

Amended and Restated Master Sale & Purchase Agreement

Disclosure Schedule

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 1.1C

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
	Metallurgy and sand lab, complete
GMPT - Massena	

	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 4.4

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 Nicolaidis (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 Plevey (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	
GMOC 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 4.7

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 Employeeed 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 Venzuela
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 Colmotores S.A.	Gainsharing	GM Colmotores 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 4.11

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. Rogerio 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 4.17

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 Emissions Defect Reports and Product Emissions 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	Intake Valve Seat	2004 - 2005	Chevrolet/GMC	Colorado/Canyon
N - 070154	Non-Compliance Recall	Windshield Position	2007	Chevrolet/Pontiac	Equinox/Torrent
N - 070187	Special Coverage	Instrument Panel Gauges	2003 - 2004	Cadillac/Chevrolet/GM C	Escalade/Avalanche/Silverado/ Suburban/Tahoe/Trailblazer/ Denali/Envoy/Sierra
N - 070204	Product Safety Recall	Rear Differential	2005 - 2007	Cadillac/Pontiac/Saturn /Opel/Daewoo	CTS/CTS-V/SRX/STS/STS-V/ Solstice/Sky/GT/G2X
N - 070252	Special Coverage	Fuel Injector	2004	Chevrolet/GMC	Silverado/Kodiak/Sierra/Topkick

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
N - 080048	Product Safety Recall	Heated Washer Module	2006, 2007 - 2008	Cadillac/Chevrolet/GM C	Escalade/Escalade EXT/ Escalade ESV/Avalanche/Silverado/ Suburban/Tahoe/ Sierra Yukon/ Yukon XL/Acadia/Outlook/ Lucerne/ DTS/H2/ Enclave
N - 080207	Customer Satisfaction Program	Sunroof	2007 - 2008	GMC/Saturn/Buick	Acadia/Outlook/Enclave
N - 080272	Coverage	Engine Valve Seat	2006	Chevrolet/GMC/Isuzu	Colorado/Canyon
N - 090047	Product Safety Recall	Valve Cover / Spark plug retainer	1997 - 2003	Pontiac/Buick/ Chevrolet/Oldsmobile	Gr Prix/Regal/Lumina/ Monte Carlo/Impala/Intrigue

(b) None.

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 6.6(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 (Ayco)
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 thereo.

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>