr.  
Jerome B. York  
Percy N. Barnevik

**Debtor's Corporate Officers (Current)**

Bo I. Andersson  
Carl-Peter Forster  
David N. Reilly  
Frederick A. Henderson  
Gary L. Cowger  
Maureen Kempston-Darkes  
Nicholas S. Cyprus  
Ralph J Szygenda  
Ray G. Young  
Robert A. Lutz  
Robert S. Osborne  
Thomas G. Stephens  
Troy A. Clarke  
Walter G. Borst

**Debtor's Corporate Officers (Past 3 Years)**

Eric A. Feldstein  
John M. Devine  
Kathleen S. Barclay  
Kenneth W. Cole  
Lawrence D. Burns  
Paul W. Schmidt  
Peter A. Bible  
Steven J. Harris  
Thomas A. Gottschalk

**Debtor's Other Key Executives and Professionals of Affiliates**

David W. Meline  
G.L. Cowger  
Hans-Juergen Michel  
James E. Taylor  
Jamie Ardilla  
Mark Hass  
Michael Grimaldi  
Nancy C. Everett

**Debtor's Significant Shareholders (Current - Top 5%)**

State Street Global Advisors (US)

**Debtor's Top 25 Shareholders**

Barclays Global Investors Limited  
Barclays Global Investors, National Association  
BNY Mellon Wealth Management  
Brandes Investment Partners, L.P.  
Capital International Limited  
Capital Research and Management Company  
Capital Research Global Investors  
College Retirement Equities Fund  
Credit Suisse Securities (USA) LLC, Investment Arm  
Dodge & Cox  
Fidelity Management & Research Company  
GAMCO Asset Management, Inc.  
INTECH Investment Management LLC  
Lehman Brothers Asset Management Inc  
Mellon Capital Management Corporation  
New York State Common Retirement Fund  
Northern Trust Investments, N.A.  
RiverSource Investments, LLC  
Southeastern Asset Management, Inc.  
State Street Global Advisors, Inc.  
T. Rowe Price Associates, Inc.  
TCW Asset Management Company  
Tiger Management Corp  
Van Kampen Asset Management  
Vanguard Group, Inc.

**Current Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation**

Edward J. Toporzycski  
Jill A. Lajdziaik  
Joseph A. Chrzanowski  
Joseph G. Peter

**Former Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation (past 3 years)**

David W. Meline  
Enrico Digirolamo, Jr.  
Guy D. Briggs  
Mark E. Newman  
Mary M. Boland  
Michael A. Jackson

**Current Officers of Saturn, LLC and Saturn Distribution Corporation**

Adil F. Mistry  
Ann N. Blakney  
Anne T. Larin  
Barbara A. Lister-Tait  
Deanna Petkoff  
Deborah F. Collins  
Dennis J. Barber  
Edward J. Toporzycski  
Harvey G. Thomas  
James L. Craner  
Jill A. Lajdziaik  
John F. Minarick  
Jonathon C. Skidmore  
Keith C. Best  
Maurita Sutedja  
Niharika Ramdev  
Raymond Wexler  
Sterling J. Wesley  
Thomas A. Mudry  
Timothy G. Gorbatoff

**Former Officers of Saturn, LLC and Saturn Distribution Corporation (past 3 years)**

Alice M. Osburn  
Dennis J. Barber  
Enrico Digirolamo, Jr.  
Gail M. Smith  
Jill A. Lajdziaik  
Randolph E. Parker  
Robert M. Milot  
Roger D. Wheeler  
Ronald J. Haag  
Tia Y. Turk  
Timothy G. Gorbatoff

**Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc.**

Thomas Doktorcik  
Michael Garrick  
Timothy J. Rinke

**Former Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. (past 3 years)**

Michael Mozingo  
Clarence E. Oliver  
Otis Thornton

**Current Officers of Chevrolet-Saturn of Harlem, Inc.**

Michael Garrick  
Joanna R. Lopez

**Former Officers of Chevrolet-Saturn of Harlem, Inc.**

Dawana G. Spivey  
Stefanie Horn

**Largest 50 Bondholders**

Advent Capital Management  
AIG Global Investment Group Inc.  
Allianz Global Investment  
Barclays Capital Inc.  
BNP Paribas Securities Corp.  
BNY GCM (Belgium)  
Calamos Advisors LLC  
Camden Asset Management  
Canyon Capital Advisers  
Capital Research & Management Co.  
Castle Creek Partners, LLC  
Citicorp Securities Services Inc.  
Citigroup  
Clearstream Banking  
Davidson Kempner Capital Management  
DB Platinum Advisors  
Deutsche Bank AG  
Elliott International LP  
Euroclear Bank  
Fidelity Management & Research Co.  
Franklin Advisers  
GE Asset Management Inc.  
Highbridge Capital Management  
J.P. Morgan Securities Inc.  
JD Capital Management  
JMG Capital Partners  
Kamunting Street Capital Management  
King Street Capital Management  
Lehman Brothers Inc.  
Liverpool LP  
Loomis Sayles & Co. LP  
Lord, Abnett & Co., LLC  
Lydian Asset Management  
MacKay Shields LLC  
Nicholas Applegate Capital Management  
Northern Trust Company Securities Lending  
Northwestern Investment Management Co.  
Oaktree Capital Management LLC  
Pacific Asset Management  
Pacific Investment Management Co. LLC  
Peoples Benefit Life Insurance Co.  
Polygon Investment Partners  
Sandelman Partners, LP  
Scepter Holdings Inc.  
UBS AG London  
UBS Global Asset Management (US) Inc.  
Wellington Management Co. LLP  
Whitebox Advisors LLC

**Official Creditors' Committee Members**

DENSO International America, Inc.  
Genoveva Bermudez  
International Union UAW  
Interpublic Group  
Inteva Products, LLC  
Kevin Schoeni  
Law Debenture Trust Company of New York  
Mark Buttita  
Paddock Chevrolet  
Pension Benefit Guaranty Corporation  
Saturn of Hempstead, Inc.  
Serra Chevrolet of Birmingham, Inc.  
The Industrial Division of Communications Workers of America, AFL-CIO  
United Steelworkers  
Wilmington Trust Company

**Official Creditors' Committee Attorneys**

Kramer Levin Naftalis & Frankel LLP

**Top 100 Unsecured Creditors as of May 29, 2009****(Other than individual bondholders)**

A G Simpson Automotive Inc  
ABC Group Inc  
Aesop  
AK Steel Corp  
American Axle & Mfg Inc  
Android Industries LLC  
Arcelormittal Use Inc  
AT & T Canada Enterprises  
Autoliv Inc  
Automotive Lighting Corp  
BEHR Dayton Thermal Products  
Benteler Automotive  
Blue Care Network Of Michigan  
Blue Cross Blue Shield  
Borg Warner Automotive Inc  
Brake Parts Inc  
Bridgestone/Firestone Inc  
Bridgewater Interiors LLC  
Campbell Ewald  
Canadian Linen And Uniform  
Caggemini Canada Inc  
Cellco Partnership  
Cobalt Group Inc  
Continental Tire  
Cooper Standard Automotive  
Crown Packaging/Polycon Industries  
CSX Transportation Inc  
Dana Corporation  
Delphi  
Denso International America Inc  
Deutsche Bank AG  
Digitas LLC  
Eatons / Areoquip De Mexico S De RI  
Electronic Data Systems  
Emcon Technologies LLC  
Enterprise Rent-A-Car  
Exxonmobil Oil Corp  
Faurecia Automotive  
Federal Mogul Corp  
Fidelity Investments  
Flex N Gate Battle Creek  
Getrag Corporation  
Goodyear General Products Div  
Health Alliance Plan  
Healthplus Michigan Inc  
Henniges Automotive  
Hertz  
Hewlett Packard Canada Co  
Hitachi Automotive Prods  
HLI Operating Company Inc  
Hutchings Automotive Products  
Hutchings Automotive Products  
Inergy Automotive Systems USA  
International Automotive  
International Union of Electric, Salary, Machine and Furniture Workers  
International Union, United Automobile, Aerospace and Agricultural Implement Workers of America  
Isuzu Commercial Truck Of  
Johnson Controls LP  
JTEKT AUTOMOTIVE TN VONORE  
L & W Engineering Co Inc  
Lear Corporation  
Leo Burnett Detroit  
Maclaren Mccann Canada  
Magna Inc.  
Mando America Corp  
Maritz Inc  
Michelin Americas Services  
Mitsubishi Electric  
Mittal/Ispat Inland  
Nemak SA

**Top 100 Unsecured Creditors as of May 29, 2009  
(Other than individual bondholders) (continued)**

Norfolk Southern Railway  
NYX Inc  
Panasonic Corporation  
Pilkington Na Holdings Inc  
Plastic Omnium Auto  
PPG Industries Inc  
Remy Inc  
Robert Bosch Corp  
Shape Corp  
Shiloh Industries Inc  
SMW Automotive Corp  
Starcom Media Vest Group  
Superior Industries International  
Temic Automotive Of North  
Tenneco Inc  
Textron / Kautex  
The Advertising Checking Bureau  
The Warranty Group Inc  
TK Holdings Inc  
TRW Vehicle Safety Systems  
Union Pacific Railroad Co  
US Steel Inc  
US Treasury  
Valeo Sistemas Electricos S.L.  
Van Rob Stampings Inc EFT  
Vanguard Car Rental USA  
Yazaki North America Inc  
Yorozu Automotive Tennessee  
ZF Corporation

**Additional Creditors: (As disclosed in 2019 Statements filed with the  
Court as of 6/5/09)**

Advics North America  
Aisin Holdings of America, Inc.  
AvanTech Manufacturing L.L.C.  
Bestop, Inc.  
Bowling Green Metalforming L.L.C.  
Dealer Services Group, a division of ADP, Inc.  
Decostar Industries Inc.  
Dieomatic Incorporated  
Drive Automotive Industries of America, Inc.  
Eagle Bend Mfg. Inc.  
Eastbourne Capital Management LLC  
Franklin Templeton Investments  
General Foods Credit Corporation  
General Foods Credit Investors No. 2 Corporation  
General Foods Credit Investors No. 3 Corporation  
HC Queretaro SA de CV  
Hitachi Automotive Products (USA), Inc.  
Hitachi Cable Indiana, Inc.  
Hitachi, Ltd. Automotive Systems  
HNB Investment Corp.  
Intertec Systems, L.L.C.  
Intier Automotive Interiors of America, Inc.  
JCIM US, LLC  
JCIM, LLC  
JMG Capital Management, LLC  
Johnson Controls Seating Systems, LLC  
Lacks Enterprises, Inc.  
Lexamar Corporation  
Magna Car Top Systems of America, Inc.  
Magna Electronics, Inc.  
Magna International Inc.  
Magna Mirrors North America L.L.C.  
Magna Mirrors of America, Inc.  
Magna Powertrain of America, Inc.  
Magna Powertrain USA, Inc.  
Magna Seating of America, Inc.  
Marada Industries Inc.  
Marathon Asset Management  
MPT Lansing L.L.C.  
Nascote Industries, Inc.  
Niles America Wintech  
Norplas Industries Inc.  
Phillip Morris Capital Corporation  
Rhythm North America  
Sabon USA  
Sumitomo Electric Wiring Systems  
SVE America, Inc.  
Tokico (USA), Inc.

**Additional Creditors: (As disclosed in 2019 Statements filed with  
the Court as of 6/5/09) (continued)**

Vehma International of America, Inc.  
Visteon Corporation  
Western Asset Management Company  
Yorozu America Corporation

**Utility Companies**

AEP (Columbus Southern Power)  
AEP (Indiana Michigan)  
AEP (SWEPCO)(CANTON)  
Alascom INC  
Allegheny Power (Potomac Ed)  
Alliant Energy (WP&L)  
Altoona City Authority  
Ameren UE  
American Fiber Systems  
ANR Pipeline Co  
Artesian Water Company  
Ashley Lyon LLC  
AT&T  
AT&T Business Service  
AT&T Calling Cards  
AT&T Capital Services Inc  
AT&T Collocation Pro Cabs  
AT&T Corp.  
AT&T Datacomm Inc.  
AT&T Inc Legacy SBC  
AT&T Teleconference  
AT&T VTNS  
AT&T Worldnet  
AT&T Yellow Pages  
Atmos Energy  
Atmos Energy Marketing LLC  
City of Aurora Util Dept  
Austin Utilities  
Baltimore Gas & Electric Co  
Bay City (City of)  
Bay State Gas Co  
Bedford City Utilities  
BellSouth  
BellSouth Business Systems  
BellSouth Long Distance  
Berkeley Bus.Park Assocs. LC  
Berkeley County Pub Svc Wt Dt  
Berkeley County Pub Swr Dist  
BP Canada Energy Mktg Corp  
BP Energy Co USA  
BP Products N America Inc  
Butler Cnty Dept of Evniron  
C Reiss Coal Company  
California-American Water Comp  
CenterPoint Energy Arkla  
CenterPoint Energy Entex  
CenterPoint Energy Gas Svcs  
CenterPoint Energy Gas Trans  
Century Telephone  
Cincinnati Bell  
Cincinnati Bell Telephone  
Citizens Gas & Coke Utility  
Citizens Thermal Energy I  
City of Arlington  
City of Austin Utilities  
City of Baltimore  
City of Beaverton  
City of Brandon  
City of Burbank  
City of Burton  
City of Charlotte  
City of Cleveland  
City of Columbia  
City of Columbus  
City of Flint  
City of Fontana  
City of Garland Util Svcs  
City of Grand Blanc  
City of Hillsboro  
City of Hudson  
City of Jacksonville  
City of Janesville Water  
City of Livonia Wtr & Sew  
City of Los Angeles

**Utility Companies (continued)**

City of Mansfield  
 City of Mesa  
 City of Pontiac  
 City of Reno  
 City of Roanoke  
 City of Romulus  
 City of Saginaw Wtr & Swr  
 City of Shreveport  
 City of Spring Hill  
 City of Sterling Heights  
 City of Swartz Creek  
 City of Thousand Oaks  
 City of Toledo  
 City of Torrance  
 City of Trenton Waterwrks  
 City of Troy  
 City of Warren  
 City of Warren Util Svcs  
 City of Warren Water Div  
 City of Wixom  
 City of Wyoming  
 Columbia Gas of Ohio  
 Columbia Gas of Virginia  
 Columbia Gas Transmission Corp  
 Columbia Pwr & Wtr Systems  
 Commonwealth Edison IL  
 ConEdison Solutions  
 ConocoPhillips Company  
 Consolidated  
 Consolidated Comm  
 Consolidated Edison  
 Constellation Eng Proj & Svc  
 Constellation NewEnergy  
 Consumers Energy  
 Coral Energy Resources LP  
 County of Wayne  
 Crown Energy Services Inc  
 Cucamonga County Water Dist.  
 Dayton Power & Light Co  
 Defiance Utills Billing  
 DeKalb Cnty Treasury & Accs  
 Delmarva Power  
 Delta Charter Township  
 Delta Township Utills II LLC  
 Denver W/Water Managmnt Div  
 Denver Water  
 Detroit Brd of Wtr Comisnrs  
 Detroit Thermal LLC  
 Dominion East Ohio  
 Dominion Peoples Gas  
 Dominion Retail Inc  
 Dominion Virginia Power  
 DPL Energy Resources  
 DTE Defiance LLC  
 DTE Energy  
 Duke Energy  
 Duquesne Light Company  
 Duquesne Light Energy  
 East Side Hoosier Propane  
 Econ Global Services  
 EDS LLC  
 Elizabethtown Gas  
 Embarq Communications Inc  
 Empire Natural Gas Corp  
 EnergyUSA - TPC IN  
 Energy (Power & Light)  
 Equitable Gas Comp  
 Fairpoint Communications  
 Flagg Creek Wtr Reclam. Dist  
 Flint TWSP Board Public Wks  
 Fontana Water Company  
 Forsyth County Dept of Water  
 Fort Wayne City Utilities  
 Frontier  
 Frontier Corp.  
 Gas Recovery Systems Inc  
 Gas South

**Utility Companies (continued)**

GASMARK UGI Energy Svcs Inc  
 Georgia Natural Gas  
 Georgia Power Co  
 Georgia Power Company  
 Grand Blanc Charter Twp  
 Granger Electric Company  
 Granite  
 Hawaiian Telcom Inc.  
 Hess Corporation  
 Illinois-American Water Comp  
 Illuminating Co  
 Indianapolis Power & Light Co  
 Indianapolis Water Company  
 Jacksonville Elec Authority  
 Kansas City Board Public Utills  
 Kansas Gas Service KS  
 Laclede Energy Resources Inc  
 Laclede Gas Company  
 Lansing Board of Wtr & Lght  
 Lordstown Water Department  
 Mainstreet Real Estate  
 Marion Municipal Utilities  
 MCI  
 MCI Worldcom  
 Memphis Light Gas & Wtr Div  
 MMA Renewable Ventures Finance L/LORDS USA  
 Monroe County Water Authority  
 Montgomery County  
 Mountaineer Gas Company  
 MXenergy Inc  
 National Fuel Gas Dist Corp  
 National Fuel Resources Inc  
 National Grid  
 New Castle County, DE  
 New Jersey-American Water Co  
 New York Power Authority  
 New York State of Env Cons  
 NICOR Gas  
 Northeast Ohio Regnl Swr Dist  
 Northern Indiana Pub Svc Comp  
 Northwest Natural Gas  
 NV ENERGY USA  
 NYC Water Board  
 NYSEG Solutions  
 Ohio Edison Company  
 Oklahoma City  
 Oklahoma Gas & Electric USA  
 Oklahoma Natural Gas Co USA  
 Orion Charter Township  
 Pacific Gas & Electric Comp  
 Panhandle Eastern Pipe Line Co USA  
 PECO Energy Company  
 Penn Power A First Energy Com USA  
 Pennsylvania-American Wtr Comp  
 PEPCO Energy Services  
 Piedmont Natural Gas Comp  
 Portland General Electric  
 Potomac Electric Power Comp  
 PSE&G  
 Qwest  
 R & M Investments  
 Reliant Energy Solutions LLC  
 Renovar Shreveport LLC  
 Sawnee Elec Membership Corp  
 Sawyer / Teco Gas  
 SBC  
 SBC Internet Services  
 Seminole Energy Services  
 Sequent Energy Management USA  
 Shell Energy N America (Canada)  
 Shell Energy N America (US)  
 Sierra Pacific Power Co  
 Smart City Telecom  
 Solar LLC  
 Southern California Edison  
 Southern California Gas Co  
 Southwest Gas Corporation

**Utility Companies (continued)**

Southwestern Bell  
 Southwestern Bell Corp.  
 Spotsylvania (Cnty Tresur)  
 Sprint  
 SRP - Salt River Project  
 St Lawrence Gas Co  
 TDS Telecom  
 Tennessee Valley Authority  
 Texican Industrial Energy  
 Time Warner Telecom  
 Toledo Edison Company  
 Toro Energy of Indiana LLC  
 Toro Energy of Michigan LLC  
 Town of Norton  
 Town of Tonawanda  
 Township of Falls Wtr&Swr Dept  
 Truckee Meadows Water Auth  
 Trumbull County Wtr & Swr  
 Trunkline Gas Company LLC  
 TXU Energy  
 TXU Gas Co  
 United REMC  
 Van Buren Charter Township  
 Vectren Energy Delivery  
 Veolia Water Partners VI LLC  
 Verizon  
 Verizon Business  
 Verizon Communications  
 Village of Hinsdale  
 Village of Ontario  
 Warren County Wtr District  
 Warren Rural Electric CO-OP  
 Waterford Twp Wtr & Swr  
 Wentzville  
 West Bay Exploration Co  
 West Mifflin SSA  
 West Side Wtr  
 Xcel Energy  
 Ypsilanti Community Utilities Authority

**Insurance Providers**

AAU  
 ACE  
 AIG  
 AIU  
 Allianz  
 Aon Inc.  
 CAN  
 Chubb  
 ESIS  
 General International Limited  
 Glencairn  
 GMAC Re  
 Goss  
 Great American  
 HSB  
 Kiln/Millennium  
 Lexington  
 Liberty/SafeCo  
 Lloyds  
 Marsh Inc.  
 National Union  
 National Union Fire Insurance Company of Pittsburgh  
 Travellers  
 Vigilant  
 XL Gaps  
 Zurich

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)**

Air Technologies Division of Ohio Transmission Corporation  
 Auto Facilities Real Estate Trust 2001-1  
 Barclays Bank of Kenya Limited  
 Barclays Bank PLC  
 Cabot II-FL3B01, LLC  
 Cabot II-MA1B01, LLC  
 Cabot II-OH1B02, LLC  
 Cabot II-OH2B01, LLC  
 Circle L Technology  
 Citibank Istanbul  
 Citibank Japan Ltd  
 Citibank Korea Inc.  
 Citibank N.A., Bangkok Branch  
 Citibank N.A., Taipei Branch  
 City of Fort Wayne, Indiana  
 City of Indianapolis, Indiana  
 City of Janesville, Wisconsin  
 City of Moraine, Ohio

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)**

Connecticut National Bank  
 Daewoo Motor Co Ltd  
 DDC Holdings, Inc.  
 Defiance Energy, LLC  
 Delaware Economic Development Authority  
 Delta Township Utilities II, LLC  
 Delta Township Utilities, LLC  
 Development Authority of Fulton County  
 Downtown Pontiac Development Company  
 DTE Energy Services Inc  
 DTE Moraine, LLC  
 DTE Tonawanda LLC  
 General Electric Capital Corporation  
 General Motors Canada Limited  
 GM Europe Treasury Company  
 Government of Republic of Uzbekistan  
 ICG Leaseback Fund I LLC  
 Industrial Development Board of Maury County, Tennessee  
 Isuzu Motors Limited  
 Isuzu Motors Polska Sp.  
 Kensington Capital Corporation  
 LBA Realty Fund III-Company IX, LLC  
 Maryland Economic Development Corporation  
 Massachusetts Industrial Finance Agency  
 Michigan Job Development Authority  
 Michigan Strategic Fund  
 New Jersey Economic Development Authority  
 Newman Financial Services, Inc.  
 Niject Services Company  
 NS- 1500 Marquette MS, L.L.C.  
 NS- 200 Cabot PA, L.L.C.  
 NS- 2200 Willis Miller WI, L.L.C.  
 NS- 608 Caperton WV, L.L.C.  
 Ohio Water Development Authority  
 Oklahoma Arcadian Utilities, LLC  
 Penske Corporation  
 PNC Leasing, LLC  
 Porrett Investments, LLC  
 SAAB Automobile A.B.  
 SAAB Cars Holdings Corp.  
 Shanghai Automotive Industry Corporation  
 Shreveport Red River Utilities, LLC  
 State Street Bank and Trust Company of Connecticut National Association  
 Suntrust Leasing Corporation  
 Suzuki  
 Torbali Vergi Dairesi  
 Trigen/Cinergy-USFOS of Lansing LLC  
 Trinity River Authority of Texas  
 U.S. Bank Trust National Association  
 UAW  
 Unified Government of Wyandotte County/Kansas City  
 USFilter Water Partners VI L.L.C.  
 VM Holdings, B.V.  
 VM Motori, S.p.A.  
 Acadia Parish School Board  
 Alabama Department Of Revenue  
 Alabama Department Of Revenue, Business Privilege Tax Unit  
 Allen Parish School Board  
 Arizona Dept Of Revenue  
 Ascension Parish  
 Assumption Parish  
 Avoyelles Parish  
 Baldwin County  
 Beauregard Parish  
 Bossier City Parish  
 Bureau Of Corporation Taxes  
 C/O Wachovia Bank  
 Caddo Parish  
 Calcasieu Parish  
 Caldwell Parish  
 City And County Of Denver, Dept Of Revenue  
 City Of Abbeville  
 City Of Aberdeen Finance Dept.  
 City Of Alamosa  
 City Of Arvada  
 City Of Auburn  
 City Of Aurora  
 City Of Avondale  
 City Of Baton Rouge  
 City Of Bellevue  
 City Of Bellingham Finance Dept.  
 City Of Birmingham  
 City Of Boulder, Dept Of Finance-Sales/Use Tax  
 City Of Bowling Green  
 City Of Bremerton, Tax & License Div  
 City Of Brighton  
 City Of Burien

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)**

City Of Canon City  
City Of Chandler  
City Of Charleston City Collectors Office  
City Of Colorado Springs Sales Tax Dept 2408  
City Of Cortez  
City Of Daphne  
City Of Decatur  
City Of Delta Finance Dept-Sales Tax  
City Of Durango  
City Of Englewood  
City Of Federal Heights  
City Of Flagstaff  
City Of Fort Collins  
City Of Fort Collins Dept Of Finance  
City Of Glendale  
City Of Glenwood Springs  
City Of Golden  
City Of Grand Junction, Sales Tax Division  
City Of Greeley Sales/ Use Tax Return  
City Of Gunnison  
City Of Hoover  
City Of Huntsville City Clerk Treasurer  
City Of Issaquah  
City Of Jasper  
City Of La Junta  
City Of Lakewood  
City Of Littleton Sales/Use Tax Return  
City Of Lone Tree Dept. 1882  
City Of Longmont Sale/Use Tax Return  
City Of Longview Finance Dept- B&O Taxes  
City Of Loveland Sales Tax Admin  
City Of Madison Tax Collector  
City Of Mesa  
City Of Mobile  
City Of Montgomery  
City Of Montrose  
City Of New Orleans  
City Of Nogales  
City Of North Bend Finance Dept  
City Of Olympia  
City Of Pelham  
City Of Pell City  
City Of Peoria Tax And License S Section  
City Of Portland  
City Of Prattville  
City Of Prescott Tax And License Office  
City Of Pueblo  
City Of Red Bay Sales Tax Division  
City Of Scottsdale Customer Service Division  
City Of Seattle Revenue & Consumer Affairs  
City Of Shelton  
City Of Sterling  
City Of Tacoma Dept Of Finance, Tax & License Div.  
City Of Tempe Tax And License Division  
City Of Thornton Dept. 222  
City Of Tucson, Collections  
City Of Tuscaloosa  
City Of Tuscumbia, Sales Tax Division  
City Of Wheat Ridge  
Claiborne Parish  
Colbert County  
Colorado Department Of Revenue, Taxpayer Service Division  
Commonwealth Of Pennsylvania  
Comptroller Of Maryland  
Concordia Parish  
Connecticut Department Of Revenue Services  
Cullman County  
DC Office Of Tax And Revenue  
DeKalb County Revenue Dept, Sales Tax Collections  
Delaware Division Of Revenue  
Department Of Finance & Administration  
Department Of Revenue Services State Of Connecticut  
Dept Of Finance  
Desoto Parish  
Evangeline Parish  
Everett City Clerk's Office Business Tax Div.  
Florida Department Of Revenue  
Franchise Tax Board  
Franklin County Sales Tax Division  
Franklin Parish  
Georgia Department Of Revenue  
Georgia Department Of Revenue Processing Center  
Grant Parish  
Hawaii Department Of Taxation  
Iberia Parish  
Iberville Parish  
Illinois Department Of Revenue Retailers' Occupation Tax  
Indiana Department Of Revenue  
Iowa Dept. Of Revenue And Finance

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)**

Irondale City, Revenue Dept  
Jackson Parish  
Jefferson County Dept Of Revenue  
Jefferson Davis Parish  
Jefferson Parish Sales/Use Tax Division  
Kansas Department Of Revenue  
Kansas Franchise Tax, Kansas Department Of Revenue  
Kentucky State Treasurer, Revenue Cabinet  
Lafayette Parish  
Lafourche Parish  
Lasalle Parish  
Lincoln Parish  
Livingston Parish School Board  
Louisiana Department Of Revenue  
Madison County Sales Tax Dept  
Madison Parish  
Maine Revenue Services  
Massachusetts Department Of Revenue  
Michigan Department Of Treasury Dept. 77003  
Minnesota Department Of Revenue  
Mississippi Tax Commission  
Missouri Department Of Revenue  
Missouri Dept. Of Revenue, Business Tax Bureau  
Mobile County  
Montgomery County Revenue Dept  
Morehouse Parish  
Morgan County  
Municipality Of Caguas  
Natchitoches Tax Commission  
Nebraska Department Of Revenue  
New Jersey Department Of Revenue  
NH Dept Of Revenue Administration  
North Carolina Department Of Revenue  
NYS Sales Tax Processing Jaf Building  
Office Of State Tax Commission  
Ohio Department Of Taxation  
Ohio Dept. Of Taxation, Commercial Activity Tax  
Ohio Excise Tax And Assessment Unit  
Oklahoma Tax Commission  
Oklahoma Tax Commission Franchise Tax  
Ouachita Taxation And Revenue Dept  
Parish Of St. Bernard  
Parish Of St. Mary  
Parish Of St. Tammany  
Parish Of Terrebonne  
Philadelphia Department Of Revenue  
Phoenix City Treasurer  
Plaquemines Parish  
Pointe Coupee Parish  
Puerto Rico Department Of Treasury  
Rapides Parish Sales Tax  
Red River Tax Agency  
Richland Parish Tax Commissioner  
Sabine Parish  
Sales Tax Division -Alatax  
SC Department Of Revenue Corporation Return  
Shelby County  
South Carolina Department Of Revenue  
South Dakota Dept Of Revenue  
St. Charles Parish School Board  
St. Clair County  
St. John The Baptist Parish  
St. Landry Parish  
St. Martin Parish  
State Board Of Equalization  
State Of Nevada  
State Of Rhode Island, Div Of Tax  
State Of Washington  
State Tax Commission  
Tangipahoa Parish  
Taxation And Revenue Department  
Tennessee Department Of Revenue  
Texas Comptroller  
Town Of Castle Rock  
Town Of Parker  
Town Of Silverthorne Revenue Admin.  
Town Of Windsor  
Tuscaloosa County  
Union Parish  
Utah State Tax Commission  
Vermillion Parish  
Vermont Department Of Taxes  
Vernon Parish  
Virginia Department Of Taxation  
Walker County  
Washington Parish  
Webster Parish  
West Baton Rouge Parish  
West Feliciana Parish

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)**

West Virginia State Tax Department, Internal Auditing Division  
West Virginia State Tax Dept  
Winn Parish  
Wisconsin Dept Of Revenue  
Wyoming Dept Of Revenue, Sales And Use Tax Division  
Accuitive Medical Ventures, LLC  
Apollo Management, L.P.  
Ascend Technology Ventures  
Austin Ventures  
Brantley Partners  
Colter Capital Ltd.  
Detroit Investment Fund  
Focus Ventures  
General Motors Investment Management Corporation  
Geocapital Partners LLC  
Metalmark Capital LLC  
Nordic Capital  
Quantum Energy Partners  
Thomas H. Lee Partners, L.P.  
Vestar Capital Partners  
Vista Equity Partners  
Wind Point Partners

**Debtors' Joint Venture Parties**

AO "AVTOVAZ"  
Belgian Branch  
Caterpillar Logistics Services Inc.  
Caterpillar Logistics Services International NV  
DRB-Hicom Berhad.  
European Bank for Reconstruction and Development  
FIAT – GM Powertrain B.V.  
Fiat Partecipazioni S.p.A.  
GAZ Joint-Stock Company  
GAZ Nominee  
Government of the Republic of Uzbekistan  
ISPOL-IMG Holdings B.V.  
Isuzu Motors Limited  
JSC UzavtosanOat  
Korea Development Bank  
Liuzhou Automotive Transport Co.  
Liuzhou Changhong Machine Manufacturing Co.  
Liuzhou Mini Vehicles Factory  
Liuzhou Vehicle Frame Factory  
Liuzhou Wuling Automotive Co. Ltd.  
OnStar Corporation  
Shanghai Automotive Industry Corporation (Group)  
Shanghai Automotive Industry Corporation (Group) Motor Corporation Limited  
Suzuki Motor Corporation  
UzDaewoo Auto Co.  
Yulon Motor Company, Ltd.

**Indenture Trustees (including any parties to GM municipal bond financing arrangements)**

Bank General du Luxembourg S.A.  
Bank of New York  
Citibank, N.A.  
Deutsche Bank AG London  
U.S. Bank N.A.

**Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)**

ABN AMRO Rothschild LLC  
Banc of America Securities LLC  
Barclays Capital Inc.  
Bear, Stearns & Co. Inc.  
Blaylock & Company, Inc.  
Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
Doley Securities, LLC  
Goldman, Sachs & Co.  
Greenwich Capital Markets, Inc.  
J. P. Morgan Securities Inc.  
Loop Capital Markets, LLC  
Merrill Lynch  
Morgan Stanley & Co. Incorporated  
Muriel Siebert & Co., Inc.  
Pierce, Fenner & Smith Incorporated  
Samuel A. Ramirez & Co., Inc.  
The Williams Capital Group, L.P.  
UBS Securities LLC  
Utendahl Capital Partners, L.P.

**Governmental and State Regulatory Agencies**

Bureau of Customs and Border Protection  
California Air Resources Board (CARB)  
Copyright Office  
Department of Labor  
Department of the Interior  
Department of the Treasury  
Department of Transportation  
Equal Employment Opportunity Commission  
Federal Trade Commission  
Internal Revenue Service  
Michigan Department of State Bureau of Regulatory Services  
Michigan Department of Treasury  
National Highway Traffic Safety Administration  
National Labor Relations Board  
New York State Department of Environmental Conservation  
Occupational Safety and Health Review Commission  
Patent & Trademark Office  
Rhode Island Department of Environmental Management  
Securities and Exchange Commission  
Social Security Administration  
U.S. Environmental Protection Agency  
United States Department of Justice  
Vermont Agency of Natural Resources  
Vermont Department of Environmental Conservation

**Secured Creditors Other Than Major Secured Lenders**

AVN Air LLC  
Citicorp USA, Inc.  
Delta Township Utilities II, LLC  
GE Corporate Financial Services  
GELCO Corporation  
JPMorgan Chase Bank, N.A.  
United States Department of the Treasury

**Term Loan Secured Lenders**

Aegon Transamer MFS Hi Yld  
AG Northwoods Cap IV  
AG Northwoods Cap V  
AG Northwoods Cap VI Ltd  
AG Northwoods Cap VIII Ltd  
AG Northwoods Capital VII Ltd  
American Intl Group Inc.  
Arch Reinsurance Ltd  
Ares Enhanced LN Inv III Ltd  
Ares Enhanced LN Inv IR  
Ares Enhanced LN Inv STR IR-B  
Ares IIR IVR CLO Ltd  
Ares IX CLOLtd  
Ares VIII CLI Ltd  
Ares VIR CLO Ltd  
Ares VR CLO Ltd  
Ares XI CLO Ltd  
Arnhold-Houston POL OFF Pen Sy  
Atrium IV  
Atrium V  
Avenue CLO V Ltd  
Avery Point CLO Ltd  
Ballyrock CLO 2006-1 Ltd  
Ballyrock CLO 2006-2 Ltd  
Big Sky III Senior Loan TR  
Bismarck CBNA Loan Funding LLC  
Bk Of America, N.A.  
Black Diamond CLO 2005 2  
Black Diamond CLO 2005 I  
Black Diamond CLO 2006-I Caymn  
Blackrock BD FD Inc Hi Inc FD  
Blackrock Corp Hi Yld Fd III I  
Blackrock Corp Hi Yld Fd Inc  
Blackrock Corp Hi Yld Fd V Inc  
Blackrock Corp Hi Yld Fd VI In  
Blackrock Debt Strt Fd Inc  
Blackrock Div Inc Strt Fd Inc  
Blackrock Emp Ret Fd City Dal  
Blackrock FDS Hi Yld BD PF  
Blackrock Fltg Rt Inc Strt  
Blackrock Gbl Inv Ser Inc Str  
Blackrock Hi Inc Shrs  
Blackrock Hi Yld Tr  
Blackrock Met Inv Sr Tr Hi Yld  
Blackrock Mgd Ac Sr Hi Inc Pf  
Blackrock Multi-Strategy Fixed  
Blackrock Senior Inc Ser II  
Blackrock Sr Hi Fd Inc  
Blackrock Sr Inc Ser IV  
Blackrock Strt Bd Tr  
California State Teachers Ret

**Term Loan Secured Lenders (continued)**

Canadian Imperial Bk Comm  
 Canyon Cap Cdo 2002-1 Ltd  
 Carbonado LLC  
 Carlyle High Yield Part 2008-1  
 Carlyle High Yield Part IX Ltd  
 Castle Garden Fdg  
 Caterpillar Inc Mstr Pen Tr  
 Celfin Capital S.A. Gfufi  
 Chatham Light II CLO  
 Chatham Light III CLO Ltd  
 Citibank NA-N Y  
 City Of Milwaukee Employers Re  
 City Of Oakland Police  
 Classic Cayman Bd Ltd  
 Classic I Loan Funding  
 Contl Casualty Co  
 Csam Syndicated Loan Fd  
 Cuna Mutual Ins Society  
 Cypress Tree Intl Ln Holding C  
 De-Sei Instl Inv Tr-Hi Yld Bd  
 De-Sei Instl Mgd Tr-Hi Yld Bd  
 Delaware Delchester Fd  
 Delaware Diversified Inc Fd  
 Delaware Enhanced Global Divid  
 Delaware Grp Eq V Div Inc Fd  
 Delaware High-Yield Opp Fd  
 Delaware Inv Div & Income Fd  
 Delaware Optimum Fxd Income Fd  
 Delaware Pooled Tr-Core PL Inc  
 Delaware Pooled Tr-Hi Yld Bd P  
 Delaware Pseg Nuc Mstr Decommi  
 Delaware Vip Tr Diversified In  
 Delaware Vip Tr Hi Yld Series  
 Delaware-Lincoln Vipt Bd Fd  
 Deutsche Bk-New York  
 Diamond Springs Trading LLC  
 Eaton Vance Cdo IX Ltd  
 Eaton Vance Cdo VIII Ltd  
 Eaton Vance Cdo X PLC  
 Eaton Vance Fltg Rt Inc Tr  
 Eaton Vance Grayson & Co  
 Eaton Vance Instl Sr Ln Fd  
 Eaton Vance Loan Opp Fd Ltd  
 Eaton Vance Ltd Duration Inc F  
 Eaton Vance Medallion Floating  
 Eaton Vance Senior Inc Tr  
 Eaton Vance Sht Dur Div Inc Fd  
 Eaton Vance Sr Debt Pf  
 Eaton Vance Sr Fltg Rt Tr  
 Eaton Vance Sr Inc Tr  
 Eaton Vance Vt Fltg Rt Inc Fd  
 Emerald Orchard Ltd  
 Employers Ins Company Of Wausa  
 Evergreen Core Plus Bd Fd  
 Evergreen Hi Yld Bd Tr  
 Evergreen High Income Fund  
 Evergreen Inc Adv Fd  
 Evergreen Multi-Sector Income  
 Evergreen Utly & Hi Inc Fd  
 Evergreen Va High Income Fd  
 Fairview Funding LLC  
 Fidelity Advr Sr I-Advr Hi In  
 Fidelity Advr Sr II-Advr Strt  
 Fidelity American Hi Yld Fd  
 Fidelity Ballyrock Clo II  
 Fidelity Ballyrock Clo III  
 Fidelity Cip LLC:Fid FI Rate  
 Fidelity Puritan Tr-Puritan Fd  
 Fidelity Sch St Tr-Strt Inc Fd  
 Fidelity Summer St Tr-Cap & In  
 Fidelity Summer St-Cap & Inc F  
 Fidelity Vip V Strt Inc Pf  
 First Tr Highland Cap Fltg Rt  
 Flagship CLO IV  
 Flagship CLO V  
 Flagship CLO VI  
 Foothill CLO I Ltd  
 Foothill Gr Inc  
 Foothill Grp Inc  
 Fortress Cr Invs I Ltd  
 Fortress Cr Invs II Ltd  
 Four Corners CLO II Ltd  
 Frt Tr 4 Cor Sr Fl Rt Inc Fd 2  
 Fst Tr/Four Corners Sr Fltg Rt  
 Galaxite Master Unit Tst  
 GE Pen Tr  
 Gen Elec Cap Corp

**Term Loan Secured Lenders (continued)**

Genesis CLO 2007-1 Ltd  
 Genesis CLO 2007-2 Ltd  
 Global Investment Grade Credit  
 Golden Knight II CLO Ltd  
 Goldentree Ln Opp III Ltd  
 Goldentree Ln Opp IV Ltd  
 Goldman Sachs Cr Parts LP  
 Goldman Sachs-Abs Loans 2007 L  
 GPC 69 LLC  
 Grand Cent Asset Tr Bdc  
 Grand Cent Asset Tr Gsif  
 Grand Cent Asset Tr Wam  
 Grayson & Co  
 Gulf Stream - Sextant CLO 2007  
 Gulf Stream Compass CLO 2003-1  
 Gulf Stream-Compass CLO 2007  
 Harbour Town Funding LLC  
 Harch Clo II Ltd  
 Harch Clo III Ltd  
 Hartford-Fltg Bk Ln Sr Of Hart  
 Health Care Foundation Ks  
 Hewett's Island CLO V Ltd  
 Hewett's Island CLO VI Ltd  
 Hewetts Island CLO IV  
 Hewlett-Packard Co  
 HFR Rva Opal Master Trust  
 Highland Credit Opp CDO Ltd  
 Highland Floating Rate Fund  
 Highland Offshore Ptnrs LP  
 Highland-Pac Sel Fd Fltg Rt Ln  
 Himco Fltg Rt Fd  
 Ill Teachers Ret Sys Stpl  
 Illinois Municipal Retire Fund  
 Iowa Public Employees Retire  
 Ivy-Hi Inc Fd  
 Janus Adviser Floating Rate Hi  
 Jasper Funding  
 Jersey Street CLO, Ltd  
 Jp Morgan Whitefriars Inc  
 Katonah 2007-I CLO  
 Katonah III, Ltd.  
 Katonah IV Ltd  
 Kil Loan Funding LLC  
 L3- Lincoln Variable Ins Prods  
 Lincoln Natl Life Ins 12  
 Lincoln Natl Life Sa20  
 LI Rustic Canyon Funding LLC  
 Loan Funding XI LLC  
 Loan Star State Tr  
 Logan - Raytheon Mpt-Fltg Rate  
 Logan -Raytheon Mpt-Mid Grde P  
 Logan Cir-Russell Inv Co Multi  
 Logan Circ-Walt Disney Ret Pl  
 Logan Circle - Alameda Cty Tra  
 Logan Circle - Allina Healths  
 Logan Circle - Bechtel Corporation  
 Logan Circle - Fric Fixed Inco  
 Logan Circle - Liberty Mut Emp  
 Logan Circle - Ric PLC  
 Logan Circle - Rusilic Ruscbf  
 Logan Circle - Russell Multi-M  
 Logan Circle -Public Service E  
 Logan Circle Freddie Mac Fdtn  
 Logan Circle Peoples Enrgy Cor  
 Logan Circle Wis Pub Ser Pen T  
 Logan Circle- Sunoco Inc Mstr  
 Logan Circle-Raytheon Mstr Pen  
 Longhorn Cr Fdng LLC  
 Longlane Master Tr IV  
 Lord Abbett Inv Tr- Float Rate  
 Mackay Shlds Coreplusalpha Ltd  
 Mackay Short Duration Alpha Fd  
 Mackay-Ar Pub Emp Ret Sys  
 Madison Park Fdg III Ltd  
 Madison Park Fdng VI Ltd  
 Madison Park Funding I Ltd  
 Madison Park Funding II  
 Madison Park Funding IV Ltd  
 Madison Park Funding V Ltd  
 Marathon CLO I  
 Marathon CLO II Ltd  
 Marathon Financing I B V  
 Mariner LDC  
 Marlborough Street CLO Ltd  
 Mayport CLO Ltd  
 Mcdonnell-II State Board Inv  
 Meritage Fd Ltd  
 Merrill Lynch Cap Serv Inc  
 Mfs Charter Inc Tr

**Term Loan Secured Lenders (continued)**

Mfs Fltg Rt Hi Inc Fd  
Mfs Fltg Rt Inc Fd  
Mfs Intermarket Inc Tr I  
Mfs Intermediate High Income F  
Mfs Multimarket Income Trust  
Mfs Spcl VI Tr  
Mfs Sr III Tr Hi Yld Opp Fd  
Mfs Sr Tr III-Hi Inc Fd  
Mfs Sr Tr XIII-Div Inc Fd  
Mfs Tr VIII Strt Inc Fd  
Mfs Var Ins Tr- Mfs Strtgc Inc  
Mfs Variable Ins Tr Mfs High I  
Mfs Vit II High Yeld Portolio  
Mfs Vit II Strt Inc Port  
Mfs-Dif-Diversified Income Fun  
Microsoft Global Finance  
Mo St Emp Ret Sys  
Momentum Cap Fd Ltd  
Morgan Stanley Sr Fd Inc  
Mt Wilson CLO II Ltd  
Muzinich-Spc Extrayield \$ Segr  
Nash Point CLO  
Nash Point CLO III B.V.  
Nash Point II CLO  
National City Bank  
New York Life Ins GP Port Alp  
New York Life Ins Co GP  
Oak Hill Cr Part III  
Oak Hill Cr Partnes IV  
Oak Hill Credit Partners V Ltd  
Oak Hill Credit Ptnrs II Ltd  
Oaktree - Emp Ret Fd City Of D  
Oaktree - Gen Brd Pen Hlth Bnf  
Oaktree - High Yield LP  
Oaktree - Intl Paper Co Comngl  
Oaktree - Pac Gas & Elec Post  
Oaktree Cap Mgmt-Hi Yld Tr  
Oaktree Loan Fund 2x (Cay) LP  
Oaktree Loan Fund, L.P.  
Oaktree-Bill & Melinda Gates  
Oaktree-Daimlerchrysler Corp M  
Oaktree-High Yield Fd II LP  
Oaktree-San Diego Cty Emp Ret  
Oaktree-Tmct LCC  
Obsidian Master Fd  
OCM High Yield Plus Fd LP  
OCM -Cent St,Se & Sw Pens Pl  
OCM -IBM Personal Pens Pl  
OCM -Pac Gas & Elec Comp Ret Tr  
OCM -State Teach Ret Oh  
OCM -Wm Pool Hyld Fix Int Tr  
Octagon Invsmt Part XI Ltd  
Oevag  
OHA Cap Sol Fin Ofshore Ltd  
OHA Cap Sol Fin Onshore Ltd  
OHA Park Avenue CLO I Ltd  
OHSF Financing Ltd  
OHSF II Financing Ltd  
Oppenheimer Sr Fltg Rt Fd  
OW Fdng Ltd  
Pension Inv Comm Of GM For GM  
Phoenix Edge Sr Fd Multi Sect  
Phoenix Edge-Multi-Sec Fix Inc  
Phoenix Multisector Fx Inc Fd  
Phoenix Multisector Sht Trm Bd  
Phoenix Senior Floating Rt Fd  
Pimco Fairway Loan Funding Co  
Pimco1464-Freescale Retirement  
Pimco1641-Sierra Pac Rsrcrc De  
Pimco2244-Virginia Retirement  
Pimco2496-Fltg Rt Inc Fd  
Pimco2497-Fltg Rt Strt Fd  
Pimco2603-Red River Hypi Lp  
Pimco3813- Cayman Bk Ln Fd  
Pimco400-Stk Plus Sub Fd B LLC  
Pimco6819 Portola CLO Ltd  
Pimco700-Fd Tot Rtn Fd  
Pimco706-Fd Private Hi Yd Pt  
Pioneer Fltg Rt Tr  
Post - Royal Mail Pens Plan  
Post-Va Ret System Multi Port  
Primus CLO I Ltd  
Primus CLO II Ltd  
Princeton Rosedale CLO II Ltd  
Putnam 29x-Fds Tr-Fltg Rt Inc  
Putnam Bk Ln Fd (Cayman) Mstr  
Pyramis Fltg Rt Hi Inc Comngl  
Pyramis Hi Yld Bd Comngl Pool  
Race Point II CLO

**Term Loan Secured Lenders (continued)**

Race Point II CLO  
Race Point III CLO  
Race Point IV CLO Ltd  
Reams - Brd Of Pen Presbyteria  
Reams - Chicago Park District  
Reams - Children's Hspit Phila  
Reams - Ct Gen Life Ins Co  
Reams - Emp Ret Sys Of The Cit  
Reams - Goldman Core Plus Fixe  
Reams - Halliburton Company  
Reams - Kraft Foods Master Ret  
Reams - La Fire And Police  
Reams - Parkview Mem Hospital  
Reams - Reichhold, Inc.  
Reams - Rotary Intl Foundation  
Reams -San Diego Fdtn  
Reams City Of Mont Al Empl Ret  
Reams Ilwu Pma Pen Pln  
Reams Indiana St Pol Pen Tr  
Reams Indiana St Teach Ret Fd  
Reams Louisiana Carp Reg Cnc P  
Reams Muni Emp Ret Sys Michiga  
Reams Trustees Of Indiana Univ  
Reams- Columbus Core Pl  
Reams- Labcorp Cash Bal Ret  
Reams-Amer President Lines Ltd  
Reams-Bill & Melinda Found  
Reams-Bldng Trds Un Pen Tr  
Reams-Carp Pen Fd II  
Reams-Columbs Ext Mkt Fd Llc  
Reams-Eight Dist Elec Pen Fd  
Reams-Emp Ret Sys Balt Cnty  
Reams-Indiana Mjr Move Cnstrct  
Reams-Inter Lc Pen Fd Grphc Co  
Reams-Laboratory Corp Of Us HI  
Reams-Prudential Ret Ins & Ann  
Reams-Santa Barbara Cnty Emp R  
Reams-Sonoma Cnty Emp Ret Asso  
Reams-St Luke Epis Hlth Sys Fd  
Reams-The Mather Found Core Pl  
Reams-Trustees Of Purdue  
Reams-Univ Of Kentucky  
Reams-Ventura Cnty Emp Ret Ass  
RGA Reinsurance Co  
Royal Bk Of Scot PLC  
Sanctuary Clear Creek  
Sanford Bernstein II Interm Du  
Sanford Bernstein Interm Dur P  
Sankaty Cr Opps Off Mtr IV LP  
Sankaty High Yield Part II LP  
Sankaty Hy Part III LP  
Seattle City Empl Retire  
Secondary Loan And Distressed  
Security Invstrs-Hi Yld Fd  
Sei Inst Mgd Tr Core Fxd Inc  
SF-3 Segregated Portfolio  
Sfr Ltd  
Shinnecock CLO II Ltd  
Silverado CLO 2006-I Ltd  
Spiret IV Loan Trust 2003 B  
Sss Fdg II, LLC  
State Of Connecticut  
Stoney Lane Fdng I Ltd  
Talon Total Return Ptnrs LP  
Talon Total Return Qp Ptnrs LP  
TCW Absolute Return Credit Fd  
TCW High Income Parts Ltd  
TCW Sr Secured Fltg Rt Ln Fd L  
TCW Sr Secured Ln Fund LP  
TCW Velocity CLO  
TCW -Park Avenue Ln Tr  
Texas Cty & Dist Ret Sys  
TMCT II LLC  
Trilogy Portfolio Co LLC  
Trs Svco LLC  
Vitesse CLO Ltd  
Vulcan Ventures Inc  
Wamco 176-Va Supplemental Ret  
Wamco 2357-Legg Mason Ptnrs  
Wamco 3023-Virginia Ret Sys Bk  
Wamco 3073-John Hancock Trst  
Wamco 3074-John Hancock Fd II  
Wamco Mt Wilson CLO  
Wamco Mt Wilson CLO  
Wamco Wstrn Asst Fltg Rt Hi In  
Wamco-3131-Raytheon Master Pen  
Wells - 13702900  
Wells - 13823100  
Wells - 14945000

**Term Loan Secured Lenders (continued)**

Wells - 16017000  
 Wells 16959701-John Hancock In  
 Wells Cap Mgmt - 13923601  
 Wells Cap Mgmt 12222133  
 Wells 16463700 La Dept W&Pwr Em  
 Wells 16959700-Jh Hi Yld  
 West Bend Mutual Insurance Com  
 XX - Agility Glb Fx Inc Mst Fd  
 XX - Mfs - High Yield Var Acct  
 XX - Sankaty Credit Opp IV LP  
 XX - Stichting Bedrijfstakpens  
 XX - Stichting Pensionfonds Me  
 XX - The Hartford Fltng Rt Fd  
 XX - Wells Cap Mgmt 18866500  
 XX - Fidelity Canadian Asset All  
 XX -GMAM Investment Funds Trust  
 XX -Lehman Brothers First Trust  
 XX -Lehman Brothers High Income  
 XX -Neuberger Berman Income  
 XX -Rbc Dexia Investor Services  
 XX -Sg Am Ai Ec V - Ca

**Credit Revolver Secured Lenders**

ABN AMRO  
 Australia & New Zealand Bank  
 Banca Intesa (Intesa BC)\*\*  
 Banco Comercial Portugues  
 Bank of America  
 Bank of China  
 Bank of Montreal  
 Bank of New York  
 Bank of Nova Scotia  
 Barclays Bank  
 Bayerische Landesbank  
 BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria)  
 Bear Stearns  
 BNP Paribas  
 BOTM  
 Calyon  
 CIBC  
 Citibank, N.A.  
 Citigroup  
 Citizens Savings Bank  
 Comerica Bank  
 Commerzbank AG  
 Credit Suisse  
 Deutsche Bank  
 Dresdner Bank  
 Fifth Third Bank  
 Fortis  
 Helaba (Landesbank Hessen)  
 HSBC  
 ING Bank  
 JP Morgan Chase  
 KBC Bank  
 Key Bank  
 M&T Bank  
 Mellon Bank  
 Merrill Lynch Bank  
 Mizuho Corporate Bank  
 Morgan Stanley  
 Nordea Bank  
 Northern Trust Company  
 RBS (Royal Bank of Scotland)  
 San Paolo Di Torino  
 SE Banken  
 SMBC  
 Societe Generale  
 Standard Chartered Bank  
 UBS AG  
 WestLB

**Professionals Employed**

ABN AMRO, Inc.  
 Acteon  
 AG Edwards Inc.  
 Alix Partners  
 Arthur Andersen  
 Bank of New York Mellon Corporation  
 Bear Stearns International Limited  
 Bear, Stearns & Co. Inc.  
 Blackstone Group L.P.  
 BNP Paribas  
 Citibank, National Association (Las Vegas, NV)  
 Citigroup CIB  
 Computershare Trust Company, NA  
 Cravath, Swaine & Moore LLP  
 Credit Suisse  
 Daiwa Europe (Deutschland) GmbH

**Professionals Employed (continued)**

Davis Polk & Wardwell  
 Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP  
 Deutsche Bank Securities Inc.  
 Ernst & Young  
 Evercore Partners Inc.  
 Goldman Sachs Group Inc.  
 Goldman, Sachs & Co.  
 Gupton Mars  
 Honigman Miller Schwartz and Cohn LLP  
 J.P. Morgan & Co. Inc.  
 JPMorgan Chase & Co  
 Jenner & Block LLP  
 Jones Day  
 Kirkland & Ellis LLP  
 KPMG LLP  
 Mallesons Stephen Jaques  
 Merrill Lynch & Co., Inc.  
 Merrill Lynch International Limited  
 Merrill Lynch, Pierce, Fenner & Smith Incorporated  
 Morgan Stanley & Co. Incorporated  
 Osler, Hoskin & Harcourt LLP  
 Price Waterhouse Coopers  
 Resource Global Professionals  
 Richards, Layton & Finger  
 Stewart McKelvey Stirling Scales  
 W. Y. Campbell & Company  
 Weil, Gotshal & Manges LLP  
 White & Case, L.L.P.

**Major Customers**

AMERCO  
 American Creek Resources Ltd.  
 American DG Energy, Inc.  
 Asbury Automotive Group, Inc.  
 Asiaavto JSC  
 Avis Budget Car Rental, LLC  
 Avis Budget Group, Inc.  
 Barloworld Ltd.  
 BMW Group  
 Brunswick Corp.  
 CarMax Inc.  
 Casa Cuervo, S.A. de C.V.  
 CFAO  
 Coachmen Industries Inc.  
 Combined Motor Holdings Ltd.  
 Delphi Corp.  
 Eagle Coach Company  
 Europcar Groupe S.A.  
 Evans Halshaw Motors Ltd.  
 Federal Coach, LLC  
 GMAC LLC  
 Group 1 Automotive Inc.  
 Imperial Holdings Ltd.  
 Infomedia Ltd.  
 Insignia Group, LC  
 Johnson Industries, Inc.  
 Linamar Hungary Autóipari és Gépgyártó Nyilvánosan Muködo Részvénytársaság  
 Lookers plc  
 McCarthy Motor Holdings  
 Next Inc.  
 Penske Automotive Group, Inc.  
 Quantum Telecom, Inc.  
 Residential Capital LLC  
 Rush Enterprises, Inc.  
 SAIC Motor Corporation Limited  
 Sense Technologies Inc.  
 Stakianakis SA  
 Signature Eyewear Inc.  
 Sonavox International Holdings Ltd.  
 Sonic Automotive Inc.  
 Starsauto Pte Ltd.  
 Stern Autobedrijven N.V. (Out of Business)  
 Stratsstone Specialist Limited  
 Super Group Ltd.  
 Synergy Drive Bhd  
 The Hertz Corporation  
 Thor Industries Inc.  
 Tunas Ridean PT  
 United Solar Ovonic Corp.  
 Wallbridge Mining Co. Ltd.  
 WBL Corp. Ltd.  
 Winnebago Industries Inc.  
 Woods Industries Inc  
 XM Satellite Radio, Inc.  
 Zastava Grupa Vozila AD

**Top 100 Suppliers**

AIG Vantage Capital LP.  
 Al-Shreveport LLC  
 Aisin Seiki Co Ltd.  
 Allison Transmission Inc.  
 Alpha SA De Cv  
 American Axle & Mfg Holdings Inc.  
 Android Industries-Delta Township  
 AP Plasman Corp.  
 Arvinmeritor Inc.  
 Auma SA De Cv  
 Ballard Power Systems Inc.  
 Behr GmbH & Co.  
 Borg Warner Inc.  
 Bosch, Robert Stiftung GmbH  
 Bose Corp.  
 Bridgestone Corp.  
 Brose International GmbH  
 Burrelle  
 Challenge Mfg Co.  
 Cloyes Gear & Products Inc.  
 Compagnie Generale Des Etablissements  
 Concord International Inc.  
 Continental AG  
 Continental Plastics Co.  
 Cooper-Standard Holdings Inc.  
 Dakkota Integrated Systems LLC  
 Dana Holding Corp.  
 Delphi Corp.  
 Denso Corp.  
 Detroit Technologies Inc.  
 Eaton Corp.  
 Exedy Corp.  
 Fiat Spa  
 Flex-N-Gate Corp.  
 Getrag Getriebe-Und Zahnradfabrik  
 GKN Plc  
 Goodyear Tire & Rubber Co.  
 Grupo Antolin Irausa SA  
 Guardian Industries Corp.  
 Hayes Lemmerz International Inc.  
 Hella Kgaa Hueck & Co.  
 Henniges Automotive Holding Inc.  
 Hillite International Inc.  
 Hitachi Ltd.  
 HP-Pelzer Beteiligungsholding GmbH  
 Icahn Enterprises LP  
 Illinois Tool Works Inc.  
 Inergy Automotive Systems  
 International Automotive Components  
 J2 Management Corp.  
 Johnson Controls Inc.  
 Key Safety Systems Inc.  
 Kohiberg & Co LLC  
 L&W Inc.  
 Lear Corp.  
 Linamar Corp.  
 Lio Ho Machine Works Ltd.  
 Mahle-Stiftung GmbH  
 Mando Corp.  
 Martinrea International Inc.  
 Mold Masters Co.  
 Morgan, JP Chase & Co  
 Multimatic Inc.  
 Nippon Sheet Glass Co Ltd.  
 Noble International Ltd.  
 Nyx Inc.  
 Peugeot SA  
 Remy International Inc.  
 Renco Group Inc.  
 Sanluis Corporacion SA De Cv  
 Schaeffler Kg  
 SL Corp.  
 Sumitomo Electric Industries Ltd.  
 Textron Inc.  
 TI Automotive Ltd.  
 Timken Co. Inc.  
 TKJ KK  
 Tomkins Plc  
 Total SA  
 Toyota Industries Corp.  
 TRW Automotive Holdings Corp.  
 Valeo  
 Van-Rob Inc.  
 Visteon Corp.  
 Webasto Ag  
 Windsor Mold Inc.  
 Yazaki Corp.  
 Yorozu Corp.  
 Zeppelin-Stiftung

**Top 100 Suppliers (continued)**

ZF Lenksysteme GmbH

**Strategic Alliances**

123 Systems, Inc.  
 Apollo Tyres Ltd.  
 Applied Intellectual Capital  
 Avtor-Kholding Grupp OAO  
 BMW Group  
 Carnegie Mellon University  
 CNF Technologies, Inc.  
 Compact Power, Inc.  
 Daechang Forging Co., Ltd.  
 Daimler AG  
 DRB-HICOM Bhd  
 Duke Energy Corp.  
 Ford Motor Co.  
 Freudenberg-NOK General Partnership  
 GAZ Group  
 GMAC LLC  
 Hitor Group, Inc.  
 HSBC Finance Corp.  
 HSBC Financial Corp Ltd.  
 IF P&C Insurance Holding Ltd.  
 Indian Institute of Technology, Kharagpur  
 Mondragón Corporación Cooperativa  
 National Governors Association  
 Nicholas Financial Inc.  
 Ontario Power Generation Inc.  
 PTT Public Co. Ltd.  
 Rockwood Holdings Inc.  
 Rockwood Specialties Group Inc.  
 Rodale Inc.  
 Saudi Basic Industries Corp.  
 Segway, Inc.  
 Shanghai Automotive Industry Corporation  
 Shell Hydrogen B.V.  
 SK Telecom Co. Ltd.  
 State Grid Corporation of China  
 Thailand Automotive Industry Association  
 The Electric Power Research Institute, Inc.  
 Tóth Autó Kft  
 Toyota Motor Corp.  
 Tsinghua University  
 University of Ontario Institute of Technology  
 Uzavtosanoat JSC  
 Veolia Environnement SA  
 VeraSun Energy Corporation

**Unions/Non-Debtor Parties to Collective Bargaining Agreements**

IAM  
 IBEW  
 International Association of Machinists  
 International Brotherhood of Electrical Workers  
 International Union of Electronic, Electrical, Salaried, Machine and Furniture  
 Workes (IUE)

**Major Litigation Claimants**

Alex Mager  
 Allgood  
 Alliance of Automobile Manufacturers  
 Amico  
 Association of International Automobile Manufacturers  
 Aurelius Capital Partners LP  
 Barnevik  
 Belch  
 Bryant  
 California Attorney General  
 California ex rel. Lockyer  
 Chartrand  
 Delphi ERISA Litigation  
 EPA Region III  
 EPA Region V  
 Evans and Evans Cooling Systems, Inc  
 Folksam Asset Management, et al  
 Galliani  
 Goodridge  
 Gutzler  
 Henry Gluckstern  
 Hunter  
 Int'l Union  
 J&R Marketing  
 J&R Marketing, SEP  
 John Orr  
 Kenneth Stewart  
 Margaret George  
 Mary M. Brewer  
 New Market Vehicle Canadian Export Antitrust Litigation  
 OnStar Contract Litigation  
 Robin Salisbury

**Major Litigation Claimants (continued)**

Sanute  
 Sharon Bouth  
 Sidra Bell  
 Stanley Zelezienski  
 Stein v. Bowles  
 Young

**Professionals Retained by Significant Creditor Groups**

Brown Rudnick  
 Cadwalader Wickersham and Taft LLP  
 Haynes & Boone LLP  
 Houlihan Lokey  
 Lazard Ltd.  
 Morgan, Lewis & Bockius  
 Otterbourg, Steindler, Houston & Rosen, P.C.  
 Paul, Weiss, Rifkind, Wharton & Garrison LLP  
 Rothschild LLP  
 Simpson Thacher & Bartlett LLP  
 Skadden, Arps, Slate, Meagher & Flom LLP  
 Sonnenschein Nath & Rosenthal LLP

**Entities in which GM owns an equity interest (This list is based on the entities disclosed in Exhibit 21 to the 2008 10-K, a list of direct investments included in the Capital IQ Report, and the organizational charts provided by GM.)****Asia Pacific**

Autohaus Anif GmbH  
 Chevrolet Austria GmbH  
 Chevrolet Belgium  
 Chevrolet Deutschland GmbH  
 Chevrolet Espana S.A.  
 Chevrolet Euro Parts Center B.V.  
 Chevrolet Europe GmbH  
 Chevrolet Finland OY  
 Chevrolet France S.A.S.  
 Chevrolet Italia S.p.A.  
 Chevrolet Nederland B.V.  
 Chevrolet Poland Sp. Z.O.O.  
 Chevrolet Portugal, LDA  
 Chevrolet Sales (Thailand) Ltd.  
 Chevrolet Southeast Europe Automobile LLC.  
 Chevrolet Suisse S.A.  
 Chevrolet Sverige AB  
 Chevrolet Turkiye Ticaret Ltd. Sti.  
 Chevrolet UK Ltd.  
 Daewoo Motor De Puerto Rico Inc.  
 Espace 328 S.A.R.L.  
 General Motors (China) Investment Company Ltd.  
 General Motors China, Inc.  
 General Motors (Hong Kong) Company Limited  
 General Motors (India) Marketing Private Limited  
 General Motors Asia Pacific (Japan) Limited  
 General Motors Asia Pacific (Pte.) Ltd.  
 General Motors Australia Limited  
 General Motors Daewoo Auto And Technology CIS  
 General Motors Global Industries Co. Ltd.  
 General Motors Holden Ltd.  
 General Motors Holden's Sales Pty.  
 General Motors India Private Limited  
 General Motors Japan Ltd.  
 General Motors Ltd.  
 General Motors Malaysia  
 General Motors New Zealand Pension Limited  
 General Motors New Zealand Pensions Limited  
 General Motors Powertrain (Thailand)  
 General Motors Southeast Asia Operations Limited  
 General Motors Taiwan Limited  
 General Motors Thailand Ltd.  
 GM Automobiles Philippines Inc.  
 GM Autoworld Korea Co. Ltd.  
 GM Autoworld Yugen Kaisha  
 GM Daewoo Auto & Technology Company  
 GM Investments Pty. Ltd.  
 GM Holden Investments Pty Ltd. (now called General Motors Investments Pty Ltd.  
 GM Korea Co. Ltd.  
 GM Uzbekistan  
 GM Diesel Engineering Limited  
 Herouville Motors S.A.R.L.  
 Hicom Chevrolet SDN BHD  
 Holden's New Zealand Ltd.  
 LCV Platform Engineering Corp.  
 P.T. General Motors Autoworld  
 P.T. General Motors Indonesia  
 P.T. Mesin Indonesia  
 Pan Asia Technical Automotive Center Company  
 SAIC GM Wuling Automobile Ltd.  
 Shanghai General Motors Corporation  
 Shanghai GM (Shenyang) Norsom Motors Co. Ltd.

**Asia Pacific (continued)**

Shanghai GM Dongyue Motors Co. Ltd.  
 Shanghai GM Dongyue Powertrain  
 Vietnam Daewoo Motor Co. Ltd.  
 Yulon General Motors Co.  
 Yulon GM Motors Company Limited

**Latin America, Africa, and Middle East**

Al Mansour Automotive Sae  
 Boco (Proprietary) Limited  
 Chevrolet S.A. De Ahorras Para Fines Determinados  
 Dad Holdings (Pty.) Ltd.  
 Delmot Properties  
 DMC Holdings (Pty.) Ltd.  
 Elasto S.A.  
 General Motors Africa And Middle East FZE  
 General Motors Chile S.A.  
 General Motors Colmotores S.A.  
 General Motors De Argentina S.R.L.  
 General Motors Del Ecuador S.A.  
 General Motors Do Brasil LTDA.  
 General Motors East Africa Limited  
 General Motors Egypt S.A.E.  
 General Motors Inversiones Santiago  
 General Motors Israel  
 General Motors Nigeria Ltd.  
 General Motors Peru S.A.  
 General Motors South Africa  
 General Motors Uruguay  
 General Motors Venezolana C.A.  
 Global Logistical Services (Pty.) Ltd.  
 GM Factoring Sociedade De Fomento Comercial LTDA.  
 GM-Isuzu Camiones Colombia  
 GM-Isuzu Camiones Ecuador  
 GM - Isuzu Camiones Andinos de Colombia Limitada  
 GM - Isuzu Camiones Andinos del Ecuador GMCA Ecuador CIA. Ltda.  
 Holdcorp S.A.  
 Isuzu Truck South Africa (Pty) Limited  
 Mac International Fzco  
 Midas Group (Proprietary) Limited  
 Omnibus Bb Transportes S.A.  
 Plan Automotor Ecuatoriano S.A. Planautomotor  
 Precision Exhaust Systems  
 Ruedas De Aluminio C.A.  
 Sociedad De Compra Programada Chevrolet C.A.  
 Stainless Precision Components (Pty.) Ltd.  
 Universal Motors Israel Ltd.

**Europe**

Adam Opel GmbH  
 Aftermarket (UK) Ltd.  
 Aftermarket Italia S.R.L.  
 Amg Svenska Ab  
 Atk Automotive Technology Kaiserslautern GmbH  
 Carus Grundstucks - Mbh & Co. Object Kuno 65 KG Vermietungsgesellschaft  
 Carus Grundstucks - Vermietungsgesellschaft MBH & Co. Object Leo 40 KG  
 Caterpillar Logistics LLC  
 Caterpillar Logistics Supply Chain Services GMBG  
 Caterpillar Logistics Supply Chain Services Italia S.R.L.  
 EMWE B.V.  
 Fiat-GM Powertrain Polska Sp Z O.O.  
 General Motors Asset Management Limited  
 General Motors Auto LLC  
 General Motors Automotive Holdings S.L.  
 General Motors Belgium N.V.  
 General Motors Central And Eastern Europe  
 General Motors CIS  
 General Motors Coordination Center N.V.  
 General Motors Espana SL  
 General Motors Europe Holdings S.L.  
 General Motors Europe Holdings S.A.  
 General Motors Finland OY  
 General Motors France S.A.  
 General Motors Investment Services Company  
 General Motors Investment Trustees Ltd.  
 General Motors Ireland Ltd.  
 General Motors Italia S.R.L.  
 General Motors Manufacturing Poland Sp. Z.O.O.  
 General Motors Nederland B.V.  
 General Motors Norden AB  
 General Motors Nordiska AB  
 General Motors Norge AS  
 General Motors Poland Spolka Z.O.O.  
 General Motors Portugal LDA.  
 General Motors Powertrain - Kaiserslautern Germany GmbH  
 General Motors Powertrain Austria GmbH  
 General Motors Powertrain GmbH  
 General Motors Powertrain Holding B.V.  
 General Motors Powertrain Hungary Ltd.  
 General Motors Powertrain Sweden AB

**Europe (continued)**

General Motors Strasbourg S.A.S.  
 General Motors Suisse S.A.  
 General Motors UK Limited  
 General Motors Uzbekistan  
 Global Tooling Service Company Europe Limited  
 GM Auslandsprojekte GmbH  
 GM Austria GmbH  
 GM Automotive Services, Belgium  
 GM Automotive UK Limited  
 GM Europe A.G.  
 GM Europe GmbH  
 GM Europe Treasury Company AB  
 GM Global Purchasing And Supply Chain S.R.L. Romania  
 GM Hellas A.B.E.E.  
 GM Overseas Funding LLC  
 GM Plats (Proprietary) Limited  
 GM Turkiye Ltd Sirketi  
 GM - Avtovaz  
 IBC Vehicles (Distribution) Limited  
 IBC Vehicles Ltd  
 Ile De France Automobiles S.A.  
 Isuzu Motors Polska Sp. Z O. O.  
 Millbrook Proving Ground Ltd.  
 Opel Eisenach GmbH  
 Opel Live GmbH  
 Opel Performance Center GmbH  
 Opel Special Vehicles GmbH  
 Opel Wohnbau GmbH  
 Prostep AG  
 Randstad Worknet GmbH  
 Saab Automobile Investing A.B.  
 Saab City Ltd.  
 Saab Deutschland GmbH  
 Saab Great Britain Limited  
 Saab Marlow  
 Saab Zentrum Frankfurt  
 Saab-Ana I Trollhatten A.B.  
 Saab-Scania Canada  
 Vauxhall Engineering Centre Ltd.  
 Vnc Sub Holdings (UK) Ltd.

**North America – Dealerships**

Advantage Chevrolet Of Bolingbrook, Inc.  
 Angleton Auto Center, Inc.  
 Athens Chevrolet, Inc.  
 Beck & Masten Gulf Freeway, Inc.  
 Bill Osborne Chevrolet Ltd.  
 Britain Chevrolet, Inc.  
 Broome Oldsmobile, Inc.  
 Buick Pontiac GMC Of Moosic, Inc.  
 Buick-GMC Of Milford, Inc.  
 Cable - Dahmer Chevrolet, Inc.  
 Cadillac Hummer Of London Inc.  
 California Automotive Retailing Group, Inc.  
 Carnahan Chevrolet, Inc.  
 Champion Buick Pontiac GMC, Inc.  
 Champion Chevrolet, Pontiac, Buick, Inc.  
 Chevrolet Of Novato, Inc.  
 Chevrolet-Saturn Of Harlem, Inc.  
 Clear Lake Automotive Group, Inc.  
 Cloutier Pontiac Buick Ltée  
 Colchester Chevrolet, Inc.  
 Conlin Pontiac Buick GMC Ltd.  
 Curt Warner Chevrolet, Inc.  
 Danny Beck Chevrolet, Inc.  
 Ddh Investment North Texas, Inc.  
 Ddh Investment South Texas, Inc.  
 Dennis Jonsson Motor Products Ltd.  
 Desert Sun Motors Chevrolet-Oldsmobile-Cadillac, Inc.  
 Dinuba Auto Center, Inc.  
 Elk Grove Saturn Auto, Inc.  
 Exton Motors, Inc.  
 Falls Pontiac GMC, Inc.  
 Fernandez- GMC GMC -Pontiac Buick, Inc.  
 Florence Buick- GMC, Inc.  
 Florence Chevrolet, Inc. (Tom Gill Chevrolet)  
 Franklin Buick-Pontiac- GMC, Inc.  
 Fredericktown Chevrolet Co., Inc.  
 Freeborough Automotive, Inc. (Saturn Of Okemos)  
 Friendly Motors, Inc.  
 Fugère Pontiac Buick Inc.  
 Gema Automotive, Inc.  
 General Sales Company Of West Chester, Inc.  
 Gilroy Chevrolet Cadillac, Inc.  
 Golden State Motors, LLC  
 Grayson Motors Of Texas, Inc.  
 Hawaii Automotive Retailing Group, Inc.  
 Henderson Chevrolet, Inc.  
 Hmp On The Mountain

**North America – Dealerships (continued)**

Ile-Perrot Chevrolet Ltée  
 Integrity Saturn Of Chattanooga, Inc. (Saturn Of Chattanooga)  
 Jkars, Inc.  
 Joe Giacomini Chevrolet, Inc.  
 Joe Morgan Chevrolet Cadillac, Inc.  
 John H. Powell Jr. Chevrolet - Oldsmobile, Inc.  
 Ken Behlmann Automotive Services, Inc.  
 King's Mountain Chevrolet, Inc.  
 Lankford Buick-Pontiac- GMC, Inc.  
 Laplante Chev. Pontiac Buick GMC Ltd.  
 Las Cruces Automotive Group, Inc.  
 Leo Stec Saturn, Inc. (Saturn Of Chicago)  
 Little Rock Automotive Group (Gwatney Pbg)  
 Lou Sobh Cerritos Saturn, Inc.  
 Lou Sobh Saturn, Inc. (Saturn Of Schaumburg)  
 Mack Johnson Automotive, Inc. (Saturn)  
 Mangino Chevrolet, Inc.  
 Martin Saturn Of Ontario, Inc.  
 Metro Saab, Inc.  
 Milton Chevrolet, Inc. (Sobh-Locklear Chevrolet)  
 Moran Cadillac - GMC, Inc.  
 Morris Pontiac-GMC, Inc.  
 Motors Holding San Fernando Valley, Inc.  
 Muncie Chevrolet-Cadillac, Inc. (American Chevrolet Cadillac)  
 New Castle Automotive, Inc. (Bill Walker Chev Pontiac Buick Cadillac)  
 Oakland Automotive Center, Inc.  
 Peninsula Pontiac GMC Buick, Inc.  
 Plaza Chev. Olds. Pontiac Buick GMC (2003)  
 Poughkeepsie Chevrolet, Inc.  
 Prestige Saturn Of Jacksonville, Inc. (Avenues)  
 Puente Hills Pontiac GMC Buick, Inc.  
 Rancho Mirada Chevrolet, Inc.  
 Renton Cadillac Pontiac GMC, Inc.  
 Salas Automotive Group, Inc.  
 Salois Pontiac Buick GMC (1999) Ltée  
 San Francisco Multiple Dealer Holdings, Inc.  
 San Patricio Automotive Group, Inc.  
 Saturn Of Central Florida, Inc. (Orlando South)  
 Saturn Of Charlotte Market Area, Inc.  
 Saturn Of Connecticut, Inc.  
 Saturn Of Dartmouth Inc.  
 Saturn Of Raleigh Market Area, Inc.  
 Saturn Of Salt Lake, Inc.  
 Saturn Of Wilkes Barre, Inc.  
 Saturn Saab Of Halifax Inc.  
 Scott Drummond Motors Ltd.  
 Shawinigan Chevrolet (2003) Inc.  
 Signature Cadillac  
 Simpsonville Chevrolet, Inc.  
 Slaughter Motor Company, Inc.  
 Smokey Point Buick Pontiac GMC, Inc.  
 Taft Automotive, Inc.  
 Tampa Bay Buick, Inc.  
 Todd Wenzel Chevrolet, Inc.  
 Tracy Pontiac GMC Cadillac, Inc.  
 Trimarco Pontiac-Buick- GMC, Inc. (Gary Trimarco Automotive)  
 Tyler Motor Company, Inc.  
 Valley Stream Automotive, Inc.  
 Vanover Chevrolet, Inc.  
 Wallis Pontiac Buick GMC Ltd.  
 Washington Chevrolet, Inc.  
 West Haverstraw Chevrolet, Inc.  
 Westborough Buick-Pontiac- GMC, Inc.  
 Westminster Pontiac GMC Buick, Inc.  
 Wills Chevrolet Ltd.  
 Woody Folsom Automotive, Inc.

**North America – Dormant**

3535673 Canada Inc.  
 Beil Acquisition Corporation  
 Delphi Energy And Engine Management Systems UK Overseas Corporation  
 General Motors Commercial Corporation  
 General Motors Export Corporation  
 General Motors International Operations, Inc.  
 General Motors Receivables Corporation  
 GM Auto Receivables Co.  
 GM Car Company LLC  
 GM Driversite Incorporated  
 GM National Car International, Ltd.  
 GMAC Auto Lease Purchase Corporation  
 GMLG Ltd.  
 GMRH Kansas City, Inc.  
 GMRH Philadelphia, Inc.  
 GMRH Pittsburgh, Inc.  
 GMRH Seattle, Inc.  
 GMRH St. Louis, Inc.  
 GMRHLA, Inc.  
 Hec Holdings, Inc.  
 Koneyren, Inc.

**North America – Dormant (continued)**

Lidlington Engineering Company, Ltd.  
Manual Transmissions Of Muncie, LLC  
MLS USA, Inc.  
Motors Trading Corporation  
New-Cen Commercial Corporation  
Premier Investment Group, Inc.

**North America – Holding Companies**

2035208 Ontario Inc.  
2140879 Ontario Inc.  
Alternative Energy Services LLC  
Annunciata Corporation  
Auto Lease Finance Corporation  
Doraville Bond Corporation  
El-Mo Holding I Corporation  
El-Mo Holding II Corporation  
General Motors Asia Pacific Holdings, LLC  
General Motors Asia, Inc.  
General Motors China  
General Motors Indonesia, Inc.  
General Motors International Holdings, Inc.  
General Motors Korea, Inc.  
General Motors Nova Scotia Finance Company  
General Motors Nova Scotia Investments Limited  
General Motors Thailand Investments, LLC  
GM APO Holdings, LLC  
GM Finance Co. Holdings LLC  
GM LAAM Holdings, LLC  
GM Preferred Finance Co. Holdings Inc.  
GMCH & Sp Private Equity II L.P.  
LBK, LLC  
Parkwood Holdings Ltd.  
Vector SCM, LLC

**North America – Joint Ventures**

Aerovironment, Inc.  
Andiamo Riverfront, LLC  
Automotive Air Charter, Inc.  
Automotive Composites Consortium  
Aviation Spectrum Resources Holdings, Incorporated  
Cadillac Polanco, S.A. De C.V.  
Cami Automotive, Inc.  
Coach Insignia LLC  
Controladora Adcelco S.A. De C.V.  
Controladora General Motors, S.A. De C.V.  
Coskata, Inc.  
Cunningham Motor Company  
Dmax, Ltd.  
Electric Scientific, Inc.  
Electrical Wiring Component Applications Partnership  
Genasys L.L.C.  
General Motors De Mexico, S. De R.L. De C.V.  
General Motors Isuzu Commercial Truck, LLC  
Giner Electrochemical Systems, LLC  
GMAC Holding S.A. De C.V.  
GSI Lumonics  
Low Emission Paint Consortium  
Mascoma Corp.  
Multiple Dealerships Holdings Of Albany, Inc.  
New Cure, Inc.  
New United Motor Manufacturing, Inc.  
Occupational Safety Research Partnership  
OEconnection LLC  
OEconnection Manager Corp.  
PDES, Inc.  
Quantum Fuel Systems Technologies Worldwide, Inc.  
Renaissance Center Management Company  
Robotic Vision Systems, Inc.  
Sistemas Para Automotores De Mexico, S. De R.L. De C.V.  
Supercomputer Automotive Applications Partnership  
Tx Holdco, LLC  
United Online, Inc.  
United States Automotive Materials Partnership  
US Advanced Battery Consortium  
Vector Scm Mexico S. Del. De Cv  
XM Satellite Radio Holdings Inc.

**North America – Operating Entities**

3096169 Nova Scotia Co.  
Argonaut Holdings, Inc.  
Environmental Corporate Remediation Company, Inc.  
General International Insurance Services Limited  
General International Limited  
General Motors Asset Management Corporation  
General Motors Employees Foundation  
General Motors Foundation, Inc.  
General Motors Global Service Operations, Inc.  
General Motors Investment Management Corporation  
General Motors Of Canada Limited

**North America – Operating Entities (continued)**

General Motors Overseas Commercial Vehicle Corporation  
General Motors Overseas Corporation  
General Motors Overseas Distribution Corporation  
General Motors Product Services, Inc.  
General Motors Research Corporation  
General Motors Trust Bank, N.A.  
General Motors Trust Company  
General Motors U.S. Trading Corp.  
GM Eurometals, Inc.  
GM GEFS L.P.  
GM Global Technology Operations, Inc.  
GM Global Tooling Company, Inc.  
GM International Sales Ltd.  
GM Overseas Funding, LLC  
GM Personnel Services, Inc.  
GM Preferred Receivables Corporation  
GM Technologies, LLC  
GMAC Auto Lease Payment Corp.  
GMAC LLC  
GMAM Real Estate I, LLC  
GM-DI Leasing Corporation  
GMOC Administrative Services Corporation  
Grand Pointe Holdings, Inc.  
HRL Laboratories LLC  
Hydrogenics Corporation  
Metal Casting Technology, Inc.  
Motor Enterprises, Inc.  
National Motors Bank FSB  
NJDOI/GMAM Core Plus Real Estate Investment Program, L.P.  
NJDOI/GMAM Opportunistic Real Estate Investment Program, L.P.  
NJDOI/GMAM High Grade Partners II, L.P.  
North American New Cars, Inc.  
Onstar Canada Corporation  
PIMS Co.  
Remediation And Liability Management Company, Inc.  
Riverfront Development Corporation  
Riverfront Holdings III, Inc.  
Riverfront Holdings Phase II, Inc.  
Riverfront Holdings, Inc.  
Saab Cars Holdings Overseas Corp.  
Saturn County Bond Corporation  
Truck And Bus Engineering U.K., Limited  
WRE, Inc.

**North America - SVP**

1908 Holdings Ltd.  
3183795 Nova Scotia ULC  
Brazauto Trading (Cayman) Limited  
Carve-Out Ownership Cooperative LLC  
El-Mo Leasing II Corporation  
El-Mo Leasing III Corporation  
El-Mo-Mex, Inc.  
Facilities Real Estate LLC  
Facilities Real Estate Trust  
General Motors Foreign Sales Corporation  
General Motors Trade Receivables LLC  
GM Facilities Trust  
GM GEFS Holdings (Chc4) ULC  
GM GEFS Holdings Canada ULC  
GMODC Receivables Funding LLC  
GMODC Trade Receivables LLC  
Lease Ownership Cooperative LLC  
Monetization Of Carve-Out, LLC

**Miscellaneous**

Adcelco, Inc.  
Aisin GM Allison Co., Ltd.  
Asheville Chevrolet, Inc  
Cadillac Motor Div Area  
Chevrolet Sociedad Anonima De Ahorro Para Fines Determinados  
C.JSC GM-Avtovaz  
Cobb Parkway Chevrolet, Inc  
Elgin Pontiac GMC Inc  
Garcadia  
General Motors Acceptance Corporation Of Canada, Limited  
General Motors Automotive  
General Motors Capital Trust D  
General Motors Capital Trust G  
General Motors Chile S.A., Industria Automotriz  
General Motors Coordination Center BVBA.  
General Motors Corporation, Medium Duty Truck Business  
General Motors Europe  
General Motors Europe AG  
General Motors France  
General Motors Hellas S.A.  
General Motors Holding Espana, S.A.  
General Motors Importaktiebolag  
General Motors India Marketing Private Limited  
General Motors Isuzu Diesel Engineering Limited K.K.

**Miscellaneous (continued)**

General Motors North America  
 General Motors Romania  
 General Motors South Africa (Pty.) Limited  
 General Motors Southeast Europe  
 General Motors Uruguay, S.A.  
 General Motors Warehousing And Trading (Shanghai) Co. Ltd.  
 Glendora Chevrolet  
 GM Asset Management (UK) Limited  
 GM Auslandsprojekte GmbH  
 GM Canada GEFSHolding Corporation  
 GM China Group  
 GM Defense  
 GM Imports & Trading Ltd.  
 GM India Science Laboratory  
 GM Inversions Santiago Limitada  
 GM Latin America, Africa, Middle East  
 GM Powertrain Europe  
 GM Powertrain Group General Motors Corp.  
 GM Powertrain LTDA.  
 GM Preferred Receivables LLC  
 GM Purchasing Vauxhall UK Limited  
 GM Worldwide Purchasing Austria GmbH  
 GM Worldwide Purchasing Do Brasil Ltda  
 GMAC  
 GMAC Banque  
 GMAC Commercial Credit (Holdings) Limited  
 GMEH Holding, LLC  
 GMETR Trade Receivables LLC  
 GM Diesel Engineering Limited K.K.  
 Guzman, Ernie Pontiac GMC Truck Inc  
 Hicomobil SDN BHD.  
 Holiday Saturn, Inc  
 Hughes Aircraft Company  
 Integon Re (Barbados), Limited  
 Isuzu - General Motors Australia Limited  
 Japan Autoweb Services K.K.  
 Leucadia National Corp.  
 Millbrook Pension Management Limited  
 New Rochelle Chevrolet Inc  
 OnStar Global Services Corporation  
 OnStar, LLC  
 Opel Belgium NV  
 Opel Portugal - Comercio E Industria De Veiculos SA  
 P.T. GM Autoworld Indonesia  
 PT General Motors Indonesia  
 Saab Ab (Om:Saab B)  
 Saab Automobili Italia S.R.L.  
 Shanghai General Motors Co. Ltd.  
 Simi Valley Pontiac, GMC, Buick, Inc  
 Sistemas De Compra Programada Chevrolet, CA  
 Société De Crédit Commercial GMAC-Canada  
 Tai Jin International Automotive Distribution Co., Ltd.  
 Ultimate Pontiac Buick GMC Inc  
 Vector SCM Asia Pacific Pte. Ltd.  
 Vector SCM Australia Pty. Ltd.  
 Vector SCM Mexico S. de R.L. de CV  
 Vector SCM Shanghai Co., Ltd.  
 Vector SCM, GmbH  
 Yorba Linda Chevrolet-Geo, Inc  
 Yukon Chevrolet Inc

**Judges for the United States Bankruptcy Court for the Southern District of New York**

Chief Judge Stuart M. Bernstein  
 Judge Prudence C. Beatty  
 Judge Robert D. Drain  
 Judge Robert E. Gerber  
 Judge Martin Glenn  
 Judge Arthur J. Gonzalez  
 Judge Allan L. Gropper  
 Judge Adlai S. Hardin  
 Judge Burton R. Lifland  
 Judge James M. Peck  
 Judge Cecelia G. Morris

**United States Trustees for the Southern District of New York**

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 Elizabeth C. Dub  
 Marilyn Felton  
 Myrna R. Fields  
 Susan Golden  
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**United States Trustees for the Southern District of New York**

(continued)  
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 Marylou Martin  
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 Ercilia A. Mendoza  
 Darin L. Mobley  
 Mary V. Moroney  
 Serene Nakano  
 Richard C. Morrissey  
 Paul K. Schwartzberg  
 Sylvester Sharp  
 Hector Soto  
 Andy Velez-Rivera  
 Greg M. Zipes

**EXHIBIT B**

**Parties-in-Interest Noted for Court Disclosure**

<b>Debtor</b>	General Motors Corporation
<b>Other Names for General Motors Corporation</b>	GM Corporation National Car Rental
<b>Former GM Entities</b>	GMAC Delphi
<b>Debtors' Counsel</b>	Weil, Gotshal & Manges LLP
<b>Chairman</b>	Edward J. Whiteacre Jr.
<b>Debtor's Board of Directors (Current)</b>	Armando M. Codina Karen L. Katen
<b>Debtor's Board of Directors (Past 3 years)</b>	G. Richard Wagoner Jr. Jerome B. York
<b>Debtor's Corporate Officers (Current)</b>	Gary L. Cowger Walter G. Borst
<b>Debtor's Corporate Officers (Past 3 Years)</b>	Eric A. Feldstein John M. Devine
<b>Debtor's Other Key Executives and Professionals of Affiliates</b>	G.L. Cowger
<b>Debtor's Significant Shareholders (Current - Top 5%)</b>	State Street Global Advisors (US)
<b>Debtor's Top 25 Shareholders</b>	Barclays Global Investors Limited Barclays Global Investors, National Association BNY Mellon Wealth Management Brandes Investment Partners, L.P. Capital International Limited College Retirement Equities Fund Credit Suisse Securities (USA) LLC, Investment Arm Dodge & Cox Lehman Brothers Asset Management Inc Mellon Capital Management Corporation New York State Common Retirement Fund Northern Trust Investments, N.A. RiverSource Investments, LLC Southeastern Asset Management, Inc. State Street Global Advisors, Inc. T. Rowe Price Associates, Inc. TCW Asset Management Company Tiger Management Corp Van Kampen Asset Management
<b>Largest 50 Bondholders</b>	AIG Global Investment Group Inc. Barclays Capital Inc. BNY GCM (Belgium) Calamos Advisors LLC Capital Research & Management Co. Citicorp Securities Services Inc. Citigroup Davidson Kempner Capital Management Deutsche Bank AG Elliott International LP Euroclear Bank Fidelity Management & Research Co. Franklin Advisers GE Asset Management Inc. Highbridge Capital Management J.P. Morgan Securities Inc.

**Largest 50 Bondholders (continued)**

Kamunting Street Capital Management  
King Street Capital Management  
Lehman Brothers Inc.  
Liverpool LP  
Loomis Sayles & Co. LP  
Lord, Abbett & Co., LLC  
MacKay Shields LLC  
Nicholas Applegate Capital Management  
Northwestern Investment Management Co.  
Oaktree Capital Management LLC  
Pacific Asset Management  
Pacific Investment Management Co. LLC  
Polygon Investment Partners  
Sandelman Partners, LP  
Scepter Holdings Inc.  
UBS AG London  
UBS Global Asset Management (US) Inc.  
Wellington Management Co. LLP  
Whitebox Advisors LLC

**Official Creditors' Committee Members**

DENSO International America, Inc.  
Law Debenture Trust Company of New York  
Pension Benefit Guaranty Corporation  
The Industrial Division of Communications Workers of America,  
AFL-CIO  
United Steelworkers  
Wilmington Trust Company

**Official Creditors' Committee Attorneys**

Kramer Levin Naftalis & Frankel LLP

**Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders)**

ABC Group Inc  
AK Steel Corp  
American Axle & Mfg Inc  
Autoliv Inc  
Automotive Lighting Corp  
Benteler Automotive  
Blue Care Network Of Michigan  
Blue Cross Blue Shield  
Borg Warner Automotive Inc  
Brake Parts Inc  
Bridgestone/Firestone Inc  
Cellco Partnership  
Cobalt Group Inc  
Cooper Standard Automotive  
CSX Transportation Inc  
Dana Corporation  
Delphi  
Denso International America Inc  
Deutsche Bank AG  
Electronic Data Systems  
Enterprise Rent-A-Car  
Exxonmobil Oil Corp  
Federal Mogul Corp  
Fidelity Investments  
Getrag Corporation  
Health Alliance Plan  
Henniges Automotive  
Hertz  
Hitachi Automotive Prods  
International Automotive

**Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders) (continued)**

International Union, United Automobile, Aerospace and Agricultural Implement Workers of America  
Johnson Controls LP  
L & W Engineering Co Inc  
Lear Corporation  
Magna Inc.  
Maritz Inc  
Mitsubishi Electric  
Mittal/Ispat Inland  
Nemak SA  
Norfolk Southern Railway  
NYX Inc  
Panasonic Corporation  
PPG Industries Inc  
Robert Bosch Corp  
Shiloh Industries Inc  
Starcom Media Vest Group  
Temic Automotive Of North  
Tenneco Inc  
Textron / Kautex  
Union Pacific Railroad Co  
US Steel Inc  
US Treasury  
Vanguard Car Rental USA

**Additional Creditors: (As disclosed in 2019 Statements filed with the Court as of 6/5/09)**

Franklin Templeton Investments  
Hitachi Automotive Products (USA), Inc.  
Hitachi, Ltd. Automotive Systems  
Magna International Inc.  
Marathon Asset Management  
Tokico (USA), Inc.  
Visteon Corporation  
Western Asset Management Company

**Utility Companies**

AEP (Columbus Southern Power)  
Allegheny Power (Potomac Ed)  
Alliant Energy (WP&L)  
Ameren UE  
American Fiber Systems  
ANR Pipeline Co  
AT&T  
AT&T Corp.  
AT&T Teleconference  
AT&T Worldnet  
Atmos Energy  
Atmos Energy Marketing LLC  
Baltimore Gas & Electric Co  
Bedford City Utilities  
BellSouth  
BellSouth Long Distance  
BP Canada Energy Mktg Corp  
BP Energy Co USA  
BP Products N America Inc  
California-American Water Comp  
CenterPoint Energy Arkla  
CenterPoint Energy Entex  
CenterPoint Energy Gas Trans  
Century Telephone  
Cincinnati Bell  
Cincinnati Bell Telephone  
Citizens Gas & Coke Utility  
City of Baltimore  
Columbia Gas of Ohio

**Utility Companies (continued)**

Columbia Gas Transmission Corp  
Commonwealth Edison IL  
ConocoPhillips Company  
Consolidated  
Consolidated Edison  
Constellation NewEnergy  
Consumers Energy  
Coral Energy Resources LP  
County of Wayne  
Dayton Power & Light Co  
Delta Charter Township  
Denver Water  
Dominion East Ohio  
Dominion Virginia Power  
DPL Energy Resources  
DTE Energy  
Duke Energy  
EDS LLC  
Elizabethtown Gas  
Embarq Communications Inc  
Empire Natural Gas Corp  
EnergyUSA - TPC IN  
Entergy (Power & Light)  
Equitable Gas Comp  
Fairpoint Communications  
Frontier  
Frontier Corp.  
Georgia Natural Gas  
Georgia Power Co  
Granite  
Hawaiian Telcom Inc.  
Hess Corporation  
Indianapolis Power & Light Co  
Jacksonville Elec Authority  
Kansas Gas Service KS  
Laclede Gas Company  
MCI  
MCI Worldcom  
Memphis Light Gas & Wtr Div  
Monroe County Water Authority  
National Grid  
New Jersey-American Water Co  
New York Power Authority  
NICOR Gas  
Northern Indiana Pub Svc Comp  
Northwest Natural Gas  
NV ENERGY USA  
Ohio Edison Company  
Oklahoma Gas & Electric USA  
Oklahoma Natural Gas Co USA  
Pacific Gas & Electric Comp  
PECO Energy Company  
Pennsylvania-American Wtr Comp  
Piedmont Natural Gas Comp  
Portland General Electric  
Potomac Electric Power Comp  
PSE&G  
Qwest  
Reliant Energy Solutions LLC  
SBC  
SBC Internet Services  
Seminole Energy Services  
Shell Energy N America (US)  
Sierra Pacific Power Co  
Solar LLC  
Southern California Edison  
Southern California Gas Co  
Southwest Gas Corporation  
Southwestern Bell

**Utility Companies (continued)**

Sprint  
SRP - Salt River Project  
Time Warner Telecom  
Toledo Edison Company  
Trunkline Gas Company LLC  
TXU Energy  
TXU Gas Co  
Vectren Energy Delivery  
Verizon  
Verizon Communications  
Xcel Energy

**Insurance Providers**

Chubb  
ESIS  
General International Limited  
GMAC Re  
Goss  
Great American  
Lexington  
Lloyds  
Marsh Inc.  
National Union  
National Union Fire Insurance Company of Pittsburgh  
Vigilant  
Zurich

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)**

Barclays Bank of Kenya Limited  
Barclays Bank PLC  
Citibank Istanbul  
Citibank Japan Ltd  
Citibank Korea Inc.  
Citibank N.A., Bangkok Branch  
Citibank N.A., Taipei Branch  
Daewoo Motor Co Ltd  
General Electric Capital Corporation  
General Motors Canada Limited  
GM Europe Treasury Company  
Isuzu Motors Limited  
Isuzu Motors Polska Sp.  
Kensington Capital Corporation  
Maryland Economic Development Corporation  
Michigan Strategic Fund  
Ohio Water Development Authority  
Penske Corporation  
SAAB Automobile A.B.  
SAAB Cars Holdings Corp.  
State Street Bank and Trust Company of Connecticut National Association  
Suzuki  
U.S. Bank Trust National Association  
UAW  
Arizona Dept Of Revenue  
Ascension Parish  
Assumption Parish  
Avoyelles Parish  
Baldwin County  
Beauregard Parish  
C/O Wachovia Bank  
Caddo Parish  
Calcasieu Parish  
Caldwell Parish  
City Of Abbeville  
City Of Auburn  
City Of Aurora  
City Of Bellevue  
City Of Birmingham  
City Of Bowling Green  
City Of Brighton  
City Of Canon City

**Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)**

City Of Chandler  
City Of Daphne  
City Of Decatur  
City Of Englewood  
City Of Fort Collins  
City Of Glendale  
City Of Golden  
City Of Jasper  
City Of Lakewood  
City Of Mesa  
City Of Olympia  
City Of Portland  
Claiborne Parish  
Colbert County  
Commonwealth Of Pennsylvania  
Connecticut Department Of Revenue Services  
Cullman County  
Delaware Division Of Revenue  
Department Of Finance & Administration  
Dept Of Finance  
Desoto Parish  
Evangeline Parish  
Florida Department Of Revenue  
Franchise Tax Board  
Georgia Department Of Revenue  
Indiana Department Of Revenue  
Massachusetts Department Of Revenue  
Minnesota Department Of Revenue  
Mississippi Tax Commission  
Missouri Department Of Revenue  
Morgan County  
Nebraska Department Of Revenue  
NYS Sales Tax Processing Jaf Building  
Ohio Department Of Taxation  
Oklahoma Tax Commission  
Plaquemines Parish  
Puerto Rico Department Of Treasury  
South Dakota Dept Of Revenue  
State Board Of Equalization  
State Of Nevada  
State Of Washington  
State Tax Commission  
Tennessee Department Of Revenue  
Texas Comptroller  
Tuscaloosa County  
Utah State Tax Commission  
Vermont Department Of Taxes  
Virginia Department Of Taxation  
West Virginia State Tax Dept  
Wisconsin Dept Of Revenue  
Apollo Management, L.P.  
General Motors Investment Management Corporation  
Thomas H. Lee Partners, L.P.  
Vista Equity Partners  
Wind Point Partners

**Debtors' Joint Venture Parties**

Caterpillar Logistics Services Inc.  
Government of the Republic of Uzbekistan  
Isuzu Motors Limited  
OnStar Corporation  
Suzuki Motor Corporation  
Bank of New York  
Citibank, N.A.  
Deutsche Bank AG London  
U.S. Bank N.A.

**Indenture Trustees (including any parties to GM municipal bond financing arrangements)**

ABN AMRO Rothschild LLC  
Banc of America Securities LLC  
Barclays Capital Inc.

**Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)**

<b>Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions) (continued)</b>	<p>Bear, Stearns &amp; Co. Inc.  Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  Deutsche Bank Securities Inc.  Goldman, Sachs &amp; Co.  Greenwich Capital Markets, Inc.  J. P. Morgan Securities Inc.  Merrill Lynch  Morgan Stanley &amp; Co. Incorporated  Pierce, Fenner &amp; Smith Incorporated  Samuel A. Ramirez &amp; Co., Inc.  The Williams Capital Group, L.P.  UBS Securities LLC  Utendahl Capital Partners, L.P.</p>
<b>Governmental and State Regulatory Agencies</b>	<p>California Air Resources Board (CARB)  Department of Labor  Department of the Interior  Department of the Treasury  Department of Transportation  Equal Employment Opportunity Commission  Federal Trade Commission  Internal Revenue Service  Michigan Department of Treasury  National Labor Relations Board  Rhode Island Department of Environmental Management  Securities and Exchange Commission  U.S. Environmental Protection Agency  United States Department of Justice</p>
<b>Secured Creditors Other Than Major Secured Lenders</b>	<p>Citicorp USA, Inc.  GE Corporate Financial Services  GELCO Corporation  JPMorgan Chase Bank, N.A.</p>
<b>Term Loan Secured Lenders</b>	<p>Aegon Transamer MFS Hi Yld  American Intl Group Inc.  Arch Reinsurance Ltd  Ares Enhanced LN Inv IR  Ares III IR IVR CLO Ltd  Ares IX CLO Ltd  Ares VIII CLI Ltd  Ares VIR CLO Ltd  Ares VR CLO Ltd  Ares XI CLO Ltd  Atrium IV  Atrium V  Avenue CLO V Ltd  Avery Point CLO Ltd  Ballyrock CLO 2006-1 Ltd  Ballyrock CLO 2006-2 Ltd  Big Sky III Senior Loan TR  Bk Of America, N.A.  Black Diamond CLO 2005 I  Black Diamond CLO 2006-I Caymn  Blackrock BD FD Inc Hi Inc FD  Blackrock Corp Hi Yld Fd III I  Blackrock Corp Hi Yld Fd Inc  Blackrock Corp Hi Yld Fd V Inc  Blackrock Corp Hi Yld Fd VI In  Blackrock Debt Strt Fd Inc  Blackrock Div Inc Strt Fd Inc  Blackrock Fitg Rt Inc Strt  Blackrock Senior Inc Ser II  Blackrock Sr Inc Ser IV  Canadian Imperial Bk Comm  Canyon Cap Cdo 2002-1 Ltd  Castle Garden Fdg  Chatham Light II CLO</p>

**Term Loan Secured Lenders (continued)**

Chatham Light III CLO Ltd  
Citibank NA-N Y  
Contl Casualty Co  
Csam Syndicated Loan Fd  
Cuna Mutual Ins Society  
Cypress Tree Intl Ln Holding C  
Delaware Delchester Fd  
Eaton Vance Cdo IX Ltd  
Eaton Vance Cdo VIII Ltd  
Eaton Vance Cdo X PLC  
Eaton Vance Fltg Rt Inc Tr  
Eaton Vance Instl Sr Ln Fd  
Eaton Vance Loan Opp Fd Ltd  
Eaton Vance Ltd Duration Inc F  
Eaton Vance Medallion Floating  
Eaton Vance Sht Dur Div Inc Fd  
Eaton Vance Sr Fltg Rt Tr  
Eaton Vance Sr Inc Tr  
Eaton Vance Vt Fltg Rt Inc Fd  
Emerald Orchard Ltd  
Fairview Funding LLC  
Fidelity Puritan Tr-Puritan Fd  
First Tr Highland Cap Fltg Rt  
Flagship CLO IV  
Flagship CLO V  
Flagship CLO VI  
Foothill CLO I Ltd  
Foothill Gr Inc  
Foothill Grp Inc  
Fortress Cr Invs I Ltd  
Fortress Cr Invs II Ltd  
Galaxite Master Unit Tst  
Genesis CLO 2007-1 Ltd  
Genesis CLO 2007-2 Ltd  
Goldman Sachs Cr Parts LP  
Goldman Sachs-Abs Loans 2007 L  
GPC 69 LLC  
Grand Cent Asset Tr Bdc  
Grand Cent Asset Tr Gsif  
Grand Cent Asset Tr Wam  
Grayson & Co  
Harbour Town Funding LLC  
Hewett's Island CLO V Ltd  
Hewett's Island CLO IV  
Hewlett-Packard Co  
Highland Floating Rate Fund  
Highland Offshore Ptrns LP  
Iowa Public Employees Retire  
Jersey Street CLO, Ltd  
Jp Morgan Whitefriars Inc  
Katonah III, Ltd.  
Katonah IV Ltd  
Kil Loan Funding LLC  
Loan Funding XI LLC  
Loan Star State Tr  
Logan Circle - Alameda Cty Tra  
Madison Park Fdg III Ltd  
Madison Park Funding I Ltd  
Madison Park Funding II  
Marathon CLO I  
Mariner LDC  
Marlborough Street CLO Ltd  
Mayport CLO Ltd  
Merrill Lynch Cap Serv Inc  
Mfs Fltg Rt Hi Inc Fd  
Mfs Fltg Rt Inc Fd  
Mfs Intermarket Inc Tr I  
Mfs Intermediate High Income F  
Mfs Spcl VI Tr

**Term Loan Secured Lenders (continued)**

Mfs Sr III Tr Hi Yld Opp Fd  
Mfs Variable Ins Tr Mfs High I  
Mfs Vit II High Yeld Portolio  
Mfs-Dif-Diversified Income Fun  
Morgan Stanley Sr Fd Inc  
Nash Point CLO  
Nash Point CLO III B.V.  
National City Bank  
Oak Hill Credit Partners V Ltd  
Oaktree-Bill & Melinda Gates  
Obsidian Master Fd  
OCM High Yield Plus Fd LP  
Octagon Invsmt Part XI Ltd  
OHA Park Avenue CLO I Ltd  
OHSF Financing Ltd  
OHSF II Financing Ltd  
Phoenix Edge-Multi-Sec Fix Inc  
Pimco Fairway Loan Funding Co  
Pimco2496-Fltg Rt Inc Fd  
Pimco2497-Fltg Rt Strt Fd  
Pimco3813- Cayman Bk Ln Fd  
Pimco6819 Portola CLO Ltd  
Pimco706-Fd Private Hi Yd Pt  
Primus CLO I Ltd  
Primus CLO II Ltd  
Race Point III CLO  
Race Point IV CLO Ltd  
Reams-Prudential Ret Ins & Ann  
RGA Reinsurance Co  
Sankaty High Yield Part II LP  
Sankaty Hy Part III LP  
Secondary Loan And Distressed  
Sf-3 Segregated Portfolio  
Silverado CLO 2006-I Ltd  
State Of Connecticut  
Talon Total Return Ptnrs LP  
Talon Total Return Qp Ptnrs LP  
TCW Absolute Return Credit Fd  
Trilogy Portfolio Co LLC  
Vitesse CLO Ltd  
Vulcan Ventures Inc  
Wells - 13702900  
Wells - 13823100  
Wells - 14945000  
Wells - 16017000  
Wells 16959701-John Hancock In  
Wells Cap Mgmt - 13923601  
Wells Cap Mgmt 12222133  
Wells 16463700 La Dept W&Pwr Em  
Wells 16959700-Jh Hi Yld  
West Bend Mutual Insurance Com  
XX - Mfs - High Yield Var Acct  
XX - Wells Cap Mgmt 18866500  
XX -Lehman Brothers First Trust  
XX -Lehman Brothers High Income

**Credit Revolver Secured Lenders**

ABN AMRO  
Australia & New Zealand Bank  
Banca Intesa (Intesa BCI)\*\*  
Bank of America  
Bank of China  
Bank of Montreal  
Bank of New York  
Bank of Nova Scotia  
Barclays Bank  
Bayerische Landesbank  
BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria)  
Bear Stearns  
BNP Paribas

**Credit Revolver Secured Lenders (continued)**

Calyon  
CIBC  
Citibank, N.A.  
Citigroup  
Comerica Bank  
Commerzbank AG  
Credit Suisse  
Deutsche Bank  
Dresdner Bank  
Fifth Third Bank  
Fortis  
Helaba (Landesbank Hessen)  
HSBC  
ING Bank  
JP Morgan Chase  
KBC Bank  
Key Bank  
M&T Bank  
Mellon Bank  
Merrill Lynch Bank  
Mizuho Corporate Bank  
Morgan Stanley  
Nordea Bank  
Northern Trust Company  
RBS (Royal Bank of Scotland)  
SE Banken  
SMBC  
Societe Generale  
Standard Chartered Bank  
UBS AG  
WestLB

**Professionals Employed**

ABN AMRO, Inc.  
AG Edwards Inc.  
Alix Partners  
Arthur Andersen  
Bank of New York Mellon Corporation  
Bear Stearns International Limited  
Bear, Stearns & Co. Inc.  
Blackstone Group L.P.  
BNP Paribas  
Citibank, National Association (Las Vegas, NV)  
Citigroup CIB  
Cravath, Swaine & Moore LLP  
Credit Suisse  
Davis Polk & Wardwell  
Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP  
Deutsche Bank Securities Inc.  
Ernst & Young  
Evercore Partners Inc.  
Goldman Sachs Group Inc.  
Goldman, Sachs & Co.  
Honigman Miller Schwartz and Cohn LLP  
J.P. Morgan & Co. Inc.  
JPMorgan Chase & Co  
Jenner & Block LLP  
Jones Day  
Kirkland & Ellis LLP  
KPMG LLP  
Merrill Lynch & Co., Inc.  
Merrill Lynch International Limited  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Morgan Stanley & Co. Incorporated  
Osler, Hoskin & Harcourt LLP  
Price Waterhouse Coopers  
Richards, Layton & Finger  
Stewart McKelvey Stirling Scales  
Weil, Gotshal & Manges LLP  
White & Case, L.L.P.

**Major Customers**

AMERCO  
Avis Budget Group, Inc.  
Barloworld Ltd.  
BMW Group  
Brunswick Corp.  
Coachmen Industries Inc.  
Delphi Corp.  
GMAC LLC  
Imperial Holdings Ltd.  
Residential Capital LLC  
Sonic Automotive Inc.  
The Hertz Corporation  
XM Satellite Radio, Inc.

**Top 100 Suppliers**

Aisin Seiki Co Ltd.  
Allison Transmission Inc.  
American Axle & Mfg Holdings Inc.  
Android Industries-Delta Township  
Arvinmeritor Inc.  
Ballard Power Systems Inc.  
Behr GmbH & Co.  
Borg Warner Inc.  
Bosch, Robert Stiftung GmbH  
Bose Corp.  
Bridgestone Corp.  
Dana Holding Corp.  
Delphi Corp.  
Denso Corp.  
Eaton Corp.  
Getrag Getriebe-Und Zahnradfabrik  
GKN Plc  
Goodyear Tire & Rubber Co.  
Guardian Industries Corp.  
Hayes Lemmerz International Inc.  
Hella Kgaa Hueck & Co.  
Hitachi Ltd.  
Illinois Tool Works Inc.  
International Automotive Components  
Johnson Controls Inc.  
Key Safety Systems Inc.  
Kohlberg & Co LLC  
L&W Inc.  
Lear Corp.  
Martinrea International Inc.  
Morgan, JP Chase & Co  
Nyx Inc.  
Peugeot SA  
Remy International Inc.  
Renco Group Inc.  
Sanluis Corporacion SA De Cv  
Schaeffler Kg  
Sumitomo Electric Industries Ltd.  
Textron Inc.  
TI Automotive Ltd.  
Timken Co. Inc.  
Tomkins Plc  
Total SA  
Toyota Industries Corp.  
TRW Automotive Holdings Corp.  
Valeo  
Visteon Corp.  
Windsor Mold Inc.  
Yazaki Corp.  
Yorozu Corp.  
Zeppelin-Stiftung

**Strategic Alliances**

Apollo Tyres Ltd.  
Applied Intellectual Capital  
Carnegie Mellon University

<b>Strategic Alliances (continued)</b>	Daimler AG Duke Energy Corp. Ford Motor Co. Freudenberg-NOK General Partnership GAZ Group GMAC LLC HSBC Finance Corp. HSBC Financial Corp Ltd. Nicholas Financial Inc. Ontario Power Generation Inc. Rockwood Holdings Inc. Segway, Inc. SK Telecom Co. Ltd. State Grid Corporation of China
<b>Unions/Non-Debtor Parties to Collective Bargaining Agreements</b>	IAM IBEW International Association of Machinists International Brotherhood of Electrical Workers
<b>Major Litigation Claimants</b>	Amico Barnevik Bryant California Attorney General Stanley Zieleski
<b>Professionals Retained by Significant Creditor Groups</b>	Brown Rudnick Cadwalader Wickersham and Taft LLP Haynes & Boone LLP Houlihan Lokey Lazard Ltd. Morgan, Lewis & Bockius Otterbourg, Steindler, Houston & Rosen, P.C. Paul, Weiss, Rifkind, Wharton & Garrison LLP Rothschild LLP Simpson Thacher & Bartlett LLP Skadden, Arps, Slate, Meagher & Flom LLP Sonnenschein Nath & Rosenthal LLP
<b>Entities in which GM owns an equity interest (This list is based on the investments included in the Capital IQ Report, and the organizational charts provided by GM.)</b>	
<b>Asia Pacific</b>	General Motors (China) Investment Company Ltd. General Motors Daewoo Auto And Technology CIS General Motors Powertrain (Thailand) GM Daewoo Auto & Technology Company
<b>Latin America, Africa, and Middle East</b>	Boco (Proprietary) Limited General Motors Do Brasil LTDA.
<b>Europe</b>	Adam Opel GmbH Caterpillar Logistics LLC General Motors Asset Management Limited GM Europe A.G.
<b>North America – Dealerships</b>	GMAC Auto Lease Purchase Corporation
<b>North America – Joint Ventures</b>	Aerovironment, Inc. Electric Scientific, Inc. General Motors De Mexico, S. De R.L. De C.V. GMAC Holding S.A. De C.V. New Cure, Inc. New United Motor Manufacturing, Inc. United Online, Inc. XM Satellite Radio Holdings Inc.
<b>North America – Operating Entities</b>	General Motors Investment Management Corporation General Motors Of Canada Limited GMAC Auto Lease Payment Corp.

<b>North America – Operating Entities (continued)</b>	GMAC LLC GMAM Real Estate I, LLC
<b>Miscellaneous</b>	GMAC GMAC Banque GMAC Commercial Credit (Holdings) Limited OnStar, LLC

# **Exhibit B**

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)  
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:   
In re: : Chapter 11 Case No.:  
:   
:   
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)  
f/k/a General Motors Corp., et al. :  
:   
:   
Debtors. : (Jointly Administered)  
----- X

**ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF FTI CONSULTING, INC., AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, EFFECTIVE AS OF JUNE 3, 2009**

Upon the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “**Debtors**”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”) as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, and upon the Declaration of Michael Eisenband (the “**Eisenband Declaration**”); and the Court being satisfied, based upon the representations made in the Application and the Eisenband Declaration, that such financial advisor represents no interest adverse to the Debtors’ estates or their creditors with respect to the matters upon which FTI is to

be engaged, that FTI is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, and that FTI's employment is necessary and in the best interests of the Debtors' estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted and approved in all respects; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that, pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ FTI as its financial advisor, in accordance with the terms set forth in the Application, *nunc pro tunc* to June 3, 2009; and it is further

ORDERED that FTI's Monthly Fixed Fee and Completion Fee shall be subject to the standard of review provided in section 328(a) of the Bankruptcy Code except as noted below; and it is further

ORDERED that notwithstanding the foregoing, the United States Trustee shall retain the right to object to the Hourly Compensation, Monthly Fixed Fee and the Completion Fee based on the reasonableness standard provided for in Bankruptcy Code section 330; and it is further

ORDERED, that the Debtors and their estates shall be bound by the following indemnification provision:

FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the "**Indemnified Parties**"), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the Engagement, any actions

taken or omitted to be taken by an indemnified party in connection with FTI's provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party,

and it is further

ORDERED that for the periods covered by the Monthly Fixed Fee, FTI shall only be required to, maintain time records for services rendered, in half hour increments.

Dated: New York, New York  
August \_\_, 2009

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HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE