

(Official Form 1) (1/08)		
United States Bankruptcy Court Southern District of New York	Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): SATURN DISTRIBUTION CORPORATION	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 38-2755764	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A	
Street Address of Debtor (No. and Street, City, and State): 300 Renaissance Center	Street Address of Joint Debtor (No. and Street, City, and State): N/A	
ZIP CODE 48265-3000	ZIP CODE	
County of Residence or of the Principal Place of Business: Wayne County	County of Residence or of the Principal Place of Business: N/A	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address): N/A	
ZIP CODE	ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above):	ZIP CODE	
<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <p>_____</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p style="text-align: center;">Distribution Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p> <hr/> <p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).</p>
Filing Fee (Check one box)		
<p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		
Statistical/Administrative Information		
<p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>		
Estimated Number of Creditors (on a Consolidated Basis)		
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000		
Estimated Assets (on a Consolidated Basis)		
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion		
Estimated Liabilities (on a Consolidated Basis)		
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion		
THIS SPACE IS FOR COURT USE ONLY		

(Official Form 1) (1/08)		FORM B1, Page 2
Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): SATURN DISTRIBUTION CORPORATION
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: See Schedule 1 Attached	Case Number: As filed	Date Filed: June 1, 2009
District: Southern District of New York	Relationship: See Schedule 1 Attached	Judge: Undetermined
<p style="text-align: center;">Exhibit A</p> <p style="font-size: x-small;">(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p style="font-size: x-small;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align: center;"> <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) </p> <p style="text-align: right;">Date</p>	
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.		
<input checked="" type="checkbox"/> No.		
Exhibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue		
(Check any applicable box.)		
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.		
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.		
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property		
(Check all applicable boxes)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
_____ (Name of landlord that obtained judgment)		
_____ (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and		
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.		
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

SATURN DISTRIBUTION CORPORATION

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____

Signature of Debtor

X _____

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Stephen Karotkin

Signature of Attorney for Debtor(s)

Stephen Karotkin

Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP

Firm Name

767 Fifth Avenue

Address

New York, New York 10153

(212) 310-8000

Telephone Number

June 1, 2009

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Jill A. Lajdziak

Signature of Authorized Individual

Jill A. Lajdziak

Printed Name of Authorized Individual

President

Title of Authorized Individual

June 1, 2009

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

**PENDING BANKRUPTCY CASES CONCURRENTLY
FILED BY AFFILIATES OF THIS DEBTOR**

Company	Affiliation
Chevrolet-Saturn of Harlem, Inc.	Affiliate of Saturn Distribution Corporation
General Motors Corporation	Indirect Parent of Saturn Distribution Corporation
Saturn, LLC	Direct Parent of Saturn Distribution Corporation

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

-----X
In re :
 : **Chapter 11 Case No.**
 :
SATURN DISTRIBUTION CORPORATION, : **09- _____ ()**
 :
 :
 Debtor. :
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS¹**

Following is the consolidated list of the creditors of Saturn Distribution Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), holding the 50 largest noncontingent unsecured claims as of May 31, 2009.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of title 11 of the United States Code.

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
1. Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States	<u>Attn:</u> Geoffrey J. Lewis Phone: (302) 636-6438 Fax: (302) 636-4145 Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States	Bond Debt		\$22,759,871,912 ¹
2. International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) 8000 East Jefferson Detroit, MI 48214 United States	<u>Attn:</u> Ron Gettlefinger Phone: (313) 926-5201 Fax: (313) 331-4957 8000 East Jefferson Detroit, MI 48214 United States	Employee Obligations		\$20,560,000,000 ²
3. Deutsche Bank AG, London As Fiscal Agent Theodor-Heuss-Allee 70 Frankfurt, 60262 Germany	<u>Attn:</u> Stuart Harding Phone:(44) 207 547 3533 Fax: (44) 207 547 6149 Winchester House 1 Great Winchester Street London EC2N 2DB England	Bond Debt		\$4,444,050,000 ³

¹ This amount consolidates Wilmington Trust Company's claims as indenture trustee under the indentures, dated December 7, 1995 (\$21,435,281,912) and November 15, 1990 (\$1,324,590,000).

² This liability is estimated as the net present value at a 9% discount rate of future contributions, as of January 1, 2009, and excludes approximately \$9.4 billion corresponding to the GM Internal VEBA.

³ The amount includes outstanding bond debt of \$4,444,050,000, based on the Eurodollar exchange rates of \$1.39.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
4. International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communications Workers of America (IUE-CWA) 3461 Office Park Drive Kettering, OH 45439 United States	<u>Attn:</u> Mr. James Clark Phone: (937) 294-9764 Fax: (937) 298-633 2701 Dryden Road Dayton, OH 45439 United States	Employee Obligations		\$2,668,600,000 ⁴
5. Bank of New York Mellon One Wall Street New York, NY 10286 United States	<u>Attn:</u> Gregory Kinder Phone: (212) 815-2576 Fax: (212) 815-5595 Global Corporate Trust, 101 Barclay, 7W New York, NY 10286 United States	Bond Debt		\$175,976,800
6. Starcom Mediavest Group, Inc. 35 W. Wacker Drive Chicago, IL 60601 United States	<u>Attn:</u> Laura Desmond Phone: (312) 220-3550 Fax: (312) 220-6530 35 W. Wacker Drive Chicago, IL 60601 United States	Trade Debt		\$121,543,017
7. Delphi Corp. 5725 Delphi Drive Troy, MI 48098 United States	<u>Attn:</u> Rodney O'Neal Phone: (248) 813-2557 Fax: (248) 813-2560 5725 Delphi Drive Troy, MI 48098 United States	Trade Debt		\$110,876,324

⁴ This liability estimated as the net present value at a 9% discount rate.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
8. Robert Bosch GmbH 38000 Hills Tech Drive Farmington Hills, MI 48331 United States	<u>Attn:</u> Franz Fehrenbach Phone: (49 71) 1 811-6220 Fax: (49 71) 1 811-6454 Robert-Bosch-Platz 1 / 70839 Gerlingen-Schillerhoehe, Germany	Trade Debt		\$66,245,958
9. Lear Corp. 21557 Telegraph Road Southfield, MI 48033 United States	<u>Attn:</u> Robert Rossiter Phone: (248) 447-1505 Fax: (248) 447-1524 21557 Telegraph Road Southfield, MI 48033 United States	Trade Debt		\$44,813,396
10. Renco Group, Inc. 1 Rockefeller Plaza, 29th Floor New York, NY 10020 United States	<u>Attn:</u> Lon Offenbacher Phone: (248) 655-8920 Fax: (248) 655-8903 1401 Crooks Road Troy, MI 48084 United States	Trade Debt		\$37,332,506
11. Enterprise Rent A Car 6929 N Lakewood Ave Suite 100 Tulsa, OK 74117 United States	<u>Attn:</u> Greg Stubblefield Phone: (314) 512 3226 Fax: (314) 512 4230 600 Corporate Park Drive St. Louis, MO 63105 United States	Trade Debt		\$33,095,987

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>12. Johnson Controls, Inc.</p> <p>5757 N. Green Bay Avenue Glendale, WI 53209 United States</p>	<p><u>Attn:</u> Stephen A. Roell</p> <p>Phone: (414)-524-2223 Fax: (414)-524-3000</p> <p>5757 N. Green Bay Avenue Milwaukee, WI 53201 United States</p>	Trade Debt		\$32,830,356
<p>13. Denso Corp.</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	<p><u>Attn:</u> Haruya Maruyama</p> <p>Phone: (248) 350-7500 Fax: (248) 213-2474</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	Trade Debt		\$29,229,047
<p>14. TRW Automotive Holdings, Corp.</p> <p>12025 Tech Center Dr. Livonia, MI 48150 United States</p>	<p><u>Attn:</u> John Plant</p> <p>Phone: (734) 855-2660 Fax: (734) 855-2473</p> <p>12001 Tech Center Drive Livonia, MI 48150 United States</p>	Trade Debt		\$27,516,189
<p>15. Magna International, Inc.</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	<p><u>Attn:</u> Don Walker</p> <p>Phone: (905) 726-7040 Fax: (905) 726-2593</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	Trade Debt		\$26,745,489
<p>16. American Axle & Mfg Holdings, Inc.</p> <p>One Dauch Drive Detroit, MI 48211-1198 United States</p>	<p><u>Attn:</u> Richard Dauch</p> <p>Phone: (313) 758-4213 Fax: (313) 758-4212</p> <p>One Dauch Drive Detroit, MI 48211 United States</p>	Trade Debt		\$26,735,957

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
17. Maritz Inc. 1375 North Highway Drive Fenton, MO 63099 United States	<u>Attn:</u> Steve Maritz Phone: (636) 827-4700 Fax: (636) 827-2089 1375 North Highway Drive Fenton, MO 63099 United States	Trade Debt		\$25,649,158
18. Publicis Groupe S.A. 133 Ave des Champs Elysees Paris, 75008 France	<u>Attn:</u> Maurice Levy Phone: (33 01) 4 443-7000 Fax: (33 01) 4 443-7550 133 Ave des Champs-Elysees Paris, 75008 France	Trade Debt		\$25,282,766
19. Hewlett Packard Co. 3000 Hanover Street Palo Alto, CA 94304 United States	<u>Attn:</u> Mike Nefkens Phone: (313) 230 6800 Fax: (313) 230 5705 500 Renaissance Center, MC:20A Detroit, MI 48243 United States	Trade Debt		\$17,012,332
20. Interpublic Group of Companies, Inc. 1114 Avenue of the Americas New York, NY 10036 United States	<u>Attn:</u> Michael Roth Phone: (212) 704-1446 Fax: (212) 704.2270 1114 Avenue of the Americas New York, NY 10036 United States	Trade Debt		\$15,998,270
21. Continental AG Vahrenwalder Str. 9 D-30165 Hanover, Germany	<u>Attn:</u> Karl-Thomas Phone: 49-69-7603-2888 Fax: 49-69-7603-3800 Guerickestrasse 7, 60488 Frankfurt 60488 Germany	Trade Debt		\$15,539,456

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
22. Tenneco Inc. 500 North Field Drive Lake Forest, IL 60045 United States	<u>Attn:</u> Gregg Sherrill Phone: (847) 482-5010 Fax: (847) 482-5030 500 North Field Drive Lake Forest, IL 60045 United States	Trade Debt		\$14,837,427
23. Yazaki Corp. 6801 Haggerty Road Canton, MI 48187 United States	<u>Attn:</u> George Perry Phone: (734) 983-5186 Fax: (734) 983-5197 6801 Haggerty Road, 48E Canton, MI 48187 United States	Trade Debt		\$13,726,367
24. International Automotive Components 5300 Auto Club Drive Dearborn, MI 48126 United States	<u>Attn:</u> James Kamsickas Phone: (313) 253-5208 Fax: (313) 240-3270 5300 Auto Club Drive Dearborn, MI 48126 United States	Trade Debt		\$12,083,279
25. Avis Rental Car 6 Sylvan Way Parsippany, NJ 07054 United States	<u>Attn:</u> Robert Salerno Phone: (973) 496-3514 Fax: (212) 413-1924 6 Sylvan Way Parsippany, NJ 07054 United States	Trade Debt		\$12,040,768
26. FMR Corp. 82 Devonshire St Boston, MA 02109 United States	<u>Attn:</u> Robert J. Chersi Phone: (617)563-6611 Fax: (617) 598-9449 82 Devonshire St Boston, MA 02109 United States	Trade Debt		\$11,980,946

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
27. AT&T Corp. 208 South Akard Street Dallas, TX 75202 United States	<u>Attn:</u> Richard G. Lindner Phone: (214) 757-3202 Fax: (214) 746-2102 208 South Akard Street Dallas, TX 75202 United States	Trade Debt		\$10,726,376
28. Union Pacific Corp. 1400 Douglas Street Omaha, NE 68179 United States	<u>Attn:</u> Robert M. Knight, Jr. Phone: (402) 544-3295 Fax: (402) 501-2121 1400 Douglas Street Omaha, NE 68179 United States	Trade Debt		\$10,620,928
29. Warburg E M Pincus & Co., Inc. 466 Lexington Ave New York, NY 10017 United States	<u>Attn:</u> Joseph P. Landy Phone: (212) 878-0600 Fax: (212) 878-9351 466 Lexington Ave New York, NY 10017 United States	Trade Debt		\$10,054,189
30. Visteon Corp. One Village Center Drive Van Buren Township, MI 48111 United States	<u>Attn:</u> Donald J. Stebbins Phone: (734) 710-7400 Fax: (734) 710-7402 One Village Center Drive Van Buren Twp., MI 48111 United States	Trade Debt		\$9,841,774
31. US Steel 600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	<u>Attn:</u> John Surma Phone: (412) 433-1146 Fax: (412) 433-1109 600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	Trade Debt		\$9,587,431

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>32. Arcelor Mittal</p> <p>19, Avenue De La Liberte Luxembourg, L-2930 Luxembourg</p>	<p><u>Attn:</u> Lakshmi Mittal</p> <p>Phone: 44 20 7543 1131 Fax: (44 20) 7 629-7993</p> <p>Berkley Square House, 7th Floor Berkley Square House London, England W1J6DA</p>	Trade Debt		\$9,549,212
<p>33. AK Steel Holding, Corp.</p> <p>9227 Centre Pointe Drive Westchester, OH 45069 United States</p>	<p><u>Attn:</u> Jim Wainscott</p> <p>Phone: (513) 425-5412 Fax: (513) 425-5815</p> <p>9227 Centre Pointe Drive Westchester, OH 45069 United States</p>	Trade Debt		\$9,116,371
<p>34. CSX Corp.</p> <p>500 Water Street, 15th Floor Jacksonville, FL 32202 United States</p>	<p><u>Attn:</u> Oscar Muñoz</p> <p>Phone: (904) 359-1329 Fax: (904) 359-1859</p> <p>500 Water Street, 15th Floor Jacksonville, FL 32202 United States</p>	Trade Debt		\$8,884,846
<p>35. Hertz Corporation</p> <p>14501 Hertz Quail Springs Parkway Oklahoma City, OK 73134 United States</p>	<p><u>Attn:</u> .Elyse Douglas</p> <p>Phone: (201) 450-2292 Fax: (866) 444-4763</p> <p>225 Brae Boulevard Park Ridge, NJ 07656 United States</p>	Trade Debt		\$8,710,291

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>36. Alpha S.A. de C.V.</p> <p>Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico</p>	<p><u>Attn:</u> Manuel Rivera</p> <p>Phone: (52 81) 8 748 1264 Fax: (52 81) 8 748-1254</p> <p>Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico</p>	Trade Debt		\$8,209,133
<p>37. Voith AG</p> <p>2200 N. Roemer Rd Appleton, WI United States</p>	<p><u>Attn:</u> Hubert Lienhard</p> <p>Phone: 49 7321 372301</p> <p>St. Poltener Strasse 43 Heidenheim, D-89522 Germany</p>	Trade Debt		\$7,146,187
<p>38. Goodyear Tire & Rubber Co.</p> <p>1144 E Market St Akron, OH 44316-0001 United States</p>	<p><u>Attn:</u> Robert Keegan</p> <p>Phone: (330) 796-1145 Fax: (330) 796-2108</p> <p>1144 East Market Street Akron, OH 44316-0001 United States</p>	Trade Debt		\$6,807,312
<p>39. Manufacturers Equipment & Supply Co.</p> <p>2401 Lapeer Rd Flint, MI 48503-4350 United States</p>	<p><u>Attn:</u> Greg M. Gruizenga</p> <p>Phone: (800) 373-2173 Fax: (810) 239-5360</p> <p>2401 Lapeer Rd Flint, MI 48503 United States</p>	Trade Debt		\$6,695,777
<p>40. Severstal O A O</p> <p>4661 Rotunda Drive P.O. Box 1699 Dearborn, MI 48120 United States</p>	<p><u>Attn:</u> Gregory Mason</p> <p>Phone: (313) 317-1243 Fax: (313) 337-9373</p> <p>14661 Rotunda Drive, P.O. Box 1699 Dearborn, MI 48120 United States</p>	Trade Debt		\$6,687,993

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>41. Exxon Mobil Corp.</p> <p>5959 Las Colinas Boulevard Irving, TX 75039 United States</p>	<p><u>Attn:</u> James P. Hennessy</p> <p>Phone: (703) 846-7340 Fax: (703) 846-6903</p> <p>3225 Gallows Road Fairfax, VA 22037 United States</p>	Trade Debt		\$6,248,959
<p>42. Hitachi Ltd.</p> <p>955 Warwick Road P.O. Box 510 Harrodsburg, KY 40330 United States</p>	<p><u>Attn:</u> Yasuhiko Honda</p> <p>Phone: (81 34) 564-5549 Fax: (81 34) 564-3415</p> <p>Akihabara Daibiru Building 18-13, Soto-Kanda, 1-Chome Chiyoda-Ku, Tokyo, 101-8608 Japan</p>	Trade Debt		\$6,168,651
<p>43. Mando Corp.</p> <p>4201 Northpark Drive Opelika, AL 36801 United States</p>	<p><u>Attn:</u> Zung Su Byun</p> <p>Phone: (82 31) 680-6114 Fax: (82 31) 681-6921</p> <p>343-1, Manho-Ri ,Poseung-Myon, Pyongtaek Kyonggi, South Korea, Korea</p>	Trade Debt		\$5,459,945
<p>44. General Physics Corp.</p> <p>1500 W. Big Beaver Rd. Troy, MI 48084 United States</p>	<p><u>Attn:</u> Sharon Esposito Mayer</p> <p>Phone: (410) 379-3600 Fax: (410) 540-5302</p> <p>6095 Marshalee Drive, St. 300 Elkridge, MD 21075 United States</p>	Trade Debt		\$5,208,070
<p>45. Sun Capital Partners, Inc.</p> <p>5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States</p>	<p><u>Attn:</u> Mr. Kevin</p> <p>Phone: (561) 948-7514 Fax: (561) 394-0540</p> <p>5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States</p>	Trade Debt		\$4,747,353

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
46. Jones Lang Lasalle, Inc. 200 East Randolph Drive Chicago, IL 60601 United States	<u>Attn:</u> Colin Dyer Phone: (312) 228-2004 Fax: (312) 601-1000 200 East Randolph Drive Chicago, IL 60601 United States	Trade Debt		\$4,651,141
47. McCann Erickson 238 11 Avenue, SE Calgary, Alberta T2G OX8 Canada	<u>Attn:</u> Gary Lee Phone: (646) 865 2606 Fax: (646) 865 8694 622 3rd Avenue New York, NY 10017 United States	Trade Debt		\$4,603,457
48. Flex-N-Gate Corp. 1306 East University Ave. Urbana, IL 61802 United States	<u>Attn:</u> Shahid Khan Phone: (217) 278-2618 Fax: (217) 278-2318 1306 East University Urbana, IL 61802 United States	Trade Debt		\$4,490,775
49. Bridgestone Corp. 535 Marriott Drive Nashville, TN 37214 United States	<u>Attn:</u> Shoshi Arakawa Phone: (81 33) 567 0111 Fax: (81 33) 567 9816 10-1 Kyobashi 1-chome Chuo-ku, Tokyo, Japan 104 Japan	Trade Debt		\$4,422,763
50. Cap Gemini America Inc. 623 Fifth Avenue, 33 rd Floor New York, NY 10022 United States	<u>Attn:</u> Thierry Delaporte Phone: (212) 314-8327 Fax: (212) 314-8018 623 Fifth Avenue, 33 rd Floor New York, NY 10022 United States	\$4,415,936 Trade Debt		\$4,415,936

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: June 1, 2009

/s/ Jill A. Lajdziak

Signature

NAME: Jill A. Lajdziak

TITLE: President

SATURN DISTRIBUTION CORPORATION

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, who comprise all of the members of the Board of Directors of Saturn Distribution Corporation, a Delaware corporation (the "Company"), hereby take the following actions by unanimous written consent:

COMMENCEMENT OF CHAPTER 11 CASE

RESOLVED, that the Company be, and it hereby is, authorized and directed to file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that each of the Proper Officers (it being understood that, for the purposes of these Resolutions, the "Proper Officers" shall include, without limitation, the President, any Vice President, the Treasurer, the Secretary, or any Assistant Secretary, is hereby authorized and directed to execute, verify, and file all petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as such Proper Officer shall determine;

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Company, each Proper Officer is hereby authorized to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Company to utilize cash collateral on the terms and conditions such Proper Officer or Proper Officers executing the same may consider necessary, proper, or desirable, and to consummate the transactions contemplated by such notes, security and other agreements and instruments on behalf of the Company, subject to Bankruptcy Court approval;

RESOLVED, that each Proper Officer is hereby authorized and directed to enter into, execute, deliver, certify, file and/or record, negotiate, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Proper Officer shall be or become necessary, proper, or desirable in connection with the Company's Chapter 11 case;

EXECUTION OF MASTER SALE AND PURCHASE AGREEMENT

RESOLVED, that the Board finds that the sale of assets of the Company to Auto Acquisition Corp., a new entity formed by the United States Department of the Treasury, in accordance with the Purchase Agreement (as defined below), is expedient and in the best interests of the Company;

RESOLVED, that the form, terms and provisions of the proposed Master Sale and Purchase Agreement (the "Purchase Agreement") by and among the Company, General Motors Corporation, Saturn, LLC, Chevrolet-Saturn of Harlem, Inc., and Auto Acquisition Corp., in substantially the form reviewed by the Board, are hereby approved, and the sale of the assets of the Company set forth in the Purchase Agreement on the terms set forth in the Purchase Agreement is authorized and approved;

RESOLVED, that each of the Proper Officers, or any of them, is hereby authorized and directed to execute and deliver the Purchase Agreement, with such changes therein or revisions thereto as the Proper Officer or Officers executing and delivering the same may in his or their sole and absolute discretion approve, consistent with these Resolutions and with the advice of the Company's Legal Staff, and to cause the Company to carry out the terms and provisions thereof;

RESOLVED, that each of the Proper Officers, or any of them, is hereby authorized and directed to approve, execute and deliver from time to time such amendments, changes or modifications to the Purchase Agreement as any such Proper Officer shall, consistent with these Resolutions and with the advice of the Company's Legal Staff, deem necessary, proper or desirable;

EXECUTION OF DIP LOAN FACILITY

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Company, each of the Proper Officers, or any of them, is hereby authorized to negotiate, execute, deliver and cause the Company to perform its obligations under (i) the secured super priority debtor-in-possession credit agreement (the "Credit Agreement"), among General Motors Corporation, a debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of General Motors Corporation, including the Company, listed therein, as guarantors, the United States Department of the Treasury, as lender, and Export Development Canada, as lender, (ii) the Guaranty and Security Agreement pursuant to which the Company is guaranteeing the Obligations (as defined in the Credit Agreement) and granting a security interest in its assets to secure such guarantee and (iii) the Equity Pledge Agreement, the Environmental Indemnity Agreement, the mortgages, deposit account control agreements and other similar documents and any other agreements or documents executed by the Company in connection with the Credit Agreement, the

documents and transactions contemplated thereby and the Company's grant of a security interest in or pledge of assets as collateral to secure its guarantee of the Obligations (the documents described in this clause (iii) collectively described herein as the "Other Financing Documents");

RESOLVED, that each of the Proper Officers, or any of them, is hereby authorized to grant a security interest in and pledge assets as collateral as described in the Guaranty and Security Agreement, the Equity Pledge Agreement and each Other Financing Document to which the Company is party;

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

RESOLVED, that, pursuant to the Company's Bylaws, the Board hereby designates a new officer of the Company, the Chief Restructuring Officer, with such duties as the Board or any committee thereof to whom appropriate authority has been delegated by the Board in connection with the actions contemplated by these Resolutions shall determine, including working with other senior management of the Company, and other professionals, to assist the Company in connection with the administration of its Chapter 11 case;

RESOLVED, that Albert A. Koch is hereby appointed to serve as the Chief Restructuring Officer, effective as of the date hereof;

RETENTION OF ADVISORS

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as attorneys for the Company under a general retainer in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Jenner & Block LLP is hereby employed as attorneys for the Company under a general retainer in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Honigman Miller Schwartz and Cohn LLP is hereby employed as special counsel for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of AP Services LLC is hereby employed as restructuring advisor for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of Evercore Partners, Inc. is hereby employed as financial advisor for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of The Blackstone Group L.P. is hereby employed as investment banker for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that each Proper Officer is hereby authorized and directed to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals, subject to Bankruptcy Court approval, and to perform any and all further acts and deeds the Proper Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's Chapter 11 case;

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED, that each Proper Officer is authorized and directed, consistent with these Resolutions and with the advice of the Company's Legal Staff: (i) to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Proper Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Proper Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Proper Officer may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Proper Officer to constitute evidence of such approval, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Proper Officer deems appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in such Proper Officer's judgment be necessary, proper or desirable, to carry out the intent and effectuate the purposes of the Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

RESOLVED, that all actions taken by the Proper Officers prior to the date of the foregoing Resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, approved in all respects as the act and deed of the Company.

The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors of the Company, duly called and constituted pursuant to the laws of the State of Delaware. This Consent may be executed in counterparts, which together will constitute the original.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors as of June 1, 2009.

/s/ Jill A. Lajdziak
Jill A. Lajdziak

/s/ Joseph A. Chrzanowski
Joseph A. Chrzanowski

/s/ Edward J. Toporzycki
Edward J. Toporzycki