

EXHIBIT S

First Update to Sellers' Disclosure Schedule

Pursuant to Section 6.5, Section 6.6 and Section 6.26 of that certain Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009 (the "Agreement"), made by and among General Motors Corporation, a Delaware corporation ("Parent"), Saturn LLC, a Delaware limited liability company ("S LLC"), Saturn Distribution Corporation, a Delaware corporation ("S Distribution"), Chevrolet-Saturn of Harlem, Inc., a Delaware corporation ("Harlem," and collectively with Parent, S LLC and S Distribution, "Sellers," and each a "Seller"), and NGMCO, Inc., a Delaware corporation and successor-in-interest to Vehicle Acquisition Holdings LLC, a Delaware limited liability company ("Purchaser"), the Sellers' Disclosure Schedule delivered on June 1, 2009, as amended, is hereby being updated as set forth herein (as amended and updated, this "Sellers' Disclosure Schedule"). Unless otherwise defined herein, all capitalized terms used in this Sellers' Disclosure Schedule have the respective meanings assigned to them in the Agreement.

The representations and warranties of Sellers set forth in the Agreement are made and given subject to the disclosures contained in this Sellers' Disclosure Schedule. Inclusion of information in this Sellers' Disclosure Schedule shall not be construed as an admission that such information is material to the business, operations or condition of the business of Sellers, the Purchased Assets or the Assumed Liabilities, taken in part or as a whole, or as an admission of Liability of any Seller to any third party. The specific disclosures set forth in this Sellers' Disclosure Schedule have been organized to correspond to Section references in the Agreement to which the disclosure may be most likely to relate; provided, however, that any disclosure in this Sellers' Disclosure Schedule shall apply to, and shall be deemed to be disclosed for, any other Section of the Agreement to the extent the relevance of such disclosure to such other Section is reasonably apparent on its face.

Section 1.1A

Assumable Executory Contracts

A list of Assumable Executory Contracts is set forth as Exhibit A to this Sellers' Disclosure Schedule.

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Section 1.1B

Certain Contracts Related to Brand Dealer Agreements

#	Counterparty	Counterparty Contact	Address	Description of Agreement
1.	Steve Baldo Chevrolet-Oldsmobile-Buick-Cadillac, Inc.	STEVEN BALDO, PRESIDENT	11208 Gowanda State Road , North Collins, NY USA 14111	Remaining Oldsmobile Payments
2.	STEAKLEY CHEVROLET, LTD.	ARVEL RODGERS,	6411 E NORTHWEST HWY , DALLAS, TX USA 75231	Image with DND Agreement
3.	Benedict Corporation	NOEL DECORDOVA III, PRESIDENT	4814 State Highway 23 , Norwich, NY USA 13815	Remaining Oldsmobile Payments
4.	CERAMI AUTOMOTIVE ENTERPRISES, L.L.C.	SANDY CERAMI, PRESIDENT	755 RTE 17 , PARAMUS, NJ USA 07652	DND Agreement - Channeling
5.	TERRY LEE CHEVROLET, INC.	TERHAN LEE, PRESIDENT	9673 KINGS AUTO MALL ROAD , CINCINNATI, OH USA 45249	Performance Agreement
6.	Sam Swope Auto Group, llc	G. CLAPP JR, PRESIDENT	406 E Hwy 131 , Clarksville, IN USA 47129	Performance Agreement
7.	GMC Pontiac Buick Autoplex, Inc.	LARRY GAMBREL, PRESIDENT	13307 North US Hwy 25 , Corbin, KY USA 40701	Performance Agreement
8.	DAMES CHEVROLET, INC.	GERALD DAMES , PRESIDENT	525 E HIGH ST , POTTSTOWN, PA USA 19464	DND Agreement - Channeling
9.	DON ALLEN CHEVROLET, INC.	DAVID KING VOELKER, PRESIDENT	5315 BAUM BLVD , PITTSBURGH, PA USA 15224	DND Agreement - Channeling

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#	Counterparty	Counterparty Contact	Address	Description of Agreement
10.	Dakine Automotive Group, Inc.	B. SCOTT SMITH,	11146 Florence Ave , Downey, CA USA 90241	Performance Agreement
11.	Durham Automotive Company	JOSEPH HENDRICK III, CHAIRMAN	409 S Roxboro St , Durham, NC USA 27701	Image with DND Agreement
12.	Dwane Shank Motors, Inc.	RONALD SHANK, VICE-PRESIDENT	408 E Kansas Ave , Greensburg, KS USA 67054	Image with DND Agreement
13.	Ed Hammer, Inc.	RICHARD HAMMER, PRESIDENT	107 E Alger , Sheridan, WY USA 82801	Remaining Oldsmobile Payments
14.	Doug's Northwest Cadillac-Hummer, Inc.	DOUGLAS IKEGAMI, PRESIDENT	17545 Aurora Ave N , Shoreline, WA USA 98133	Performance Agreement
15.	Elco Chevrolet Inc.	MARK HADFIELD , VICE-PRESIDENT	15110 Manchester , Ballwin, MO USA 63011	Image with DND Agreement
16.	Palm Chevrolet of Gainesville, Ilc	SHANNON DAVIS , MANAGING MEMBER	2600 N Main St , Gainesville, FL USA 32609	Performance Agreement
17.	Gardner Chevrolet-Oldsmobile-Cadillac, Inc.	JOHN GARDNER , PRESIDENT	270 Rte 72 E , Manahawkin, NJ USA 08050	Image with DND Agreement
18.	JJLH of Hanover Ilc	STEVEN LATTA , PRESIDENT/SECRETARY/TREAS	100 Eisenhower Dr , Hanover, PA USA 17331	DND Agreement - Channeling
19.	Harbor Auto Sales, Inc.	DAVID LAWSON , PRESIDENT	9911 West 300 North , Michigan City, IN USA 46360	Image with DND Agreement
20.	Korf Continental Sterling, Inc.	HAYES HOLLOWAY II, PRESIDENT	1200 W Main St , Sterling, CO USA 80751	Image with DND Agreement

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21.	IRVINE CENTRAL MOTORS, INC.	OSSY TIRTARAHARDJA, PRESIDENT	11 AUTO CENTER DR , IRVINE, CA USA 92618	Performance Agreement
22.	CP-GMC MOTORS, LTD.	LUTHER COGGIN JR.,	9201 ATLANTIC BLVD , JACKSONVILLE, FL USA 32211	DND Agreement - Channeling
23.	Mike Raisor Pontiac, Inc.	MICHAEL RAISOR , PRESIDENT	2912 E Main St , Lafayette, IN USA 47904	Performance Agreement
24.	Henry Martens Chevrolet-Cadillac, Inc.	JEFFERY MARTENS , VICE PRESIDENT/SECRETARY	315 Choctaw , Leavenworth, KS USA 66048	Performance Agreement
25.	Gardner Chevrolet-Oldsmobile-Cadillac, Inc.	JOHN GARDNER , PRESIDENT	270 Rte 72 E , Manahawkin, NJ USA 08050	Performance Agreement
26.	Mike Raisor Pontiac, Inc.	MICHAEL RAISOR , PRESIDENT	2912 E Main St , Lafayette, IN USA 47904	Image with DND Agreement
27.	Chevrolet Buick Pontiac GMC of Milledgeville, Inc.	NATHANIEL BACON III, PRESIDENT	1980 N Columbia St , Milledgeville, GA USA 31061	Performance Agreement
28.	Gates Chevy World, Inc.	LARRY GATES , PRESIDENT	636 W Mckinley , Mishawaka, IN USA 46545	Performance Agreement
29.	RALPH'S AUTO SALES, INC.	MARK MEDEIROS , PRESIDENT	361 STATE RD RTE 6 , NORTH DARTMOUTH, MA USA 02747	Performance Agreement
30.	N. J. CURRI OLDSMOBILE, INC.	ROBERT CURRI, PRESIDENT	9562 STATE RTE 49 , MARCY, NY USA 13403	Remaining Oldsmobile Payments
31.	Parkway Oldsmobile-Cadillac-GMC Truck, Inc.	P. BAKSHI, PRESIDENT	24055 Creekside Road , Valencia, CA USA 91355	Image with DND Agreement

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32.	Pendarvis Chevrolet-Olds Company, Inc.	RICHARD PENDARVIS, VICE PRESIDENT/SECRETARY	650 Augusta Rd , Edgefield, SC USA 29824	Remaining Oldsmobile Payments
33.	Plaza Pontiac Buick GMC, Inc.	JAMES GILL, PRESIDENT	1588 Columbus Pike , Delaware, OH USA 43015	DND Agreement - Channeling
34.	Cole Century, Inc.	THOMAS COLE, PRESIDENT	6600 S Westnedge Ave , Portage, MI USA 49002	Performance Agreement
35.	RALPH'S AUTO SALES, INC.	MARK MEDEIROS, PRESIDENT	361 STATE RD RTE 6 , NORTH DARTMOUTH, MA USA 02747	Image with DND Agreement
36.	Reichard Buick Pontiac GMC, Inc.	EUGENE REICHARD, PRESIDENT	161 Salem Ave , Dayton, OH USA 45406	Image with DND Agreement
37.	Kuni Hubacher Motors, llc	GREGORY GOODWIN, CEO	1 Cadillac Dr , Sacramento, CA USA 95825	Performance Agreement
38.	SCHALLER ENTERPRISES, LLC	ARTHUR SCHALLER JR, PRESIDENT/TREASURER	1141 STANLEY ST , NEW BRITAIN, CT USA 06051	DND Agreement - Channeling
39.	Scott Chevrolet, Inc.	ANDREW SCOTT, PRESIDENT	3333 Lehigh St , Allentown, PA USA 18103	DND Agreement - Channeling
40.	Scott Nichols, Inc.	THOMAS COOPER, CHAIRMAN	2750 Hwy 180 East , Silver City, NM USA 88061	Performance Agreement
41.	Silver Star Motor Car Company	JOHN ANDERSON, PRESIDENT	3601 Auto Mall Dr , Thousand Oaks, CA USA 91362	Image with DND Agreement
42.	Sunnyvale Motor Company	WESLEY RYDELL, DIRECTOR	660 W El Camino Real , Sunnyvale, CA USA 94087	DND Agreement - Channeling

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43.	Twin City Pontiac, Buick, GMC, Inc.	KENNETH RUDDY, CHAIRMAN	10549 Hwy 69, Port Arthur, TX USA 77640	Image with DND Agreement
44.	Vermilion Auto Corporation	CHARLES SHAPLAND, PRESIDENT/DIRECTOR	1615 Georgetown, Tilton, IL USA 61833	Image with DND Agreement
45.	Greiner Pontiac-Buick, Inc.	ROBERT GREINER, PRESIDENT	14555 Civic Drive, Victorville, CA USA 92394	Performance Agreement
46.	DON JACOBS AUTOMOTIVE GROUP INC.	DAVID JACOBS, VICE-PRESIDENT	W 226 S 1700 HWY 164, WAUKESHA, WI USA 53186	Performance Agreement
47.	WESTMINSTER PONTIAC GMC BUICK, INC.	MICHAEL HERNANDEZ, PRESIDENT	15550 BEACH BLVD, WESTMINSTER, CA USA 92683	Performance Agreement
48.	Woodfield Chevrolet, Inc.	THOMAS GOLLINGER, PRESIDENT	1100 E Golf Rd, Schaumburg, IL USA 60173	Image with DND Agreement
49.	Al Serra Buick-GMC Truck, Inc.	JOSEPH SERRA, PRESIDENT	G6201 S Saginaw, Grand Blanc, MI USA 48439	Deferred Hummer Termination
50.	Al Serra Chevrolet, L.L.C.	JEROME COLTEN, MANAGING MEMBER	1570 Auto Mall Loop, Colorado Springs, CO USA 80920	Deferred Hummer Termination
51.	Bergstrom Cadillac-Hummer, Inc.	JOHN BERGSTROM, CHAIRMAN	1200 Applegate Rd, Madison, WI USA 53713	Deferred Hummer Termination
52.	Bergstrom Chevrolet of Milwaukee	JOHN BERGSTROM, CHAIRMAN	11100 W Metro Boulevard, Milwaukee, WI USA 53224	Deferred Hummer Termination
53.	Bergstrom Chevrolet-Buick-Pontiac-Cadillac-Hummer, Inc.	JOHN BERGSTROM, CHAIRMAN	150 N Green Bay Rd, Neenah, WI USA 54956	Deferred Hummer Termination

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54.	Central Hummer East Limited	FRANK PORTER JR, PRESIDENT	25975 Central Pkwy , Beachwood, OH USA 44122	Deferred Hummer Termination
55.	Camargo Cadillac Company	RONALD JOSEPH, PRESIDENT	9848 Waterstone Blvd , Cincinnati, OH USA 45249	Deferred Hummer Termination
56.	West Covina Motors, Inc.	ZIAD ALHASSEN, PRESIDENT	1932 East Garvey Avenue South , West Covina, CA USA 91791	Deferred Hummer Termination
57.	Hummer of Columbus	RONALD JOSEPH, PRESIDENT	4300 West Dublin-Granville Road , Dublin, OH USA 43017	Deferred Hummer Termination
58.	Coral Cadillac, Inc.	CHRISTIAN BERIAN, PRESIDENT	5101 N Federal Hwy, Pompano Beach, FL USA 33064	Deferred Hummer Termination
59.	Criswell Chevrolet, Inc.	HARRY CRISWELL III, PRESIDENT	503 Quince Orchard Rd , Gaithersburg, MD USA 20878	Deferred Hummer Termination
60.	Dew Cadillac, Inc.	RICHARD DIMMITT, PRESIDENT	3333 Gandy Blvd , Pinellas Park, FL USA 33781	Deferred Hummer Termination
61.	Don Thornton Cadillac Saab, Inc.	DONALD THORNTON, PRESIDENT	3939 S Memorial Dr , Tulsa, OK USA 74145	Deferred Hummer Termination
62.	California Automotive Retailing Group, Inc.	DENNIS FITZPATRICK, PRESIDENT	1330 Concord Avenue , Concord, CA USA 94520	Deferred Hummer Termination
63.	Flow Automotive Center of Winston-Salem llc	DONALD FLOW, PRESIDENT	1400 S Stratford Rd , Winston- Salem, NC USA 27103	Deferred Hummer Termination
64.	Pontiac Ranch Inc.	GEORGE GEE, PRESIDENT	21502 George Gee Ave , Liberty Lake, WA USA 99019	Deferred Hummer Termination

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65.	Gold Coast Automotive, Inc.	JOSEPH SERRA, PRESIDENT	2123 Rte 35 , Oakhurst, NJ USA 07755	Deferred Hummer Termination
66.	Green Brook Pontiac-GMC, Inc.	DAVID FERRAEZ, PRESIDENT	101 US Highway 22 Eastbound , Green Brook, NJ USA 08812	Deferred Hummer Termination
67.	Jp Enterprises	JAMES LYNCH, PRESIDENT	17371 North Outer Forty Rd , Chesterfield, MO USA 63005	Deferred Hummer Termination
68.	Marvin K. Brown Auto Center, Inc.	JAMES BROWN, EXECUTIVE VICE PRESIDENT	1441 Camino Del Rio S , San Diego, CA USA 92108	Deferred Hummer Termination
69.	McCann Motors, Inc.	MELAINIE MCCANN, PRESIDENT	6411 20th Street East , Fife, WA USA 98424	Deferred Hummer Termination
70.	Nucar Connection, Inc.	DAVID GREYTAK, PRESIDENT	174 N Dupont Pky , New Castle, DE USA 19720	Deferred Hummer Termination
71.	Parkway Oldsmobile-Cadillac-GMC Truck, Inc.	P. BAKSHI, PRESIDENT	24055 Creekside Road , Valencia, CA USA 91355	Deferred Hummer Termination
72.	California Automotive Retailing Group, Inc.	INDER DOSANJH, PRESIDENT	4200 John Monego Court , Dublin, CA USA 94568	Deferred Hummer Termination
73.	DJQ Enterprises, Inc.	DANIEL QUIRK, PRESIDENT	1250 S Willow St , Manchester, NH USA 03103	Deferred Hummer Termination
74.	Rippy Cadillac-Oldsmobile, Inc.	R. ALLEN RIPPY, VICE-PRESIDENT	4951 New Centre Dr , Wilmington, NC USA 28403	Deferred Hummer Termination
75.	Schumacher Buick-Oldsmobile, Inc.	CHARLES SCHUMACHER, PRESIDENT	3031 Okeechobee Blvd , West Palm Beach, FL USA 33409	Deferred Hummer Termination

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76.	Scott Chevrolet, Inc.	ANDREW SCOTT, PRESIDENT	3333 Lehigh St , Allentown, PA USA 18103	Deferred Hummer Termination
77.	Silver Star Motor Car Company	JOHN ANDERSON, PRESIDENT	3601 Auto Mall Dr , Thousand Oaks, CA USA 91362	Deferred Hummer Termination
78.	Suburban Motors Company, Inc.	DAVID FISCHER, PRESIDENT	1810 Maplelawn Dr , Troy, MI USA 48084	Deferred Hummer Termination
79.	Suburban Ann Arbor, llc	DAVID FISCHER, PRESIDENT	3515 Jackson Rd , Ann Arbor, MI USA 48103	Deferred Hummer Termination
80.	Team Pasadena Automotive, Inc.	DANIEL GABY, PRESIDENT/DIRECTOR	3003 E Colorado Blvd , Pasadena, CA USA 91107	Deferred Hummer Termination
81.	Woodfield Chevrolet, Inc.	THOMAS GOLLINGER, PRESIDENT	1100 E Golf Rd , Schaumburg, IL USA 60173	Deferred Hummer Termination
82.	Holiday Saturn, Inc.	Juan L. Gonzales,	401 Auto Vista Drive , Victorville, CA USA 93551	DND Agreement - Channeling
83.	Coachella Valley BPG	EDWARD CHAVEZ, PRESIDENT	78960 Varner Rd , Indio, CA USA 92203	DND Agreement - Channeling
84.	Saturn of Flagstaff	Clifford Findlay,	310 North Gibson Road , Flagstaff, AZ USA 89014	DND Agreement - Channeling
85.	Home Chevrolet	ROBERT HORNE, PRESIDENT	225 E Main Street , Springerville, AZ USA 85938	DND Agreement - Channeling
86.	Clark Buick-Pontiac	PAT CLARK JR, PRESIDENT	2575 E Sahara Ave , Las Vegas, NV USA 89104	DND Agreement - Channeling

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87.	Gates Chevy World, Inc.	LARRY GATES, PRESIDENT	636 W McKinley , Mishawaka, IN USA 46545	DND Agreement - Channeling
88.	Jeff Wyler Alexandria, Inc D/B/A Jeff Wyler Buick Pontiac GMC RH Florida, LLC	JOHN COLLINS JR, EXECUTIVE MANAGER	1154 Burlington Pike , Florence, KY USA 41042	DND Agreement - Channeling
89.		RONALD ROSNER, CHAIRMAN	800 South Harbor City Blvd. , Melbourne, FL USA 32901	Image with DND Agreement
90.	Kachina Companies (Multiple)	JOHN LUND, PRESIDENT	1200 North Scottsdale Rd. , Scottsdale, AZ USA 85257	DND Agreement - Channeling
91.	Legends Companies (Multiple)	JOHN LUND, PRESIDENT	7901 East Frank Lloyd Wright Blvd. , Scottsdale, AZ USA 85254	DND Agreement - Channeling
92.	Lunds Companies (Multiple)	JOHN LUND, PRESIDENT	1311 East Bell Rd. , Phoenix , AZ USA 85022	DND Agreement - Channeling
93.	University Chevrolet, LLC	THOMAS MOORE, PRESIDENT	11300 N Florida Ave , Tampa, FL USA 33612	DND Agreement - Channeling

Section 1.1C

Key Subsidiaries

1. General Motors Product Services, Inc.
2. OnStar, LLC
3. General Motors Overseas Distribution Corporation
4. Argonaut Holdings, Inc.
5. Riverfront Holdings, Inc.
6. Adam Opel GmbH
7. General Motors of Canada Limited
8. GM Daewoo Auto & Technology Company
9. General Motors de Mexico, S. de R.L. de C.V.
10. General Motors do Brasil Ltda.
11. GM Europe Treasury Company AB
12. General Motors UK Limited
13. General Motors Espana, S.L.
14. GM Holden Ltd.
15. General Motors Venezolana, C.A.
16. General Motors Italia S.r.l.
17. General Motors Powertrain - Germany GmbH
18. GM Factoring Sociedade de Fomento Comercial Ltda.
19. General Motors Powertrain- Austria GmbH
20. General Motors India Private Limited
21. General Motors Poland Spolka, z.o.o.
22. General Motors CIS, LLC
23. General Motors Belgium N.V.
24. General Motors (Thailand) Limited
25. General Motors de Argentina S.r.l.
26. General Motors South Africa (Pty) Limited
27. General Motors Strasbourg
28. General Motors - Colmotores S.A.
29. General Motors Auto LLC
30. Controladora General Motors, S.A. de C.V.
31. VM Motori S.p.A.
32. DMAX, Ltd.

Section 1.1D

Knowledge of Sellers

1. Walter G. Borst
2. Lawrence S. Buonomo
3. Troy A. Clarke
4. Nicholas S. Cyprus
5. Joseph H. DaMour
6. Maureen Kempston Darkes
7. Carl-Peter Foster
8. Frederick A. Henderson
9. Gregory E. Lau
10. Robert S. Osborne
11. David N. Reilly
12. Ray G. Young

Section 1.1E

Seller Key Personnel

Group Vice Presidents of Parent and other executives of Parent more senior than Group Vice Presidents.

Section 2.2(a)(vii)

Certain Personal Property Located at Excluded Real Property

General	
Site	Personal Property
General	Indirect material and inventory, spare parts and Tooling required to support current and future production at Excluded Real Properties
	Mobile equipment - rider fork / lift trucks and tow tractors / tuggers with their ancillary supporting equipment having a certificate of acceptance date of 2003 to the present year
	Mobile equipment - walk behind equipment used for lifting, stacking, or moving material and burden carriers / platform trucks with their ancillary supporting equipment having a certificate of acceptance date of 2000 to the present year
	Medical equipment- all medical equipment and supplies at Excluded Real Properties
	Assets - new and not yet installed at Excluded Real Properties
	Fire and personnel safety equipment, security systems, cameras, video equipment and radios
	Maintenance shop cabinets and equipment
WFG	
Site	Personal Property
GMVM - Moraine Assembly	Hydraulic lift and dock equipment, chillers, cooling towers, and filters, chemical tanks and pump systems, hot water boilers, electrical switchgear and transformer, utility system controls and metering, HVAC temperature control panels, air conditioners, transformers, emergency generator, gates and operators, fitness equipment, paint booth air ventilation fans, VFDs and controls
GMVM - Pontiac Assembly	Hydraulic lift and dock equipment, compressed air dryers and filters, utility system controls and metering, HVAC temperature control panels, air conditioners, electrical switchgear, transformers and bus duct, emergency generator, RO system, paint booth air ventilation fans, VFDs and controls
GMVM - Wilmington	Compressed air controls, utility system controls and metering, HVAC temperature

	control panels, air conditioners, electrical switchgear, transformers and bus duct, emergency generator, fire system panels and controls, RO system, paint booth RTO including air ventilation fans and VFDs and controls, hydrocarbon vapor monitors and weather station and accessories
Stamping - Mansfield	HVAC temperature control panels, wastewater treatment equipment, utility metering, welder, electrical cable, fuses and disconnects, scrap conveyors and bailer equipment and parts, motion sensors and telemotive equipment, mobile parapet and concrete barriers
Stamping - Indianapolis	Utility metering
Stamping - Grand Rapids	Office furniture, boiler controls, chillers, mobile air compressors, utility metering
Stamping - Pontiac North Campus (other than Plant #14) (Pontiac # 15 and #25)	Utility metering
GMPT - Fredericksburg	Hot water boilers, chillers, cooling tower, air compressors, utility metering
GMPT - Livonia	Air compressors and compressor controls, utility metering, HVAC temperature control panels
GMPT - Willow Run	Office furniture, air compressors controls, chillers, WWTP pumps, utility metering, HVAC temperature control panels
GMPT - Flint North (Plant 5, 10, 81)	Air compressors controls, chillers, utility metering
GMPT - Parma	Power Distribution metering
Powertrain Manufacturing	
Site	Personal Property
GMPT -Willow Run	Deburrs, inspection equipment, cranes, tables, carts, tuggers, gear equipment, inspection equipment
	Conveyance Tooling: Spare parts & tooling (including master, fixtures)
	Expense: Carts, Dollies, tables, matting, dunnage trays CNC & gear equipment, broach, hone, gear inspection CNC gear & prismatic equipment hones, deburrs. etc. CNC gear equipment, hones, broach etc.
	Miscellaneous 4L80E Production Equipment
GMPT - Massena	Metallurgy and sand lab, complete

	Zeiss CMM
	Small Conveyor
GMPT - Livonia	Block and head line equipment, CMM: V6/8
GMPT - Flint North (Plant 5, 10, 81)	Gen 4 V8 Crank Line, Plant 36
	CMM
GMPT - Fredericksburg	6 spd converter plate cell
Powertrain Engineering	
GMPT - Willow Run (Ypsilanti Engineering Center)	Miscellaneous Cabinets, Carts, and Instrumentation
Romulus Engineering Center	Test Stands, Instrumentation, Emissions Analyzers
Assembly	
Site	Personal Property
GMVM-Moraine Assembly	Pollution abatement equipment, safety equipment, robots, pumps, vision cameras, conveyors and associated parts, electrical components, meters, welding equipment; communication, process status displays, Paint cleaning, coating, sealing, & associated application equipment, GA assembly, power tools, shop tools, measurement, & etching equipment, material transports, buss and associated buss plugs
GMVM-Pontiac Assembly	Heavy Duty & Dually equipment and tools, Sealer automation cells; right and left doors (front and rear), fender and hood sub assembly cells and related equipment; test equipment; Paint application, sealer and pumping systems, feather duster, RO Water system; DVT validation equipment; robots; conveyor chain, track and parts including fork transfers, turnovers, marriage and load stations; stud welders, C-flex, electrical parts such as PLC's, HMI's, process status displays, torque controllers, cards and related equipment components
	Team Room equipment, Simulated Work Environment Cells, Medical Equipment, spare Electrical Switchgear; Material transport equipment, storage racks and lift tables, communication equipment and Compressed Air Dryers
GMVM-Wilmington Assembly	Feather Duster, Paint application equipment, vision systems, equipment supporting service part sub assembly tools, conveyor chain, electrical and control components such as

	PLC's, Power distribution panels, welding equipment, process status displays and related electrical components
	Medical equipment, spare Electrical Switchgear, Electric Powered Hand tools & associated controllers, AGC's, CMM Controllers, specialized lighting; Material transport equipment, storage racks and lift tables, communication equipment, Sealer systems and Pumping equipment
NA Press Center	
Site	Personal Property
Stamping - Grand Rapids	AA5X Transfer Press Systems
	A3 Transfer Press Systems
	B3 Transfer Press Systems
	Blanking Systems
	Shear System
	TDO Machines
	DVC System
	Overhead Cranes
	Power Distribution
	Scrap Systems
	Sub Assembly Cells
	Dies and Tooling
	Storage Racks and Stands
	Spare Parts
Stamping - Mansfield	AA5X Transfer Press Systems
	FOL/EOL/Robots
	B3 Transfer Press Systems
	B2 Transfer Press Systems
	Blanking Systems
	Shear System
	DVC System
	Overhead Cranes
	Die Room Equipment
	Power Distribution
	Scrap Systems
	Sub Assembly Cells
	Dies and Tooling
	Storage Racks and Stands
Spare Parts	
Stamping- Pontiac North Campus (other than Plant #14) (Pontiac # 15 and #25)	Sub Assembly Cells
	Hydroform Press Systems
	Sheet Hydro Systems
	Spare Parts
Stamping-Indianapolis	Prog Press System

	Die Room Equipment
	Spare Parts
	Scrap Systems
	Sub Assembly Cells
	Dies and Tooling
WFG Warehouse	
Site	Personal Property
Pontiac Fiero Site - Plant 17 Warehouse	Tires (Production and Prototype)
	Wheels (Steel/Aluminum)
	Seats (Production/Prototype)
	Tested Transmissions (Production/Prototype)
	Tested Engines (Production/Prototype)
	Tested Rear Differentials
	Crash sleds (Crash Worthiness equipment)
	Car Bodies (Shell/BIW and other)
	Design - Stored Historical Vehicles
	Design - Clay Models (both full and half scale)
	Design - Fiberglass Models (Both full and half scale)
	Design Equipment - Clay ovens, bucks, frames, tires, etc.
	Design - Paint Color Chip/Charts
	Design - Various Wood Molds
	Truck and Car Exhaust Systems (with converters)
	Truck/Car Dashboards/Consoles (with and without airbags)
	Truck/Car Seats (with and without airbags)
	Baskets/Skids of Miscellaneous car/truck parts (Doors/fenders/bumpers/etc.)
	Baskets/Skid/boxes Facility Related Equipment (Lights/hose reels/shelving/transformers/etc.)
	All - Stored Shop Equipment (Bridgeport Mills/Sanders/Drill Presses/Brakes/etc.)
	All - Litigation/Legal Files/vehicles/etc.
	All - Skids of Miscellaneous Steel/Aluminum (Both Sheet and Tubing)
	All Facility Shop and Equipment (Carpenter/Machine Repair/ Truck Repair/Electrical)
	All Furniture (Office/Storage Cabinets/Plastic Bins/etc.)
	All Storage Racks
	All - Cranes and Conveyor Equipment (Chain/Drives)

	SPO - All Stamped/Treated Sheet Metal Body Parts
	Pressed Metal Parts and Equipment
	Robots
	Buss Duct and Buss Plugs
	Power Panels
	Fire Extinguishers and Associated Equipment (Hoses/Cabinets/etc.)
	Machinery and associated platforms
	Mobile Equipment (Owned and Leased)
	New - Crates of Machinery/Equipment for "Future Plant Use"
	Hem Presses and related Equipment
WFG Flint Flowthrough Warehouse	All - Stored Shop Equipment
	Robots
	Powertrain - Machinery and Equipment, Dynamometers, CNC Machines, Conveyors
	Containerization - Assorted plastic containers
WFG Non- Manufacturing	
WFG Pontiac PCC- West	329 Rigs and Mics support equipment, Hot exhaust burners with controllers, IT computer instrumentation support for rigs, Structural durability test rigs and related equipment
	Material Test Lab - All Equipment related to Material Testing
	All Equipment related to Calibration Instrumentation
	All Equipment involving Captured Test Fleet and Company Vehicle Operations
	All Road Load Simulator Equipment, Substation and related Miscellaneous Equipment
	All equipment involving air flow and pressure monitoring Lab Testing
	Vehicle hoists, exhaust extractors and miscellaneous garage equipment
WFG Pontiac PCC - Central	Detroit Diesel 900KW Generator
SPO	
Site	Personal Property
SPO Columbus	All material handling equipment, audio/visual equipment, computer equipment, hand held and truck mount terminals, bins, racks, decks & dividers, pallet jacks, stretch wrappers, furniture and cafeteria, fitness equipment
	All parts inventory, packaging suppliers, and containers

<p>SPO East Coast Bulk Center (SPO Martinsburg 2)</p>	<p>All material handling equipment, audio/visual equipment, computer equipment, hand held and truck mount terminals, bins, racks, decks & dividers, pallet jacks, stretch wrappers, furniture and cafeteria, fitness equipment</p>
	<p>All parts inventory, packaging suppliers, and containers</p>
<p>SPO South West Bulk Center</p>	<p>All material handling equipment, audio/visual equipment, computer equipment, hand held and truck mount terminals, bins, racks, decks & dividers, pallet jacks, stretch wrappers, furniture and cafeteria, fitness equipment</p>
	<p>All parts inventory, packaging suppliers, and containers</p>

Section 2.2(a)(xiii)

Other Matters

Claims against a Transferred Entity arising in connection with the past sales of goods relating to transfer price adjustments in favor of Parent.

Section 2.2(b)(iv)

Excluded Entities

1. Alan Reuber Chevrolet, Inc.
2. Albany Auto Group, LLC
3. Alhambra Pontiac GMC Buick, Inc.
4. Alternative Energy Services LLC
5. Amherst Chevrolet, Inc.
6. Anixter International, Inc.
7. Auburn Chevrolet Oldsmobile Cadillac, Inc.
8. Autocity Buick Pontiac GMC, Inc.
9. Beacon Chevrolet Oldsmobile, Inc.
10. Beil Acquisition Corporation
11. Bennett Pontiac GMC, Inc.
12. Bensonhurst Chevrolet, Inc.
13. Buick-GMC of Milford, Inc.
14. Cadillac of Lynbrook, Inc.
15. Carnahan Chevrolet, Inc.
16. Champion Buick Pontiac GMC, Inc.
17. Chevrolet of Clarks Summit, Inc.
18. Chevrolet-Oldsmobile-Cadillac of Chicopee, Inc.
19. Cobb Parkway Chevrolet, Inc.
20. Colchester Chevrolet, Inc.
21. Commerce Buick Pontiac GMC, Inc.
22. Commonwealth on the Lynnway, Inc.
23. Dadeland Chevrolet, Inc.
24. DCM Investments, Inc.¹
25. DDH Investments of South Texas, Inc.
26. Decatur Buick Pontiac GMC, Inc.
27. Douglaston Chevrolet, Inc.
28. DP Compressors L.L.C.
29. Elk Grove Buick Pontiac GMC, Inc.
30. Elk Grove Saturn Auto, Inc.
31. El-Mo Holding I Corporation
32. El-Mo Holding II Corporation
33. El-Mo Leasing II Corporation
34. El-Mo Leasing III Corporation
35. El-Mo-Mex, Inc.
36. Environmental Corporate Remediation Company, Inc.
37. Ernie Patti Pontiac GMC, Inc.
38. Exeter Chevrolet Buick Pontiac, Inc.
39. Fairway Automotive Group, Inc.
40. Falls Pontiac GMC, Inc.
41. Family Buick Pontiac GMC, Inc.
42. Fernandez GMC Pontiac Buick, Inc.
43. Florence Buick GMC, Inc.

44. Frankfort Towers Industries, Inc.
45. Freeborough Automotive, Inc.
46. Freehold Chevrolet-Geo, Inc.
47. Frontier Chevrolet, Inc.
48. GEM Motors, Inc.
49. GENERAL MOTORS CAPITAL TRUST "D"
50. GENERAL MOTORS CAPITAL TRUST "G"
51. General Motors Commercial Corporation
52. General Motors Export Corporation
53. General Motors Indonesia, Inc.
54. General Motors International Operations, Inc.
55. General Motors Nova Scotia Finance Company
56. General Motors Receivables Corporation
57. General Motors Trade Receivables LLC
58. Gilroy Chevrolet Cadillac, Inc.
59. GM Auto Receivables Co.
60. GM DriverSite Incorporated
61. GM National Car International, Ltd.
62. GMETR Finance Company Receivables LLC
63. GMETR Service Parts Receivables LLC
64. GM Facilities Trust No. 1999-1
65. GMLG Ltd.
66. Hawaii Automotive Retailing Group, Inc.
67. Hope Automotive, Inc.
68. InQBate Corporation
69. Integrity Saturn of Chattanooga, Inc.
70. Jennings Motors, Inc.
71. John H. Powell Jr. Chevrolet Oldsmobile, Inc.
72. Joseph Motors, Inc.
73. Kaufman Automotive Group, Inc.
74. Kings Mountain Chevrolet, Inc.
75. Leo Stec Saturn, Inc.
76. Lexington Motors, Inc.
77. Lou Sobh Cerritos Saturn, Inc.
78. Lou Sobh Saturn of Elmhurst, Inc.
79. Lou Sobh Saturn, Inc.
80. Lowell Pontiac Buick GMC, Inc.
81. Manual Transmissions of Muncie, LLC
82. Martino Pontiac-GMC, Inc.
83. MDIP-Norcal, Inc.
84. Merry Oldsmobile, Inc.
85. Metro Chevrolet, Inc.
86. Metropolitan Auto Center, Inc.
87. Miami Lakes Pontiac, Inc.
88. Millington Chevrolet, Inc.
89. Miracle Mile Chevrolet Buick, Inc.
90. Motor Enterprises, Inc.

91. Motors Trading Corporation
92. Multiple Dealerships Holdings of Albany, Inc.
93. New Castle Automotive, Inc.
94. New Rochelle Chevrolet, Inc.
95. New-Cen Commercial Corporation
96. New United Motor Manufacturing, Inc.
97. North Bay Auto Group, LLC
98. North Bay Multi-Site, Inc.¹
99. North Orange County Saturn, Inc.
100. Northpoint Pontiac-Buick-GMC Truck, Inc.
101. Oakland Automotive Center, Inc.
102. Pacific Dealership Group, Inc.
103. Park Plaines Chevrolet-Geo, Inc.
104. Peninsula Pontiac GMC Buick, Inc.
105. Pontiac Buick GMC of Abilene, Inc.
106. Pontiac GMC of Latham, Inc.
107. Port Arthur Chevrolet, Inc.
108. Premier Investment Group, Inc.
109. Prestige Saturn of Jacksonville, Inc.
110. Puente Hills Pontiac GMC Buick, Inc.
111. Rancho Mirada Chevrolet, Inc.
112. Remediation and Liability Management Company, Inc.
113. Riverfront Development Corporation
114. SAAB Cars Holdings Overseas Corp.
115. San Francisco Multiple Dealer Holdings, Inc.
116. Saturn of Central Florida Market Area, Inc.
117. Saturn of Charlotte Market Area, Inc.
118. Saturn of New York City, Inc.
119. Saturn of Ontario, Inc.
120. Saturn of Raleigh Market Area, Inc.
121. Saturn of Wilkes Barre, Inc.
122. Saturn Retail of South Carolina, LLC
123. Sherwood Pontiac Buick GMC, Inc.
124. Simpsonville Chevrolet, Inc.
125. South Bay Multi-Site, Inc.¹
126. Subrose Ancillary Pvt. Ltd.¹
127. Sutter Hill Investments Mauritius Ltd.¹
128. SW Houston Motors Inc.
129. Tampa Bay Buick, Inc.
130. Tiens Biotech Group (USA), Inc.
131. Torrance Buick GMC, Inc.
132. Tracy Pontiac GMC Cadillac, Inc.

¹ Parent has no proof of ownership of this entity. It is possible that Parent no longer holds interest in this entity.

133. Trenton Chevrolet, Inc.
134. TX Holdco, LLC
135. Valley Stream Automotive, Inc.
136. Valley Stream Motors, Inc.
137. Vanguard Car Rental USA Inc.
138. Vector SCM, LLC
139. W. Babylon Chevrolet-Geo, Inc.
140. Walsh Chevrolet, Inc.
141. Washington Chevrolet, Inc.
142. Westminster Pontiac GMC Buick, Inc.

Section 2.2(b)(v)

Excluded Real Property

Manufacturing Properties

Exhibit F to the Agreement is incorporated by reference herein and hereby made a part of this Section 2.2(b)(v) of this Sellers' Disclosure Schedule.

Non-Manufacturing Properties

	Site Name	Property Address	City	State	Zip
1.	Danville Central Foundry	I-74 @ G Street	Danville	IL	61832
2.	Venture 2000 Industrial Park	2915 Pendleton Avenue	Anderson	IN	46016-2459
3.	639 Riley Boulevard	639 Riley Boulevard	Bedford	IN	47421
4.	332 Breezy Hill Lane	332 Breezy Hill Lane	Bedford	IN	47421
5.	609 Rawlins Mill Road	609 Rawlins Mill Road	Bedford	IN	47421
6.	1609 Mount Pleasant Road	1609 Rawlins Mill Road	Bedford	IN	47421
7.	145 Broomsage Road	145 Broomsage Road	Bedford	IN	47421
8.	112 Bailey Scales Road	112 Bailey Scales Road	Bedford	IN	47421
9.	641 Riley Boulevard	641 Riley Boulevard	Bedford	IN	47421
10.	1081 Breckenridge Road	1081 Breckenridge Road	Bedford	IN	47421
11.	Vacant Lot (Inman Court)	Vacant Lot (Inman Court)	Bedford	IN	47421
12.	1119 Breckenridge Road	1119 Breckenridge Road	Bedford	IN	47421
13.	Vacant Lot North of GM Plant - Breckenridge Road	Breckenridge Road	Bedford	IN	47421
14.	402 Bailey Scales Road	402 Bailey Scales Road	Bedford	IN	47421
15.	"M" Street Church - 132 "M" Street	132 "M" Street	Bedford	IN	47421
16.	"M" Street Parsonage - 134 "M" Street	134 "M" Street	Bedford	IN	47421
17.	Five Acres (Danny Wall's) - Vacant Lot Bailey Scales Road	Five Acres (Danny Wall's) - Vacant Lot Bailey Scales Road	Bedford	IN	47421
18.	624 Riley Boulevard A	624 Riley Boulevard A	Bedford	IN	47421
19.	624 Riley Boulevard B	624 Riley Boulevard B	Bedford	IN	47421
20.	626 Riley Boulevard A	626 Riley Boulevard A			
21.	626 Riley Boulevard B	626 Riley Boulevard B	Bedford	IN	47421
22.	628 Riley Boulevard A	628 Riley Boulevard A			
23.	628 Riley Boulevard B	628 Riley Boulevard B	Bedford	IN	47421
24.	630 Riley Boulevard A	630 Riley Boulevard A			
25.	630 Riley Boulevard B	630 Riley Boulevard B	Bedford	IN	47421
26.	632 Riley Boulevard A	632 Riley Boulevard A			
27.	632 Riley Boulevard B	632 Riley Boulevard B	Bedford	IN	47421
28.	634 Riley Boulevard A	634 Riley Boulevard A			

29.	634 Riley Boulevard B	634 Riley Boulevard B	Bedford	IN	47421
30.	224 Madison Street	224 Madison Street	Bedford	IN	47421
31.	636 Riley Boulevard A	636 Riley Boulevard A			
32.	636 Riley Boulevard B	636 Riley Boulevard B	Bedford	IN	47421
33.	637 Riley Boulevard A	637 Riley Boulevard A			
34.	637 Riley Boulevard B	637 Riley Boulevard B	Bedford	IN	47421
35.	638 Riley Boulevard A	638 Riley Boulevard A			
36.	638 Riley Boulevard B	638 Riley Boulevard B	Bedford	IN	47421
37.	640 Riley Boulevard A	640 Riley Boulevard A			
38.	640 Riley Boulevard B	640 Riley Boulevard B	Bedford	IN	47421
39.	641 Riley Boulevard A	641 Riley Boulevard A			
40.	641 Riley Boulevard B	641 Riley Boulevard B	Bedford	IN	47421
41.	643 Riley Boulevard A	643 Riley Boulevard A			
42.	643 Riley Boulevard B	643 Riley Boulevard B	Bedford	IN	47421
43.	645 Riley Boulevard A	645 Riley Boulevard A			
44.	645 Riley Boulevard B	645 Riley Boulevard B	Bedford	IN	47421
45.	330 Robins Way	330 Robins Way	Bedford	IN	47421
46.	126 Bailey Scales Road	126 Bailey Scales Road	Bedford	IN	47421
47.	115 Bailey Scales Road	115 Bailey Scales Road	Bedford	IN	47421
48.	1589 Peerless Road	1589 Peerless Road	Bedford	IN	47421
49.	1585 Peerless Road	1585 Peerless Road	Bedford	IN	47421
50.	659 Riley Boulevard	659 Riley Boulevard	Bedford	IN	47421
51.	105 Valley Lane	105 Valley Lane	Bedford	IN	47421
52.	572 Broomsage Road	572 Broomsage Road	Bedford	IN	47421
53.	222 Madison Street	222 Madison Street	Bedford	IN	47421
54.	228 Madison Street	222 Madison Street	Bedford	IN	47421
55.	640 North Jackson	640 North Jackson	Bedford	IN	47421
56.	17 N. Washington	17 N. Washington	Kokomo	IN	46901
57.	Fairfax Land ²	100 Kindleberger Road	Fairfax	KS	66115
58.	Framingham Landfill	350 Worcester Road	Framingha m	MA	01702
59.	Hemphill lot (7+/- acres)	SEC Hemphill & Saginaw	Burton	MI	48507
60.	Davison Road land	N/A	Burton	MI	N/A
61.	Clark Street Redevelopment	Former Cadillac Site	Detroit	MI	48210
62.	6241 Cass Avenue	Lot 8 - Cass & Amsterdam Aves.	Detroit	MI	48202
63.	Buick City	902 East Hamilton Avenue	Flint	MI	48550
64.	Dort Highway Land ³	10800 S. Saginaw Road	Flint	MI	48507
65.	Windiate Park Lots	N/A	Flint	MI	N/A

² Does not include the GMVM Fairfax Assembly and Stamping - Fairfax improvements and underlying real estate, which is part of the Transferred Real Property.

³ Does not include the Weld Tool Center - Grand Blanc improvements and underlying real estate, which is part of the Transferred Real Property.

66.	GLTC land (11+/- acres)	NWC of Atherton & Saginaw	Flint	MI	48503
67.	Flint West - Flint River (Bluff Street)	Chevrolet @ Glenwood	Flint	MI	48504
68.	Plant 2, 3 & 6	2800 -2801 West Saginaw Street	Lansing Township/ Lansing	MI	48921-0303
69.	Former Plant 5	2901 South Canal Road	Lansing	MI	48921
70.	Former Delco Chassis Plant	13000 Eckles Road	Livonia	MI	48151
71.	1831 Grondinwood Court	1831 Grondinwood Court	Milford	MI	48380
72.	1495 Oak Hollow Drive	1495 Oak Hollow Drive	Milford	MI	48380
73.	Pontiac Centerpoint Campus - Central	2000 Centerpoint Parkway	Pontiac	MI	48341-3147
74.	PCC-Validation	200 South Boulevard West	Pontiac	MI	48341
75.	Pontiac Centerpoint Campus - East	1999 Center Point Parkway East	Pontiac	MI	48341
76.	Pontiac Centerpoint Campus - West	660 South Boulevard East	Pontiac	MI	48341
77.	Centerpoint Land (no Etkin ground lease)	Centerpoint Blvd S. of South Blvd	Pontiac	MI	48341
78.	ACG - Penske site	675 Oakland/Cesar E. Chavez Avenue	Pontiac	MI	48340
79.	Centerpoint Land (Etkin ground lease)	Centerpoint Blvd S. of South Blvd	Pontiac	MI	48341
80.	652 Meadow Drive	652 Meadow Drive	Pontiac	MI	48341-3502
81.	642 Meadow Drive	642 Meadow Drive	Pontiac	MI	48341-3502
82.	631 Meadow Drive	631 Meadow Drive	Pontiac	MI	48341-3503
83.	607 Meadow Drive	607 Meadow Drive	Pontiac	MI	48341-3503
84.	Employee Development Center	65 University Drive	Pontiac	MI	48342
85.	Powertrain - Romulus Engineering Center ⁴	37350 Ecorse Road	Romulus	MI	48174-1376
86.	Saginaw Malleable Iron	77 West Center Street	Saginaw	MI	48605
87.	Saginaw Nodular Iron (PIMS297) ⁵	2100 Veterans Memorial Pkwy	Saginaw	MI	48605

⁴ Does not include the GMPT - Romulus plant improvements and underlying real estate, which is part of the Transferred Real Property.

⁵ Does not include the GMPT - Saginaw Metal Casting improvements and underlying real estate, which is part of the Transferred Real Property.

88.	Former Howard W/H - vacant land	700 Garey Street	Saginaw	MI	48601
89.	Vacant Land (76 acres)	Northeast corner of Denton and Ecorse	Van Buren Township	MI	N/A
90.	Former Leed's Assembly Plant	Land south of 6817 Stadium Drive	Kansas City	MO	64129
91.	Hyatt Hills Golf Complex	1300 Raritan Road	Clark	NJ	7066
92.	GM Plant	1445 Parkway Avenue	Ewing	NJ	08628-3012
93.	One General Motors Circle	One General Motors Circle	Syracuse	NY	13206
94.	Lordstown Excess Land ⁶	1829 Hallock Young Road	Lordstown	OH	44481
95.	Moraine Lagoon	3100 Dryden Road	Moraine/Dayton	OH	45439
96.	Janesville Training Center	Unknown	Janesville	WI	Unknown

Warehouses

	Site Name	Property Address	City	State	Zip
1.	Flint Flowthrough Warehouse	4002 James Cole Blvd.	Flint	MI	48503
2.	Pontiac Fiero site (excluding Powerhouse)	900 Baldwin Avenue	Pontiac	MI	48340
3.	Pontiac Fiero site (Powerhouse)	900 Baldwin Avenue	Pontiac	MI	48340

⁶ Does not include the GMVM - Lordstown Assembly and Stamping - Lordstown improvements and underlying real property, which is part of the Transferred Real Property.

Section 2.2(b)(vi)

Certain Excluded Personal Property Located at Transferred Real Property

None.

Section 2.2(b)(vii)

Certain Excluded Non-Executory Contracts

Section 2.2(b)(xiii) of this Sellers' Disclosure Schedule is incorporated by reference herein and made a part of this Section 2.2(b)(vii) of this Sellers' Disclosure Schedule.

Section 2.2(b)(xi)

Certain Bankruptcy Avoidance Actions

Any and all Claims arising from, relating to or in connection with, any payments by or to, or other transfers or assignments by or to, any Purchased Subsidiary.

Section 2.2(b)(xiii)

Excluded Insurance Policies

1. Directors and Officers Insurance Policy No.: 480-99-87 with American Insurance Group and various other insurers.
2. Aircraft Hull & Liability Primary No.: 280949/08A280949/08S1300044592/CVS101553/A1PR000169608AM/AB0802941 with AAU.
3. Environmental Insurance Policies Nos.: Pollution 0907325; Closure/ Post Closure 0907328; Corrective Action 0907329; and Closure 0907330 related to Excluded Assets.
4. Crime (Money and Securities) Insurance Policy No.: QA009604 for the period March 1, 2004 through March 1, 2005.

Section 2.2(b)(xvi)

Other Excluded Assets

1. JPMorgan Chase NY (ABA 02100021) Master Funding Account No. 838723369
2. JPMorgan Chase NY (ABA 02100021) Collections Account No. 838723377
3. JPMorgan Chase Syracuse (ABA 021309379) Controlled Disbursement Account No. 838723385

Section 2.3(a)(xv)

Other Assumed Liabilities

1. Personal Liability of any of Sellers' directors, officers or employees with respect to Taxes that arise from Sellers' failure to satisfy such Taxes as a result of the Bankruptcy Cases.
2. Promissory Note dated January 1, 2000, issued by Parent to Maryland Economic Development Corporation.
3. Customer Warranty Program contemplated in connection with Amendment No. 4, dated May 27, 2009, to the Loan and Security Agreement dated as of December 31, 2008, between Parent, as borrower, and Sponsor, as the lender.
4. Supplier Program contemplated in connection with that certain Credit Agreement, dated as of April 3, 2009, between GM Supplier Receivables LLC, as borrower, and Sponsor, as the lender.

Section 2.3(b)(i)

Certain Retained Indebtedness

1. Amended and Restated Credit Agreement, dated as of July 20, 2006, among Parent, GMCL, S LLC, Citicorp USA, Inc., as administrative agent for the lenders, JPMorgan Chase Bank, N.A., as syndication agent, and the banks and other financial institutions from time to time a party thereto (the “Revolving Credit Agreement”).
2. Any derivative Contracts under which the non-Seller counterparty is a secured party pursuant to the Revolving Credit Agreement.
3. UST Credit Facilities.
4. Term Loan Agreement, dated as of November 29, 2006, among Parent, S LLC, the lenders a party thereto and the co-documentation and administrative agents a party thereto.
5. Loan and Security Agreement, dated as of October 2, 2006, between Parent and Gelco Corporation d/b/a GE Fleet Services as lender, as amended.
6. Bond Purchase and Paying Agency Agreement, dated as of May 28, 1986, between Parent and Credit Suisse.
7. Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among Parent, Deutsche Bank AG London, as fiscal agent, and Banque Generale de Luxembourg S.A., together with the fiscal agent as paying agents.
8. Fiscal and Paying Agency Agreement, dated as of July 10, 2003, between General Motors Nova Scotia Finance Company, as issuer, Parent, as guarantor, Deutsche Bank Luxembourg S.A., as fiscal agent, and Bank Général du Luxembourg S.A. as paying agent.
9. Guarantee Agreement between Parent and the holders of the note under the Fiscal and Paying Agency Agreement, dated as of July 10, 2003, between General Motors Nova Scotia Finance Company, as issuer, Parent, as guarantor, Deutsche Bank Luxembourg S.A., as fiscal agent, and Bank Général du Luxembourg S.A. as paying agent.
10. Senior Indenture, dated as of November 15, 1990, between Parent and Citibank, N.A., as trustee, and all securities issued thereunder.
11. Senior Indenture, dated as of December 7, 1995, between Parent and Citibank, N.A., as trustee, and all securities issued thereunder.
12. Senior Indenture, dated January 8, 2008, and First Supplemental Indenture, dated February 22, 2008, between Parent and Bank of New York, as trustee, and all securities issued thereunder.
13. NYCIDA IDB Harlem Auto Mall Industrial Development Revenue Bonds issued June 26, 2004, between Parent, as guarantor, New York City Industrial Agency, as issuer, and Argonaut Holdings, Inc., as agent.
14. Ohio Water Development Authority Solid Waste Revenue Bonds issued December 24, 2002, between Parent and Ohio Water Development Authority, as issuer.
15. City of Fort Wayne Pollution Control Revenue Bonds issued December 24, 2002; State of Ohio Pollution Control Revenue Bonds – Refunding issued April 4, 2002, between Parent and the City of Fort Wayne, Indiana, as issuer.
16. Michigan Strategic Fund Pollution Control Revenue Bonds – Refunding issued July 1, 1995, between Parent and Michigan Strategic Fund, as issuer.

17. City of Moraine, Ohio Solid Waste Disposal Revenue Bonds issued July 1, 1999, between Parent and City of Moraine, Ohio, as issuer.
18. City of Moraine, Ohio Solid Waste Disposal Revenue Bonds issued July 1, 1994, between Parent and City of Moraine, Ohio, as issuer.
19. City of Indianapolis, Indiana Pollution Control Revenue Bonds issued April 27, 1984, between Parent and City of Indianapolis, Indiana.
20. TPC North - 2004 Lease refinancing dated May 28, 1999 between Parent and Wilmington Trust Company (White Marsh, Maryland and SPO-Memphis).
21. Loan Agreement between S Corporation and Industrial Development Board of Maury County, Tennessee, dated as of June 1, 1987.
22. Loan Agreement between S Corporation and Industrial Development Board of Maury County, Tennessee, dated as of September 1, 1987.
23. Loan Agreement between Parent and City of Indianapolis, Indiana, dated as of April 1, 1984.
24. Loan Agreement between Parent and City of Moraine, Ohio, dated as of July 1, 1999.
25. Loan Agreement between Parent and City of Moraine, Ohio, dated as of July 1, 1994.
26. Loan Agreement between Parent and Ohio Water Development Authority, dated as of March 1, 2002.
27. Loan Agreement between Parent and City of Fort Wayne, Indiana, dated as of December 1, 2002.
28. Loan Agreement between Parent and Ohio Water Development Authority, dated as of December 1, 2002.
29. Loan Agreement between Parent and Michigan Strategic Fund, dated as of July 1, 1995.

Section 4.1

Organization and Good Standing

None.

Section 4.2

Authorization; Enforceability

None.

Section 4.3

Noncontravention; Consents

License Agreements

1. Agreement for Pickup Integration, dated February, 5, 2007, by and between Isuzu Motors Ltd. (Tokyo, Japan) and Parent.
2. BAS+ Hybrid Powertrain Technology License Agreement and Amendments, dated July 1, 2006, by and between Suzuki Motor Corporation and Parent.
3. HFV6 Technical License Agreement and Amendments, dated July 1, 2003, by and between Suzuki Motor Corporation and Parent.
4. Patent and Technology License Agreement, dated August 7, 2007, by and between Allison Transmissions, Inc. and Parent.
5. X22F Transmission Agreement, dated January 20, 2005, by and between Ford Motor Company and Parent.
6. Transmission Technology License Agreement, dated June 4, 2008, by and among Shanghai General Motors Corporation Ltd., Pan Asia Technical Automotive Co., Ltd., Parent and GM Global Technology Operations, Inc.
7. Technology License Contract dated March 31, 2007, by and among Shanghai General Motors Corporation Ltd., Pan Asia Technical Automotive Co., Ltd., Parent and GM Global Technology Operations, Inc.
8. Epsilon/Delta Platform Technology License Contract, dated April 5, 2009, by and between, Shanghai General Motors Corporation Ltd. and Parent.
9. Intellectual Property Agreement (Small Diesel Engines), dated September 10, 2007, by and among VM Motori S.p.A., Parent and GM Global Technology Operations, Inc.
10. Trademark License Agreement, dated December 14, 2001, by and between Parent and Closed Joint Stock Company GM-Avtovaz (Russia).
11. Trademark and Trade Name License Agreement, dated November 1, 2006, by and between Parent and LLC General Motors Auto (Russia).

Strategic Software License Agreements

1. Limited License Agreement, dated February 14, 2003, by and between Oracle Corporation (as assignee to BEA Systems, Inc.) and Parent.
2. Software License Agreement, dated August 14, 2003, by and between IBM Corporation (as assignee to Cognos Corporation) and Parent.
3. Enterprise Subscription Enrollment, dated July 7, 2008, by and between Parent and Microsoft Licensing, GP.
4. Enterprise Subscription Agreement, dated July 7, 2008, by and between Parent and Microsoft Licensing, GP.
5. Business Agreement, dated June 30, 2008, by and between Parent and Microsoft Licensing, GP.
6. Select Agreement, dated July 7, 2008, by and between Parent and Microsoft Licensing, GP.

7. Software License Agreement, dated February 10, 2003, by and among MicroStrategy Services Corporation, MicroStrategy Limited and Parent.
8. Software License Agreement, dated May 31, 2001, by and between Oracle Corporation and Parent.
9. Software License Agreement, dated June 29, 2001, by and between Oracle Corporation (as assignee to Siebel Systems, Inc.) and Parent.
10. Software End-User License Agreement, dated March 31, 2003, by and between SAP America, Inc. and Parent.
11. Software License Agreement, dated December 17, 2004, by and between SAS Institute, Inc. and Parent.
12. Amended and Restated UGS Software Corporate License Agreement, dated April 4, 2007, between Parent and UGS Corp.

Joint Venture Agreements

1. All of the agreements establishing the joint ventures that are identified on Section 4.16(a)(ix) of this Sellers' Disclosure Schedule, and in some cases the Laws applicable to such joint ventures, contain provisions under which the execution, delivery and performance by a Seller of this Agreement and the Ancillary Agreements to which a Seller is a party, and the consummation by such Seller of the transactions contemplated hereby and thereby, may, absent consent of the counterparty, create in a counterparty the right to terminate or dissolve the joint venture, to buy such Seller's interest in the joint venture or to effect adversely the governance or management rights of such Seller or to otherwise adversely effect the rights or interests of such Seller regarding the joint venture.
2. All of the joint venture agreements identified on Section 4.16(a)(ix) of this Sellers' Disclosure Schedule, and in some cases the Law applicable to such joint ventures, contain provisions under which a consent, waiver, approval or notification may be required for the consummation by a Seller of the transactions contemplated by this Agreement or by the Ancillary Agreements to which such Seller is a party or the compliance by such Seller with any of the provisions hereof or thereof.

Vehicle Certifications, Approvals, Authorizations and Orders

1. Purchaser will require vehicle certifications, approvals, authorizations and orders from Government Authorities in order to sell new vehicles in the United States and various other countries.

Lease Agreements

1. Lease Agreement, dated October 25, 1999, by and between Halopoff Properties, as landlord, and Argonaut Holdings, Inc. as tenant (17720 Crusader Avenue, Cerritos, California).
2. Ground Lease Agreement, dated September 10, 1997, by and between California Drive-In Theatres, Inc., as landlord, and Argonaut Holdings, Inc., as tenant (2800 N. Bellflower Boulevard, Long Beach, California).

3. Lease Agreement, dated as of October 30, 1998, by and among C&O Properties, Ltd., as landlord, Coggin Saturn, Inc., as tenant, (as subsequently assigned by Coggin Saturn, Inc. to Argonaut, Inc.) S LLC (f/k/a Saturn Corporation), as guarantor (10863 Philips Highway, Jacksonville, Florida).
4. Lease Agreement, dated as of November 1, 1996, by and between Gelb Estate, Inc., as landlord, and Argonaut Holdings, Inc., tenant (2301 Route 22 West, Union, New Jersey).
5. Lease Agreement, dated June 22, 2001, by and between Kurland Realty Co., as landlord, and Parent, as tenant (as subsequently assigned by Parent to Argonaut Holdings, Inc.) (32 Route 304, Nanuet, New York 10954).
6. Lease Agreement, dated as of November 6, 1998, by and among McDavid Grande, L.P. as landlord, and Saturn Retail of North Texas, Inc., as tenant, (as subsequently assigned by Saturn Retail of North Texas, Inc. to Argonaut Holdings, Inc.) and S LLC, f./k./a. Saturn Corporation, as guarantor (1515 S. Stemmons Freeway, Lewisville, Texas).
7. Prime Lease Agreement, dated as of September 28, 2005, by and between George H. Webster, Trustee of the George H. Webster Second Living Trust, dated October 10, 2000, and George H. Webster, Individually, as landlord, and Argonaut Holdings, Inc., as tenant (2601 and 2701 National City Boulevard, National City, California).
8. Lease Agreement, dated September 20, 1996, by and between Marianne McGee and Eileen Kolbasuk, as landlord and Argonaut Holdings, Inc., as tenant (1047 Northern Boulevard, Roslyn, NY).
9. Lease Agreement, dated April 16, 1999, by and between Campbell Automotive Group, Inc., as landlord, and Saturn Retail of South California, Inc., as tenant (as subsequently assigned by Saturn Retail of South Carolina, Inc. to Argonaut Holdings, Inc. (18801 Beach Boulevard, Huntington Beach, CA 92648).
10. Lease dated December 13, 1993 by and between Parent, as landlord, and Oakland Truck Center, Inc., at tenant (8099 South Coliseum Way, Oakland, CA).
11. Lease dated November 1, 2003 by and between the City of Torrance, as landlord, and Argonaut Holdings, Inc., as lessee (2909 Pacific Coast Highway, Torrance, California).

Hotel Management Agreements

1. Management Agreement dated September 23, 1998, between Riverfront Holdings, Inc. as owner, and Detroit Hotel Services LLC, as manager (Marriott Hotel at the Renaissance Center, Detroit, MI).
2. Management Agreement, dated October 22, 1998, between Riverfront Holdings, Inc. as owner, and Courtyard Management Corporation, as manager (Courtyard Marriott Hotel at Millender Center, Detroit, MI).

Liquor Licenses

1. Class C liquor license and SDM License in the name of Riverfront Holdings III, Inc. and issued by the Michigan Liquor Commission, relating to the Wintergarden in the Renaissance Center, Detroit, MI.

2. Class C liquor license and SDM License in the name of Andiamo Riverfront Bistro, LLC and issued by the Michigan Liquor Control Commission, relating to the Andiamo restaurant in the Renaissance Center, Detroit, MI.
3. Class C liquor license and SDM License in the name of Riverfront Holdings, Inc. and Seldom Blues, LLC and issued by the Michigan Liquor Control Commission, relating to the Renaissance Center, Detroit MI.
4. Class C liquor license and SDM License in the name of Coach Insignia LLC as issued by the Michigan Liquor Control Commission, relating to the Renaissance Center, Detroit MI.
5. Hotel B liquor license and SDM License in the name of Riverfront Holdings, Inc. and Detroit Hotel Services, LLC and issued by the Michigan Liquor Control Commission, relating the Marriott Hotel at the renaissance Center, Detroit, MI.
6. Hotel B liquor license and SDM License in the name of Riverfront Holdings, Inc. and Courtyard Management Corporation and issued by the Michigan Liquor Control Commission, relating the Courtyard Marriott Hotel at the Millender Center, Detroit, MI.

Section 4.4

Subsidiaries

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%) ¹
Foreign Subsidiaries		
Chevrolet Sociedad Anonima de Ahorro para Fines Determinados	Argentina	
General Motors Argentina S.r.l.	Argentina	Suzuki Motor Corporation (0.4%)
Sarmiento 1113 S.A. en Liquidacion	Argentina	
General Motors Australia Ltd.	Australia	
General Motors Investments Pty. Ltd.	Australia	
GM Holden Ltd.	Australia	
General Motors Holden Sales Pty. Limited	Australia	
Holden Employees Superannuation Fund Pty. Ltd.	Australia	
Rhodes Automotive Manufacturing Pty Ltd	Australia	
Automobile Swoboda Alpenstrasse GmbH	Austria	Swoboda Autohandel GmbH (5.0%)
Chevrolet Austria GmbH	Austria	
General Motors Austria GmbH	Austria	
General Motors Powertrain-Austria GmbH	Austria	
General Motors Foreign Sales Corporation	Barbados	
Chevrolet Belgium NV	Belgium	
General Motors Belgium N.V.	Belgium	Barbara A. Lister-Tait (0.01%)
General Motors Coordination Center BVBA	Belgium	
General Motors Investment Services Company N.V.	Belgium	
GM Automotive Services Belgium NV	Belgium	Barbara A. Lister-Tait (0.1%)
General International Insurance Services Limited	Bermuda	
General International Limited	Bermuda	
Funcap-Comercio e Administracao de Bens Moveis e Valores Ltda.	Brazil	
General Motors do Brasil Ltda.	Brazil	Jaime Ardilla (0.00000039%) Jose Carlos Da Silveira Pinheiro Neto (0.00000039%)

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
		Sandra Mariani (0.00000039%)
GM Factoring Sociedade de Fomento Comercial Ltda.	Brazil	Sandra Mariani (0.1%)
2035208 Ontario Inc.	Canada	
2140879 Ontario Inc.	Canada	
3072352 Nova Scotia Company	Canada	
3183795 Nova Scotia ULC	Canada	
3535673 Canada Inc.	Canada	
4259891 Canada Ltd dba HMP on the Mountains	Canada	
4501101 Canada, Inc.	Canada	
6153933 Canada Ltd.	Canada	Other (41.8%)
Bill Osborne Chevrolet Ltd.	Canada	Other (35%)
CAMI	Canada	Suzuki Motor Corporation (49%)
Carrefour 440 Chevrolet Pontiac Buick GMC	Canada	Other (35.7%)
Fudiciere Carrefour 440	Canada	
Fugère Pontiac Buick Inc.	Canada	Other (36.5%)
General Motors Nova Scotia Investments Ltd.	Canada	
General Motors of Canada Limited	Canada	
GM GEFS HOLDINGS (CHC4) ULC	Canada	Other (33.33%)
GM GEFS HOLDINGS CANADA ULC	Canada	
GMCH&SP Private Equity II L.P.	Canada	
GMCH&SP Private Equity L.P.	Canada	
Scott Drummond Motors Ltd.	Canada	Other (27.5%)
1908 Holdings Ltd.	Cayman Islands	
Auto Lease Finance Corporation	Cayman Islands	
GMAC Auto Lease Purchase Corporation	Cayman Islands	
GM International Sales Ltd.	Cayman Islands	
Parkwood Holdings Ltd.	Cayman Islands	
General Motors Chile Industria Automotriz Limitada	Chile	
GM Inversiones Santiago Limitada	Chile	
Delphi Saginaw Lingyun Drive Shaft Co. Ltd	China	Lingyun Industrial Corporation Limited (40%)
General Motors (China) Investment Company Limited	China	
General Motors Warehousing and Trading (Shanghai) Co. Ltd.	China	
Saginaw Lingyun Drive Shaft	China	Hebei Lingyun Industrial group

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
(Wuhu) Co. Ltd		Co., Ltd. (40%)
Saginaw Steering (Suzhou) Co. Ltd.	China	Singapore Holding Company (100%)
General Motors - Colmotores S.A.	Colombia	Shareholders, Local (8.55%) Unknown Owner (7.11%) Suzuki Motor Corporation (2.71%) Itochu Corp. (1.53%)
General Motors del Ecuador S.A.	Ecuador	
HOLDCORP S.A.	Ecuador	
Omnibus BB Transportes, S.A.	Ecuador	Holding Dine S.A. (34.09%) Empronorte Overseas (7.45%) Itochu Latin America (5%) Shatzi L.L.C. (0.75%) Chipper Investments L.L.C. (0.75%) Minida L.L.C. (0.75%)
Chevrolet Finland Oy	Finland	
General Motors Finland Oy	Finland	
Chevrolet France	France	Daewoo Electronics Company (0.02%)
Espace 328 SARL	France	Stoffel, Claude (40%)
General Motors France	France	
Hérouville Motors SARL	France	Devere, Gilbert (15%) Hochet, Olivier (15%) Lefranc, Gerard (15%)
Steering France SAS	France	
Adam Opel GmbH	Germany	
ATK Automotive Technology Kaiserslautern GmbH	Germany	
Autohaus SAAB GmbH	Germany	
Carus Grundstücks- Vermietungsgesellschaft mbH & Co. Objekt Kuno 65 KG	Germany	Carus Grundstücks- Vermietungsgesellschaft (6%)
Carus Grundstücks- Vermietungsgesellschaft mbH & Co. Objekt Leo 40 KG	Germany	Carus Grundstücks- Vermietungsgesellschaft mbH & Co. Objekt Juno 65 KG (6%)
Chevrolet Deutschland GmbH	Germany	
General Motors Powertrain - Germany GmbH	Germany	
General Motors Powertrain - Kaiserslautern Germany GmbH	Germany	
GM Auslandsprojekte GmbH	Germany	
GM Europe GmbH	Germany	

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
Opel Eisenach GmbH	Germany	
Opel Live GmbH	Germany	
Opel Special Vehicles GmbH	Germany	
Opel Wohnbau GmbH	Germany	City of Ruesselsheim (1%)
Rhodes Germany GmbH	Germany	
SAAB Deutschland GmbH	Germany	
General Motors Hellas S.A.	Greece	
General Motors (Hong Kong) Company Limited	Hong Kong	
Chevrolet Southeast Europe Ltd.	Hungary	
General Motors Powertrain - Hungary Ltd.	Hungary	
General Motors Powertrain Ltd.	Hungary	
General Motors Southeast Europe Ltd.	Hungary	
Chevrolet Sales India Private Ltd.	India	
General Motors India Private Limited	India	
General Motors Technical Center India Private Limited	India	
Rhodes India Automotive Private Ltd	India	
P.T. G M AutoWorld Indonesia	Indonesia	Arif Pramadana (0.0004%)
P.T. General Motors Indonesia	Indonesia	
General Motors Ireland	Ireland	
General Motors Israel Ltd.	Israel	
GM-UMI Technology Research and Development Ltd.	Israel	Universal Motors Israel Ltd. (49%)
Aftermarket Italia S.r.l.	Italy	
Caterpillar Logistics SCS	Italy	
Chevrolet Italia S.p.A.	Italy	
General Motors Italia S.r.l.	Italy	
General Motors Powertrain - Europe S.r.l.	Italy	
Rhodes Italy Srl	Italy	
VM Motori S.p.A.	Italy	
General Motors Asia Pacific (Japan) Limited	Japan	
GM AutoWorld Yugen Kaisha	Japan	
GMI Diesel Engineering Limited K.K.	Japan	Isuzu Motors Limited (40%)
Rhodes Japan LLC	Japan	
General Motors East Africa Limited	Kenya	ICDC (20%) ICDCIC (17.8%) Itochu Corp. (4.5%)
Automotive Steering Korea Limited	Korea	
GM Auto World Korea Co.	Korea	

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
GM Daewoo Auto & Technology Company	Korea	Korea Development Bank (27.97%) Shanghai Automotive Industry Corporation (Group) (9.89%) Suzuki Motor Corporation (11.24%)
GM Korea Co., Ltd.	Korea	
Rhodes Holding I Sarl	Luxembourg	
Rhodes Holding II Sarl	Luxembourg	
Hicom-Chevrolet, Sdn Bhd	Malaysia	DRB-Hicom Berhad (49%)
Cadillac Polanco, S.A. de C.V.	Mexico	
Controladora ACDelco S.A. de C.V.	Mexico	
Controladora General Motors, S.A. de C.V.	Mexico	
General Motors de Mexico, S. de R.L. de C.V.	Mexico	
GMAC Holding S.A. de C.V.	Mexico	
Sistemas para Automotores de Mexico, S. de R.L. de C.V.	Mexico	
Chevrolet Euro Parts Center B.V.	Netherlands	
Chevrolet Nederland B.V.	Netherlands	
EMWE B.V.	Netherlands	Holdingsmaatschappij TH. O. Weijerman B.V. (25%)
General Motors Nederland B.V.	Netherlands	
GM Powertrain Holding B.V.	Netherlands	
ISPOL Holding B.V.	Netherlands	Isuzu Motors Limited (40%)
Rhodes Holding Netherlands BV	Netherlands	
General Motors New Zealand Pensions Limited	New Zealand	
Holden New Zealand Limited	New Zealand	
General Motors Norge AS	Norway	
General Motors Peru S.A.	Peru	
General Motors Automobiles Philippines, Inc.	Philippines	Francis M. Burdett (0.00018%) Stephen K. Carlisle (0.00018%) Loreto C. Cruz (0.00018%) Teodoro D. Regala (0.00018%) Stephen Nicholas Small

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%) ¹
		(0.00018%)
Chevrolet Poland Sp. z.o.o.	Poland	
General Motors Manufacturing Poland Sp. z.o.o	Poland	
General Motors Poland Spolka, z.o.o.	Poland	
Isuzu Motors Polska Sp. z.o.o	Poland	
Chevrolet Portugal, Lda.	Portugal	
General Motors Portugal Lda.	Portugal	
GM Global Purchasing and Supply Chain Romania Srl	Romania	
General Motors Auto LLC	Russia	
General Motors CIS, LLC	Russia	
General Motors Daewoo Auto Technology CIS, LLC	Russia	
General Motors Asia Pacific (Pte) Ltd.	Singapore	
Steering Holding Pte. Ltd	Singapore	
BOCO (Proprietary) Limited	South Africa	
General Motors South Africa (Pty) Limited	South Africa	
GM Plats (Proprietary) Limited	South Africa	
Chevrolet Espana, S.A.	Spain	
General Motors Automotive Holdings, S.L.	Spain	
General Motors Espana, S.L.	Spain	
General Motors Europe Holdings, S.L.	Spain	
Chevrolet Sverige AB	Sweden	
General Motors Nordiska AB	Sweden	
General Motors Powertrain-Sweden AB	Sweden	
GM Europe Treasury Company AB	Sweden	
GM Worldwide Purchasing Sweden AB	Sweden	
SAAB Automobile AB	Sweden	
SAAB Automobile Investering AB	Sweden	
Chevrolet Europe GmbH	Switzerland	
Chevrolet Suisse S.A.	Switzerland	
General Motors Europe AG	Switzerland	Michael J. Burns (0.01%) Armin Grond (0.01%) Alexander A. Meile (0.01%)
General Motors Suisse S.A.	Switzerland	Jacques Hansel (0.052%) Dieter Salzmann (0.052%) Armin Stoll (0.052%)

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%) ¹
		Hans Rudolf Zeller (0.052%)
GM-SAAB Communication GmbH	Switzerland	Scancars AG (45%)
General Motors Taiwan Ltd.	Taiwan, Province of China	Kung-Chou Chu (0.00000012%) Arne Engel (0.00000012%) Terence B. Johnsson (0.00000012%) Bright Lin (0.00000012%) Jerry Lin (0.00000012%) Barbara A. Lister-Tait (0.00000012%)
Tai Jin International Automotive Distribution Co. Ltd.	Taiwan, Province of China	
General Motors (Thailand) Limited	Thailand	Stephen K. Carlisle (0.0000013%) Kenneth Joseph Cavanaugh (0.0000013%) Raymundo Garza (0.0000013%) Somnuek Ngamtrakulchol (0.0000013%) Stephen Nicholas Small (0.0000013%) Antonio Pantaleon Zara, III (0.0000013%)
Chevrolet Sales (Thailand) Limited	Thailand	
General Motors Powertrain (Thailand) Limited	Thailand	Stephen K. Carlisle (0.0000062%) Kenneth Joseph Cavanaugh (0.0000062%) Raymundo Garza (0.0000062%) Gerry L. Hargrove (0.0000062%) Stephen Nicholas Small (0.0000062%) Antonio Pantaleon Aguila Zara (0.0000062%)
General Motors Southeast Operations Limited	Thailand	
Chevrolet Türkiye Otomotive Limited Sirketi	Turkey	
General Motors Türkiye Limited Sirketi	Turkey	
Rhodes Otomotive Sanayi ve Ticaret Limited Sirketi	Turkey	
General Motors Africa and Middle East FZE	United Arab Emirates	

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
06 Ormskirk Limited	United Kingdom	John Dickson (17.97%) and Paul Byron (14.7%)
Aftermarket UK Limited	United Kingdom	
Approach (UK) Limited	United Kingdom	Louis Alan Preston (6.39%)
Baker (Crewe) Limited	United Kingdom	Baker Holdings Limited (34.74%)
Baylis (Gloucester) Limited	United Kingdom	Michael Baylis (6.49%)
Berse Road (No. 1) Limited	United Kingdom	
Berse Road (No. 2) Limited	United Kingdom	
Chevrolet UK Limited Ltd.	United Kingdom	
General Motors Limited	United Kingdom	
General Motors UK Limited	United Kingdom	
Global Tooling Service Company Europe Limited	United Kingdom	
GM (UK) Pension Trustees Limited	United Kingdom	
GM (UK) Unclassified Pension Trustees Limited	United Kingdom	
GM Automotive UK	United Kingdom	
GM Daewoo UK Limited	United Kingdom	
GM Purchasing Vauxhall UK Limited	United Kingdom	
GM Retirees Pension Trustees Limited	United Kingdom	
GPSC UK Limited	United Kingdom	
H.S.H. Limited	United Kingdom	Baylis (Gloucester) Limited (100%)
Haines & Storage	United Kingdom	Baylis (Gloucester) Limited (100%)
IBC Pension Trustees Limited	United Kingdom	
IBC Vehicles (Distribution) Limited	United Kingdom	Gregory Constantine Nicolaides (0.001%)
IBC Vehicles Limited	United Kingdom	
Jeffery (Wandsworth) Limited	United Kingdom	Phillip Jeffery (19.7%)
Lange (West End) Limited	United Kingdom	Paul Lange (49.06%)
Millbrook Pension Management Limited	United Kingdom	
Millbrook Proving Ground Limited	United Kingdom	
Motors Directors Limited	United Kingdom	
Motors Investments (Caernarfon) Limited	United Kingdom	
Motors Properties Limited	United Kingdom	
Motors Secretaries Limited	United Kingdom	
Pearl (Crawley) Limited	United Kingdom	Edward Shepherd (8.88%) Peter Stevens (8.88%)
Promark Global Advisors Limited	United Kingdom	
Promark Investment Trustees Limited	United Kingdom	
Rumble (Bedworth) Limited	United Kingdom	Martin Rumble (17.12%)

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
SAAB City Limited	United Kingdom	
SAAB GB Pension Plan Trustees Company Limited	United Kingdom	
SAAB Great Britain Limited	United Kingdom	
SB (Helston) Limited	United Kingdom	Ian Buse and Saunders (20.63% each)
Sherwoods (Darlington) Limited	United Kingdom	Alastair MacConachie (22.12%)
Skurrays Limited	United Kingdom	Nicholas Stephen Plevy (21.06%) Nigel Patrick Harvey (5.26%)
Southern (Merthyr) Limited	United Kingdom	Ann Morgan (36.16%)
Vauxhall Motors Limited	United Kingdom	
Vauxhall Powertrain Limited	United Kingdom	
VHC Sub-Holdings (UK)	United Kingdom	
Vickers (Lakeside) Limited	United Kingdom	Bruce Norris Vickers (25%)
Vision Motors Limited	United Kingdom	Tim Pickering (25%)
Whitmore's of Edenbridge Limited	United Kingdom	Jeremy Whitmore (15%)
Wilson & co. (Motor Sales) Limited	United Kingdom	Robin Wilson (43.71%)
General Motors Uruguay, S.A.	Uruguay	
General Motors Powertrain - Uzbekistan CJSC	Uzbekistan	JSC Uzavtosanoat (48%)
General Motors Uzbekistan	Uzbekistan	JSC Uzavtosanoat (24.16%)
General Motors Venezolana, C.A.	Venezuela	
Sistemas de Compra Programada Chevrolet, C.A.	Venezuela	
Vietnam-Daewoo Motor Co., Ltd	Vietnam	
Domestic Subsidiaries		
Advantage Chevrolet of Bolingbrook, Inc.	Delaware	Other (25%)
Annunciata Corporation	Delaware	
Argonaut Holdings, Inc.	Delaware	
Athens Chevrolet, Inc.	Delaware	Other (23%)
Britain Chevrolet, Inc.	Delaware	Other (25%)
Buick Pontiac GMC of Moosic, Inc.	Delaware	Other (17%)
Carve-Out Ownership Cooperative LLC	Delaware	
Champion Chevrolet, Pontiac, Buick, Inc.	Delaware	Other (29%)
Chevrolet of Novato, Inc.	Delaware	Other (25%)
Coach Insignia LLC	Michigan	Other (33%)
Cole Buick Pontiac GMC		
Curt Warner Chevrolet, Inc.	Delaware	Other (22%)

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
Danny Beck Chevrolet, Inc.	Delaware	Other (18%)
Dealership Liquidations, Inc.	Delaware	
Delphi Energy and Engine Management Systems UK Overseas Corporation	Delaware	
Desert Sun Roswell, Inc.	Delaware	Other (25%)
Dinuba Auto Center, Inc.	Delaware	Other (18%)
DMAX, Ltd.	Ohio	Other (40%)
Fredericktown Chevrolet Company, Inc.	Delaware	Other (16%)
Friendly Motors, Inc.	Delaware	
Galleria Chevrolet-Cadillac, Inc.	Delaware	
Gateway Chevrolet Motor Company	Delaware	
GEMA Automotive, Inc.	Delaware	Other (23%)
General Motors Asia Pacific Holdings, LLC	Delaware	
General Motors Asia, Inc.	Delaware	
General Motors China, Inc.	Delaware	
General Motors Foundation, Inc.	Michigan	
General Motors Global Service Operations, Inc.	Delaware	
General Motors International Holdings, Inc.	Delaware	
General Motors Korea, Inc.	Delaware	
General Motors MNS Center, LLC		
General Motors Overseas Commercial Vehicle Corporation	Delaware	
General Motors Overseas Corporation	Delaware	
General Motors Overseas Distribution Corporation	Delaware	
General Motors Product Services, Inc.	Delaware	
General Motors Research Corporation	Delaware	
General Motors Thailand Investments, LLC	Delaware	
General Motors U.S. Trading Corp.	Nevada	
General Sales Company of West Chester, Inc.	Delaware	Other (38%)
GM APO Holdings, LLC	Delaware	
GM Car Company LLC	Delaware	
GM Components Holdings, LLC	Delaware	
GM-Di Leasing Corporation	Delaware	
GM Eurometals, Inc.	Delaware	
GM Finance Co. Holdings LLC	Delaware	

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
GM GEFS L.P.	Nevada	
GM Global Steering Holdings, LLC	Delaware	
GM Global Technology Operations, Inc.	Delaware	
GM Global Tooling Company, Inc.	Delaware	
GM LAAM Holdings, LLC	Delaware	
GM Overseas Funding, LLC	Delaware	
GM Personnel Services, Inc.	Delaware	
GM Preferred Finance Co. Holdings LLC	Delaware	
GM Preferred Receivables LLC	Delaware	
GM Subsystems Manufacturing, LLC	Delaware	
GM Supplier Receivables LLC	Delaware	
GM Technologies, LLC	Delaware	
GM Warranty LLC	Delaware	
GMAC Common Equity Trust I ³	Delaware	
GMEH Holding, LLC	Delaware	
GMETR Trade Receivables LLC	Delaware	
GMOA Administrative Services Corporation	Delaware	
GMODC Receivables Funding LLC	Delaware	
GMODC Trade Receivables LLC	Delaware	
Grand Pointe Holdings, Inc.	Michigan	
Joe Morgan Chevrolet-Cadillac, Inc.	Delaware	Other (35%)
JS Folsom Automotive, Inc.	Delaware	Other (38%)
Koneyren, Inc.	Michigan	
Las Cruces Automotive Group, Inc.	Delaware	Other (18%)
LBK, LLC	Delaware	
Lease Ownership Cooperative LLC	Delaware	
Lidlington Engineering Company, Ltd.	Delaware	
Mangino Chevrolet, Inc.	Delaware	Other (18%)
Metal Casting Technology, Inc.	Delaware	Other (49%)
Milton Chevrolet, Inc. (Sobh-Locklear Chevrolet)	Delaware	Other (26%)
Monetization of Carve-Out, LLC	Delaware	
Moran Cadillac-GMC, Inc.	Delaware	Other (23%)
Moran-Chevrolet, Inc.	Delaware	Other (23%)
Morris Pontiac-GMC, Inc.	Delaware	Other (29%)
Motors Holding San Fernando Valley, Inc.	Delaware	
Multi-Use Lease Entity Trust	Delaware	
North American New Cars, Inc.		

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
OnStar Global Services Corporation	Delaware	
OnStar, LLC	Delaware	
PIMS Co.	Delaware	
Project Rhodes Holding Corporation	Delaware	
Promark Global Advisors, Inc.	Delaware	
Promark Investment Advisors, Inc.	Delaware	
Promark Real Estate Advisors, LLC	Delaware	
Promark Trust Bank, N.A.	New York	
Renaissance Center Management Company	Michigan	
Renaissance Center Management Company	Delaware	
Renton Cadillac Pontiac GMC, Inc.	Delaware	Other (19%)
Rhodes I, LLC ²	Michigan	
Rhodes II, LLC ²	Michigan	
Riverfront Holdings II, Inc.	Delaware	
Riverfront Holdings Phase II, Inc.	Delaware	
Riverfront Holdings, Inc.	Delaware	
San Patricio Automotive Group, Inc.	Delaware	Other (34%)
Saturn County Bond Corporation	Delaware	
Slaughter Motor Company, Inc.	Delaware	Other (16%)
Smokey Point Buick Pontiac GMC, Inc.	Delaware	Other (28%)
Steering Solutions Corporation	Delaware	
Steering Solutions Expat Holding Corporation	Delaware	
Steering Solutions IP Holding Corporation	Delaware	
Steering Solutions Services Corporations	Delaware	
Superior Chevrolet, Inc.	Delaware	Other (16%)
Taft Automotive, Inc.	Delaware	Other (30%)
The DeCuir Group, Inc.	Delaware	Other (26%)
Todd Wenzel Chevrolet, Inc.	Delaware	Other (20%)
Trimarco Pontiac-Buick-GMC, Inc. (Gary Trimarco Automotive)	Delaware	Other (22%)
Truck and Bus Engineering U.K., Limited	Delaware	
Vehicle Asset Universal Leasing Trust	Delaware	
Vence Lone Star Motors, Inc.	Delaware	
VM North America, Inc.	Delaware	
WRE, Inc.	Michigan	

¹ Unless otherwise indicated in this column, Parent and its direct or indirect Subsidiaries have a

Purchased Subsidiary	Jurisdiction of Organization	Ownership By Third Party (%)¹
<p>100% ownership interest in the Purchased Subsidiaries. ² This entity is not yet owned by Parent, but will be owned by Parent prior to closing.</p>		

1. Pursuant to the Revolving Credit Agreement, Parent has pledged its Equity Interest in Controladora General Motors, S.A. de C.V. to the lenders thereunder.
2. Pursuant to the UST Credit Facilities, Parent and certain of its Subsidiaries have pledged their Equity Interests in various direct and indirect Subsidiaries of Parent to Sponsor.

Section 4.5

Reports and Financial Statements; Internal Controls

None.

Section 4.6

Absence of Certain Changes and Events

1. Sellers have engaged in a process of reviewing, renegotiating, extending and terminating, as applicable, arrangements with its suppliers in furtherance of the Viability Plans and its efforts to reorganize as part of the Bankruptcy Cases.
2. Sellers have engaged in a process of reviewing, renegotiating, extending and terminating, as applicable, arrangements with dealers and other customers in furtherance of the Viability Plans and its efforts to reorganize as part of the Bankruptcy Cases.
3. Parent, or its Subsidiaries, have transferred Equity Interests in connection with the restructuring activities listed in the items set forth under the heading “Reorganizations” on Section 6.2 of this Sellers’ Disclosure Schedule and have taken other actions in connection with such restructuring activities in order to begin the implementation of the transactions contemplated thereby. These activities, and actions already taken, include, among other things, (i) the contribution of certain European Subsidiaries of Parent to Adam Opel GmbH (“AOG”), (ii) the settlement of certain intercompany loan balances and (iii) the transfer of 65% of the issued shares of AOG to a German law limited partnership, to be held in trust for the benefit of Parent and the German government pending the completion of an investment in the Parent’s European business by a third party or the occurrence of other specified events.
4. Parent, through one or more of its Subsidiaries, is in the process of acquiring an Equity Interest in the following proposed joint ventures: (i) FAW-GM Light Duty Commercial Vehicle Company Limited and (ii) Shanghai OnStar Telematics Company Ltd.
5. Parent, through one or more of its Subsidiaries, is in the process of transferring its Equity Interests in Fiat-GMPowertrain Polska JV to another direct or indirect Subsidiary of Parent.
6. Parent has taken certain actions in connection with the matters described under the heading “Divestitures” on Section 6.2 of this Sellers’ Disclosure Schedule.
7. Parent is in the process of winding down GMI Diesel Engineering Limited, a joint venture with Isuzu Motors Limited.
8. *Employee Benefits/Severance:*
 - Sellers and its Subsidiaries have terminated employees and made severance or termination payments in respect thereof, in furtherance of the Viability Plans.
 - Steven Harris, Vice President, Communications, was awarded a scheduled pay increase as of January 1, 2009.
 - GM Executive Severance Program was adopted after discussion with Sponsor.
 - Salaried Downtime Paid Absence Policy was adopted after discussion with Sponsor.
 - Various other employee benefit plans and programs were adjusted downward.
9. *Capital Expenditures:*

- Parent has initiated a total of 94 programs (58 Vehicle programs consisting of 38 cars, 7 trucks, 12 crossovers and 1 plant expansion as well as 36 Powertrain programs for engines, transmissions and advanced propulsion systems to address fuel economy and emission improvements) which could result in aggregate capital expenditures in excess of \$100,000,000 in a single program or in the aggregate across several related programs.
 - GM Daewoo Auto & Technology Company has incurred capital expenditures in excess of \$100,000,000 in the aggregate.
 - Parent's Indian Subsidiaries have incurred, and have issued purchase orders with respect to, capital expenditures that will exceed \$100,000,000 in the aggregate.
10. On January 16, 2009, Parent and Sponsor entered into that certain Loan and Security Agreement pursuant to which Parent incurred certain Indebtedness and in connection therewith pledged certain of its assets.
 11. General Motors Belgium N.V. entered into a Collective Bargaining Agreement with the following unions: ACV, ABVV and ACLVB.
 12. In February 2009, GM International Sales Ltd. acquired from SAAB Automobile AB all of the Equity Interests of GM Europe Treasury Company AB.
 13. General Motors Venezolana CA ("GMV") has been experiencing delays in obtaining foreign currency, primarily U.S. dollars, from the Venezuela Governmental Authority "CADIVI" responsible for managing foreign exchange controls. This situation has resulted in GMV's inability to pay Parent, other Parent entities and external foreign suppliers on a timely basis.
 14. GM Holden Limited renewed its loan with GM European Treasury Corporation AB for \$300 million, which is secured by a security interest over the substantial part of its assets. This security interest may become a second priority security interest if GM Holden Limited obtains the loan described under the heading "Indebtedness" on Section 6.2 of this Sellers' Disclosure Schedule.
 15. Sellers have taken actions prior to the date hereof to effectuate the Nova Scotia Settlement (as defined in Section 6.2 of this Sellers' Disclosure Schedule).
 16. Sellers entered into Customer Warranty Program commitments in connection with Amendment No. 4, dated May 27, 2009, to the Loan and Security Agreement, dated as of December 31, 2008, between Parent, as borrower, and Sponsor, as the lender.
 17. Sellers entered into Supplier Program commitments in connection with that certain Credit Agreement, dated as of April 3, 2009, between GM Supplier Receivables LLC, as borrower, and the Sponsor, as the lender.
 18. GMCL has sold to 1908 Holdings Ltd., a wholly-owned Subsidiary of GMCL, receivables from Parent in excess of \$100,000,000 in the aggregate.
 19. Sellers and their Subsidiaries, with the consent of Sponsor, have entered into early settlement on a number of derivative transactions/commitments with counterparties for approximately \$600 million.
 20. Parent and El-Mo Leasing II Corporation have executed restructuring transactions in which El-Mo has exited the structure in exchange for a one-time payment to the head- lessors of \$55 million. Substantially all of the remaining cash was dividended to Parent.

21. Parent entered into agreements with Morgan Stanley and Banc of America Securities LLC, as lead dealer-managers, that, in the event of a successful bond exchange, would require that fees in excess of \$100 million be paid to the dealer-manager group. The bond exchange has been terminated.
22. GM Components Holdings, LLC ("GMCH") and Parent have entered into a definitive agreement with Delphi Corporation ("Delphi") and an Affiliate of Platinum Equity ("Platinum") pursuant to which (i) GMCH agreed to acquire certain assets and UAW sites of Delphi and to assume certain Delphi liabilities, (ii) Platinum and Parent jointly agreed to invest in a newly formed limited liability company ("New Delphi") which would acquire most of the ongoing Delphi business, and (iii) the remaining assets and liabilities would be retained by Delphi. Parent also agreed to provide certain equity and long-term debt commitments to New Delphi, and further agreed to provide interim financing to Delphi and waive certain pre-existing claims. Similarly, Platinum agreed to certain equity and debt commitments and to pay a termination fee to Parent in the event that Platinum were to fail to consummate the proposed transactions. The transactions are expected to close in the 3rd quarter, subject to customary terms and conditions and to the approval of the bankruptcy court presiding over the chapter 11 proceedings of Delphi.
23. Parent, with Sponsor's consent, amended its salaried and executive plans to facilitate headcount reductions required by the Viability Plans.
24. Prior to the date of the Agreement, Sponsor consented to various other actions taken by Sellers and their Subsidiaries.
25. Parent, with Sponsor's consent, negotiated with non-UAW Unions.

Section 4.7

Title to and Sufficiency of Assets

None.

Section 4.8

Compliance with Laws; Permits

None.

Section 4.9

Environmental Laws

None.

Section 4.10(a)

Employee Benefit Plans

Benefit Plans for Hourly Employees

1. General Motors Hourly-Rate Pension Plan
2. General Motors Personal Savings Plan for Hourly-Rate Employees in the United States

Supplemental Agreements Between UAW and GM

3. General Motors Life and Disability Benefits Program for Hourly Employees
4. General Motors Health Care Program for Hourly Employees
5. General Motors Supplemental Unemployment Benefit Plan
6. General Motors Profit Sharing Plan for Hourly-Rate Employees in the United States
7. UAW-GM Legal Services Plan for UAW Represented Hourly Employees of General Motors in the United States
8. General Motors Dependent Care Reimbursement Plan for UAW Represented Hourly Employees in the United States
9. General Motors Health Care Spending Account Plan for Entry Level Employees
10. Guaranteed Income Stream Benefit Program (UAW)
11. Dependent Scholarship Program for Hourly Employees in the United States
12. Tuition Assistance Program for Hourly Employees in the United States

Supplemental Agreements Between IUE and GM

13. General Motors Life and Disability Benefits Program for Hourly Employees
14. General Motors Health Care Program for Hourly Employees
15. General Motors Supplemental Unemployment Benefit Plan
16. General Motors Profit Sharing Plan for Hourly-Rate Employees in the United States
17. General Motors Legal Services Plan for IUE-CAW Hourly Employees in the United States
18. General Motors Dependent Care Reimbursement Plan Hourly-Rate Employees in the United States
19. Guaranteed Income Stream Benefit Program (IUE)
20. Dependent Scholarship Program for Hourly Employees in the United States
21. Tuition Assistance Program for Hourly Employees in the United States

Supplemental Agreements Between IAM/PMD and GM

22. General Motors Life and Disability Benefits Program for Hourly Employees
23. General Motors Health Care Program for Hourly Employees
24. General Motors Supplemental Unemployment Benefit Plan
25. General Motors Profit Sharing Plan for Hourly-Rate Employees in the United States
26. General Motors Dependent Care Reimbursement Plan for IAM/PMD Represented Hourly Employees in the United States

27. Dependent Scholarship Program for Hourly Employees in the United States
28. Tuition Assistance Program for Hourly Employees in the United States
29. Guaranteed Income Stream Benefit Program (IAM/PMD)

Supplemental Agreements Between Various Splinter Unions and GM

30. General Motors Life and Disability Benefits Program for Hourly Employees
31. General Motors Health Care Program for Hourly Employees
32. General Motors Profit Sharing Plan for Hourly-Rate Employees in the United States
33. General Motors Income Security Plan for Hourly-Rate Employees
34. Dependent Scholarship Program for Hourly Employees in the United States
35. Tuition Assistance Program for Hourly Employees in the United States

Benefit Plans For Salaried Employees

36. General Motors Retirement Program for Salaried Employees in the United States
37. General Motors Executive Retirement Plan
38. General Motors Savings-Stock Purchase Program for Salaried Employees in the United States
39. General Motors Salaried Health Care Program
40. General Motors Corporation Health Care Reimbursement Plan for Salaried Employees in the United States
41. General Motors Corporation Dependent Care Reimbursement Plan for Salaried Employees in the United States
42. General Motors Flexible Compensation Program for Salaried Employees in the United States
43. General Motors Life and Disability Benefits Program for Salaried Employees in the United States
44. General Motors Long-Term Care Program for Salaried Employees
45. Executive Supplemental Disability Income Protection Program
46. General Motors Severance Program for Salaried Employees in the United States
47. General Motors Executive Severance Program for Salaried Employees in the United States
48. International Service Personnel Program
49. Permanently International Mobile Staff (PIMS) Employees Individual Account Retirement Plan
50. Dependent Scholarship Program for Salaried Employees in the United States
51. Tuition Assistance Program for Salaried Employees in the United States

Other Benefit and Compensation Plans and Policies

52. General Motors 1997 Stock Incentive Plan
53. General Motors 2002 Stock Incentive Plan
54. General Motors 2002 Annual Incentive Plan
55. General Motors 2007 Annual Incentive Plan
56. General Motors 2002 Long-Term Incentive Plan
57. General Motors Corporation 2007 Long-Term Incentive Plan

58. General Motors Deferred Compensation Plan for Executive Employees
59. Individual Nonqualified Deferred Compensation Arrangements
60. Amended General Motors Corporation 2006 Cash-Based Restricted Stock Unit Plan
61. General Motors Corporation 2007 Cash-Based Restricted Stock Unit Plan
62. General Motors Corporation Compensation Plan for Non-Employee Directors
63. General Motors Corporation Non-Employee Directors Long-Term Stock Incentive Plan
64. General Motors Corporation 2007 Global Incentive Plan
65. General Motors Corporation 1998 Stock Option Plan as Amended January 1, 2003
66. General Motors Enhanced Variable Pay Plan for Eligible Salaried Employees in North America (Effective November 30, 2000 as amended December 1, 2007)
67. General Motors Executive Split Dollar Endorsement Plan
68. Personal Umbrella Liability Insurance Program
69. Senior Executive Financial Counseling Program
70. 401(k) Savings Plan Investment Advice Tool (Financial Engines)
71. Financial Planning Option (Ayco)
72. Health Savings Account (Bank of America)
73. Utility Patent Filing Award
74. Defensive Publication Award
75. Tool/Method Award
76. Usage Award
77. "Boss Kettering" Award Program
78. Executive Employee Physicals
79. Work Life Plus Program
80. Adoption Assistance Plan for Salaried Employees
81. Salaried Policies (including, but not limited to leaves, Mutual Separation Policy (MSP), expense reimbursement, relocation, vacation, service awards)
82. Mutual Separation Policy for Executive Employees
83. Senior Management Vehicle Program
84. Product Evaluation Program
85. Work Related Travel Policy
86. New Vehicle Employee Discount Program
87. Company Owned Vehicle Discount Program
88. Supplemental Life Benefits Plan
89. Supplemental Group Life Insurance Plan
90. Quality Network Suggestion Plan
91. Work/Family Employee Assistance Program
92. *Parent participates (contributes) to the following multi-employer plans:*
Screen Actors Guild-- Producers Pension Plan for Motion Picture Actors
Screen Actors Guild-- Producers Health Plan for Motion Picture Actors
AFTRA Health and Retirement Funds
AFTRA Industrial Account Plan
AFTRA Industry Cooperative Fund
Industry Advancement and Cooperative Fund (IACF)
93. Settlement Release with Andrew Pope, Severance (05/01/09)
94. Termination Agreement with Robert Sheipe
95. Settlement Release with Michael Younes, Severance (04/01/09)

96. Settlement Release with Janet Newcomb, Severance (11/01/07)
97. Settlement Release with Florentin Blejdea, Severance (05/07/09)
98. Contracts and arrangements identified on Section 4.10(h) of this Sellers' Disclosure Schedule (subject to discussion with Sponsor)

Purchased Subsidiary Plans

99. The table "General Motors - Global Inventory - Master File" included at the end of this Section 4.10(a) of this Sellers' Disclosure Schedule is incorporated by reference herein and hereby made a part of this Section 4.10(a) of this Sellers' Disclosure Schedule. (Subject to discussion with Sponsor.)
100. Advantage Chevrolet of Bolingbrook, Inc. 401(k) Plan and Pension Plan
101. Las Cruces Automotive Group, Inc. 401(k) Plan
102. Britain Chevrolet, Inc. 401(k) Plan
103. Renton Cadillac Pontiac GMC, Inc. 401(k) Plan
104. Buick Pontiac GMC of Moosic, Inc. 401(k) Plan
105. Champion Chevrolet, Pontiac, Buick, Inc. 401(k) Plan
106. Curt Warner Chevrolet, Inc. 401(k) Plan
107. Desert Sun Roswell, Inc. 401(k) Plan
108. Dinuba Auto Center, Inc. 401(k) Plan
109. Galleria Chevrolet-Cadillac, Inc. 401(k) Plan
110. Trimarco Pontiac-Buick-GMC, Inc. 401(k) Plan
111. GEMA Automotive, Inc. 401(k) Plan
112. General Sales Company of West Chester, Inc. 401(k) Plan
113. JS Folsom Automotive, Inc. 401(k) Plan
114. Mangino Chevrolet, Inc. 401(k) Plan
115. Morris Pontiac-GMC, Inc. 401(k) Plan
116. Chevrolet of Novato, Inc. 401(k) Plan
117. Slaughter Motor Company, Inc. 401(k) Plan
118. Smokey Point Buick Pontiac GMC, Inc. 401(k) Plan
119. Milton Chevrolet, Inc. 401(k) Plan
120. Superior Chevrolet, Inc. 401(k) Plan and Pension Plan
121. Todd Wenzel Chevrolet, Inc. 401(k) Plan
122. San Fernando Valley Automotive, LLC 401(k) Plan

Trusts

123. General Motors - UAW Layoff Benefit Trust 38-6039966
124. General Motors - IUE Welfare Benefit Trust 38-6039965
125. General Motors Savings Plans Master Trust 04-3259743
126. First Plaza Group Trust II 26-6389533
127. General Motors Welfare Benefit Trust 04-3400339
128. General Motors Salaried Employees Pension Trust 13-6369844
129. General Motors Salaried Employees Pension Trust 25-6388249
130. GMAM Group Pension Trust I 01-0719298
131. GMAM Group Pension Trust II 02-0615827
132. GMAM Investment Funds Trust 13-3160892

133. GMAM Investment Funds Trust II 01-6231432
134. White Plaza Group Trust 11-3317084
135. First Plaza Group Trust 25-6295264
136. Third Plaza Trust 25-6360552
137. Fourth Plaza Trust 25-6360553
138. General Motors Hourly Rate Employees Pension Trust 13-6369845
139. General Motors Hourly-Rate Employees Pension Trust 25-6013833

Necessary Reductions under Salaried, Executive, and non-UAW Hourly Plans

Purchaser's obligations to assume benefit plans and to maintain compensation and benefits for one year contemplate the aggregate reduction of the total benefit obligations under Assumed Plans related to Salaried Retiree Life Insurance, Salaried Retiree Health Care, Salaried Non-Qualified Pension, Executive Retiree Life Insurance and hourly (non-UAW) Life Insurance and Health Care plans by approximately two-thirds, as compared to the obligations of Parent as determined as of 12/31/08.

The changes in salaried retiree benefits being implemented for achieving this are identified as follows:

- Retiree Basic Life Insurance for salaried classified and executive retirees reduced to \$10,000 effective the first of the month following the Closing Date;
- Retiree Basic Life Insurance for active salaried classified and executive upon their retirement reduced to 50% of base salary;
- Additional salaried retiree co-pays and contributions required for health care plans, effective 1/10. Retiree cost share increases to approximately 45%. No coverage at age 65;
- 10% reduction in accrued ERP benefits as of the date of the close for active employees;
- The current temporary 10% ERP reduction for existing retirees with a combined qualified and nonqualified benefit equal to or less than \$100,000 shall become permanent; no additional non-qualified pension reductions shall be made for these retirees;
- A reduction of 2/3 of the ERP amount above the combined qualified and nonqualified benefit greater than \$100,000 will be implemented as of the first of the month following the Closing Date; and
- Executive Life Insurance will be cancelled in retirement for all current and future retirees effective the first of the month following the Closing Date.

Health care and life insurance coverage for non-UAW hourly retirees, if provided at all, are intended to match benefit levels provided salaried retirees. Changes affecting non-UAW hourly retirees are identified in Section 6.17(m) of the Agreement or the related sections of this Sellers' Disclosure Schedule.

General Motors - Global Inventory - - Master File

Country	Entity	Plan Type	Plan Name
DB U.S. GAAP Valuations			
United States	U.S.	Defined benefit	General Motors Retirement Program for Salaried Employees
United States	U.S.	Defined benefit	United States Executive Retirement Plan (ERP)
Canada	Canada	Defined benefit	General Motors Canadian Hourly-Rate Employees Pension Plan
Canada	Canada	Defined benefit	General Motors Canadian Retirement Program for Salaried Employees
Germany	Germany-5e4	Defined benefit	Opel Altersversorgung
UK	UK-5J8	Defined Benefit	Vauxhall Motors Ltd Pension Plan
Australia	Australia-000	Defined benefit	Holden Employees Superannuation Fund (HESF)
Germany	Germany-5j3	Defined Benefit	Germany Powertrain (Opel Altersversorgung)
UK	UK-5J8	Defined Benefit	IBC Vehicles Pension Plan
Belgium	Belgium-5G7	Defined Benefit	Retirement Plan for Salaried and Hourly Employees of Opel Belgium
UK	UK-5J8	Defined Benefit	General Motors Retirees Pension Plan
Sweden	Sweden-5e3	Defined Benefit	ITP 2 Salaried Employee Sweden Saab
Switzerland	Switzerland-552	Defined Benefit	Personel Welfare Foundation of General Motors Companies of Switzerland
Netherlands	Netherlands-5f4	Defined Benefit	Pensioenreglement van General Motors Corporation Netherlands
UK	UK-5J8	Defined Benefit	Millbrook Pension Plan
UK	UK-5J8	Defined Benefit	Saab GB Pension Plan
Mexico	Mexico	Defined benefit	Voluntary Retirement Plan for Salaried Personnel Pension Plan
South Africa	South Africa-000	Defined benefit	General Motors South Africa Pension Fund
UK	UK-5J8	Defined Benefit	Vauxhall and Associated Companies Pension Fund

Germany	Germany-000	Defined Benefit	Catepillar JV (Opel Altersversorgung)
Austria	Austria-5J2	Defined Benefit	Pension Plan (Alters, Arbeitsunfähigkeits und Hinterbliebenen) Powertrain
Canada	Canada	Defined benefit	Canadian Executive Retirement Plan
Germany	Germany-5j5	Defined Benefit	Germany Powertrain Kaiserslautern (Opel Altersversorgung)
Germany	Germany-5g5	Defined Benefit	Adam Opel JVs (Opel Altersversorgung)
Portugal	Portugal-5G0	Defined Benefit	Pension Supplement Plan
Mexico	Mexico	Defined benefit	Seniority Premium
Austria	Austria-5H3	Defined Benefit	Pension Plan (Alters, Arbeitsunfähigkeits und Hinterbliebenen Plan für Dienstnehmer der Opel Austria) GM Austria
Sweden	Sweden- 5J1	Defined Benefit	ITP 2 Salaried Employee, GM Powertrain Swedern AB
Colombia	Colombia-000	Defined benefit	Defined benefit plan Union Contract benefit
South Africa	South Africa-000	Defined benefit	General Motors South Africa Executive Provident Fund
Venezuela	Venezuela-000	Defined benefit	Clause 29 of the Collective Agreement for the Workers of GM Venezuela
Dubai	Dubai- RMO	Defined benefit	Defined benefit plan (EOS)
Ecuador	Ecuador-OBB	Defined benefit	Retirement Program
Ecuador	Ecuador-GME	Defined benefit	Retirement Program
India	India	Defined benefit	General Motors India Ltd Employees' Group Gratuity cum Life assurance Scheme
Canada	Canada	Defined benefit	Canadian Excess Plan
Canada	Canada	Defined benefit	Canadian Supplemental Executive Retirement Plan
United States	U.S.	Defined benefit	United States Benefit Equalization Plan
Mexico	Mexico	Defined	Voluntary Retirement Hourly

		benefit	
Dubai	Dubai- MEDC	Defined benefit	Defined benefit plan (EOS)
Non-U.S. GAAP Valuations			
Norway	Norway-513	Defined benefit	Regulation of the Pension Plan 3248
Ireland	Ireland- 5F2	Defined Benefit	Opel (Ireland) Limited Pension Plan
New Zealand	New Zealand	Defined benefit	Holden New Zealand Pension Plan
Norway	Norway-513	Defined benefit	Regulation of the Pension Plan 21467
Norway	Norway-513	Defined benefit	Regulation of the pension plan 26370
Small DB Plans - Not Consolidated			
France	GM Strasbourg	Defined benefit	Retirement bonus paid as a lump sum upon employment contract termination
Egypt	Egypt-000	Defined benefit	Retirement Plan
Turkey	Turkey-567	Defined Benefit	Retirement Pay Provision (Based on the requirement in local legislation in Turkey)
Philippines	The Philippines	Defined Benefit	Retirement Plan
Indonesia	Indonesia	Defined benefit	Postemployment benefit Based on Labour Law No. 13 and CR.
Taiwan	Taiwan	Defined Benefit	Old Statutory Pension Plan (prior to July 1, 2005) under Labour Standards Law (LSL)
Sweden	Sweden-5e3	Defined Benefit	SPR (Pension plan took over from former owner Saab-Scania)
Sweden	Sweden- 5J1	Defined Benefit	CEO-plan GM Powertrain Sweden AB
China JV	China JV-SGMW	Defined Benefit	Early Retirement Benefit Plan (SGMW ONLY)
Greece	Greece-5H2	Defined Benefit	GROUP PENSION PLAN
France - (Sales SC)	France-5F5	Defined benefit	Additional pension scheme topping up the Social Security and Government complementary Arrco+Agirc pensions
Denmark	Denmark-514	Defined Benefit	6529-0 Tilsagnsordning AP Pension

DB Plan currently accounted for as DC			
Kenya	Kenya-000	Defined benefit	GM East Africa Staff Retirement Benefits Scheme
OPEB Plans			
United States	U.S.	Other post retirement benefit plan	The General Motors Defined Contribution Retiree Health Benefit Trust (Independent VEBA)
OPEB Plans - Employee Pay All			
DC Plans			
Sweden	Sweden-5e3	Defined Contribution	Defined Contribution
Korea	Korea-GMDAT	Defined Contribution	Personal Pension Insurance
France	GM Strasbourg	Defined Contribution	Profit sharing plan
China JV	China JV-SGM	Defined Contribution	Supplementary contribution plan (SGM Only)
Sweden	Sweden-5e3	Defined Contribution	Flexible ITP
Sweden	Sweden-5e3	Defined Contribution	Wage Earners
Sweden	Sweden-5e3	Defined Contribution	Early Retirements (Charge)
Sweden	Sweden-5e3	Defined Contribution	ITP 1 Salaried Employees
Sweden	Sweden-5e3N	Defined Contribution	Defined Contribution
Colombia	Colombia-000	Defined Contribution	Government termination payment plan (Government entity)
Sweden	Sweden- 5J1	Defined Contribution	Flexible ITP
Sweden	Sweden- 5J1	Defined Contribution	Wage Earners
Canada	Canada	Defined Contribution	Defined Contribution Registered Pension Plan
China JV	China JV-SGMW	Defined Contribution	Supplementary contribution plan (SGMW only)
Thailand	Thailand (GM Thailand)	Defined Contribution	Provident Fund
Sweden	Sweden-5e3	Defined Contribution	ELT-plan
Thailand	Thailand (Chevrolet)	Defined Contribution	Provident Fund

	Sales Thailand)		
France	GM Strasbourg	Defined Contribution	Directors Healthcare plan
Sweden	Sweden- 5J1	Defined Contribution	Early Retirements (Charge)
Australia	Australia-000	Defined Contribution	Defined Contribution Plan - Superannuation
India	India	Defined Contribution	GM India Superannuation Scheme
Taiwan	Taiwan	Defined Contribution	New Plan
Thailand	Thailand (GM Southeast Operations Ltd.)	Defined Contribution	Provident Fund
Thailand	Thailand (GM Thailand Powertrain)	Defined Contribution	Provident Fund
Ireland	Ireland- 5F2	Defined Contribution	Defined Contribution
Italy	Italy 5F6	Defined Contribution	FON.TE.
Italy	Italy 5F6	Defined Contribution	MARIO NEGRI
Italy	Italy 5k6	Defined Contribution	COMETA
Italy	Italy 5F6	Defined Contribution	FASDAC - MARIO BESUSSO
Sweden	Sweden- 5J1	Defined Contribution	ITP 1 Salaried Employees
Sweden	Sweden- 5J1	Defined Contribution	Defined Contribution
UK	UK-5J8	Defined Contribution	Chevrolet UK Ltd Group Stakeholder Pension Plan
UK	UK-5J8	Defined Contribution	GM(UK)Unclassified Executive Supplemental Pension Plan
United States	U.S.	Defined Contribution	Personal Savings Plan for Hourly-Rate Employees (Profit Sharing)
United States	U.S.	Defined Contribution	Personal Savings Plan for Hourly-Rate Employees
United States	U.S.	Defined Contribution	Savings-Stock Purchase Plan (S-SPP)
Colombia	Colombia-000	Defined Contribution	Government dismissal payment plan (compounded salary)

United States	U.S.	Defined Contribution	Salaried DC Excess
DC Plans- Gov Mandated			
Brazil	Brazil-000	Defined Contribution - Gov Mandated	FGTS - Employment Security Fund
Argentina	Argentina-000	Defined Contribution - Gov Mandated	Government retirement plan
Finland	Finland-5F3	Defined Contribution - Gov Mandated	Work pension
Uzbekistan	UZ	Defined Contribution - Gov Mandated	Government Pension
India	India	Defined Contribution - Gov Mandated	Provident Fund
France	France-5F5	Defined Contribution - Gov Mandated	Retraite Sécurité Sociale & Complémentaire
DC Plans with Potential DB features			
Brazil	Brazil-000	Defined Contribution	Previ-GM Retirement Plan
Spain	Spain- 5F8	Defined contribution	Plan de Previsión Social de General Motors España, S.L. para el grupo de empleados de nivel 8 y superiores
Greece	Greece-5H2	Defined contribution	INDIVIDUAL PLAN
Spain	Spain- 5H8	Defined contribution	Plan de Previsión Social de General Motors Europe Holding, S.L. para el grupo de empleados de nivel 8 y superiores
Denmark	Denmark-514	Defined Contribution	5629-2 Realpensionsordning AP Pension
DC Plans with Potential DB features- Active Life Insurance			

South Africa	South Africa-000	Defined contribution with Active Life Insurance and Disability	Member Freedom Select Individual Investment Provident Plan
<i>DC Plans with Potential DB features- Active & Postretirement Life Insurance</i>			
South Africa	South Africa-000	Defined contribution with Active Life Insurance, Postretirement Life Insurance and Disability	General Motors South Africa Salaried Provident Fund
South Africa	South Africa-000	Defined contribution with Active Life Insurance, Postretirement Life Insurance and Disability	General Motors South Africa Provident Fund
<i>Involuntary Termination Plans</i>			
Ecuador	Ecuador-OBB	Termination - involuntary	Termination Benefit
Ecuador	Ecuador-GME	Termination - involuntary	Termination Benefit
Australia	Australia-000	Termination - involuntary	Policy - Redundancy - Award Free (ILM Code HUM030)
Canada	Canada	Termination - involuntary	Canadian Supplemental Unemployment Benefit Plan (CSUB) Income Maintenance Benefit Plan (IMP) Voluntary Termination of Employment Plan (VTEP)
Sweden	Sweden-5e3	Termination - Involuntary	Separations due to redundancies
Canada	Canada	termination - involuntary	General Motors Canadian Layoff Plan for Salaried Employees Salaried Employee Service Termination Plan GMCL Severance Program
Argentina	Argentina-000	Termination - involuntary	Dismissal Indemnity
Egypt	Egypt-000	Termination -	Separation Policy

		involuntary	
Venezuela	Venezuela-000	Termination - involuntary	Involuntary Termination indemnity
China JV	China JV-all	Termination - Involuntary	Statutory Involuntary Termination Benefits Plan
Finland	Finland-5F3	Termination - Involuntary	Legally Required Termination Indemnity
China	China	Termination - Involuntary	Involuntary termination benefits
Taiwan JV - YLGM	Taiwan JV - YLGM	Termination - Involuntary	New Statutory Involuntary Termination Benefits (effective July 1, 2005) under Labour Pension Act (LPA)
Australia	Australia-000	Termination - involuntary	Policy - Redundancy - GM Grade 8 (ILM Code HUM030)
Taiwan	Taiwan	Termination - Involuntary	Old Statutory Involuntary Termination Benefits under Labor Standards Law (LSL) Prior to July 2005
Taiwan	Taiwan	Termination - Involuntary	New Statutory Involuntary Termination Benefits (effective July 1, 2005) under Labour Pension Act (LPA)
Belgium	Belgium-5G7	Termination - Involuntary	Termination of the employment contract
Denmark	Denmark-514	Termination - Involuntary	Funktionærloven - Fratrædelsesgodtgørelse
Poland	Poland-05H5	Termination - Involuntary	Polish Labour Code - established by Polish Law
Poland	Poland-584	Termination - Involuntary	Polish Labour Code - established by Polish Law
Poland	Poland-5B2	Termination - Involuntary	Polish Labour Code - established by Polish Law
Sweden	Sweden- 5J1	Termination - Involuntary	Separations due to redundancies
Turkey	Turkey-567	Termination - Involuntary	Termination Indemnity
UK	UK-5J8	Termination - Involuntary	Notice of Termination and Statutory Redundancy Payment
United States	U.S.	Termination - involuntary	GM Severance Program (GMSP) for Salaried Employees
United States	U.S.	Termination - involuntary	GM Mutual Separation Plan

Brazil	Brazil-000	Termination - Involuntary	FGTS 50% fine
Kenya	Kenya-000	Termination - involuntary	Voluntary or involuntary termination benefits
Czech Republic	Czech Republic	Termination - involuntary	Involuntary termination benefits
Mexico	Mexico	Termination - Involuntary - Retirement	Termination indemnity
Thailand	Thailand (GM Thailand)	Termination - Involuntary - Retirement	Involuntary termination and retirement benefits according to the Thai Labour Law
Thailand	Thailand (Chevrolet Sales Thailand)	Termination - Involuntary - Retirement	Involuntary termination and retirement benefits according to the Thai Labour Law
South Africa	South Africa-000	Termination - Involuntary - Retirement	Unemployment Insurance Fund UIF
Thailand	Thailand (GM Southeast Operations Ltd.)	Termination - Involuntary - Retirement	Involuntary termination and retirement benefits according to the Thai Labour Law
Thailand	Thailand (GM Thailand Powertrain)	Termination - Involuntary - Retirement	Involuntary termination and retirement benefits according to the Thai Labour Law
Greece	Greece-5H2	Termination - Involuntary - Retirement	Staff Leaving Indemnities (SLI)
Hungary - Powertrain	Hungary - Powertrain	Termination - Involuntary - Retirement	Termination indemnity
Poland	Poland-584	Termination - Retirement	Polish Labour Code - established by Polish Law
Poland	Poland-5B2	Termination - Retirement	Polish Labour Code - established by Polish Law
Poland	Poland-05H5	Termination - Retirement	Polish Labour Code - established by Polish Law
Ecuador	Ecuador-OBB	Termination - voluntary	Termination Benefit
Ecuador	Ecuador-GME	Termination - voluntary	Termination Benefit
Venezuela	Venezuela-000	Termination - voluntary	Severance payment required by Law

New Zealand	New Zealand	Termination - voluntary - involuntary	Redundancy Policy
Colombia	Colombia-000	Termination - voluntary - involuntary	Labor Contract benefit - Involuntary termination benefit
Korea	Korea	Termination - Voluntary - Involuntary - Retirement	Severance Plan
Austria	Austria-5J2	Termination - Voluntary - Involuntary - Retirement	Legal Termination Indemnity (gesetzliche Abfertigung)
Italy	Italy 5k6	Termination - voluntary - involuntary - retirement	Trattamento di Fine Rapporto (TFR)
Korea	Korea- GMDAT	Termination - Voluntary - Involuntary - Retirement	Executive Severance Plan
Japan	Japan	Termination - Voluntary - Involuntary - Retirement	Severance benefit
Austria	Austria-5H3	Termination - Voluntary - Involuntary - Retirement	Legal Termination Indemnity (gesetzliche Abfertigung)
Italy	Powertrain	Termination - Voluntary - Involuntary - Retirement	Trattamento di Fine Rapporto (TFR)
Korea	Korea- GMDAT	Termination - voluntary - involuntary - retirement	Severance Payment
Colombia	Colombia-000	Termination - voluntary - involuntary - retirement	Government dismissal payment plan (GMCOL responsibility)
Chile	Chile-000	Termination - Voluntary - Involuntary - Retirement	IAS (Indemnization per years of service)

Vietnam	Vietnam	Termination - Voluntary - Involuntary - Retirement	Severance plan
France - (Sales SC)	France-5F5	Termination - voluntary - involuntary - retirement	Indemnité de licenciement légale et conventionnelle - Salaried (Cadres)
France - (Sales SC)	France-5F5	Termination - voluntary - involuntary - retirement	Indemnité de licenciement légale et conventionnelle - Hourly (mensuels Non Cadres)
Malaysia	Malaysia	Termination - Voluntary - Involuntary - Retirement	1 Voluntary Separation Scheme 2 Mutual Separation Scheme 3 Lump sum on retirement
Italy	Italy 5F6	Termination - voluntary - involuntary - retirement	Trattamento di Fine Rapporto (TFR)
Germany	Germany-5e4	Deferred Compensation	Deferred Compensation OFK
Germany	Germany-5e4	Deferred Compensation	Deferred Compensation MFK
France	France-5F5	Deferred Compensation	Participation (profit sharing)
South Africa	South Africa-000	Deferred Compensation	GMSA Deferred Compensation
Executive Bonus Plans			
Argentina	GM Argentina	Annual Incentive	General Motors Annual Incentive Plan
Australia	GM Holdens	Annual Incentive	General Motors Annual Incentive Plan
Austria	GM Austria	Annual Incentive	General Motors Annual Incentive Plan
Belgium	GM Belgium N.V.	Annual Incentive	General Motors Annual Incentive Plan
Brazil	GM do Brazil Ltda.	Annual Incentive	General Motors Annual Incentive Plan
Canada	GM Canada	Annual Incentive	General Motors Annual Incentive Plan
Chile	GM Chile	Annual Incentive	General Motors Annual Incentive Plan
China	GM China	Annual Incentive	General Motors Annual Incentive Plan

Colombia	GM Colmotores S.A.	Annual Incentive	General Motors Annual Incentive Plan
Denmark	GM Denmark	Annual Incentive	General Motors Annual Incentive Plan
Ecuador	GM Ecuador	Annual Incentive	General Motors Annual Incentive Plan
France	GM Powertrain	Annual Incentive	General Motors Annual Incentive Plan
France	NSC	Annual Incentive	General Motors Annual Incentive Plan
Germany	Adam Opel GmbH	Annual Incentive	General Motors Annual Incentive Plan
Greece	GM Greece	Annual Incentive	General Motors Annual Incentive Plan
Hungary	GM Powertrain	Annual Incentive	General Motors Annual Incentive Plan
Hungary	GM SE	Annual Incentive	General Motors Annual Incentive Plan
India	GM India	Annual Incentive	General Motors Annual Incentive Plan
Italy	Chevrolet	Annual Incentive	General Motors Annual Incentive Plan
Italy	GM Italia	Annual Incentive	General Motors Annual Incentive Plan
Italy	GMPT	Annual Incentive	General Motors Annual Incentive Plan
Italy	SEC	Annual Incentive	General Motors Annual Incentive Plan
Japan	GM Japan	Annual Incentive	General Motors Annual Incentive Plan
Korea	GM Daewoo Auto & Technology Co.	Annual Incentive	GM Daewoo Annual Incentive Plan
Mexico	GM de Mexico	Annual Incentive	General Motors Annual Incentive Plan
Netherland	Chevrolet	Annual Incentive	General Motors Annual Incentive Plan
Netherland	GM Netherlands	Annual Incentive	General Motors Annual Incentive Plan
Peru	GM Peru	Annual Incentive	General Motors Annual Incentive Plan
Philippines	GM Philippines	Annual Incentive	General Motors Annual Incentive Plan
Poland	GM Poland	Annual	General Motors Annual Incentive

		Incentive	Plan
Poland	GM Poland Mfg	Annual Incentive	General Motors Annual Incentive Plan
Portugal	GM Portugal	Annual Incentive	General Motors Annual Incentive Plan
Russia - Moscow	CIS/DAT	Annual Incentive	General Motors Annual Incentive Plan
Russia - St. Petersburg	GM Auto	Annual Incentive	General Motors Annual Incentive Plan
Singapore	General Motors Asia Pacific	Annual Incentive	General Motors Annual Incentive Plan
South Africa	GM So Africa	Annual Incentive	General Motors Annual Incentive Plan
Spain - Chevrolet	Chevrolet	Annual Incentive	General Motors Annual Incentive Plan
Spain - GM	GM Spain	Annual Incentive	General Motors Annual Incentive Plan
Sweden	GM Sweden	Annual Incentive	General Motors Annual Incentive Plan
Sweden	SAAB Automobile AB	Annual Incentive	General Motors Annual Incentive Plan
Switzerland	GM Switzerland	Annual Incentive	General Motors Annual Incentive Plan
Taiwan	GM Taiwan	Annual Incentive	General Motors Annual Incentive Plan
Thailand	GM Thailand	Annual Incentive	General Motors Annual Incentive Plan
UAE	MEO	Annual Incentive	General Motors Annual Incentive Plan
UK -	UK - Aftersales	Annual Incentive	General Motors Annual Incentive Plan
UK -	UK - Chevrolet	Annual Incentive	General Motors Annual Incentive Plan
UK -	UK - GM	Annual Incentive	General Motors Annual Incentive Plan
UK -	UK - GM Luton	Annual Incentive	General Motors Annual Incentive Plan
UK -	UK - Millbrook Prov Gd	Annual Incentive	General Motors Annual Incentive Plan
UK -	Promark	Annual Incentive	Promark Annual Incentive Plan (Executives)
US	General Motors	Annual Incentive	General Motors Annual Incentive Plan
US	Promark	Annual	Promark Annual Incentive Plan

Australia	GM Holdens	Global EVP	GM Holden's Global Enhanced Variable Pay Plan
Belgium	GM Belgium	Global EVP	GM Belgium Enhanced Variable Pay Plan
Canada	GM Canada	Global EVP	GM Canada Global Enhanced Variable Pay Plan
Denmark	GM Denmark	Global EVP	GM Denmark Global Enhanced Variable Pay Plan
Germany	Adam Opel GmbH	Global EVP	Adam Opel Global Enhanced Variable Pay Plan
Greece	GM Hellas	Global EVP	GM Hellas Global Enhanced Variable Pay Plan
Hungary	GM SE	Global EVP	GM Hungary Global Enhanced Variable Pay Plan
Italy	GMPT	Global EVP	GM Powertrain Italy Enhanced Variable Pay Plan
Italy	SEC	Global EVP	GM Italia Enhanced Variable Pay Plan
Japan	GM Japan	Global EVP	GM Japan Enhanced Variable Pay Plan
New Zealand	GM New Zealand	Global EVP	GM New Zealand Enhanced Variable Pay Plan
Peru	GM Peru	Global EVP	GM Peru Enhanced Variable Pay Plan
Poland	GM Poland	Global EVP	GM Poland Enhanced Variable Pay Plan
Portugal	GM Portugal	Global EVP	GM Portugal Enhanced Variable Pay Plan
Russia - Moscow	CIS/DAT	Global EVP	GM Moscow Enhanced Variable Pay Plan
South Africa	GM So Africa	Global EVP	GM South Africa Enhanced Variable Pay Plan
Spain	GM Espana	Global EVP	GM Espana Enhanced Variable Pay Plan
Sweden	GM Sweden	Global EVP	GM Sweden Enhanced Variable Pay
Sweden	SAAB Automobile AB	Global EVP	GM SAAB Enhanced Variable Pay Plan
Turkey -	GM Turkey	Global EVP	GM Turkey Enhanced Variable Pay
UK -	Vauxhall	Global EVP	Vauxhall Enhanced Variable Pay Plan
US	General Motors	Global EVP	General Motors Enhanced Variable Pay Plan
Argentina	GM Argentina	Local Variable Pay	Argentina Local Variable Pay Plan
Chile	GM Chile	Local Variable	GM Chile Local Variable Pay Plan

		Pay	
China	GM China	Local Variable Pay	GM China Local Variable Pay Plan
Ecuador	GM Ecuador	Local Variable Pay	GM Ecuador Variable Pay Plan
India	GM India	Local Variable Pay	GM India Variable Pay Plan
Italy	SEC	Local Variable Pay	GM Italy SEC Local Variable Pay
Italy	GM Italia	Local Variable Pay	GM Italia Local Variable Pay
Kenya	GM East Africa LTd.	Local Variable Pay	GM Kenya Variable Pay Plan
Korea	GM Daewoo Auto & Technology Co.	Local Variable Pay	GM Daewoo Local Variable Pay Plan
Poland	GM Poland Mfg	Local Variable Pay	GM Poland Mfg Local Variable Pay Plan
Singapore	GM Singapore	Local Variable Pay	GM Singapore Local Variable Pay Plan
Spain - Chevrolet	Chevrolet	Local Variable Pay	GM Espana Chevrolet Local Variable Pay Plan
Spain - GM	GM Spain	Local Variable Pay	GM Espana Local Variable Pay Plan
Thailand	GM Thailand	Local Variable Pay	GM Thailand Local Variable Pay Plan
UK	UK-Promark	Local Variable Pay	Promark Variable Pay Plan (Non-Executive)
UK -	UK - Aftersales	Local Variable Pay	GM UK Aftersales Local Variable Pay
UK -	UK - Chevrolet	Local Variable Pay	GM UK Chevrolet Local Variable Pay
UK -	UK - GM Luton	Local Variable Pay	GM UK Local Variable Pay Plan
UK -	UK - Millbrook Prov Gd	Local Variable Pay	GM UK-Millbrook Proving Grounds Local Variable Pay Plan
US	Promark	Local Variable Pay	Promark Variable Pay Plan (Non-Executive)
Venezuela	GM Venozalano	Local Variable Pay	GM Venozalano Local Variable Pay Plan
Chile	GM Chile	Profit Sharing	GM Chile Profit Sharing Plan
Ecuador	GM Ecuador	Profit Sharing	GM Ecuador Profit Sharing Plan
France	NSC	Profit Sharing	GM France NSC Profit Sharing Plan
France	GM	Profit Sharing	GM Powertrain France Profit Sharing

	Powertrain		Plan
Mexico	GM de Mexico	Profit Sharing	GM de Mexico Profit Sharing Plan
Peru	GM Peru	Profit Sharing	GM Peru Profit Sharing Plan
UK	Promark	Profit Sharing	Promark Profit Sharing Plan (Non-Executive)
US	Promark	Profit Sharing	Promark Profit Sharing Plan (Non-Executive)
Hourly Incentive Plans			
Argentina	GM Argentina	Gainsharing	GM Argentina Gainsharing Plan (Hourly)
Austria	GM PT Austria	Gainsharing	GM PT Austria Gainsharing Plan (Hourly)
Brazil	GM do Brasil	Gainsharing	GM Do Brasil Gainsharing Plan (Hourly)
Colombia	GM Colomotores S.A.	Gainsharing	GM Colomotores Gainsharing Plan (Hourly)
France	GM PT France	Gainsharing	GM PT France Gainsharing Plan (Hourly)
Hungary	GM PT Hungary	Gainsharing	GM PT Hungary Gainsharing Plan (Hourly)
Russia	GM Auto - St Petersburg	Gainsharing	GM Auto St. Petersburg Gainsharing Plan (Hourly)
Argentina	GM Argentina	Local Variable Pay	GM Argentina Local Variable Pay Plan (Hourly)
Chile	GM Chile	Local Variable Pay	GM Chile Local Variable Pay Plan (Hourly)
Ecuador	GM Ecuador	Local Variable Pay	GM Ecuador Local Variable Pay Plan (Hourly)
Italy	GM Italia	Local Variable Pay	GM Italia Local Variable Pay Plan (Hourly)
Kenya	GM East Africa LTd.	Local Variable Pay	GM Kenya Local Variable Pay Plan (Hourly)
Korea	GM Daewoo Auto & Technology Co.	Local Variable Pay	GM Daewoo Local Variable Pay Plan (Hourly)
Poland	GM Poland Mfg	Local Variable Pay	GM Poland Local Variable Pay Plan (Hourly)
Singapore	General Motors Asia Pacific	Local Variable Pay	GM Singapore Local Variable Pay (Hourly)
Spain	GM Espana	Local Variable	GM Espana Local Variable Pay Plan

		Pay	(Hourly)
Thailand	GM Thailand	Local Variable Pay	GM Thailand Local Variable Pay Plan (Hourly)
Chile	GM Chile	Profit Sharing	GM Chile Profit Sharing Plan (Hourly)
Ecuador	GM Ecuador	Profit Sharing	GM Ecuador Profit Sharing (Hourly)
France	GM France - NSC	Profit Sharing	GM France - NSC Profit Sharing (Hourly)
France	GM PT France	Profit Sharing	GM PT France - NSC Profit Sharing (Hourly)

Section 4.10(h)

Non-Standard Individual Agreements

1. Consulting Agreement with Raymond Wexler
2. Consulting Agreement with R. William Happel
3. Consulting Agreement with Darwin Allen
4. Consulting Agreement with Esam Alnasery
5. Consulting Agreement with James Farmer
6. Consulting Agreement with Robert Lange
7. Consulting Agreement with J. Brian McVeigh
8. Consulting Agreement with Choon Rhee
9. Consulting Agreement with Dennis Walsh
10. Employment Agreement with Kirk Gutmann
11. Employment Agreement with Adriana Karaboutis
12. Employment Agreement with Virender Sandhu
13. Employment Agreement with Linda Channell
14. Employment Agreement with Terry Kline
15. Employment Agreement with Diane Jurgens
16. Employment Agreement with Chester Huber, Jr.
17. Employment Agreement with Walter Dorfstatter
18. Employment Agreement with J. Donald Butler
19. Employment Agreement with Timothy Cox
20. Employment Agreement with Anthony DiSalle
21. Employment Agreement with Terry Inch
22. Employment Agreement with Scott Kubicki
23. Employment Agreement with Timothy Nixon
24. Employment Agreement with James Piwowarski
25. Employment Agreement with Steve Schwinkle
26. Employment Agreement with Christopher Steele
27. Employment Agreement with James Taylor
28. Employment Agreements with Kathleen Barclay
29. Employment Agreements with Nicholas Cyprus
30. Employment Agreement with Carl-Peter Forster
31. Employment Agreements with Steven Harris
32. Employment Agreement with Nancy Everett
33. Employment Agreements with Kenneth Cole
34. Employment Agreements with Ralph Szygenda
35. Employment Agreement with Robert Lutz
36. Employment Agreement with Mark LaNeve
37. Employment Agreement with Johnathan Browning
38. Employment Agreements with Robert Osborne
39. Employment Agreement with James Jordan
40. Employment Agreement with Jeffrey Jaworski
41. Employment Agreement with Donna Cheesbrough

42. Employment Agreement with Thomas Sheeran
43. Employment Agreement with Kenneth Chih
44. Employment Agreement with Hans Demant
45. Termination Agreement with Robert Sheipe
46. Split Dollar Life Insurance Agreement with G. Richard Wagoner, Jr. Irrevocable Trust
47. Split Dollar Life Insurance Agreement with J. Michael Losh Irrevocable Trust
48. Split Dollar Life Insurance Agreement with John F. Smith Irrevocable Trust.
49. Split Dollar Life Insurance Agreement with Louis R. Hughes, Jr. Irrevocable Trust
50. Split Dollar Life Insurance Agreement with Harry Pearce
51. Agreement with Andrew Pope (05/01/09)
52. Agreement with Michael Younes (04/01/09)
53. Agreement with Jane Newcomb (11/01/07)
54. Agreement with Florentin Blejdea (05/07/09)
55. Consulting Agreement with Roger Martin
56. Consulting Agreement with Michael Guzik
57. Employment agreement with Bo Andersson

Section 4.11

Labor Matters

Eighty-four retirees and 1102 current employees of GM Daewoo Auto & Technology Company filed claims in January and March of 2007, respectively, claiming that amounts such as research allowance and annual bonus had been wrongfully excluded from the calculation of ordinary wage. A verdict for the retirees' case was rendered in November 2008 (partially in favor of plaintiffs and partially in favor of defendant) and both plaintiffs and defendant appealed in December 2008.

Section 4.12

Investigation; Litigation

None.

Section 4.13

Tax Matters

U.S. Income Tax Matters

The United States federal statute of limitations is closed through the 2003 federal income Tax year except for an open-ended, restricted waiver that is limited to a United States-Canada transfer pricing dispute and related foreign tax credits. The transfer pricing dispute is currently pending with competent authority. The statute of limitations for the 2004 through 2006 federal income Tax years has been extended to June 30, 2010. Based upon IRS proposed adjustments for the 2004 through 2006 years, neither the proposed audit adjustments nor the extension of the statute of limitations are expected to give rise to a Material Adverse Effect. The IRS has commenced the audit of the 2007 and 2008 federal income Tax years and is in the information gathering stage.

State and Local Tax Matters

Parent and its Subsidiaries file various income, gross income, sales, use, ad valorem, gross receipts, value added, franchise, profits, license, transfer, recording, withholding, payroll, employment, excise and other types of state and local Tax Returns. Many of these Tax Returns are routinely examined by Taxing Authorities, and waivers are routinely requested by and granted to state and local Taxing Authorities. None of these audits or waivers, alone or together, is reasonably expected to give rise to a Material Adverse Effect. Parent and its Subsidiaries have established aggregate reserves for United States state and local Taxes on its March 31, 2009 financial statements of approximately \$116 million.

Non-US Tax Matters

Parent and its Subsidiaries file income and other Tax Returns in multiple jurisdictions and are subject to examination by Taxing Authorities throughout the world. Parent and its Subsidiaries' previously filed Tax Returns are currently under review or are subject to open Tax years from 1999 to 2008 with various significant taxing jurisdictions, including, Argentina, Australia, Belgium, Brazil, Canada, Ecuador, France, Germany, Hungary, India, Indonesia, Italy, Mexico, New Zealand, Poland, Russia, South Korea, Spain, Thailand, Turkey, the United Kingdom and Venezuela. These open years contain matters that could be subject to differing interpretations of applicable Tax Laws and regulations as they relate to the amount, timing or inclusion of revenue and expenses or the sustainability of income Tax credits for a given audit cycle. We have recorded a Tax benefit only for those positions that meet the more likely than not standard. Parent and its Subsidiaries have established a total FIN 48 reserve on its March 31, 2009 financial statements for non-United States cash Tax liabilities of approximately \$496 million.

Section 4.14

Intellectual Property and IT Systems

IP Litigation

	Case Title	Court	Case No.
	<u>U.S. Lawsuits</u>		
1.	Automotive Technologies International v. American Honda Motor Company et al. (including Parent)	D. DW	Civil Action No. 06-178-GMS
2.	Automotive Technologies International v. General Motors et al.	E.D. TX	2:08-CV-57 (JTW)
3.	Chamberlain Group v. Lear (Parent intervened)	N.D. IL	05 C 3449
4.	Dura Global Technologies v. Magna Donnelly (indemnity claim against Parent)	E.D. MI	07-10945
5.	Dura Global Technologies v. Magna Donnelly II (indemnity claim against Parent)	E.D. TX	6:08-CV-455
6.	Parent v. Urban Gorilla	U.S. District UT	2:06 CV 133
7.	Kuhl Wheels LLC et al. v. General Motors	E.D. MI / CAFC	06-CV-15204-DT / 2008-1158
8.	MHL TEK v. General Motors et al.	E.D. TX	2:08-cv-00125-TJW-CE
9.	MHL TEK LLC v. Nissan Motor Co. et al. (indemnity claim against Parent)	E.D. TX	2:07-cv-289-TJW
10.	Mitchell Corporation of Owosso v. General Motors	E.D. TX	2:08-cv-178
11.	OnStar v. Micral et al.	N.D. OH	3:08-cv-2047
12.	Ronald A. Katz Technology LP v. General Motors & In re Katz Interactive Call Processing Patent Litigation (including Parent)	E.D. Tex / C.D. CA	9:06cv198 / 07-ML-01816-B-RGK (FFMx)
13.	Parent v. Costar Inc.	C.D. CA	CV 08-7760 CAS (PLAx)
14.	Pisani v. General Motors	US District RI	1:09 CV 125
15.	Acadia University v. GM	Nova Scotia	
	<u>Non-U.S. Lawsuits</u>		
16.	Mohamed Samir Abdel Salam, in his capacity as legal representative of the Egyptian Company for Automobiles vs. GM Egypt	Giza First Instance Court, Egypt	
17.	Rogério Napolitano and Vladan Prokic v. General Motors do Brasil Ltda.	Brazil	000.04.055200-4

18.	Nullity Actions against Ford Global Technologies, regarding DE 9809865 / EP0953758B1	Munich Patent Court	10 Ni 21/07 (EU)
19.	Ford Global Technologies v. Adam Opel	District Court, Duesseldorf	4a O 409/06

Certain Unresolved IP Allegations

	Alleger	Nature of Allegation	Products/Systems
1.	AFT Adaptive Force Technology	License USPN 6,384,518	Piezoelectric coupler
2.	Alliacense	Infringement of MMP patent portfolio	OnStar Nav Unit; ABS, engine, chassis, climate control units; audio amplifier
3.	American Outfitters	Infringe USPN D502,433	H2 and H3 bumpers
4.	Applied Interact LLC	License USPN 5,508,731; 5,249,044	unspecified online sweepstakes
5.	Armatron Int.	Infringement of USPN 5,160,927; 5,235,315; 5,432,516; 6,040,765	Rendezvous, STS obstacle detection system (Bosch)
6.	Avery Dennison	Infringement of USPN 6,228,486; 6,461,722; 6,756,095	visor heat seal label Saturn Vue
7.	BG Products	Infringement of USPN 6,478,036	EGR cleaner
8.	Clarke, Dennis	Infringement of USPN 6,794,438; 6,841,602	thermoset polymers
9.	Cooper Standard	Infringement of USPN 5,875,670	weatherstripping crimping tool
10.	Daimler AG	Infringement of USPN 6,328,358; 6,184,842; 6,433,753	radome cover (Kaumagraph Flint Corp.)
11.	De Villeroche, Gerard	Infringement of USPN 4,951,211	vehicle guide and information system
12.	Directed Electronics	Infringement of USPN 5,146,215; 5,650,774	Subaru RKE/security systems
13.	DTN/Meteorlogix	License USPN 6,753,784	Weather alerting service
14.	Duramax Marine	Infringement of TM "DURAMAX"	diesel marine engines
15.	DVD6C	License of patents on DVD technology	Digital Works Inc. past supplier

Alleger	Nature of Allegation	Products/Systems
16. Ford Global Tech.	Infringement of 4,930,836; 5,029,364; 5,364,157; 5,297,841; 5,782,523; 5,752,737; 5,803,516; 6,059,352; 6,581,955; 6,769,729; 7,144,064	Various body patents
17. Ford Global Tech.	Infringement of USPN 6,044,318	H2 throttle control
18. Ford Global Tech.	Infringement of USPN 6,173,693; EP0953758	L850 direct injection head (Opel)
19. Ford Global Tech.	License USPN 7,157,026; 7,029,138; D501,784	emergency trunk release handles
20. Gebre, Adamasu	Infringement of USPN 5,297,049; 5,504,683	navigation systems (suit dismissed w/o prejudice)
21. General Patent Corp.	Infringement of USPN 5,864,604	GM Card
22. Giri, Joseph	Infringement of copyright of mural "The Eagle Band"	Cadillac ad in April 2009 Motor Trend
23. Honeywell, Transense	Inventorship dispute	vehicle torque SAW sensor
24. Hoppenstein, Joel	License to USPN 7,246,089	liability management method
25. IDT	License USPN 5,999,965	unspecified VOIP call center systems
26. Isuzu	Indemnification	Agreement to indemnify in MHL v Nissan for sale of vehicles
27. Johnson Controls	Chamberlain trade secret	in-vehicle garage door opener
28. Katulka, Michael	Infringement of USPN 6,607,232	tailgate support
30. Kiekert	Infringement of USPN 5,634,677	Magna door latch on Enclave, Outlook, Acadia, and Traverse
31. Leemann, Karl and Ruchti, Heinz	Infringement of USPN 5,602,524	Tire pressure monitoring
32. Little League Baseball	Infringement of TM "Little League Baseball"	TV commercial (image removed)

Alleger	Nature of Allegation	Products/Systems
33. Lonzame, Pete	Infringement of USPN 5,349,328 (expired 10/23/02)	Tire pressure monitoring
34. Magna International	Indemnification	Reverse indemnification for rear power sliding windows in Dura v Magna I
35. Magna International	Indemnification	Reverse indemnification for rear power sliding windows in Dura v Magna II
36. Martin, P Jeff	unspecified design	design of Acadia
37. Meridian Enterprises	License to USPN 5,025,372	reloadable or personalized cards
38. NGK Spark Plugs	Infringement of USPN 4,733,056 (exp 3/22/05)	planar oxygen sensor
39. Nissan	Infringement of USPN 5,135,444	5L40 and 5L50 transmissions
40. Philips	Infringement of Philips/Sony disc patents	promotional disc w GQ magazine
41. Pisani, Carol	Fraud related to New Devices submission	seat belt warning
42. Resqnet.com	Infringement of USPN 5,530,961; 5,831,608; 5,792,659; 5,812,127	terminal emulator software
43. Ripley Entertainment	Infringement of TM "Believe it or Not"	Internet-based ads
44. Scate Technologies	Infringement of unspecified IP	Vision software screen prints
45. Shelby Enterprises	Infringement of USPN 7,048,019; 7,059,365	fuel filler pipe assemblies
46. Sorensen R&D	Infringement of USPN 4,935,184	AC Delco cordless impact wrench
47. Suzuki	Indemnification	Agreement to indemnify in Wacoh v Chrysler for design of CAMI vehicles
48. Suzuki	Indemnification	Agreement to indemnify in MHL v GM for design of CAMI vehicles

Alleger	Nature of Allegation	Products/Systems
49. The Welding Institute	Infringement of USPN 5,460,317; 5,813,592	robotic welders designed for friction stir welding
50. Timken	Infringement of USPN 7,285,949	4L60E speed sensor
51. Toyota	Licence USPN 6,530,594; 6,279,941; 6,561,540; 6,089,594; 6,347,268; 6,170,864; 6,371,515	supplemental restraint system technology
52. Uth Patents	License USPN 6,494,458; 6,494,460	Dry Gas Seal Technology
53. Washington Research Foundation	Infringement of patents	Bluetooth chipsets
54. Wayne, Andrew, Teresa Barger	Wrongful prosecution of Andrew Barger	
55. William Reid and NetP&L, Inc.	Lawsuit dismissed w/o prejudice USPN 6,131,120	GM Identity Management
56. ZF	Infringement of USPN RE39,960; 7,140,997; 7,217,218; 7,255,661; 7,335,127	Six-speed FWD automatic transmissions
57. VW	Infringement of DE19802077C2	On at least two levels installable luggage compartment panel
58. VW	Infringement of DE19523358C2	Locking mechanism for a head restraint
59. VW	Infringement of DE 196 50 921 B4	Support rod for headrest in road vehicle
60. VW	Infringement of EP 1 141 657 B1	Method and device for reading navigation data
61. VW	Infringement of EP 0 70 1926 B2	Multifunction Control Device
62. Daimler AG	Infringement of DE 44 45 580 C1	Hard-top vehicle
63. PSA		Third stop light with water nozzle
64. InteressenGemeinschaft für Rundfunk- schutzrechte KG	Infringement of EP 0 347 686 B1	Rotating transmitter for digital pulses and method of using it
65. PSA	Infringement of EP 1 314 875 B1, EP 1 704	Systems for the regeneration of

Alleger	Nature of Allegation	Products/Systems
66. Daimler AG	702 B1, EP 1 203 876 B1, EP 1 086 304 B1, FR 2 774 427, & FR 2 774 428 Infringement of DE10254695 B3	diesel particle filters involving post fuel injections during the expansion stroke Press-hardened part and method for the production thereof
67. H. Finke	Infringement of EP1334224B1	Lining material for Roof Trim
68. Mittelhäuser	Infringement of EP 1 129 882 B1	Fuel Filler Flap
69. Hörauf & Kohler Verwaltungs KG	Infringement of EP0906523 B1	Glove Box /damping element
70. BOS GmbH & Co. KG	Infringement of EP 1 296 854 B1	Flex-Rail-System
71. VW	Infringement of EP107442 9	Light Switch Unit
72. Lindmayer	Infringement of DE195000999	Door Latch
73. Kiekert	Infringement of DE4447687 C2	Power-locking motor-vehicle door latch

Section 4.15

Real Property

None.

Section 4.16

Material Contracts

(a) Contracts

(i) None.

(ii) The following Contracts contain non-compete or exclusivity provisions:

1. Asset Purchase Agreement, dated June 28, 2007, by and between Parent and Allison Transmission, Inc. (f/k/a Clutch Operating Company, Inc.), as amended.
2. Epsilon/Delta Platform Technology License Contract, dated April 5, 2009, by and among Shanghai General Motors Corporation Ltd., Parent, and Pan Asia Technical Automotive Center Company Limited and GM Global Technology Operating Inc.
3. Intellectual Property Agreement (Small Diesel Engines), dated September 10, 2007, by and among VM Motori S.p.A., Parent, and GM Global Technology Operations, Inc.
4. Non-Competition Agreement, dated February 28, 2003, by and among General Dynamics Corporation, Parent and General Motors Overseas Corporation.
5. Purchase and Sale Agreement, dated as of April 2, 2006, by and between GMAC L.L.C., GM Finance Co. Holdings, Inc. and Fim Holdings LLC and the related agreements executed in connection with the closing on November 30, 2006.
6. W-Car Technology License Agreement, dated March 25, 1997, by and between Parent and Shanghai General Motors Corporation Ltd.
7. GTO Technology License Agreement, dated March 31, 2007, by and among Parent, GM Global Technology Operations, Inc. and Shanghai General Motors Corporation Ltd.
8. Y4M Transmission Technology License Agreement, dated April 2008, by and among Parent, GM Global Technology Operations, Inc., Shanghai General Motors Corporation Ltd. and Pan Asia Technical Automotive Co., Ltd.
9. GF6 Technology License Agreement, dated January 2005, by and between Parent and Shanghai General Motors Corporation Ltd.
10. BAS Technology License Agreement, dated November 2007, by and among Parent, GM Global Technology Operations, Inc., Shanghai General Motors Corporation Ltd. and Pan Asia Technical Automotive Co., Ltd.
11. General Framework Agreement relating to Closed Joint Stock Company GM-Avtovaz, dated June 27, 2001, by and among, Parent, GM Auslandsprojekte GmbH, AO Avtovaz and European Bank for Reconstruction and Development.
12. Distribution Agreement, dated September 1, 1998, by and among Diesel Engine Manufacturing of America, Ltd. (n/k/a DMAX, Ltd.), Isuzu Motors America, Inc. and Parent.
13. Amended and Restated Supply and Purchase Agreement, dated April 30, 2003, by and between Parent and DMAX, Ltd.

14. Isuzu Truck South Africa (Proprietary) Limited Subscription and Shareholders Agreement, dated as of November 29, 2006, by and between General Motors South Africa Limited and Isuzu Motors Limited.
15. Joint Venture Agreement for the Formation of LCV Platform Engineering Corporation, dated June 9, 2006, by and between General Motors Asia Pacific Holdings, LLC and Isuzu Motors Limited.
16. Partners' Agreement - GM Isuzu Joint Venture for the Commercial Vehicles Business in Colombia, dated February 18, 2008, by and between Parent and Isuzu Motors Limited.
17. Partners' Agreement - GM Isuzu Joint Venture for the Commercial Vehicles Business in Ecuador, dated July 9, 2008, by and between Parent and Isuzu Motors Limited.
18. Joint Development Agreement, dated November 7, 2000, by and between Adam Opel GmbH and Shanghai General Motors Corporation Ltd., as amended.
19. GMDAT Master Technology License Agreement, dated November 11, 2005, by and between GM Daewoo Auto & Technology Company and Shanghai General Motors Corporation Ltd.
20. B Engine Technology License Agreement, by and between GM Daewoo Auto & Technology Company and SAIC GM Wuling Automobile Company Limited.
21. Right to Use Technology Agreement, dated December 14, 2007, by and between GM Daewoo Auto & Technology Company and Shanghai General Motors Corporation Ltd.
22. Technology License Agreement for S4200 Fact-Lift Program, dated June 1, 2008, by and between Shanghai General Motors Corporation Ltd. and GM Global Technology Operations, Inc.
23. Holden Card Agreement, dated December 20, 2006 (effective October 1, 2005), by and between General Motors Holden Ltd. and Westpac Banking Corporation.
24. Distribution Agreement, dated April 1, 1992, by and between SAAB Automobile AB and SAAB Automobile Australia (now General Motors Holden Ltd. trading as SAAB).
25. Vehicle Distributorship Agreement, dated September 1, 2008, by and between Holden New Zealand Limited and Isuzu Motors Limited.
26. Hicom-Chevrolet Joint Venture and Shareholders Agreement, dated August 28, 2007, by and between General Motors Asia Pacific Holdings LLC and DRB-Hicom Berhad (DRB).
27. J200 Technology License Agreement, dated January 1, 2008, by and between General Motors (Thailand) Limited and GM Daewoo Auto & Technology Company.
28. T250 Technology License Agreement, dated January 1, 2006, by and between General Motors (Thailand) Limited and GM Daewoo Auto & Technology Company.
29. C100 Technology License Agreement, dated January 1, 2007, by and between General Motors (Thailand) Limited and GM Daewoo Auto & Technology Company.
30. J200 Technology License Agreement, dated December 23, 2002, by and between General Motors India Private Limited and GM Daewoo Auto & Technology Company.

31. M200 Technology License Agreement, dated December 14, 2006, by and between General Motors India Private Limited and GM Daewoo Auto & Technology Company.
32. T200/T250 Technology License Agreement, dated 2007, by and between General Motors India Private Limited and GM Daewoo Auto & Technology Company.
33. Joint Venture Contract, dated October 27, 2007, by and among OnStar Corporation Shanghai Automotive Industry Sales Co. Ltd., Shanghai General Motors Corporation Limited.
34. Trademark License Agreement, initialed February 2008, by and between OnStar LLC and Shanghai OnStar Telematics Company Limited.
35. IT License Agreement, initialed February 2008, by and between OnStar Global Services Corporation and Shanghai OnStar Telematics Company Limited.
36. FAW-GM Light Duty Commercial Vehicle Company Limited CVJV Project: Supplementary Agreement, dated December 18, 2008, by and between General Motors (China) Investment Co. Ltd. and China FAW Group Corp.
37. Amended and Restated Joint Venture Contract, dated May 30, 2008, by and among GMAC LLC, (f/k/a General Motors Acceptance Corporation), Shanghai Automotive Group Finance Company Ltd. and Shanghai General Motors Corporation Limited.
38. Exclusive Distribution Agreement, dated July 5, 2006, by and between Shanghai General Motors Corporation Limited and SAAB Automobile AB.
39. Automotive Technology Cost Share Agreement dated Jan 1, 2007, by and between GM Daewoo Auto & Technology Company and GM Global Technology Operations, Inc.

(iii) Contracts entered into within the past six years governing the acquisition or disposition of assets or other property where the consideration paid exceeded \$500,000,000:

1. Asset Purchase Agreement, dated June 28, 2007, by and between Parent and Allison Transmission, Inc. (f/k/a Clutch Operating Company, Inc.), as amended.
2. Purchase and Sale Agreement, dated as of April 2, 2006, by and among GMAC L.L.C., GM Finance Co. Holdings, Inc. and Fim Holdings LLC and the related agreements executed in connection with the closing on November 30, 2006.
3. Agreement to Liquidate Joint Venture and Terminate Master Agreement, dated February 13, 2005, by and among Parent, Fiat Spa, Fiat Auto Holdings B.V., and Fiat Auto SpA.
4. Amendment Agreement to the Second Agreement of Strategic Collaboration and Mutual Advocacy, dated March 6, 2006, by and between Parent and Suzuki Motor Corporation and related agreements.
5. Stock Purchase Agreement, dated October 5, 2005, by and among Parent, 4309642 Canada Inc. and Toyota Motor Corporation.
6. Amendment to the Canadian Asset Purchase Agreement, dated as of February 27, 2003, by and between GMCL and Canadian Defense Land Systems Corp.
7. Amendment to the Master Purchase Agreement, dated as of February 28, 2003, by and among Parent, General Motors Overseas Corporation, Canadian Defense Land Systems Corp., General Dynamics Corporation, General Dynamics Land Systems

- Inc., GD Canada Acquisition Corporation and General Dynamics Worldwide Holdings, Inc.
8. U.S. Asset Conveyance Agreement, dated as of February 28, 2003, by and among Parent, General Dynamics Land Systems Inc. and General Dynamics Corporation.
 9. Series 2003-2 Note Purchase Agreement (variable funding rental car asset backed notes, Series 2003-2), dated as of October 14, 2003 (Not Signed), by and among Vanguard SPE I, Inc., Vanguard Car Rental USA, Inc. and General Motors Acceptance Corporation, as Series 2003-2 Note Purchaser.
 10. Asset Purchase Agreement, dated June 14, 2003, by and among ANC Rental Corporation, and its affiliates, national Car rental System, Inc. and Alamo Rent-A-Car, Inc. and Car Acquisition Company and the related agreements.

(iv) Contracts with the following suppliers of Sellers who directly support the production of vehicles, which, provide collectively for payments by Sellers to such suppliers in excess of \$250,000,000 during the 12-month period ending December 31, 2008:

1. Delphi Corp.
2. Magna International, Inc.
3. Lear Corp.
4. American Axle & Manufacturing Holdings, Inc.
5. Johnson Controls, Inc.
6. Bosch, Robert Stiftung GmbH
7. TRW Automotive Holdings Corp.
8. The Renco Group, Inc.
9. Tenneco Inc.
10. International Automotive Components
11. Peugeot S.A.
12. Alpha S.A. de C.V.
13. Denso Corp.
14. Martinrea International Corp.
15. Continental AG
16. Emcon Technologies, LLC
17. Dana Holding Corp.
18. The Goodyear Tire & Rubber Co.
19. Cooper-Standard Holdings, Inc.
20. Flex-N-Gate Corp.
21. Android Industries - Delta Township
22. Superior Industries International
23. Bridgestone Corp.
24. Yazaki Corp.
25. Autoliv Inc.
26. ArcelorMittal
27. Unites States Steel Corporation
28. AK Steel Corporation

(v) Contracts with the following suppliers of Sellers who do not directly support the production of vehicles, which, provide collectively for payments by Sellers to such suppliers in excess of \$100,000,000 during the 12-month period ending April 30, 2009:

1. Starcom Media Vest Group
2. Electronic Data Systems
3. Fidelity Investments
4. Metropolitan Life Insurance
5. IBM Corporation
6. Healthplus Michigan, Inc.
7. Blue Care Network
8. AT&T Solutions
9. Hewlett Packard Company
10. Health Alliance Plan EFT
11. Maritz Research Inc
12. Campbell Ewald
13. Blue Cross Blue Shield
14. Digitas, LLC
15. Kaleidoscope Sports & Entertainment, LLC
16. Capgemini America, Inc.
17. MPT Lansing LLC

(vi) Contracts relating to the lease or purchase of an aircraft:

1. Aircraft Lease Agreement (N5101), dated September 27, 2001, by and between Suntrust Corporation and Parent.
2. Aircraft Lease Agreement (N5102), dated September 27, 2001, by and between Sun Trust Corporation and Parent.
3. Aircraft lease Agreement (S/N 4013), dated September 1, 2005, by and between AVN Air, LLC and Parent.
4. Aircraft Lease Agreement (S/N 4019), dated November 16, 2005, amended December 15, 2005, by and between AVN Air, LLC and Parent.
5. Aircraft Lease Agreement (S/N 4016), dated September 20, 2005, amended December 15, 2005, by and between AVN Air, LLC and Parent.
6. Aircraft Lease Agreement (S/N 4023), dated December 19, 2005, by and between AVN Air, LLC and Parent.
7. Aircraft Lease Agreement (S/N 4026), dated September 29, 2005, by and between AVN Air, LLC and Parent.
8. Aircraft Lease Agreement (S/N 4026), dated February 2, 2006, by and between AVN Air, LLC and Parent.
9. Trust Agreement for GM-GE Capital Deposit Trust, dated December 14, 2005, by and among Parent, General Electric Capital Corporation and U.S. Bank and Trust National Association.
10. Deposit Agreement, dated December 14, 2005, by and among Parent, AVN Air, LLC and General Electric Capital Corporation.

(vii) Settlement agreement where a Seller has paid or may be required to pay an amount in excess of \$100,000,000 to settle the Claims covered by such settlement agreement:

1. General Motors Consolidated Securities Litigation Settlement

On April 17, 2006, the Judicial Panel on Multidistrict Litigation entered an order transferring *In re General Motors Corporation Securities Litigation* to the U.S. District Court for the Eastern District of Michigan for coordinated or consolidated pretrial proceedings with *Stein v. Bowles, et al.*; *Rosen, et al. v. General Motors Corp., et al.*; *Gluckstern v. Wagoner, et al.* and *Orr v. Wagoner, et al.* The parties reached an agreement to settle on July 21, 2008, which required Parent to pay \$277 million. The district court granted final approval to the settlement in January 2009, and an objector filed a notice of appeal to that approval order on January 30, 2009.

(viii) None.

(ix) Contracts establishing the following joint ventures or referred to in the documents establishing these joint ventures or ancillary thereto:

1. Pan Asia Technical Automotive Center Company Limited
2. Shanghai General Motors Corporation Limited
3. Closed Joint Stock Company GM-AVTOVAZ
4. Fiat – GM Powertrain Polska Sp. z.o.o.
5. General Motors Powertrain – Uzbekistan CJSC
6. General Motors Uzbekistan
7. General Motors East Africa Limited
8. General Motors Egypt, S.A.E.
9. Omnibus BB Transportes S.A.
10. DMAX, Ltd.
11. New United Motor Manufacturing, Inc.
12. Isuzu Camiones Andinos de Colombia Limitada
13. Isuzu Camiones Andinos Ecuador GMICA Ecuador CIA, Ltda.

(b) Disclosure Related to Seller Material Contracts

Section 4.18(c) of this Sellers' Disclosure Schedule is incorporated by reference herein and hereby made a part of this Section 4.16 of this Sellers' Disclosure Schedule with respect to any suppliers that appear on this Section 4.16 of this Sellers' Disclosure Schedule.

Section 4.17

Dealer Sales and Service Agreements for Continuing Brands

None.

Section 4.18

Sellers' Products

(a) Recalls and Field Actions

Field Action Document Number	Field Action Classification	Field Action Description	Vehicle Model Years	Vehicle Make	Vehicle Model
A - 070047	Product Safety Recall	Throttle	2004 - 2005	Chevrolet/Pontiac/ Suzuki	Aveo/Wave/Swift+
N - 060074	Product Safety Recall	Timing Chain	2001	Saturn	L Series
N - 070027	Product Safety Recall - GMNA Use Only	Catalytic Converter	2004	Cadillac	SRX
N - 070035	Product Safety Recall	Engine valve cover / spark plug retainer	1997 - 2003	Buick/Pontiac	Regal GS/Gr Prix
N - 070123	Special Coverage Non-Compliance	Intake Valve Seat	2004 - 2005	Chevrolet/GMC	Colorado/Canyon
N - 070154	Recall	Windshield Position	2007	Chevrolet/Pontiac	Equinox/Torrent Escalade/Avalanche/Silverado/ Suburban/Tahoe/Trailblazer/ Denali/Envoy/Sierra CTS/CTS-V/SRX/STS/STS-V/ Solstice/Sky/GT/G2X
N - 070187	Special Coverage Product Safety	Instrument Panel Gauges	2003 - 2004	Cadillac/Chevrolet/GM	
N - 070204	Recall	Rear Differential	2005 - 2007	Cadillac/Pontiac/Saturn /Opel/Daewoo	
N - 070252	Special Coverage	Fuel Injector	2004	Chevrolet/GMC	Silverado/Kodiak/Sierra/Topkick

Confidential Treatment Requested by General Motors Corporation Pursuant to the Freedom of Information Act
 Confidential Treatment Requested by General Motors Corporation Pursuant to the Access to Information Act
 Confidential Treatment Requested by General Motors Corporation Pursuant to the Freedom of Information and Protection of Privacy Act

Field Action Document Number	Field Action Classification	Field Action Description	Vehicle Model Years	Vehicle Make	Vehicle Model
N - 070318	Product Emission Recall	Battery	2007	Saturn	VUE/Aura Escalade/Escalade EXT/ Escalade ESV/Avalanche/Silverado/
N - 080048	Product Safety Recall Customer Satisfaction Program Special Coverage Product Safety Recall	Heated Washer Module	2006, 2007 - 2008	Cadillac/Chevrolet/GM C /Buick/Saturn/Hummer	Suburban/Tahoe/ Sierra Yukon/ Yukon XL/Acadia/Outlook/ Lucerne/ DTS/H2/ Enclave
N - 080207		Sunroof	2007 - 2008	GMC/Saturn/Buick	Acadia/Outlook/Enclave
N - 080272		Engine Valve Seat Valve Cover /	2006	Chevrolet/GMC/Isuzu Pontiac/Buick/	Colorado/Canyon Gr Prix/Regal/Lumina/ Monte Carlo/Impala/Intrigue
N - 090047		Spark plug retainer	1997 - 2003	Chevrolet/Oldsmobile	

(b) None.

(c) Suppliers

Suppliers that represent a material threat to the supply of products or services that could materially impair future production at a major production facility:

- | | |
|------------------------|----------------------------------|
| 1. AB Automotive | 38. American Wera |
| 2. American Axle | 39. Star SU |
| 3. Allison | 40. C&B Machinery |
| 4. Bosch | 41. Ingersoll Production Systems |
| 5. Brembo | 42. Nagel |
| 6. Burgess-Norton | 43. Enshu |
| 7. Cascade Engineering | 44. EFP |
| 8. Citation | 45. Vantage Plastics |
| 9. Donaldson | 46. Robinson |
| 10. Emerson | 47. Buckhorn |
| 11. Flextronics | 48. Orbis |
| 12. Hella | 49. Lydall Thermal Solutions |
| 13. Henderson Trucking | 50. Betz Foundry |
| 14. HHI | 51. Schuler Incorporated |
| 15. Huf | 52. Stapla Ultrasonics |
| 16. IEE | 53. SCA Schuker |
| 17. Ideal | 54. Nordson Corp. |
| 18. Kautex | 55. Kito USA Corp. |
| 19. KBI | 56. Welding Technologies |
| 20. Lear | 57. Comau |
| 21. Milliken | 58. Dearborn Conveyor |
| 22. MNP | 59. Bleikert Inc. |
| 23. Mubea | 60. Overhead Conveyor Company |
| 24. Raybestos | 61. Fata Automation |
| 25. Recaro | 62. Genyses Ind. Corp. |
| 26. Thermodisc | 63. SSI Systems |
| 27. TRW | 64. Central Conveyor |
| 28. Visteon | 65. PO Mc Intire |
| 29. Wabash | 66. Fagor Arrasate SC |
| 30. Willi Hahn | 67. Unico Inc. |
| 31. Winkelmann | 68. Metal Tech. Systems |
| 32. Crane America | 69. ARO Welding Tech. |
| 33. Anixter | 70. Grosse Tool Co. |
| 34. Hurst | 71. Global Systems Engineering |
| 35. Cooper, Inc. | 72. Tarpon Automation |
| 36. Mark One | 73. Creform Corp. |
| 37. Ahern & Soper | 74. Trane |

75. Phoenix Wire Cloth
76. Exel NA
77. Luvata Ohio
78. Pyrotek Inc/ Metaulics
79. Refractory Engineers
80. High Temperature Systems
81. Northern Cable Automation
82. Avdel
83. KOLB AMERICA
84. Numatic, Inc.
85. RHM Fluid Power
86. Lynair, Inc.
87. Western New York Fluid
Systems
88. Flow International Corp.
89. Morrell, Inc.
90. Berendsen Fluid Power
91. Track Systems
92. Marling Associates
93. Keep Fill (Kimbwell Midwest)
94. Elite Clean Room
95. Curbell Plastic
96. Hammelmann Corp.
97. Montgomery Kone Elevator Co.
Ltd.
98. AGFM
99. Med-Kas Hydraulics
100. Paragon Technologies
101. Pyrotek, Inc.
102. Kaviert Cranes
103. Stanley Security Solutions
104. Unisource Worldwide
105. Young Supply Co.
106. Butterworth Industries
107. Dee Zee
108. Global Accessories
109. H.Ternes
110. Lund
111. Powerflow
112. Bosal
113. Metaldyne

Section 4.19

Certain Business Practices

None.

Section 4.20

Brokers and Other Advisors

1. The Blackstone Group LP
2. Lakeview Capital Management, Inc.
3. Lazard Ltd.
4. Morgan Stanley
5. Evercore Partners
6. AlixPartners
7. D.F. King & Co., Inc.
8. Deutsche Bank Group
9. PricewaterhouseCoopers
10. KPMG International
11. Deloitte Development LLC
12. Ernst & Young Global Limited
13. Watson Wyatt Worldwide

Section 4.21

Investment Representations

None.

Section 6.2

Conduct of Business

Supplier Relations

1. Sellers will continue to engage in a process of reviewing, renegotiating, extending and terminating, as applicable, arrangements with its suppliers in furtherance of the Viability Plans and its efforts to reorganize as part of the Bankruptcy Cases.
2. Sellers will continue to have Supplier Program commitments in connection with that certain Credit Agreement, dated as of April 3, 2009, between GM Supplier Receivables LLC, as borrower, and the Sponsor, as the lender.

Customer Relations

1. Sellers will continue to engage in a process of reviewing, renegotiating, extending and terminating, as applicable, arrangements with dealers and other customers in furtherance of the Viability Plans and its efforts to reorganize as part of the Bankruptcy Cases.
2. Sellers will continue to have Customer Warranty Program commitments in connection with Amendment No. 4, dated May 27, 2009, to the Loan and Security Agreement dated as of December 31, 2008, between Parent, as borrower, and Sponsor, as the lender.

Reorganizations

With the consent of Purchaser (not to be unreasonably withheld, conditioned or delayed), Parent may, through a series of transfers, contributions, stock splits, redemptions, dividends, distributions or other transactions, effect a reorganization of a holding company structure of certain of its Subsidiaries, as a result of which:

1. *GMGTO.* GM Global Technology Operations, Inc. ("GMGTO") may become a direct Subsidiary of Parent or the Equity Interests of GMGTO may be held by a Subsidiary (including a newly-formed Subsidiary) of Parent other than GM GEFS L.P.
2. *India.* Assets held by Chevrolet Sales India Private Ltd and General Motors India Private Ltd. may be held by newly formed Indian entities and the Equity Interests in both existing and newly formed entities may be held by a newly formed Subsidiary of Parent. It is also possible that some assets may be contributed to a potential newly formed joint venture. The contractual arrangements associated with the joint venture may include territorial restrictions on competition.
3. *Thailand.* The Equity Interests in GM (Thailand) Ltd., GM Powertrain (Thailand), Chevrolet Sales Thailand Limited and/or General Motors Southeast Operations Limited may be held by a newly-formed Subsidiary of Parent.

4. *Indonesia.* A currently idled plant in Indonesia may be contributed to a newly formed joint venture, and territorial restrictions on competition may be imposed by the contractual arrangements associated with the joint venture.
5. *Controladora GM.* GM Overseas Distribution Corporation or another Subsidiary of Parent may hold the Equity Interests in Controladora General Motors S.A. de C.V.
6. *LAAM.* The Equity Interests in certain Subsidiaries conducting business in the Latin America, Africa and Middle East region, including Sarmiento 1113 S.A., GM East Africa, GM Nigeria, Chevrolet S.A. and GM Colmotores S.A. may be transferred by Parent or its Subsidiaries to other direct or indirect Subsidiaries of Parent, certain equity accounts of GM Colmotores S.A. may be recapitalized, and GM Colmotores S.A. may acquire shares from certain minority shareholders of GM Colmotores S.A. and may change its ownership structure if such acquisition occurs, and GM Colmotores S.A. may amend its Organizational Documents if a reclassification of its Equity Interests occurs.
7. *Europe.* The Equity Interests that Parent or any of its Subsidiaries holds in certain European Subsidiaries, including, General Motors Europe Holdings, S.L., General Motors Espana, S.L. and GM Automotive UK may be transferred to AOG, another Subsidiary of Parent, a newly formed Subsidiary of Parent or a German law limited partnership established to hold certain Equity Interests in trust for the benefit of the Parent and the German government. GM Strasbourg S.A. may become a direct Subsidiary of Parent. GM Europe Treasury Company AB may be reorganized to split the company into separate entities and to transfer certain assets and Liabilities to AOG.
8. *Joint Ventures.* Existing joint venture and similar agreements may be amended, altered or modified to effectuate the transactions contemplated by this Section 6.2 of this Sellers' Disclosure Schedule, additional equity investments in existing joint ventures may be made, Equity Interests held by Parent or its Subsidiaries in joint ventures may be transferred or sold, Organizational Documents of existing joint venture agreements may be amended, altered or modified and contractual rights relating to joint venture and similar agreements may be assigned to Transferred Entities or otherwise amended, altered or modified. Contractual arrangements associated with additional equity investments in existing joint ventures may include territorial restrictions on competition.
9. *Other.* Parent or its Subsidiaries may transfer Equity Interests in certain Subsidiaries that are determined to be Excluded Entities prior to the Closing. Equity Interests in Excluded Entities, and other Excluded Assets, may be held by Parent or Excluded Entities.

In connection with the foregoing reorganizations, Parent and its Subsidiaries may enter into local transfer agreements and may execute such other instruments and take such other actions as Parent and its Subsidiaries may deem reasonably necessary in order to implement such reorganizations. Parent and its Subsidiaries may continue to comply with all of their commitments and obligations under joint venture and similar agreements in existence as of the date hereof and shall not be required to take any action (or refrain from taking any action) under this Section 6.2 of this Sellers' Disclosure Schedule with respect to any joint venture or

similar arrangement if such action is prohibited by any such agreement or requires the consent of the counterparty to any such agreement and such consent is denied, or if so refraining would cause Sellers or any Purchased Subsidiary to breach any such agreement (including any fiduciary duty under any such agreement).

Joint Ventures

1. *Japan.* Parent is in the process of winding down GMI Diesel Engineering Limited, a joint venture with Isuzu Motors Limited.
2. *Acquisition of Equity Interests in Joint Ventures.* Parent, through one or more of its Subsidiaries, is in the process of acquiring an Equity Interest in the following proposed joint ventures: (i) FAW-GM Light Duty Commercial Vehicle Company Limited and (ii) Shanghai OnStar Telematics Company Ltd.

Canadian Matters

1. Sellers' Canadian Subsidiaries may engage in activities necessary to (i) implement the Canadian Warranty Commitment Program; (ii) comply with the terms of any Indebtedness; (iii) comply with the terms of any Collective Bargaining Agreement or other employment or benefit agreement or undertaking; (iv) comply with any business plans provided to a Governmental Authority in connection with the business or affairs of any Sellers' Canadian Subsidiaries; (v) comply with all applicable Laws including any relating to Tax matters.
2. Sellers may do all things necessary and appropriate in furtherance of consummation of the Nova Scotia Settlement. "Nova Scotia Settlement" means the following actions and outcomes: (a) entry by General Motors Nova Scotia Finance Company, a Nova Scotia unlimited company ("GMNS"), GMCL, GM Nova Scotia Investments Ltd., a Nova Scotia company, Parent, and certain beneficial owners of notes issued by GMNS (the "GMNS Noteholders") into a Lock Up Agreement, dated as of June 1, 2009 (the "Lock Up Agreement"); (b) entry by GMNS, and GMCL into an agreement (the "GMCL Loan Settlement") with respect to the complete satisfaction and discharge of the loan agreements between GMCL and GMNS, each dated July 10, 2003, in exchange for a cash payment and the related transfer of funds (the "GMCL Settlement Amount"); (c) the calling of a meeting of the GMNS Noteholders in accordance with that certain Fiscal and Paying Agency Agreement (the "Paying Agent Agreement") dated as of July 10, 2003 by and among GMNS, Parent, Deutsche Bank Luxembourg SA and Banque Generale du Luxembourg S.A. to (among other things) approve the Extraordinary Resolution referenced in the Lock Up Agreement; (d) the payment of an amount (in the form of a consent fee or otherwise) by GMNS to all of the GMNS Noteholders as contemplated by the Lock-Up Agreement and the Extraordinary Resolution to be voted upon at the meeting referenced in the preceding clause; (e) the subordination of the obligations of GMNS to Parent, under currency swap arrangements between Parent and GMNS, to the obligations of GMNS to the GMNS Noteholders under the notes issued pursuant to the Paying Agent Agreement; (f) an agreement by Parent not to set off its rights under any amounts owed to it under

the above-referenced currency swap arrangements against any amounts Parent may owe to GMNS; (g) GMNS may engage in activities as set out in any Order granted by the Ontario Superior Court of Justice or granted by any other court or other Governmental Authority in connection with any proceeding commenced under the Bankruptcy and Insolvency Act (Canada) against GMNS; and (h) the execution of any agreements to effectuate the foregoing, including lock-up agreements with additional GMNS Noteholders, in each case with the prior written consent of Purchaser, such consent not to be unreasonably withheld, conditioned or delayed.

3. GMCL may sell to 1908 Holdings Ltd., a wholly-owned Subsidiary of GMCL, receivables from Parent.

Divestitures

With the consent of Purchaser (not to be unreasonably withheld, conditioned or delayed), Parent and its Subsidiaries may, through a series of sales, assignments, transfers, conveyances, deliveries, licenses, stock splits, redemptions, contributions, dividends, distributions or other transactions, divest or agree to divest themselves of certain assets and Liabilities that are not currently anticipated to be core to the operations of Purchaser following the Closing. Such non-core operations include those portions of Sellers' businesses comprising the Hummer, Saturn, Saab and medium-duty truck lines of business. In connection with such divestitures, Parent and its Subsidiaries may or may agree to (i) contract manufacture/continue to contract manufacture product for a limited period of time, (ii) distribute/continue to distribute parts for Discontinued Brands and contract manufacturing, (iii) enter into transition services agreements pursuant to which they will perform various necessary services, (iv) transfer intellectual property assets (trademarks, trade names, trade dress, product design/shape, advertising tag lines and internet domain names), whether currently owned by GMGTO or by Parent or any other Subsidiary, outside the Ordinary Course of Business, and transfer Personal Property outside the Ordinary Course of Business, (v) enter into License Agreements with respect to Intellectual Property used by Parent or its Subsidiaries, but necessary to the divested lines of business, (vi) reject or cancel certain Seller Material Contracts, (vii) effect a reorganization of the holding company structure of certain of its Subsidiaries related to such business lines, (viii) negotiate separate agreements (e.g., with On-Star, XM and others), (ix) terminate/transfer certain valuable management employees associated with the divested business lines, (x) manage the AM General contract on behalf of a buyer of the Hummer business, (xi) sell the Shreveport manufacturing facility (including Personal Property) to a buyer of the Hummer business, (xii) enter into dealer Deferred Termination Agreements with respect to certain Discontinued Brands, and (xiii) retain certain accounts payable, dealer obligations, policies/warranty obligations and reserve allowances.

Delphi Matters

GM Components Holdings, LLC ("GMCH") and Parent have entered into a definitive agreement with Delphi Corporation ("Delphi") and an Affiliate of Platinum Equity ("Platinum") pursuant to which (i) GMCH agreed to acquire certain assets and UAW sites of Delphi and to assume certain Delphi liabilities, (ii) Platinum and Parent jointly agreed to invest in a newly formed limited liability company ("New Delphi") which would acquire most of the ongoing Delphi business,

and (iii) the remaining assets and liabilities would be retained by Delphi. Parent also agreed to provide certain equity and long-term debt commitments to New Delphi, and further agreed to provide interim financing to Delphi and waive certain pre-existing claims. Similarly, Platinum agreed to certain equity and debt commitments and to pay a termination fee to Parent in the event that Platinum were to fail to consummate the proposed transactions. The transactions are expected to close in the 3rd quarter, subject to customary terms and conditions and to the approval of the bankruptcy court presiding over the chapter 11 proceedings of Delphi.

Indebtedness

1. GM Holden Limited may obtain a loan of \$140 million from a third party lender, which is intended to be secured by a first priority security interest over the substantial part of its assets. GM Holden Limited may also extend, renew or replace (with the same or different lender) its existing \$315 million facility from Controladora General Motors S.A. de C.V., on a secured or unsecured basis.
2. Parent may guarantee any financing agreement to effectuate the transactions contemplated by this Section 6.2 of this Sellers' Disclosure Schedule.
3. General Motors Argentina S.r.l. and General Motors do Brasil Ltda. may incur Indebtedness that may exceed \$100 million to fund product programs.
4. General Motors de Mexico, S. de R.L. de C.V. and/or Controladora General Motors S.A. de C.V. may incur Indebtedness in the excess of \$100 million to fund expansion of plants and working capital.
5. General Motors South Africa (Pty) Limited may incur Indebtedness of approximately \$50 million for its working capital.
6. General Motors Venezolana, C.A. may incur Indebtedness of approximately \$50 million to Sistemas de Compra Programada Chevrolet, C.A.
7. Key Subsidiaries may incur Indebtedness from GM European Treasury Corporation.

Severance/Benefit Plans

1. Sellers and its Subsidiaries may terminate employees and make severance or termination payments in respect thereof, in furtherance of the Viability Plans.
2. On or before the Closing Date, Parent may terminate any Retained Plan.

Capital Expenditure

1. Parent has initiated a total of 94 programs (58 Vehicle programs consisting of 38 cars, 7 trucks, 12 crossovers and 1 plant expansion as well as 36 Powertrain programs for engines, transmissions and advanced propulsion systems to address fuel economy and emission improvements) which could result in aggregate capital expenditures in excess of \$100,000,000 in a single program or in the aggregate across several related programs.
2. Parent's Indian Subsidiaries have incurred, and have issued purchase orders with respect to, capital expenditures that will exceed \$100,000,000 in the aggregate.

Satisfaction of Indebtedness

1. General Motors Colmotores S.A. may repay Indebtedness of approximately \$158 million.
2. Parent or its Subsidiaries may discharge or satisfy Indebtedness in connection with the matters described under the heading “Reorganizations” in this Section 6.2 of this Sellers’ Disclosure Schedule.
3. Sellers and their Subsidiaries may continue to settle remaining outstanding derivative transactions/commitments with counterparties in the Ordinary Course of Business.

General Motors Venezolana, C.A. Matters

GMV will shut down two assembly plants for an extended period beginning in June 2009 due to lack of material to assemble vehicles. GMV is in negotiations with suppliers to resume the supply of parts and/or services to GMV, and may restart assembly operations prior to Closing if negotiations are successful.

Section 6.6(a)(i)

Mandatory Assumable Executory Contracts to be Assumed at Closing

1. The UAW Collective Bargaining Agreement.
2. Amended and Restated Master Services Agreement, between Parent and GMAC, LLC, dated as of May 22, 2009 and made effective as of December 29, 2008.
3. Each other Contract between any Seller and GMAC, LLC or any of its Subsidiaries, other than those Contracts mutually agreed to in writing by GMAC, LLC and the applicable Seller.
4. Lease dated June 20, 2008 by and between NS - 1500 Marquette MS, L.L.C., a Mississippi limited liability company, as landlord, and Parent, as tenant, as amended by First Amendment to Lease dated as of June 23, 2009.
5. Lease dated June 20, 2008 by and between NS - 200 Cabot PA, L.L.C., a Pennsylvania limited liability company, as landlord, and Parent, as tenant, as amended by First Amendment to Lease dated as of June 23, 2009.
6. Letter Agreement dated February 2, 2009 by and among Parent, NS - 200 Cabot PA, L.L.C., a Pennsylvania limited liability company, and SGD Investments, Inc., a Nebraska corporation, as modified by First Amendment to Lease dated as of June 23, 2009.
7. Lease dated June 20, 2008 by and between NS - 608 Caperton WV, L.L.C., a West Virginia limited liability company, as landlord, and Parent, as tenant, as amended by First Amendment to Lease dated as of June 23, 2009.
8. Lease dated June 20, 2008 by and between NS - 2200 Willis Miller WI, L.L.C., a Wisconsin limited liability company, as landlord, and Parent, as tenant, as amended by First Amendment to Lease dated as of June 23, 2009.

Section 6.6(a)(ii)

**Mandatory Assumable Executory Contracts to be Assumed Prior to Executory Designation
Deadline**

1. All Executory Contracts identified in the Contract Website (as defined in the Sale Procedures Order) at 5:00 p.m., New York City time, on the date hereof as Executory Contracts to be assumed shall be assumed and assigned as of the effective date provided for in the Contract Website on the date hereof.
2. No Benefit Plan or Non-UAW Collective Bargaining Agreement shall be assumed pursuant to this Section 6.6(a)(ii) of this Sellers' Disclosure Schedule.

Section 6.17(e)

Assumed Employee Benefit Plans

1. General Motors Hourly-Rate Employees Pension Plan
2. General Motors Personal Savings Plan for Hourly-Rate Employees in the United States
3. General Motors Life and Disability Benefits Program for Hourly Employees(Supplemental Agreement between UAW and GM)
4. General Motors Health Care Program for Hourly Employees(Supplemental Agreement between UAW and GM) (as amended by the UAW Retiree Settlement Agreement)
5. General Motors Supplemental Unemployment Benefit Plan(Supplemental Agreement between UAW and GM)
6. General Motors Profit Sharing Plan for Hourly-Rate Employees in the United States(Supplemental Agreement between UAW and GM)
7. UAW-GM Legal Services Plan for UAW Represented Hourly Employees of General Motors in the United States (Supplemental Agreement between UAW and GM)
8. Dependent Care Reimbursement Plan for Hourly-Rate Employees in the United States (Supplemental Agreement between UAW and GM)
9. General Motors Health Care Spending Account Plan for Entry Level Employees (UAW)
10. Guaranteed Income Stream Benefit Program (UAW)
11. Dependent Scholarship Program for Hourly Employees in the United States (UAW)
12. Tuition Assistance Program for Hourly Employees in the United States (UAW)
13. General Motors Retirement Program for Salaried Employees in the United States
14. General Motors Executive Retirement Plan
15. General Motors Savings-Stock Purchase Program for Salaried Employees in the United States
16. General Motors Salaried Health Care Program
17. General Motors Corporation Health Care Reimbursement Plan for Salaried Employees in the United States
18. General Motors Corporation Dependent Care Reimbursement Plan for Salaried Employees in the United States
19. General Motors Flexible Compensation Program for Salaried Employees in the United States
20. General Motors Long-Term Care Program for Salaried Employees
21. Executive Supplemental Disability Income Protection Program
22. General Motors Severance Program for Salaried Employees in the United States
23. General Motors Executive Severance Program for Salaried Employees in the United States
24. International Service Personnel Program
25. Permanently International Mobile Staff (PIMS) Employees Individual Account Retirement Plan

26. Quality Network Suggestion Plan (only UAW-represented Employees and active salaried employees)
27. Work Family/Employee Assistance Program (UAW)
28. Dependent Scholarship Program for Salaried Employees in the United States
29. Tuition Assistance Program for Salaried Employees in the United States
30. Purchaser, in its sole discretion, may assume certain individual agreements set forth on Section 4.10(h) of this Sellers' Disclosure Schedule. In the event Purchaser assumes any individual agreements, such assumed individual agreements shall be set forth on Attachment A to Section 6.17(e) of Sellers' Disclosure Schedule, to be provided immediately prior to Closing.
31. General Motors Corporation Compensation Plan for Non-Employee Directors
32. General Motors Executive Split Dollar Endorsement Plan
33. Personal Umbrella Liability Insurance Program
34. Senior Executive Financial Counseling Program
35. 401(k) Savings Plan Investment Advice Tool (Financial Engines)
36. Financial Planning Option (Aycos)
37. Health Savings Account (Bank of America)
38. Utility Patent Filing Award
39. Defensive Publication Award
40. Tool/Method Award
41. Usage Award
42. "Boss Kettering" Award Program
43. Executive Employee Physicals
44. Work Life Plus Program
45. Adoption Assistance Plan for Salaried Employees
46. Salaried Policies (including, but not limited to leaves, Mutual Separation Policy (MSP), expense reimbursement, relocation, vacation, service awards)
47. Mutual Separation Policy for Executive Employees
48. Executive Company Vehicle Program
49. Product Evaluation Program
50. Work Related Travel Policy
51. New Vehicle Employee Discount Program
52. Company Owned Vehicle Discount Program
53. The General Motors Supplemental Life Benefits Program for Executive Employees
54. The General Motors Life and Disability Benefits Program for Salaried Employees
55. Benefit plans identified under Schedules 6.17(m)(i) and (ii), if any

Trusts

56. General Motors - UAW Layoff Benefit Trust 38-6039966
57. General Motors - IUE Welfare Benefit Trust 38-6039965 (conditioned upon IUE acceptance of modified CBA and IUE's inclusion on schedules under Section 6.17(m))

58. General Motors Savings Plans Master Trust 04-3259743
59. First Plaza Group Trust II 26-6389533
60. General Motors Welfare Benefit Trust 04-3400339
61. General Motors Salaried Employees Pension Trust 13-6369844
62. General Motors Salaried Employees Pension Trust 25-6388249
63. GMAM Group Pension Trust I 01-0719298
64. GMAM Group Pension Trust II 02-0615827
65. GMAM Investment Funds Trust 13-3160892
66. GMAM Investment Funds Trust II 01-6231432
67. White Plaza Group Trust 11-3317084
68. First Plaza Group Trust 25-6295264
69. Third Plaza Trust 25-6360552
70. Fourth Plaza Trust 25-6360553
71. General Motors Hourly Rate Employees Pension Trust 13-6369845
72. General Motors Hourly-Rate Employees Pension Trust 25-6013833

Necessary Reductions under Salaried, Executive, and non-UAW Hourly Plans

Purchaser's obligations to assume benefit plans and to maintain compensation and benefits for one year contemplate the aggregate reduction of the total benefit obligations under Assumed Plans related to Salaried Retiree Life Insurance, Salaried Retiree Health Care, Salaried Non-Qualified Pension, Executive Retiree Life Insurance and hourly (non-UAW) Life Insurance and Health Care plans by approximately two-thirds, as compared to the obligations of Parent as determined as of 12/31/08.

The changes in salaried retiree benefits being implemented for achieving this are identified as follows:

- Retiree Basic Life Insurance for salaried classified and executive retirees reduced to \$10,000 effective the first of the month following the Closing Date;
- Retiree Basic Life Insurance for active salaried classified and executive upon their retirement reduced to 50% of base salary;
- Additional salaried retiree co-pays and contributions required for health care plans, effective 1/10. Retiree cost share increases to approximately 45%. No coverage at age 65;
- 10% reduction in accrued ERP benefits as of the date of the close for active employees;
- The current temporary 10% ERP reduction for existing retirees with a combined qualified and nonqualified benefit equal to or less than \$100,000 shall become permanent; no additional non-qualified pension reductions shall be made for these retirees;
- A reduction of 2/3 of the ERP amount above the combined qualified and nonqualified benefit greater than \$100,000 will be implemented as of the first of the month following the Closing Date; and
- Executive Life Insurance will be cancelled in retirement for all current and future retirees effective the first of the month following the Closing Date.

Health care and life insurance coverage for non-UAW hourly retirees, if provided at all, are intended to match benefit levels provided salaried retirees. Changes affecting non-UAW hourly retirees are identified in Section 6.17(m) of the Agreement or the related sections of this Sellers' Disclosure Schedule. To the extent that the foregoing changes do not achieve the aggregate reduction level specified above, Purchaser may implement such other changes as are necessary to satisfy such requirement.

Section 6.17(h)

Contracts Relating to the Existing Internal VEBA

None.

Section 6.17(m)(i)

Non-UAW Collective Bargaining Agreements

1. 2003 National Agreement between Parent and the International Brotherhood of Electrical Workers ("IBEW"), as amended by the IBEW-Newco Settlement Agreement Regarding Retiree Health Care, Life Insurance, & Modification & Assumption of CBA (executed by IBEW on June 18, 2009), including its Exhibit A thereto, conditioned upon employees' ratification and upon the court's approval of the IBEW Settlement Agreement identified on Section 6.17(m)(ii) of this Sellers' Disclosure Schedule and the waiver and release dated June 18, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care, Retiree Basic Life Insurance and CBA Modifications) (the "IBEW CBA"). The assumption of the IBEW CBA shall not include pre-Closing Liabilities relating thereto.

2. 2003 National Agreement between Parent and the International Association of Machinists and Aerospace Workers ("IAMAW"), as amended by the IAMAW-Newco Settlement Agreement Regarding Retiree Health Care, Life Insurance, & Modification & Assumption of CBA (executed by IAMAW on June 16, 2009), including its Exhibit A thereto, conditioned upon ratification and upon the court's approval of the IAMAW Settlement Agreement identified on Section 6.17(m)(ii) of this Sellers' Disclosure Schedule and the waiver and release dated June 15, 2009 and executed by IAMAW on June 16, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care, Retiree Basic Life Insurance and CBA Modifications) (the "IAMAW CBA"). The assumption of the IAMAW CBA shall not include pre-Closing Liabilities relating thereto.

Section 6.17(m)(ii)

Non-UAW Settlement Agreements

1. IBEW-Newco Settlement Agreement Regarding Retiree Health Care, Life Insurance, & Modification & Assumption of CBA (executed by the International Brotherhood of Electrical Workers on June 18, 2009), conditioned upon the court's approval of the waiver and release dated June 18, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care, Retiree Basic Life Insurance and CBA Modifications).
2. IAMAW-Newco Settlement Agreement Regarding Retiree Health Care, Life Insurance, & Modification & Assumption of CBA (executed by the International Association of Machinists and Aerospace Workers on June 16, 2009), conditioned upon the court's approval of and the waiver and release dated June 15 and executed by IAMAW on June 16, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care, Retiree Basic Life Insurance and CBA Modifications).
3. Newco- Locals 687 & 1045 Settlement Agreement Regarding Retiree Health Care & Life Insurance (executed by Michigan Regional Council of Carpenters, Local 687, and Interior Systems, Local 1045, on June 17, 2009), conditioned upon the court's approval of the waiver and release dated June 16, 2009 and signed by Unions on June 17, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care & Retiree Basic Life Insurance).
4. Newco-IBPA Settlement Agreement Regarding Retiree Health Care & Life Insurance (executed by the International Brotherhood of Painters and Allied Trades of the United States and Canada, Sign & Display Union Local 591 on June 18, 2009), conditioned upon the court's approval of and the waiver and release dated June 18, 2009 (Re: Proposed Memorandum of Understanding Regarding Retiree Health Care, Retiree Basic Life Insurance and CBA Modifications).

Section 6.27

Subdivision Properties

	<u>Purchased Asset</u>	<u>Excluded Asset</u>
1.	<p>Pontiac North Campus, 894 Joslyn Road, Pontiac, Michigan</p> <p>Stamping - Pontiac Plant 14 200 East Columbia, Pontiac, MI 48340</p> <p>Powerhouse, 900 Baldwin Ave., Pontiac, Michigan 48340</p>	<p>Stamping - Pontiac North Campus (excluding plant 14), 220 East Columbia, Pontiac, Michigan 48340</p> <p>Pontiac Fiero Site (excluding powerhouse), 900 Baldwin Ave, Pontiac, Michigan 48340</p>
2.	<p>GMPT - Romulus, 36880 Ecorse Road, Romulus, Michigan</p>	<p>Romulus Engineering Center, 37350 Ecorse Road, Romulus, Michigan</p>
3.	<p>GMVM - Fairfax Assembly, 3201 Fairfax Trafficway, Fairfax, Kansas</p> <p>Stamping - Fairfax, 3201 Fairfax Trafficway, Fairfax, Kansas</p>	<p>Fairfax Land, 100 Kindleberger Road, Fairfax, Kansas</p>
4.	<p>Weld Tool Center - Grand Blanc, 10800 South Saginaw St., Grand Blanc, Michigan</p>	<p>Dort Highway land, 10800 South Saginaw St., Grand Blanc, Michigan</p>
5.	<p>GMVM - Lordstown Assembly, 2300 Hallock Young Road, Lordstown, Ohio</p> <p>Stamping - Lordstown, 2369 Ellsworth-Bailey Road , Lordstown, Ohio</p>	<p>RFO - Lordstown, 1829 Hallock Young Road, Lordstown, Ohio</p>
6.	<p>GMPT - Moraine (DMAX), 2601 W. Stroop Road, Moraine, Ohio</p>	<p>GMVM - Moraine Assembly, 2601 W. Stroop Road, Moraine, Ohio (excluding DMAX)</p>
7.	<p>GMPT - Parma Stamping, 5400 Chevrolet Blvd., Parma, Ohio</p>	<p>GMPT - Parma Complex, 5400 Chevrolet Blvd., Parma, Ohio (Powertrain)</p>
8.	<p>Saginaw Metal Casting, 1629 N. Washington Ave., 48605-5073, Saginaw, Michigan</p>	<p>Saginaw Nodular Iron, 2100 Veterans Memorial Pkwy, Saginaw, Michigan</p>
9.	<p>GMPT - Toledo, 1455 W. Alexis Rd PO Box 909, Toledo, Ohio</p>	<p>REALM parcel located adjacent to Purchased Asset</p>

EXHIBIT T

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

5716-01217808

GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY,
GENERAL MOTORS OF CANADA LIMITED GM NOVA SCOTIA INVESTMENTS LTD., GMC
AURELIUS CAPITAL PARTNERS LP, AURELIUS CAPITAL MASTER LTD.,
DRAWBRIDGE DSO SECURITIES LLC, DRAWBRIDGE OSO SECURITIES

1. Please carefully review the enclosed Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto.
2. In order to view the Cure Amount for the Assumable Executory Contracts to which you are a party, you must log onto: <http://www.contractnotices.com>.
3. To log on, please use the user name and password provided to you below.
4. If you have questions about the Assumable Executory Contracts or proposed Cure Amounts, you may call your GM representative.

User ID: 8XM51k4j
Password: h9u94ES3v409

Vendor ID #: 5716-01217808

EXHIBIT U



Assumption & Assignment Confirmation Letter

GENERAL MOTORS COMPANY
(formerly NGMCO, Inc.)

MOTORS LIQUIDATION COMPANY
(formerly General Motors Corporation)

Date: 7/21/2010

Vendor: **General Motors Nova Scotia Finance Company, General Motors of Canada Limited, GM Nova Scotia Investments Ltd., General Motors Corporation, Aurelius Capital Partners LP, Aurelius Capital Master Ltd., Drawbridge DSO Securities LLC, Drawbridge OSO Securities**
Vendor Identification: **5716-01217808**

Re: Confirmation of Assumption and Assignment of Executory Contract(s)

Ladies and Gentlemen:

This letter confirms that the Executory Contract(s) identified on Schedule A hereto was/were assumed by Motors Liquidation Company (formerly General Motors Corporation) (the "Parent") and assigned by Parent to General Motors Company (formerly NGMCO, Inc.) (the "Purchaser") as of and effective on the date set forth on Schedule A annexed here to in accordance with the terms and conditions of that certain Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, by and among Parent, Saturn LLC, Saturn Distribution Corporation and Purchaser, as amended (the "MSPA"), and the Sale Approval Order.

Capitalized terms used and not otherwise defined herein shall have the meaning given to them in the MSPA.

Very truly yours,

GENERAL MOTORS COMPANY
/s/ Robert E. Socia
Vice President
Global Purchasing and Supply Chain

MOTORS LIQUIDATION COMPANY
/s/ Al Koch
President & CEO



Assumption & Assignment Confirmation Letter

Schedule A

Row ID	GM Contract ID	Counterparty Name	Contract Name / Description	Contract Type	Business Unit / Functional Area	Contract Status
5716-01217808	16555937	General Motors Nova Scotia Finance Company, General Motors of Canada Limited, GM Nova Scotia Investments Ltd., General Motors Corporation, Aurelius Capital Partners LP, Aurelius Capital Master Ltd., Drawbridge DSO Securities LLC, Drawbridge OSO Securities	General Motors Nova Scotia Finance Company, General Motors of Canada Limited, GM Nova Scotia Investments Ltd., General Motors Corporation, Aurelius Capital Partners LP, Aurelius Capital Master Ltd., Drawbridge DSO Securities LLC, Drawbridge OSO Securities Lock Up Agreement	Lock Up Agreement	Legal NYTD	ASSUMED JULY 24, 2009
Count of Contracts:						1