

AARONSON RAPPAPORT FEINSTEIN & DEUTSCH, LLP

ATTORNEYS AT LAW

757 THIRD AVENUE, NEW YORK, N.Y. 10017
212 593-6700
FAX: 212 593-6970

MEMBERS OF THE FIRM

MARK J. AARONSON
LARRY D. BLOOMSTEIN
NEIL F. BRENES
RICHARD V. CAPLAN
ROBERT J. CECALA
ROBERT S. DEUTSCH
SUSAN ETRA
PETER J. FAZIO
MARK B. FEINSTEIN
CRAIG P. FENNO

MICHAEL M. FUTTERMAN
ANDREW I. KAPLAN
STEVEN Z. KRONOVET
PHILIP D. LERNER
NICHOLAS J. MAROTTA
DAVID A. MAYERI
ROBERT S. MELNICK
DANIEL NESSIM
NANCY L. PENNIE

JAY A. RAPPAPORT
LAWRENCE W. ROSENBLATT
CAROL E. RUSSELL
BARBARA A. RYAN
BARRY M. SCHREIBER
DAWN C. SHAPIRO
ALISON R. SHIELDS
NANCY A. STEPPOE
ELLIOTT J. ZUCKER

NANCY L. PENNIE
(212) 593-6795
NLPENNIE@ARFDLAW.COM

June 9, 2009

By Hand

Clerk of the Court
New York State Supreme Court
New York County
60 Centre Street
New York, New York

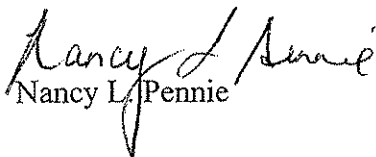
Re: All Cases In Which General Motors Coporation is Named as a Defendant Index No. 40000/88,
General Motors Notice of Bankruptcy

Dear Sir/Madam:

Enclosed please find a Notice of Bankruptcy of General Motors Corporation, a defendant in the above-captioned matters. As indicated in the Notice, on June 1, 2009, General Motors Corporation ("Debtor") filed a voluntary petition seeking bankruptcy protection under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York. The chapter 11 case bears case no. 09-50026 (REG). Under section 362 of the Bankruptcy Code, all actions pending against the Debtor are automatically stayed.

If you have any questions with respect to the foregoing, please do not hesitate to call me at 212-593-6700.

Very truly yours,


Nancy L. Pennie

Enclosures

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X
IN RE: NEW YORK CITY :
ASBESTOS LITIGATION :
-----X

This Document Applies To:

ALL CASES IN WHICH GENERAL
MOTORS CORPORATION IS NAMED AS
A DEFENDANT:

NOTICE OF BANKRUPTCY

Index No.: 40000/88

-----X

NOTICE OF BANKRUPTCY

PLEASE TAKE NOTICE that, on June 1, 2009, (the "Commencement Date"), General Motors Corporation and certain of its subsidiaries filed a voluntary petition seeking bankruptcy protection under chapter 11 of title 11 of the United States Code (11 U.S.C. § 101 *et seq.*) ("Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court"). The bankruptcy case has been assigned Case No. 09-50026 (REG). A copy of GM's chapter 11 petition is attached hereto as Exhibit A.

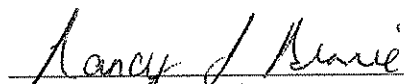
PLEASE BE ADVISED that, as of the Commencement Date, any new or further action against General Motors Corporation is stayed pursuant to section 362 of the Bankruptcy Code (the "Automatic Stay"), which provides that the filing of the petition, among other things, "operates as a stay, applicable to all entities, of ... the commencement or continuation, including the issuance or employment of process, of a ... judicial, administrative, or other action or proceeding against the debtor that was or could have been commenced before the commencement of the case under this title, or to

recover a claim against the debtor that arose before the commencement of the case under this title” and of “any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate.” 11 U.S.C. § 362(a)(1) & 362(a)(3).

PLEASE BE FURTHER ADVISED that any action taken against General Motors Corporation without obtaining relief from the Automatic Stay from the Bankruptcy Court may be void ab initio and may result in a finding of contempt against Plaintiffs. General Motors Corporation reserves and retains its statutory right to seek relief in the Bankruptcy Court from any judgment, order, or ruling entered in violation of the Automatic Stay.

Dated: June 9, 2009

By:



Nancy L. Pennie, Esq.
AARONSON RAPPAPORT
FEINSTEIN & DEUTSCH, LLP
Attorneys for Defendant
General Motors Corporation
757 Third Avenue
New York, New York 10017

EXHIBIT A

Chapter 11 Petition of General Motors Corporation

**United States Bankruptcy Court of 24
Southern District of New York**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): GENERAL MOTORS 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): See Schedule 1 Attached	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): 38-0572515	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 Detroit, Michigan	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): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): N/A ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
767 Fifth Avenue, New York, New York
ZIP CODE **10153**

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Automotive Manufacturing Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <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." <input checked="" type="checkbox"/> Debts are primarily business debts. Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <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).
---	---	---

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <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. 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)

Voluntary Petition

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

Name of Debtor(s):

GENERAL MOTORS 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

* 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/ Frederick A. Henderson
Signature of Authorized Individual

Frederick A. Henderson
Printed Name of Authorized Individual

President and Chief Executive Officer
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

All Other Names Used By the Debtor in the Last 8 Years

1. GMC Truck Division
2. NAO Fleet Operations
3. GM Corporation
4. GM Corporation-GM Auction Department
5. National Car Rental
6. National Car Sales
7. Automotive Market Research

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

-----X		
In re	:	
	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORPORATION,	:	09- _____ ()
	:	
	:	
Debtor.	:	
-----X		

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

Following is the consolidated list of the creditors of General Motors 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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]
<p>8. Robert Bosch GmbH</p> <p>38000 Hills Tech Drive Farmington Hills, MI 48331 United States</p>	<p>Attn: Franz Fehrenbach</p> <p>Phone: (49 71) 1 811-6220 Fax: (49 71) 1 811-6454</p> <p>Robert-Bosch-Platz 1 / 70839 Gerlingen-Schillerhoehe, Germany</p>	Trade Debt		\$66,245,958
<p>9. Lear Corp.</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	<p>Attn: Robert Rossiter</p> <p>Phone: (248) 447-1505 Fax: (248) 447-1524</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	Trade Debt		\$44,813,396
<p>10. Renco Group, Inc.</p> <p>1 Rockefeller Plaza, 29th Floor New York, NY 10020 United States</p>	<p>Attn: Lon Offenbacher</p> <p>Phone: (248) 655-8920 Fax: (248) 655-8903</p> <p>1401 Crooks Road Troy, MI 48084 United States</p>	Trade Debt		\$37,332,506
<p>11. Enterprise Rent A Car</p> <p>6929 N Lakewood Ave Suite 100 Tulsa, OK 74117 United States</p>	<p>Attn: Greg Stubblefield</p> <p>Phone: (314) 512 3226 Fax: (314) 512 4230</p> <p>600 Corporate Park Drive St. Louis, MO 63105 United States</p>	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]
12. Johnson Controls, Inc. 5757 N. Green Bay Avenue Glendale, WI 53209 United States	Attn: Stephen A. Roell Phone: (414)-524-2223 Fax: (414)-524-3000 5757 N. Green Bay Avenue Milwaukee, WI 53201 United States	Trade Debt		\$32,830,356
13. Denso Corp. 24777 Denso Drive Southfield, MI 48086 United States	Attn: Haruya Maruyama Phone: (248) 350-7500 Fax: (248) 213-2474 24777 Denso Drive Southfield, MI 48086 United States	Trade Debt		\$29,229,047
14. TRW Automotive Holdings, Corp. 12025 Tech Center Dr. Livonia, MI 48150 United States	Attn: John Plant Phone: (734) 855-2660 Fax: (734) 855-2473 12001 Tech Center Drive Livonia, MI 48150 United States	Trade Debt		\$27,516,189
15. Magna International, Inc. 337 Magna Drive Aurora, ON L4G 7K1 Canada	Attn: Don Walker Phone: (905) 726-7040 Fax: (905) 726-2593 337 Magna Drive Aurora, ON L4G 7K1 Canada	Trade Debt		\$26,745,489
16. American Axle & Mfg Holdings, Inc. One Dauch Drive Detroit, MI 48211-1198 United States	Attn: Richard Dauch Phone: (313) 758-4213 Fax: (313) 758-4212 One Dauch Drive Detroit, MI 48211 United States	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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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>Attn: 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>Attn: 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>Attn: 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>Attn: 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>Attn: 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>Attn: Hubert Lienhard</p> <p>Phone: 49 7321 372301</p> <p>St. Poltner 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>Attn: 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>Attn: 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>Attn: 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]
41. Exxon Mobil Corp. 5959 Las Colinas Boulevard Irving, TX 75039 United States	Attn: James P. Hennessy Phone: (703) 846-7340 Fax: (703) 846-6903 3225 Gallows Road Fairfax, VA 22037 United States	Trade Debt		\$6,248,959
42. Hitachi Ltd. 955 Warwick Road P.O. Box 510 Harrodsburg, KY 40330 United States	Attn: Yasuhiko Honda Phone: (81 34) 564-5549 Fax: (81 34) 564-3415 Akihabara Daibiru Building 18-13, Soto-Kanda, 1-Chome Chiyoda-Ku, Tokyo, 101-8608 Japan	Trade Debt		\$6,168,651
43. Mando Corp. 4201 Northpark Drive Opelika, AL 36801 United States	Attn: Zung Su Byun Phone: (82 31) 680-6114 Fax: (82 31) 681-6921 343-1, Manho-Ri ,Poseung-Myon, Pyongtaek Kyonggi, South Korea, Korea	Trade Debt		\$5,459,945
44. General Physics Corp. 1500 W. Big Beaver Rd. Troy, MI 48084 United States	Attn: Sharon Esposito Mayer Phone: (410) 379-3600 Fax: (410) 540-5302 6095 Marshalee Drive, St. 300 Elkridge, MD 21075 United States	Trade Debt		\$5,208,070
45. Sun Capital Partners, Inc. 5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	Attn: Mr. Kevin Phone: (561) 948-7514 Fax: (561) 394-0540 5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	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	Attn: 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	Attn: 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	Attn: 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	Attn: 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	Attn: 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/ Frederick A. Henderson

Signature

NAME: Frederick A. Henderson

TITLE: President and Chief Executive Officer

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

-----X
 In re : Chapter 11 Case No.
 :
 GENERAL MOTORS CORPORATION, : 09-____ ()
 :
 Debtor. :
 :
 -----X

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, and the SEC file number is 1-143.
2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2009.

a. Total assets on a consolidated basis: \$82,290,000,000

b. Total debts on a consolidated basis (including debts listed in 2.c., below): \$172,810,000,000

c. Debt securities held by more than 500 holders.

secured	unsecured	subordinated		Approximate number of holders.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$21,694,000,000¹</u>	<u>Greater than 500</u>
secured	unsecured	subordinated		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$3,221,000,000²</u>	<u>Greater than 500</u>
secured	unsecured	subordinated		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<u>\$1,388,000,000³</u>	<u>Greater than 500</u>

d. Number of shares of preferred stock: 6,000,000 shares authorized; no shares issued and outstanding.

¹ Issued pursuant to Senior Indenture, dated as of December 7, 1995.

² Issued pursuant to Senior Indenture, dated as of July 3, 2003.

³ Issued pursuant to Senior Indenture, dated as of November 15, 1990.

- e. Number of shares of common stock: 2,000,000,000 shares authorized,
800,937,541 shares issued, and 610,505,273 shares outstanding, all as of March
31, 2009.
3. Brief description of debtor's business: The debtor, together with its affiliates, is
engaged in the manufacturing, marketing, and distribution of cars and trucks
worldwide.
4. List the names of any person who directly or indirectly owns, controls, or holds, with
power to vote, 5% or more of the voting securities of debtor: State Street Bank
and Trust Company (17.0%)

APPROVAL OF BANKRUPTCY FILING, 363 SALE AND RELATED MATTERS

WHEREAS, at this meeting and at prior meetings, the Board of Directors (the "Board") of General Motors Corporation (the "Corporation") has extensively reviewed the alternatives available to the Corporation and its direct and indirect subsidiaries Saturn, LLC, Saturn Distribution Corporation and Chevrolet-Saturn of Harlem, Inc. (the "Filing Subsidiaries") and has determined that the commencement of a Chapter 11 case in the United States by each of the Corporation and the Filing Subsidiaries presents the only opportunity for preserving and maximizing the value of the enterprise for the benefit of the Corporation's stakeholders and other interested parties;

COMMENCEMENT OF BANKRUPTCY CASES

RESOLVED, that the Corporation and each of the Filing Subsidiaries 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 and Chief Executive Officer, any vice president of the Corporation (including executive or group vice presidents), the Controller and Chief Accounting Officer, the Secretary, any Assistant Secretary, the Treasurer, any Assistant Treasurer and any other officer of the Corporation determined by the Legal Staff of the Corporation to be an appropriate officer with respect to the action taken) is hereby authorized and directed, in the name and on behalf of the Corporation, 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 Corporation, each Proper Officer is hereby authorized, in the name and on behalf of, the Corporation, to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Corporation 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 Corporation, subject to Bankruptcy Court approval;

RESOLVED, that each Proper Officer is hereby authorized and directed, in the name and on behalf of the Corporation, to cause the Corporation 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 Corporation's Chapter 11 case;

RESOLVED, that the Board sees no objection to each of the Filing Subsidiaries taking any and all action, including authorizing a filing in the Bankruptcy Court, and to executing and delivering all documents, agreements, motions and pleadings as are

necessary, proper, or desirable to enable such Filing Subsidiary to carry out the filing in Bankruptcy Court contemplated hereby;

RESOLVED, that the Board sees no objection to a filing by GMCL, if determined to be appropriate by the Board of Directors of GMCL, for protection from its creditors under the Companies' Creditors Arrangement Act (the "CCAA") or to any actions taken by GMCL as are necessary, proper, or desirable to enable GMCL to carry out such filing;

EXECUTION OF MASTER SALE AND PURCHASE AGREEMENT

RESOLVED, that the Board finds that the sale of substantially all of the assets of the Corporation 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 Corporation;

RESOLVED, that the form, terms and provisions of the proposed Master Sale and Purchase Agreement (the "Purchase Agreement") by and among the Corporation, the Filing Subsidiaries and Vehicle Acquisition Holdings LLC., in substantially the form reviewed by the Board, are hereby approved, and the sale of substantially all of the assets of the Corporation set forth in the Purchase Agreement on the terms set forth in the Purchase Agreement be, and hereby 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 Corporation's Legal Staff, and to cause the Corporation 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 Corporation's Legal Staff, deem necessary, proper or advisable;

RESOLVED, that if the Corporation determines no later than the due date (including any extensions) of the Corporation's tax return for the taxable year in which the sale contemplated by the Purchase Agreement is closed that an Agreed G Transaction (as defined in the Purchase Agreement) has occurred, (i) the Purchase Agreement will be deemed to constitute a "plan" of the Corporation for purposes of Sections 368 and 354 of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and (ii) the Corporation shall treat the transactions contemplated in the Purchase Agreement, in combination with the subsequent liquidation of the Corporation and the Filing Subsidiaries (as defined in the Purchase Agreement), as a tax-free reorganization pursuant to Section 368(a)(1)(G) of the Tax Code (with any actual or deemed distribution by the Corporation qualifying solely under Sections 354 and 356 of the Tax Code but not under Section 355 of the Tax Code);

EXECUTION OF LOAN FACILITIES – U.S. AND CANADA

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Corporation, each of the Proper Officers, or any of them, is hereby authorized to

negotiate, execute, deliver and cause the Corporation to perform its obligations under (i) a secured superpriority debtor-in-possession credit agreement (the "Credit Agreement"), among the Corporation, a debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of the Corporation listed therein, as guarantors, the United States Department of the Treasury, as lender, and Export Development Canada, as lender, substantially in the form and on the terms and conditions presented to the Board; (ii) one or more notes ("Notes") providing for loans under the Credit Agreement in an aggregate principal amount not to exceed \$65 billion plus the principal amount of any Additional Notes (as defined in the Credit Agreement), in each case together with interest thereon at the rate specified in the Credit Agreement and (iii) the other agreements contemplated by the Credit Agreement, including pledge agreements, security agreements, mortgages, financing statements and any other similar documents in connection with granting a security interest in or a pledge of the Corporation's assets as collateral to secure the Obligations (as defined in the Credit Agreement) and any other agreements or documents (the documents described in this clause (iii) collectively described herein as the "Other Financing Documents"), as any Proper Officer determines is necessary, proper, or desirable to consummate the transactions contemplated by the Credit Agreement and the Other Financing Documents, in each case consistent with these Resolutions and the advice of the Corporation's Legal Staff, as evidenced by the execution thereof by the Proper Officer;

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 under the Guaranty and Security Agreement, the Equity Pledge Agreement and each Other Financing Document to which the Corporation is party;

RESOLVED, that the Board sees no objection to the issuance by all or any of the direct or indirect subsidiaries of the Corporation of guarantees of the Obligations and the granting of a security interest in or the pledge of any assets by such subsidiaries as collateral to secure the Obligations by entering into the Guaranty and Security Agreement and the Equity Pledge Agreement, in each case substantially in the form reviewed by the Board, together with the Other Financing Documents to which such subsidiary is party;

RESOLVED, that the Board sees no objection (a) to the execution and delivery by GMCL of an amended and restated loan agreement with Export Development Canada ("EDC") as lender (the "Canadian Credit Agreement") amending the loan agreement between GMCL and EDC, among other parties, dated as of April 29, 2009 (the "April EDC Credit Agreement") or (b) to the provision of secured guaranties of certain obligations of GMCL under the Canadian Credit Agreement to be given by 1908 Holdings Limited, Parkwood Holdings Limited, and GM Overseas Funding LLC, each of which is a direct or indirect subsidiary of GMCL;

RESOLVED, that the Corporation's guarantee of certain obligations of GMCL under the Canadian Credit Agreement secured by the pledge of some or all of its ownership interest in GMCL is approved on terms to be approved by the CFO, which may include the Corporation's participation in the Canadian Credit Agreement as a borrower, consistent with the advice of the Corporation's Legal Staff;

RESOLVED, that the Corporation's guarantee of GMCL's obligations under the April EDC Credit Agreement as approved at the meeting of the Board on April 24, 2009 will continue to be valid, binding and enforceable until the effectiveness of the Canadian Credit Agreement, and in connection with the foregoing, the Proper Officers, or any Proper Officer, is authorized to execute and deliver a Confirmation and Acknowledgment (the "Acknowledgment") stating that the April EDC Credit Agreement may be modified or supplemented by EDC and GMCL without the Corporation's participation;

RESOLVED, that the Proper Officers, or any Proper Officer, is hereby authorized to execute and deliver the guaranty and any other agreements or documents to which the Corporation is a party or to take any other actions that he determines are necessary, appropriate or advisable to consummate the transactions contemplated by the Canadian Credit Agreement;

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED, that each Proper Officer is authorized and directed, consistent with these Resolutions and with the advice of the Corporation'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, 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, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform any 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, or any of them, 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 Corporation.

* * * * *

ASSISTANT SECRETARY'S CERTIFICATE

GENERAL MOTORS CORPORATION

May 31, 2009

As a duly elected and appointed Assistant Secretary of General Motors Corporation, a Delaware corporation (the "Corporation") I, Anne T. Larin, certify that a true and complete copy of resolutions duly adopted by the Board of Directors of the Corporation on May 31, 2009 is attached to this Certificate and that such resolutions have not been modified, rescinded or amended and are now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate as of the date written above.



Name: Anne T. Larin
Title: Assistant Secretary

AFFIDAVIT OF SERVICE BY FEDERAL EXPRESS

STATE OF NEW YORK)
 ss.:
COUNTY OF NEW YORK)

Stephen Wasserman, being duly sworn, deposes and says: that deponent is not a party to the action, is over 18 years of age and resides at Queens County.

That on the 9th day of June, 2009, deponent served the within **NOTICE OF BANKRUPTCY** on behalf GENERAL MOTORS CORPORATION upon:

CHARLES FERGUSON, ESQ. & PERRY WEITZ, ESQ.
Weitz & Luxenberg, P.C.
180 Maiden Lane
New York, New York 10038-4925

RICHARD D. MEADOW, ESQ.
THE LANIER LAW FIRM
TOWER 56
126 EAST 56TH STREET, 6TH FLOOR
NEW YORK, NEW YORK, 10022

Peter G. Angelos, Esq.
Law offices of Peter G. Angelos, P.C.
One Charles Center
100 N. Charles St.
Baltimore, MD 21201-3804

James, Early, Esq.
EARLY LUDWICK SWEENEY AND STRAUSS
360 LEXINGTON AVENUE, 20TH FLOOR
NEW YORK, NEW YORK 10017

Robert I. Komitor, Esq.
Levy Phillips & Konigsberg
800 Third Avenue, 13th Floor
New York, New York 10022

Kevin M. Berry, Esq.
WILENTZ GOLDMAN AND SPITZER, P.A.
110 WILLIAMS STREET, 26TH FLOOR
NEW YORK, NEW YORK 10038

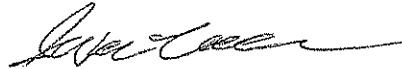
JOSEPH W. BELLUCK, ESQ.
Belluck and Fox, LLP
546 5th Avenue, 4th Floor
New York, New York 10036

John C. Dearie, ESQ.
LAW OFFICES OF JOHN C. DEARIE & ASSOCIATES
515 MADISON AVENUE, SUITE 1118
NEW YORK, NEW YORK 10022

GENE LOCK, ESQ.
LOCKS LAW FIRM
747 THIRD AVENUE
37TH FLOOR

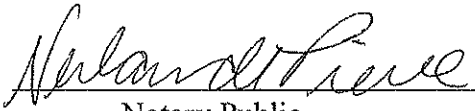
NEW YORK, NEW YORK 10017

at the address designated by said attorney(s) for that purpose by depositing a true copy of same enclosed in a postpaid, properly addressed wrapper, in an official depository under the exclusive care and custody of the United States Post Office within the State of New York.



Stephen Wasserman

Sworn to before me this
9th day of June; 2009



Notary Public

NERLANDE PIERRE
Notary Public, State of New York
No. 01PI6184310
Qualified in Queens County
Commission Expires April 07, 2012