

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
Debtors. : (Jointly Administered)
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**FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c)
AND 364(a) AND FED. R. BANKR. P. 6003 AND 6004 (A) AUTHORIZING
THE DEBTORS TO (i) CONTINUE USING EXISTING CASH MANAGEMENT
SYSTEM, (ii) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
TO THE USE OF THE CASH MANAGEMENT SYSTEM, AND (iii) MAINTAIN
EXISTING BANK ACCOUNTS AND BUSINESS FORMS; AND
(B) EXTENDING TIME TO COMPLY WITH 11 U.S.C. § 345(b)**

Upon the Motion, dated June 1, 2009 (the “Motion”),¹ of General Motors Corporation (“GM”) and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), pursuant to sections 105(a), 345(b), 363(b), 363(c) and 364(a) of title 11, United States Code (the “Bankruptcy Code”), for entry of an order (A) authorizing the Debtors (i) to continue to operate their cash management systems, including the continued maintenance of existing bank accounts and the continued transfers of funds among the Debtors and their affiliates in the ordinary course of business, consistent with their prepetition practices, (ii) to honor certain prepetition obligations related to the use of the Cash Management System, (iii) to maintain existing business forms, (B) granting an extension of time to comply with section 345 of the Bankruptcy Code, and (C) scheduling a final hearing on the relief requested, all as more fully described in the Motion; and the Court having jurisdiction

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to: (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the U.S. Treasury, (iii) the attorneys for EDC; (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee and (xii) each of the banks listed on Exhibit A hereto (the "**Banks**") ((i)-(xii) collectively, the "**Notice Parties**"), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion on an interim basis (the "**Hearing**"); and the Court having entered an interim order (the "**Interim Order**") granting the relief requested in the Motion, pending a hearing (the "**Final Hearing**") to consider entry of an order granting the relief requested on a final basis; and it appearing that notice of the Final Hearing having been given in accordance with the terms and provisions of the Interim Order, including to the attorneys for the Official Committee of

Unsecured Creditors (the “**Committee**”), and that no other or further notice need be provided; and upon the record of the Hearing and the Final Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted on a final basis as provided herein; and it is further

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors prior to the Commencement Date; to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany funding; and to make ordinary course changes to their Cash Management System without further order of the Court and it is further

ORDERED that pursuant to section 105(a) of the Bankruptcy Code, each of the Banks is authorized and directed to continue to honor transfers as directed by the Debtors of funds among their Bank Accounts and to the Debtors; and it is further

ORDERED that the Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the Commencement Date; and it is further

ORDERED that the Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts listed on Exhibit A annexed to the Motion, in the names and with the account numbers existing immediately prior to the Commencement Date, (ii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated clearinghouse transfers and other debits, (iii) pay any bank fees or charges associated with the Bank Accounts, and (iv) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that except as otherwise provided in this Order, all financial institutions in which the Debtors maintain the Bank Accounts as of the Commencement Date are authorized and directed to continue to maintain, service, and administer such Bank Accounts without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be; provided, however, that nothing contained herein shall (i) require a financial institution to honor any check, wire, or other transfer unless the account has good and collected funds at the time of the requested action or (ii) authorize any such financial institution to honor any check, draft, wire, or other transfer issued or dated prior to the Commencement Date, except as otherwise provided by further order of this Court; provided further, however, that any such financial institution is authorized to accept and honor all representations from the Debtors as to which check, ACH transfer, draft, wire, or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to an order of this Court, and such bank shall not have any liability to any party for relying on such representation by the Debtors as

provided for herein, nor shall any Bank honoring or not honoring any check or other item as a result of good faith error be liable to any party therefor; and it is further

ORDERED that with respect to those Bank Accounts which are not located in Banks that are Authorized Bank Depositories and with respect to any of their investments, the Debtors shall have 45 days (or such additional time as the U.S. Trustee may agree to) from the entry of this Order (the “**Extension Period**”) to either come into compliance with section 345(b) of the Bankruptcy Code or to make such other arrangements as agreed with the U.S. Trustee; and it is further

ORDERED that with respect to any deposit or investment currently insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States, upon the termination or modification of such insurance or guarantee, the Debtors shall either come into compliance with section 345(b) of the Bankruptcy Code or seek appropriate relief from the Court; and it is further

ORDERED, that nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s) as they may deem necessary and appropriate, and the Banks and other financial institutions are directed to honor the Debtors’ request to open or close, as the case may be, such Bank Accounts or additional bank accounts; and it is further

ORDERED, that notwithstanding anything to the contrary contained in this Order, all rights of JPMorgan Chase Bank N.A. (“**JPMC**”), if any, to assert cash collateral and/or setoff rights with respect to amounts in one or more of the Debtors’ accounts as of the Commencement Date against prepetition obligations (the “**Obligations**”) of Debtors owed to JPMC as of the Commencement Date (the “**Commencement Date Balances**”) are expressly preserved. In the

event that it is determined by this Court that JPMC has such rights, then (i) JPMC shall have the right to seek leave of the Court to setoff an amount in the Debtors' accounts equivalent to the Commencement Date Balances, irrespective of whether such funds constitute prepetition or postpetition funds, and (ii) for purposes of this paragraph, the Commencement Date Balances shall constitute the cash collateral for which JPMC is entitled to adequate protection for any diminution of the Commencement Date Balances, which adequate protection shall be (i) with respect to setoffs relating to obligations under GM's prepetition revolving credit agreement dated as of July 20, 2006 (as amended, supplemented or otherwise modified), the same forms of protection provided under the Interim Cash Collateral Order covering the secured parties under such agreement and (ii) with respect to setoffs relating to all other obligations, including those arising under the Term Loan Agreement dated as of November 29, 2006 (as amended, supplemented or otherwise modified), the same forms of adequate protection provided under the Interim Term Loan Adequate Protection Order. The Debtors and the Committee reserve the right to object to and challenge any such assertion by JPMC. JPMC will not seek to assert cash collateral or setoff rights with respect to the Commencement Date Balances or otherwise seek to prevent the Debtors' use of any cash collateral so long as the Termination Date has not occurred under the either of the orders referenced in this paragraph; and it is further

ORDERED, that nothing in this Order shall authorize the Debtors to use or otherwise impair cash collateral previously pledged by them as security for letters of credit, bonds and similar obligations owed by the Debtors to JPMC; and it is further

ORDERED that the automatic stay is hereby modified to authorize any Bank that has issued a letter of credit at the request of the Debtors, upon notice to the Debtors and upon receipt of written consent by the Debtors, to set off any cash deposits it is specifically holding as

collateral for such letter of credit against any amount paid by the bank to the beneficiary of the letter of credit upon postpetition draw of the letter of credit, subject to the terms of any agreement between the Debtors and the Bank relating to the letter of credit; *provided, however*, that the Bank agrees to return to the Debtors' estates, within three business days of such setoff, the excess of any cash deposits it is holding as collateral for all letters of credit it has issued at the request of the Debtors over the amount of collateral the Debtors are required to provide with respect to all outstanding letters of credit issued by the Bank at the request of the Debtors; and it is further

ORDERED, that without in any way limiting the effectiveness of any other provision contained in this Order, with respect to (i) any custodial, trust, investment management, securities lending or similar agreements to which the Debtors are parties, or (ii) any other custodial, trust or similar agreements with entities affiliated with the Debtors (including ERISA qualified plans) pursuant to which any of the Debtors are or may be otherwise involved in the administration or maintenance of such custodial, trust, investment management, securities lending or similar arrangements (such as, and without limitation, where any Debtor is a named fiduciary or otherwise is charged with authorizing, approving or directing actions under or in connection with such agreements) (the agreements referred to in clauses (i) and (ii) above, collectively, the "Custodial Agreements"), the Debtors and such third parties as are identified in any Custodial Agreements are hereby authorized to (A) continue to maintain, service, and administer all such Custodial Agreements, and all accounts established under or in connection with such Custodial Agreements (whether such accounts were created prior or subsequent to the Petition Date), (B) perform and honor their respective obligations in accordance with the terms of such Custodial Agreements, and (C) to execute all documents and take all such other actions

as are necessary or appropriate in connection therewith, all without further order of the Bankruptcy Court; and it is further

ORDERED that as soon as reasonably practicable, the Debtors shall mark “Debtors in Possession” and the chapter 11 case number under which these cases are being jointly administered on their checks; and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary course of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business from their affiliates and third parties without notice and a hearing; and it is further

ORDERED, that to the extent a Bank in the ordinary course of the Cash Management System incurs an overdraft, failed securities transaction or other event giving rise to an uncovered debit, irrespective of whether arising pre or postpetition, such Bank shall be authorized to cover such overdraft, failed securities transaction or debit from funds of the Debtors in its possession and available for such purpose; and it is further

ORDERED that the Debtors are authorized to continue to use their Cash Management System and to fund Debtor and non-Debtor affiliates as they did prior to the Commencement Date; provided, however, that the Debtors shall provide to the Committee, in a format reasonably acceptable to the Committee, monthly postpetition intercompany activity and intercompany balances; and it is further

ORDERED that the Debtors are authorized to continue to honor and make payments in respect of prepetition and postpetition intercompany obligations to subsidiaries and affiliates (Debtor and non-Debtor) in accordance with their prepetition practices; provided, however, that subsequent to the closing of the 363 Transaction, the Debtors and the Committee

shall confer and seek to agree on whether any restrictions should be placed on further intercompany transfers to subsidiaries and affiliates, and in the absence of such an agreement, the matter shall be resolved by the Court; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay prepetition amounts outstanding as of the Commencement Date, if any, owed to the Banks and other third parties that directly or indirectly provide services to the Debtors in connection with the Cash Management System as service charges for the maintenance of the Cash Management System; provided that no Bank shall be obligated to continue cash management services for the Debtors if the Debtors do not pay such prepetition and postpetition charges within five business days after receiving notice from a Bank that the Debtors have not paid such charges when due in the ordinary course; and it is further

ORDERED that the Debtors are hereby authorized to execute any additional documents and reasonably cooperate with the financial institutions as may be required to carry out the intent and purpose of this Order; and it is further

ORDERED that the Debtors are authorized to implement the Investment Guidelines and invest and deposit their cash and cash equivalents in accordance therewith in addition to the investments permitted by section 345 of the Bankruptcy Code; and it is further

ORDERED that the Investment Guidelines may be amended by order of the Court from time to time upon motion by the Debtors; and it is further

ORDERED that the Debtors' compliance with the Investment Guidelines shall be deemed to constitute compliance with section 345 of the Bankruptcy Code, and the Debtors are relieved from the obligations under section 345(b) to obtain a bond from any entity with which money is deposited or invested in accordance with the Investment Guidelines; and it is further

ORDERED that nothing contained in this Order or the Motion shall constitute a rejection or assumption by any of the Debtors of any executory contract or unexpired lease by virtue of reference to any such contract or lease in the Motion; and it is further

ORDERED that the requirements set forth in Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
June 25, 2009

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Banks and Bank Accounts

Account Type Key

ZBA: Zero Balance Account
ODC : Non GMAC Collection
Accounts
DEP: Deposit Account
PAR: Parent Account
BAL: Balance Account
LBX: Lockbox
FSC: FISC Accounts

DOMESTIC BANK ACCOUNTS

Saturn, LLC

	Account Type	Account Name	Account Number (Last Four Digits)
Bank of America, N.A. (Tennessee) 540 W. Madison Chicago, IL 60661 312-828-8016 Contact: Masteneh Masghati	DEP	SATN DEPOSITS- MISCELLANEOUS RE	6363

Account Type Key

ZBA: Zero Balance Account

ODC: Non GMAC Collection Accounts

DEP: Deposit Account

PAR: Parent Account

BAL: Balance Account

LBX: Lockbox

FSC: FISC Accounts

Saturn Distribution Corp

	Account Type	Account Name	Account Number (Last Four Digits)
Citibank, N.A. (New York) 388 Greenwich Street 22nd Floor New York NY 10013 212-816-2933 Contact: Sarah Turner	ZBA	SATURN DIST CORP	1256

Chevrolet-Saturn of Harlem, Inc.

JP Morgan Chase 55 W. 125 th Street New York, NY 10027 212-860-0261 Contact: Randy Polanco	PAR	Chevrolet-Saturn of Harlem, Inc.	7901
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Account Type Key

ZBA: Zero Balance Account

ODC: Non GMAC Collection Accounts

DEP: Deposit Account

PAR: Parent Account

BAL: Balance Account

LBX: Lockbox

FSC: FISC Accounts

GM

	Account Type	Account Name	Account Number (Last Four Digits)
Bank of America, N.A. (San Francisco)	ZBA	GM SEDGWICK/WORKERS COMP	4593
540 W. Madison	ZBA	GM CORP SEDGWICK CMS REIMB	5336
Chicago, IL 60661	ZBA	ACC	6285
312-828-8016	ZBA	DISABILITY EXPENSE A/C	6308
Contact: Mastaneh Masghati	ZBA	DISABILITY RECEIPTS A/C	1071
	ZBA	GM CORP W/C CDA ACCOUNT	5239
	ZBA	SEDGWICK DISP EXP SETTLE	5247
	ZBA	ACCT	7156
	ZBA	SEDGWICK WORKERS COMP	
	ZBA	SETT ACC	
	ZBA	INSURED W/C PGM SPEC DEP	
	DEP	ACCT	
	ZBA	GM CORP DIVIDEND	8902
	ZBA	DISBURSEMENTS	
	PAR	GM CORPORATION	215
	DEP	EAG RECEIVABLES TEMPE, AZ	3787
	ZBA	SATN DISBURSEMENTS (CLASS)	6347
	ZBA	SATN DISBURSEMENTS (NEW)	9187
Bank of America, N.A. (Tennessee)	PAR	GENERAL MOTORS	5539
540 W. Madison		CORPORATION	
Chicago, IL 60662			
312-828-8016			
Contact: Mastaneh Masghati			

Bank of New York Mellon

500 Ross Street	ODC	DEALER ACCTG VEHICLE RETURNS	4443
Mellon Client Service Center Suite 1360	ODC	DEALER ACCTG VEHICLE CREDITS	2371
Pittsburgh PA 15262-0001	ZBA	NAO DEALER ACCTG - INT SUPP	3882
412-234-6175	PAR	GM CORPORATION	9901
Contact: Bob Ladley	ZBA	NAO - HOURLY PAYROLL	481
	ZBA	GM HOURLY PAYROLL ACH FUNDING	6214
Citibank, N.A. (New York)	BAL	GM SUPPLIERS LLC	5748
388 Greenwich Street 22nd Floor	DEP	NAO - DEALER ACCT.- ACHDEBITS	6383
New York NY 10013			
212-816-2933			
Contact: Sarah Turner			
	PAR	GM CORPORATION	1878
	BAL	GM SPECIAL OPERATIONS	6552
	GMC	OVERSEAS REMIT ACCT	1997
	BAL	GM AUTO RECEIVABLES CORP.	7474
	BAL	GM AUTO LEASE PURCHASE	8321

		TRADES PAY PGM - SPEC DEP	
	DEP	ACCT	6278
	DEP	NYTO - SUPPLIER REMIT	2921
	ZBA	CAFCO SETTLEMENT ACCOUNT	8369
	ZBA	NAO - HOURLY PAYROLL	4623
	ZBA	STAF EFT DISB	2982
	ZBA	STAF-CNTL DISB	4646
	ZBA	NAO, DEALER ACCT.-CONT. DISB.	1286
	BAL	GM CORPORATION UST	5721
Comerica Bank	ZBA	GMC BENEFIT SETTLEMENT	1846
500 Woodward Avenue	PAR	GM CORPORATION	2827
Detroit MI 48226	BAL	GMC-FLEXIBLE COMP PROG	6547
313-222-5431			
Contact: Thomas Vandermulen			
Harris N.A. (Illinois)	PAR	GM CORPORATION	6723
115 South LaSalle St. 12 th Floor	LBX	MOHO LOCKBOX	1323
Chicago IL 60603			
312-461-7432			
Contact: Jack Kane			
JPMorgan Chase Bank N.A. (Illinois)	DEP	ATDV LOCKBOX #93647	6476
		ALLISON TRAN DIV DEPOSIT	
611 Woodward Avenue	BAL	ACCT	5333
Detroit MI 48226	DEP	DLRA LBOX-CHICAGO #70595	6344
313-256-2218	PAR	GM CORPORATION	3191
Contact: Bill Bitonti			
	ZBA	GM FX SETTLEMENT ACCT	6164
	DEP	GMPD LOCKBOX-NEWARK #13595	6190
		GMPD LOCKBOX-CHICAGO	
	DEP	#93112	6417
		GMPD LOCKBOX-CHARLOTTE	
	DEP	#195053	6786
	DEP	GMPD LOCKBOX-DALLAS #890158	6816
	DEP	GMPD LOCKBOX-L.A. #100061	6840
	ZBA	BOCG DET PR CNTL DIS	2176
	ZBA	CPCG CNTL DISB	2184
JPMorgan Chase Bank N.A. (Michigan)	ZBA	GM ICP	5894
611 Woodward Avenue	ZBA	GM ICP REIMBURSEMENTS	2564
Detroit MI 48226	ZBA	FIDELITY LUMP SUM DISB	7304
313-256-2218	ZBA	FIDELITY INACTIVES	4706
Contact: Bill Bitonti	ZBA	FIDELITY MED 'B'	4714
	ZBA	FIDELITY OVERPAYMENT	6610

	REFUND	
ZBA	FIDELITY ACCLARIS SAL FLX ACCT	5507
ZBA	FIDELITY ACCLARIS HLY FLX ACCT	5523
ZBA	GMC BENEFIT SETTLEMENT ACCT	4553
ZBA	GM BOFA HRA (NONCORENEWHIRES)	0407
DEP	GM U.S. CUSTOMS RECEIPTS	7184
ODC	DEALER ACCTG VEHICLE RETURNS	3084
ODC	DEALER ACCTG VEHICLE CREDITS	9354
DEP	BUICK PGA RECEIPTS	9734
DEP	NAO DELAR ACTG. - GSA	9883
ODC	SATN SAAB COLL VEH DRAFTS NONGMAC FINANCED DLR COMP CAR	4724
ODC	GMAC DLR FINANCED COMP CAR	4880
ODC	GMAC DLR FINANCED COMP CAR	5556
DEP	COMP CAR LOAN AUCTION ACCT AUCTION ACH CREDITS	5564
ODC	ACCOUNT VSSM LICENSING & MERCHANDISING	1828
DEP	VSSM INT'L LICENSING ROYALTIES	2420
DEP	FLT COMM OPS-MED DTY ROY RECS	2446
DEP	GM ASSET ACCT WIRE RECPT SDA	9553
DEP		8206
ZBA	Salaried Retiree HRA	3803
PAR	GM CORPORATION	6790
DEP	GMC,HCS/MASTER CARD,SPEC. DEP.	0763
ZBA	GM R&D Lithium Ion Battery GM PERSONNEL	4090
DEP	ADMINISTRATION	4893
DEP	SPO DEPOSITORY ACCT	3250
FSC	GMPT - DEPOSITORY ACCOUNT	0083

DEP	GMPT LBX 77680	7541
DEP	GMPT LBX 78056	0313
DEP	GMPT LBOX 771280	3276
	GMPT ASSET ACCT LKBX 77681	
ZBA	SDA	8198

DEP	GM CORP HUMAN FACTORS	7684
DEP	ROAD TO HYDROGEN	3384
DEP	GENERAL MOTORS CORP. CARB	4454
DEP	R & D GMX 569 U.S. GOVT	1614
DEP	DOE WASTE HEAT RECOVERY	3694
DEP	R & D CLEAN FUELS	4549
DEP	R & D EMISSIONS DEVICES	4564
DEP	ACAT / NHTSA - U.S. GOVT	2690
DEP	NREL HEAVY HYBRID	6721
DEP	VISUALIZATION FUEL CELL WTR TR	6739
DEP	GM CORP AUTO UWB SHORT RANGE	6747
DEP	GMT800 GOVERNMENT PROGRAM	6796
DEP	R & D HIGH EFFICIENCY ENG.	6804
DEP	ONSTAR LEXUS DIGITAL CORP	7091
DEP	ONSTAR LEXUS PERSONAL CALLING	7109
DEP	GMC INTEGRATED TRACTIION DRIVE	9470
DEP	GMC EGR BOOST EFT SETTLEMENT	9488
DEP	NYSERDA 957	1132
DEP	GM LOGISTICS - TRAFFIC LOG.	4393
ZBA	INTL TRAF LOG LKBX 77789 SDA	2165
DEP	GM LOGISTICS - COMM TRAFFIC	1383
DEP	GM LOGISTICS - MIAMI	6303
DEP	GMU SPECIAL DEPOSITORY	5094
DEP	GM CORP OFFICE WIRE RECEIPTS GMC ALLISON TRANS	0145
DEP	REIMBURSE	8936
ZBA	MTOM - SALARIED PAYROLL MTOM LLC HRLY PAYROLL - ACH	6884
ZBA	GMC SALARIED MATCHED PR	4746
ZBA	NAO - HOURLY PAYROLL	7426
ZBA	MTM HOURLY PARYROLL ACCOUNT	8467
ZBA	DDP - SALARY	2987

	ZBA	DDP - HOURLY	2995
		FIDELITY ACCLARIS SAL FLX	
	ZBA	ACH	3126
		FIDELITY ACCLARIS HLY FLX	
	ZBA	ACH	3134
	ZBA	BOCG - C.O. - CNTL DISB	4646
	ZBA	CPCG-MANSFIELD-EFT DISB	3343
	ZBA	ONSTAR DISB ACCT	3032
		GM CORP OEM TELEMATICS	
	ZBA	SERV	4278
		SAT CORP-GMAC ROYALTY	
	DEP	PAYMENTS	2438
	DEP	GM HEADQUARTERS CASHIER	0163
	DEP	EAG CO LBX 77696	3694
		GM CENT OFF ACH RECP SETT	
	DEP	ACCT	0137
		GFSS AR-FREIGHT CLAIMS-FOR	
	DEP	U.S.	0258
	DEP	ONSTAR PERSONAL CALLING	5374
	DEP	ONSTAR/LEXUS LINK	1804
	DEP	GM ONSTAR - DEPOSITORY AC	4603
		ONSTAR OEM TELEMATICS	
	DEP	SERVICES	4583
	DEP	XM SATELLITE RADIO DEP ACCT	5341
		Plug-In Hybrid 319, EFT Settlement	
	ZBA	Account	4918
JPMorgan Chase Bank N.A. (New York)	ZBA	ALL TRANS-CNTL DISB	7579
611 Woodward Avenue	ZBA	GM BENE ACCT	2644
Detroit MI 48226	ZBA	GM SALARIED FLEX	7376
		WORK. COMP. LIAB. CIGNA	
313-256-2218	ZBA	SETTLM	4180
Contact: Bill Bitonti	FSC	DLRA MILITARY SALES	2048
	ZBA	NAO DEALER ACCTG. EFT DISB.	0189
	FSC	DELCO SYST. OPS., SPEC. DEPOS.	7068
	SEC	GM ENHANCED CUSTODY	0170
	DEP	GMIMCO REMTIANCES	3523
	BAL	GM USD CORP ACCT AT JPMC	3760
	PAR	GM CORPORATION	2095
	FSC	OVERSEAS REMIT ACCT	4605

GMC	FSC ACCT	3058
DEP	GMCC - CREDIT CARD	0114
ZBA	GM DEBT SETTLEMENT ACCT	5072
	GMOO SPECIAL DEPOSITORY	
FSC	ACC	9839
FSC	GMPD SPECIAL DEPOSITORY ACC	9813
FSC	AC DELCO - FSC DEPOSITS	3959
FSC	GM TRADE RECEIVABLE LLC	1075
	GMTC SPECIAL DEPOSITORY	
FSC	ACCT	6478
SEC	GM LIQUIDITY CUSTODY	0171
FSC	GMC GMB OVERSEAS DEP	1948
DEP	CEP SPECIAL DEPOSITORY	0765
ZBA	NAO - HOURLY PAYROLL	4775
ZBA	NAO, DEALER ACCT.-CONT. DISB.	1757
ZBA	CPCG-CNTL. DISB	2520
ZBA	GMC FED TAX SETTLEMENT	0399
ZBA	NAO EFT DISBURSEMENT ACCT.	1721
ZBA	CHEV CENTRAL OFFICE DIS	3719
FSC	GMC PATENT SECTION	2248
	GMC NAO-WARREN OVERSEAS	
FSC	DEPOS.	1646
	PROD LIAB INSURANCE SETTLE	
ZBA	A/C	6683
ZBA	WORKERS COMP LIAB INS A/C	6717
	PROD. LIABIL. CIGNA	
ZBA	SETTLEMENT	4156
	GEN. LIABIL. CIGNA	
ZBA	SETTLEMENT	4164
	AUTOM. LIABIL. CIGNA	
ZBA	SETTLEM.	4172
ZBA	EIL/POLLUT. LIAB. SETTLEMENT	4198
FSC	ONSTAR/OEM SERVICES	1208
ZBA	GM GLOBAL TECH INC	5749
ZBA	ONSTAR GLOBAL SERVICES	3092
	GM CORPORATION UST	
GMC	COLLATERAL ACCT	3795

State Street Bank
105 Rosemont Road
Westwood MA 02090
781-302-6068
Contact: Christine Cronin

PAR	GM CORPORATION	0747
DEP	GMC SALARIED STOCK OPTION	8398
DEP	SALARIED STOCK OPTION 2	1141

Bank of China
410 Madison Ave.
New York, NY 10017

PAR	GM CORPORATION	0683
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212-935-3101

Contact: David Hoang

M&T Bank

25 South Charles Street

Baltimore MD 21201

410-244-4792

Contact: Lynn Mathy

PAR

GM CORPORATION

3671

Citizens Bank

328 South Saginaw Street

Flint, MI 48502-2401

810-282-0085

Contact: Karen Vance

PAR

GM CORPORATION

6889

KeyBank

127 Public Square

Cleveland, OH 44114

216-689-3696

Contact: Helen France

PAR

GM CORPORATION

5008

Fifth Third Bank of NW OH

606 Madison Ave

Toledo, OH 43604

419-259-0318

Contact: Joel Jerger

PAR

GM CORPORATION

0536

FOREIGN BANK ACCOUNTS

<p>JP Morgan Chase NA (London) 611 Woodward Avenue</p> <p>Detroit, Mi. 48226 313-256-2218</p> <p>Contact: Bill Bitonti</p>	<p>General Motors Corporation, Australian Dollar 0406</p> <p>General Motors Corporation, Canadian Dollar 0407</p> <p>General Motors Corporation, Swiss Franc 0405</p> <p>General Motors Corporation, Danish Krone 0411</p> <p>General Motors Corporation, Euro 0401</p> <p>General Motors Corporation, British Pound 0402</p> <p>General Motors Corporation, Japanese Yen 0404</p> <p>General Motors Corporation, Mexican Peso 0415</p> <p>General Motors Corporation, Norwegian Krone 0409</p> <p>General Motors Corporation, New Zealand Dollar 0412</p> <p>General Motors Corporation, Swedish Krona 0408</p> <p>General Motors Overseas Distribution Corporation 8901</p> <p>General Motors Overseas Distribution Corporation 8902</p> <p>General Motors Overseas Distribution Corporation 8904</p> <p>General Motors Overseas Distribution Corporation 8908</p>	<p>0181</p> <p>0505</p> <p>0823</p>
<p>Toronto Dominion Bank 100 Wellington St. W</p> <p>CP Tower 28th</p>	<p>General Motors Corporation, Can. Dollar Disb.</p> <p>General Motors Corporation, Can. Dollar EFT Disb.</p> <p>General Motors</p>	<p>0181</p> <p>0505</p> <p>0823</p>

Floor	Corporation, OnStar Can. Dollar Disb.	
Toronto, Ontario M5K 1A2 416-982-8976 Contact: Debbie McCarrol	General Motors Corporation, Can. Dollar EDI/EFT Disb.	9652

Custody/Brokerage Accounts

Citibank, N.A. NY	General Motors Corporation, Core Portfolio	0591
388 Greenwich Street 22nd Floor New York NY 10013 212-816-2933 Contact: Sarah Turner	Saturn Distribution Corporation	6563
Citibank, N.A. Cairo Branch	General Motors Corporation Custody Acct	9100
388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Contact: Sarah Turner	General Motors Corporation Custody Cash Account EGP	9506
	General Motors Corporation Custody Cash Account USD	9018
JPMorgan Chase Bank N.A. (New York)	GM Treasurer's Office Enhanced Fund	0170
611 Woodward Avenue Detroit MI 48226 313-256-2218 Contact: Bill Bitonti	GM Treasurer's Office Liquidity Fund	0171
JPMorgan Chase Bank 383 Madison Ave. – 5 th Floor	Special Equity Account	6952

New York, NY
10179
212-622-2619
Contact: Ara
Movsesian

Bear Stearns
(JPMorgan)
115 South
Jefferson Road
– D4
Whippany NJ,
07981
973-793-7699
Contact:
Robert
Reimers

Bear Stearns Brokerage

1828

Pierce, Fenner
& Smith Inc.
250 Vesey St.
New York, NY
10080
212-449-0484
Contact:
Charles J.
Phlon

ML Brokerage

0869

RESTRICTED CASH ACCOUNTS

Held By	Account Name	Account Number
Bank of New York Trust Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756	General Motors/AISLIC 2006 Escrow Account	4786
JP Morgan Chase Money Market Service Center 10420 Highland Manor Dr. 2 nd Floor Temple, Fl 33610 866 737 5826	General Motors & Nat Union Fire Account	2912
JP Morgan Chase Money Market Service Center 10420 Highland Manor Dr. 2 nd Floor Temple, Fl 33610 866 737 5826	General Motors & Nat Union Fire Account	1219
Bank of New York Trust Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756	Westchester Fire/GMC Pledged collateral Account	6144
Wachovia Richard Catanese 481 West Germantown Pike Plymouth Meeting, PA 19462 888-800-3567	NiHill & Riedley/General Motors Account	4268
Wachovia Richard Catanese 481 West Germantown Pike Plymouth Meeting, PA 19462 888-800-3567	NiHill & Riedley/General Motors Account	9732
Bank of New York Trust Andrew Asmdeo 101 Barclay St. New York, NY 10286 212-298-1756	General Motors Corp-Motor Ins Corp Account	4787
Natixis	GM Arrowood	3001

Held By	Account Name	Account Number
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp CA	1001
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp CA	1002
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp NY	8001
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp OH	7001
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp OH	7002
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp OH	7003
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Natixis	GM Workers Comp TX	4001

Held By	Account Name	Account Number
Michelle Alvarez 9 West 57 th Str. 35 th Floor New York, NY 10019 201-761-6547 Blackrock 100 Bellevue Parkway Wilmington, DE 19809 1-800-441-7450	SafeCo Ins Co or America Pledgee FBO General Motors Account	8163
Smith Barney Denise Yuu 185 Asylum Street 2 nd Floor Hartford, CT 06103 860-275-0700	TCA, Secured Party FBO: General Motors Corp Acct	0164
BONY MATT LEWIS 101 Barclay Street New York, NY 10286 212-815-3219	LINDEN RD MI COLLATERAL	1365
PNC BANK Product Client Services 620 Liberty Ave. Pittsburgh, PA 15265 1-877-824-5001	ALLEGHENY POWER DEPOSIT	9632
JP Morgan: Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212	NATIONAL FUEL GAS DIST DEPOSIT	4886
Tennessee Valley Authority JT Long 26 Century Blvd. – One Century Pl. OCP-1K Nashville, TN 37214 615-232-6103	TVA DEPOSIT	4912
JP Morgan:	SO CAL EDISON DEPOSIT	4434

Held By	Account Name	Account Number
Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212 JP Morgan: Joyce Bryant 611 Woodward Ave. Detroit, MI 48226 866-696-4212	SRP DEPOSIT	0452
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	CENTERPOINT ENERGY ESCROW	6016
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	PEPCO ESCROW	0893
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	ST LAWRENCE GAS ESCROW	6760
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	DOMINION RETAIL ESCROW	6023
BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	CONOCO PHILIPS ESCROW	6022
BONY: PHIL TRIOLO	PANHANDLE/TRUNKLINE ESCROW	6166

Held By	Account Name	Account Number
101 Barclay Street New York, NY 10286 212-815-3229 BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229 BONY: PHIL TRIOLO 101 Barclay Street New York, NY 10286 212-815-3229	GEORGIA POWER ESCROW	6017
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	AMEREN LC	2099
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	SEQUENT ENERGY ESCROW	6009
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	C REISS COAL	2973
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	ATMOS ENERGY MARKETING LC	3869
Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933 Citibank: Sarah Turner 388 Greenwich Street 22 nd Floor New York, NY 10013 212-816-2933	CORAL ENERGY CANADA LC	4976
BONY: PHIL TRIOLO	CENTERPOINT ENERGY GAS TRANSMISSION	3433

Held By

101 Barclay Street
New York, NY 10286
212-815-3229

BONY:

PHIL TRIOLO

101 Barclay Street
New York, NY 10286
212-815-3229

BONY:

PHIL TRIOLO

Account Name

CENTERPOINT ENERGY RESOURCES CORP

PEA ESCROW

Account Number

2894

0492