

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

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In re : Chapter 11
General Motors Corporation, *et al.*, : Case No. 09-50026 (REG)
: (Jointly Administered)
Debtors. :
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**SUPPLEMENTAL DECLARATION OF J. STEPHEN WORTH
IN SUPPORT OF THE
PROPOSED SALE OF DEBTORS' ASSETS TO VEHICLE ACQUISITION HOLDINGS
LLC**

I, J. Stephen Worth, make this Supplemental Declaration under 28 U.S.C. § 1746 and state:

1. I am a Managing Director with Evercore Group L.L.C. (together with its wholly-owned subsidiaries, agents, independent contractors and employees, "Evercore"), financial advisor to General Motors Corporation and the other above-captioned debtors and debtors in possession (collectively the "Debtors" and, together with their non-debtor affiliates, "GM"). I am the same J. Stephen Worth who filed a declaration, dated May 31, 2009 (the "Declaration"), in support of the proposed sale and transfer of substantially all of the Debtors' assets to a newly formed entity ("Vehicle Acquisition Holdings LLC"), as described in the Declaration.¹

2. I file this Supplemental Declaration to update Evercore's compensation for the Delphi Engagement, as discussed in paragraph 19 of the Declaration. Specifically, in addition to

¹ Unless otherwise defined in this Supplemental Declaration, capitalized terms shall have the same meaning as in the Declaration

the total fees of \$5.5 million and reimbursed expenses in the amount of \$76,888 for all services rendered related to the Delphi Engagement prior to the commencement of the Debtors' Chapter 11 case, on May 27, 2009, Evercore received an additional fee of \$500,000 and payment of expenses of \$20,000 for services related to the engagement. Additional compensation may be earned under the Delphi Engagement in certain circumstances.

I declare, under penalty of perjury, that the forgoing is true and correct, to the best of my knowledge.

Executed on June 4, 2009



J. Stephen Worth