

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 10/01/2006 and ending 10/01/2007	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 10/01/1940
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) GENERAL MOTORS CORPORATION KEVIN W. COBB 300 RENAISSANCE CENTER MC 482-C16-D25 DETROIT, MI 48265	2b Employer Identification Number (EIN) 38-0572515 2c Sponsor's telephone number 313-665-4085 2d Business code (see instructions) 336100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	03/17/2010	KEVIN COBB
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

GENERAL MOTORS CORPORATION
 KEVIN W. COBB
 300 RENAISSANCE CENTER
 MC 482-C16-D25
 DETROIT, MI 48265

3b Administrator's EIN
 38-0572515

3c Administrator's telephone number
 313-665-4085

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

195710

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

34768

b Retired or separated participants receiving benefits.....**6b**

96424

c Other retired or separated participants entitled to future benefits.....**6c**

39953

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

171145

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

27577

f Total. Add lines **6d** and **6e**.....**6f**

198722

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

3888

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1C 1E 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 10/01/2006 and ending 10/01/2007

A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS CORPORATION</u>	D Employer Identification Number (EIN) <u>38-0572515</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WHITE PLAZA GROUP TRUST</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>11-3317084-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>430537086</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIRST PLAZA GROUP TRUST</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>25-6295264-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4820961736</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GM SALARIED EMPLOYEES PENSION TRUST</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>13-6369844-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1165483939</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GM SALARIED EMPLOYEES PENSION TRUST</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>25-6388249-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12059611138</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GMAM GROUP PENSION TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>01-0719298-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1259180612</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GMAM GROUP PENSION TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>02-0615827-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3075272990</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GM INVESTMENT FUNDS TRUST</u>		
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS CORPORATION</u>		
c EIN-PN <u>13-3160892-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10276610395</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: **GM INVESTMENT FUNDS TRUST II**
GENERAL MOTORS CORPORATION

b Name of sponsor of entity listed in (a):

c EIN-PN 01-6231432-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1370070296
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a Name of MTIA, CCT, PSA, or 103-12 IE: **FOURTH PLAZA TRUST**
GENERAL MOTORS CORPORATION

b Name of sponsor of entity listed in (a):

c EIN-PN 25-6360553-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53439006
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a Name of MTIA, CCT, PSA, or 103-12 IE: **THIRD PLAZA TRUST**
GENERAL MOTORS CORPORATION

b Name of sponsor of entity listed in (a):

c EIN-PN 25-6360552-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29446
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a Name of MTIA, CCT, PSA, or 103-12 IE: **GM HOURLY-RATE EMPLOYES PENSION TRU**
GENERAL MOTORS CORPORATION

b Name of sponsor of entity listed in (a):

c EIN-PN 13-6369845-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 998212
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a Name of MTIA, CCT, PSA, or 103-12 IE: **GM HOURLY-RATE EMPLOYES PENSION TRU**
GENERAL MOTORS CORPORATION

b Name of sponsor of entity listed in (a):

c EIN-PN 25-6013833-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25962
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>10/01/2006</u> and ending <u>10/01/2007</u>		
A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS CORPORATION</u>	D Employer Identification Number (EIN) <u>38-0572515</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4796442	88400000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	29624371	
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	32131857490	34512220819
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	32166278303	34600620819

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	19938128	5824278
i Acquisition indebtedness	1i		
j Other liabilities	1j	4796442	88400000
k Total liabilities (add all amounts in lines 1g through 1j)	1k	24734570	94224278

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	32141543733	34506396541
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	4938258	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4938258

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4698539060
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4703477318

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2193146516	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2193146516
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	16134084	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	129343910	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		145477994
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2338624510

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2364852808
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP

(2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		150000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
General Motors Retirement Program for Salaried Employees:

We were engaged to audit the financial statements and supplemental schedules of General Motors Retirement Program for Salaried Employees (the "Program") as of September 30, 2007 and 2006, and for the year ended September 30, 2007, listed in the Table of Contents. These financial statements and supplemental schedules are the responsibility of the Program's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Program administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by State Street Bank and Trust Company and U.S. Trust Company, the trustees of the Program, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Program administrator that the trustees hold the Program's investment assets and execute investment transactions. The Program administrator has obtained certifications from the trustees that the information as of September 30, 2007 and 2006, and for the year ended September 30, 2007, provided to the Program administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in the second paragraph above, we did not audit the information in Note 4 which was certified by the trustees of the Program, and accordingly, as described in the preceding paragraph, we do not express an opinion on such information. As discussed in Note 3 to the financial statements, this information includes investments valued at approximately \$12 billion (35% of net assets) as of September 30, 2007, whose fair values have been estimated by Program management in the absence of readily determinable fair values. Program management's estimates are based on the methods described in Note 3.

Deloitte & Touche LLP

July 15, 2008

**SCHEDULE B
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

▶ **Attach to Form 5500 or 5500-EZ if applicable.**▶ **See separate instructions.**

Official Use Only

OMB No. 1210-0110

2006

**This Form is Open to Public
Inspection (except when
attached to Form 5500-EZ).**

For calendar plan year 2006 or fiscal plan year beginning 10/01/2006, and ending 09/30/2007.

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED E		B Three-digit plan number ... ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ GENERAL MOTORS CORPORATION		D Employer Identification Number 38-0572515	
E Type of plan: (1) ☐ Multiemployer (2) ☒ Single-employer (3) ☐ Multiple-employer		F ☐ 100 or fewer participants in prior plan year	

Part I Basic Information (To be completed by all plans)**1a** Enter the actuarial valuation date: Month 10 Day 01 Year 2006**b** Assets:

(1) Current value of assets	b(1)	31937812000
(2) Actuarial value of assets for funding standard account	b(2)	28624710000
c (1) Accrued liability for plans using immediate gain methods	c(1)	23939302000
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

**SIGN
HERE***R E Inglis*

Signature of actuary

5/16/08

Date

R. EVAN INGLIS

Type or print name of actuary

WATSON WYATT WORLDWIDE

Firm name

901 NORTH GLEBE ROAD
ARLINGTON

VA

22203-1808

Address of the firm

G 08-05531

Most recent enrollment number

703-258-8189

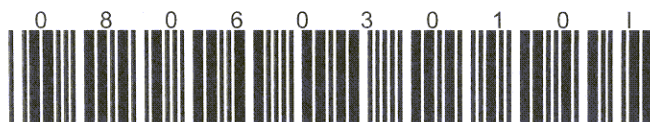
Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions. ☐

**For Paperwork Reduction Act Notice and OMB Control Numbers,
see the instructions for Form 5500 or 5500-EZ.**

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Schedule B (Form 5500) 2006



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	27244928000
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	309383000
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	27244928000
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	2153832000

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)		2a	31937812000	
b "RPA '94" current liability:	(1) For retired participants and beneficiaries receiving payments	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
	(2) For terminated vested participants	121858	20418665000	20418665000
	(3) For active participants	32124	872326000	884563000
	(4) Total	41728	4776369000	5941700000
		195710	26067360000	27244928000
c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage.				
		2c	%	

3 Contributions made to the plan for the plan year by employer(s) and employees:

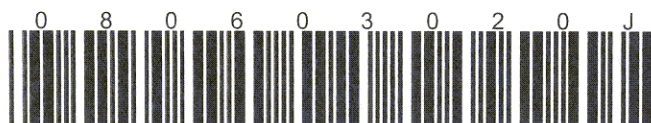
(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
10/01/2006		1480054			
11/01/2006		1477713			
12/01/2006		1646952			
02/01/2007		1557573			
03/01/2007		221			
04/01/2007		100			
3 Totals ▶ (b)			0	(c)	6162613

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions).	4a	100.9 %
b If line 4a is less than 100%, see instructions, and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

- a** ☐ Attained age normal **b** ☒ Entry age normal **c** ☐ Accrued benefit (unit credit)
- d** ☐ Aggregate **e** ☐ Frozen initial liability **f** ☐ Individual level premium
- g** ☐ Individual aggregate **h** ☐ Other (specify) ▶ _____

i Has a change been made in funding method for this plan year? ☐ Yes ☒ No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability.	6a	5.79 %	☐ N/A								
b Weighted average retirement age	6b	62	☐ N/A								
c Rates specified in insurance or annuity contracts . . . ☐ N/A	6c	<table border="1"> <tr> <th colspan="2">Pre-retirement</th> <th colspan="2">Post-retirement</th> </tr> <tr> <td>☐ Yes</td> <td>☒ No</td> <td>☐ Yes</td> <td>☒ No</td> </tr> </table>	Pre-retirement		Post-retirement		☐ Yes	☒ No	☐ Yes	☒ No	☐ N/A
Pre-retirement		Post-retirement									
☐ Yes	☒ No	☐ Yes	☒ No								
d Mortality table code for valuation purposes:											
(1) Males	d(1)	9									
(2) Females	d(2)	9									
e Valuation liability interest rate	6e	7.75 %	☐ N/A								
f Expense loading. ☐ N/A	6f	0.0 %	☐ N/A								
g Annual withdrawal rates:											
(1) Age 25.	g(1)	S 13.50 %	☐ N/A								
(2) Age 40.	g(2)	S 6.30 %									
(3) Age 55.	g(3)	S 0.00 %									
h Salary scale	6h	5.00 %	☐ N/A								
i Estimated investment return on actuarial value of assets for year ending on the valuation date	6i	12.4 %									
j Estimated investment return on current value of assets for year ending on the valuation date . .	6j	12.9 %									

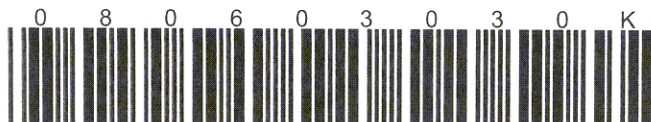
7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	-981026000	-226531000
3	-1132426000	-91162000
4	1449115000	198173000

8 Miscellaneous information:

- a** If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year

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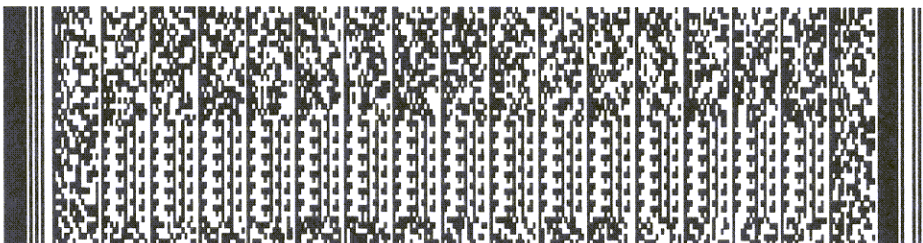
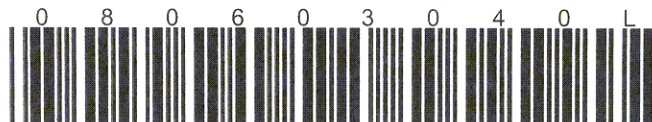


- 8b** If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions **▶** _____
- c** Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule. ☒ Yes ☐ No

9 Funding standard account statement for this plan year:		
Charges to funding standard account:		
a Prior year funding deficiency, if any.	9a	0
b Employer's normal cost for plan year as of valuation date.	9b	129892000
c Amortization charges as of valuation date:	Outstanding Balance	
(1) All bases except funding waivers. ▶ (\$ 9108720000)	c(1)	2115937000
(2) Funding waivers ▶ (\$ 0)	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c	9d	174052000
e Additional interest charge due to late quarterly contributions, if applicable	9e	
f Adjusted additional funding charge from Part II, line 12q, if applicable ☐ N/A	9f	0
g Total charges. Add lines 9a through 9f	9g	2419881000
Credits to funding standard account:		
h Prior year credit balance, if any	9h	10562624000
i Employer contributions. Total from column (b) of line 3.	9i	0
j Amortization credits as of valuation date ▶ (\$ 3231504000)	9j	626123000
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j	9k	867128000
l Full funding limitation (FFL) and credits	Outstanding Balance	
(1) ERISA FFL (accrued liability FFL).	l(1)	6472659000
(2) "RPA '94" override (90% current liability FFL).	l(2)	0
(3) FFL credit	l(3)	0
m (1) Waived funding deficiency.	m(1)	0
(2) Other credits	m(2)	0
n Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)	9n	12055875000
o Credit balance: If line 9n is greater than line 9g, enter the difference.	9o	9635994000
p Funding deficiency: If line 9g is greater than line 9n, enter the difference.	9p	0
Reconciliation account:		
q Current year's accumulated reconciliation account:	Outstanding Balance	
(1) Due to additional funding charges as of the beginning of the plan year	q(1)	0
(2) Due to additional interest charges as of the beginning of the plan year	q(2)	0
(3) Due to waived funding deficiencies:		
(a) Reconciliation outstanding balance as of valuation date.	q(3)(a)	0
(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b)	0
(4) Total as of valuation date. ▶	q(4)	0
10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable	10	0

- 11** Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions ☒ Yes ☐ No

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Part II Additional Information for Certain Plans Other Than Multiemployer PlansPlease see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.**12** Additional required funding charge (see instructions):**a** Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.

If line 12a is at least 90%, go to line 12q and enter -0-.

If line 12a is less than 80%, go to line 12b.

If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q

and enter -0-. Otherwise, go to line 12b.

12a 105.1 %**b** "RPA '94" current liability. Enter line 1d(2)(a)**12b****c** Adjusted value of assets (see instructions)**12c****d** Funded current liability percentage. Divide line 12c by 12b and multiply by 100**12d** %**e** Unfunded current liability. Subtract line 12c from line 12b.**12e****f** Liability attributable to any unpredictable contingent event benefit**12f****g** Outstanding balance of unfunded old liability**12g****h** Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative**12h****i** Unfunded new liability amount (% of line 12h)**12i****j** Unfunded old liability amount**12j****k** Deficit reduction contribution. Add lines 12i, 12j, and 1d(2)(b).**12k****l** Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero.**12l****m** Unpredictable contingent event amount:**(1)** Benefits paid during year attributable to unpredictable contingent event . . .**m(1)****(2)** Unfunded current liability percentage. Subtract the percentage

on line 12d from 100%.

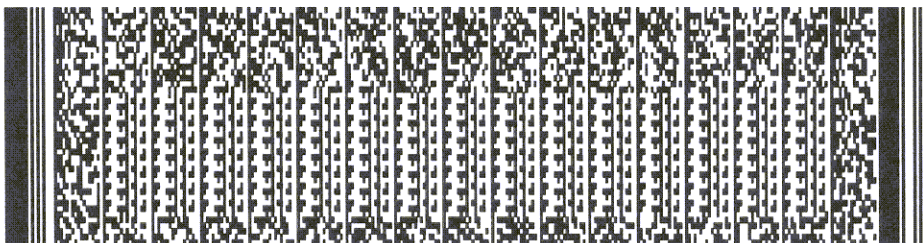
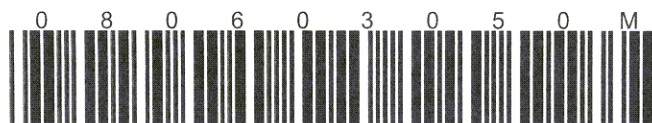
m(2)

%

(3) Enter the product of lines 12m(1) and 12m(2)**m(3)****(4)** Amortization of all unpredictable contingent event liabilities**m(4)****(5)** "RPA '94" additional amount (see instructions).**m(5)****(6)** Enter the greatest of lines 12m(3), 12m(4), or 12m(5).**m(6)****n** Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest**12n****o** Contributions needed to increase current liability percentage to 100% (see instructions)**12o****p** Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o**12p****q** Adjusted additional funding charge. (.0 % of line 12p).**12q**

0

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GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Summary of Changes in Plan Provisions

Effective January 1, 2007, the benefit structure used to determine benefits for employees hired before January 1, 2001 was changed. Benefit accruals for these employees after 2006 will be based on a career average pay formula, and the pay used for pre-2007 benefit accruals has been frozen as at December 31, 2006.

In addition, the benefit accruals due to pay credits for employees who were hired after December 31, 2000 have been terminated and the plan has been closed to new entrants after December 31, 2006. Benefit accruals due to interest credits on contributions made between January 1, 2001 and December 31, 2006 will continue.

The plan changes noted above have decreased the unfunded actuarial liability by \$1,132,426,000, and this amount has been amortized over 30 years for minimum funding purposes.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Prior to 2001

1. Effective Date: October 1, 1950 (as amended through October 1, 2006).
2. Eligibility Requirements:
 - a. Normal Retirement Age 65.
 - b. Early Retirement Age 55 and 10 years of service or any age and 30 years of service if hired prior to 1988.
 - c. Automatic Retirement Age 65 for executives.
 - d. Disability Retirement 10 years of service and totally and permanently disabled prior to age 65.
 - e. Vested Deferred Benefit 5 years of service.
 - f. Pre-Retirement Death Benefit 5 years of service or death at any time while contributing.
3. Employee Contributions: 1.25% of monthly pay over \$3,800 for credited service up to December 31, 2006.

4. Monthly Retirement Benefits:
 - (a) Part A basic benefit rate per year of credited service prior to December 31, 2006:

Benefit Class Code	Basic Benefit Rate	
	Current	Prior
A	\$51.90	\$49.85
B	51.15	50.10
C	51.40	50.35
D	51.65	50.60

- (b) Part B supplementary benefit of 1% of final 5-year average pay over \$5,165 per year of credited service prior to December 31, 2006.
 - (c) Part B primary benefit of 1.25% of pay over \$3,800 prior to December 31, 2006.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Prior to 2001
Continued

4. Monthly Retirement Benefits (Continued):
- (d) Temporary benefit payable to age 62; rate per year of credited service is \$ 49.80 up to a maximum benefit of \$1,494 for credited service prior to December 31, 2006.
 - (e) Early retirement and interim supplements for credited service prior to December 31, 2006:
 - (i) The early retirement supplement payable to age 62 for employees retiring with 30 or more years of service is equal to \$3,020 minus the Part A basic and B supplementary benefits after reduction for early retirement but prior to any reduction for the survivor option and after reduction for any temporary benefit which might be payable for current plan.
 - (ii) The interim supplement payable to age 62 to employees retiring after age 55 with 85 points but less than 30 years of service is equal to the rate shown below per year of credited service:

Age at Retirement	Benefit Rate	
	<u>Current</u>	<u>Prior</u>
55	\$21.90	\$21.35
56	25.85	25.20
57	31.25	30.45
58	36.60	35.70
59	40.85	39.85
60	47.30	46.10
61	47.30	46.10

The interim supplement is offset by any Part B supplementary benefit.

- (f) Career Average benefit of 1.25% of post-2006 pay for credited service post December 31, 2006, and 1.25% of post-2007 pay including bonus for credited service post December 31, 2007.

GENERAL MOTORS CORPORATION**GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES****Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Prior to 2001**
Continued

4. Monthly Retirement Benefits (Continued):

- | | |
|---|--|
| a. Normal Retirement | Part A basic, B supplementary and B primary benefits. |
| | |
| b. Early Retirement | |
| (1) Ages 62-65 | Unreduced benefits. |
| (2) Ages 60-62 with less than 85 points | Benefits reduced by table from age 62 plus interim supplement. |
| (3) Prior to age 62 with 30 years of service or age 55 with 85 points | Benefits reduced by table plus early retirement or interim supplement. Part A basic benefit unreduced for payments after age 62. |
| (4) Ages 55-59 with less than 85 points | Benefits reduced by table from age 65. |
| c. Disability Retirement | Unreduced benefits plus temporary benefit. May be eligible for early retirement supplement. |
| d. Vested Deferred Benefit | Benefits payable at age 65 (employee may elect a reduced pension starting as early as age 55). |

5. Surviving Spouse Option:

- | | |
|-----|--|
| (a) | Applies to Part A basic, B supplementary, B primary and Career Average benefits. |
| (b) | Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service. |
| (c) | Adjustment factor is 95% plus (minus) ½% for each year in excess of 5 that spouse's age exceeds (is less than) employee's age. Maximum 100%. |
| (d) | Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit for current plan. |

GENERAL MOTORS CORPORATION**GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES****Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Prior to 2001**
Continued

5. Surviving Spouse Option (Continued):
- (e) For voluntary early retirements eligible for a re-determined benefit at age 62, the Part A basic benefit for the surviving spouse is based on the re-determined amount payable after age 62.
 - (f) Restoration of Part A basic benefit at spouse's death by application of employee. Upon remarriage the employee may re-elect the option.
6. Pre-Retirement Death Benefit:
- Part A basic benefit determined as if the employee had retired voluntarily on date of death without rejection of surviving spouse option. If the employee is not eligible to retire, 50% of the accrued Part A basic benefit as of date of death is paid to the surviving spouse. 65% of accrued Part B supplementary and B primary benefits are payable to the surviving spouse for current plan. The surviving spouse may elect to begin receiving these benefits following the employee's 65th birthday or to begin receiving reduced benefits as early as the employee's 55th birthday.
7. Divestitures:
- Certain former employees continue to accrue service while employed at a divested unit for purposes of satisfying eligibility conditions for GM retirement benefits. Also for certain former employees, the GM benefit is based on the benefit unit in effect at date of separation from the divested unit. There are also certain former employees who continue to accrue full GM benefits for service with a divested unit through the particular date set in the respective sales agreements.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Prior to 2001
Continued

8. Maximum Compensation and Maximum Benefit:

The maximum compensation limit under Internal Revenue Code Section 401(a)(17) is \$220,000 (\$210,000) for current (prior) plan.

The maximum benefit limit under Internal Revenue Code Section 415 is \$175,000 (\$170,000) for current (prior) plan.

GENERAL MOTORS CORPORATION**GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES****Schedule B, line 6 – Summary of Plan Provisions for Employees Hired Post 2000**

- A. Eligibility: Employees hired on or after January 1, 2001 but prior to January 1, 2007 are eligible to participate in the Account Balance Plan under the Retirement Program for Salaried Employees.
- B. Amount of Benefit: Account balance that is the sum of Pay Credits and Interest Credits for Credited Service up to December 31, 2006.
- As of January 1, 2007 pay credits cease, interest credits continue.
- (a) Pay Credits: Employee will receive a percentage of base salary for each pay period based on the following schedule for Credited Service up to December 31, 2006
- | <u>Age</u> | <u>Pay Credit Percentage</u> |
|-------------|------------------------------|
| Under 30 | 4.0% |
| 30 - 39 | 5.5% |
| 40 - 49 | 7.5% |
| 50 and over | 10.0% |
- (b) Interest Credits: The account balance as of the end of the previous month times Monthly Interest Credit Percentage. The account balance as of the end of the previous month shall be determined after pay credits and interest credits have been credited for such previous month.
- (c) Monthly Interest Credit Percentage: Based on an annual rate of the greater of 3.25% or 30-year Treasury rate for month of July preceding the valuation date (5.13% for October 1, 2006 valuation).
- C. Vesting: 5 years of service.
- D. Retirement and Termination Benefits: Vested account balance or a monthly annuity based on vested account balance.
- E. Death Benefits: Vested account balance or a monthly annuity based on vested account balance for designated beneficiary.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Statement of Actuarial Assumptions/Methods

1. Interest:
 - (a) Regular Funding Calculations: 7.75%
 - (b) RPA '94 Current Liability Calculations: 5.79%
(Used in determining the Gateway Test for the Deficit Reduction Contribution, the Deficit Reduction Contribution and the Maximum Tax Deductible Contribution)
2. Mortality:

Separate mortality assumptions are used for disabled and non-disabled employees as follows:

 - (a) Regular Funding:

The RP-2000 Male Mortality Table, projected with 50% Scale AA from 2000 and set backward 1 year is used for non-disabled mortality for males. The RP-2000 Female Mortality Table, projected with 50% Scale AA from 2000 and set forward 0 years is used for non-disabled mortality for females.

The RP-2000 Male Mortality Table, projected with 50% Scale AA from 2000 and set forward 5 years is used for disabled mortality for males. The RP-2000 Male Mortality Table, projected with 50% Scale AA from 2000 and set forward 7 years is used for disabled mortality for females.
 - (b) RPA '94 Current Liability:

The GAM-1983 Male Mortality Table without adjustment is used for non-disabled mortality for males. The GAM-1983 Female Mortality Table without adjustment is used for non-disabled mortality for females.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Statement of Actuarial Assumptions/Methods
Continued

2. Mortality (Continued):

The GAM-1983 Male Mortality Table without adjustment is used for disabled mortality for future disabled males and those who become disabled after September 30, 1995. The GAM-1983 Female Mortality Table without adjustment is used for disabled mortality for future disabled females and those who became disabled after September 30, 1995.

The Male Mortality Table as described in Revenue Ruling 96-7 without adjustment is used for disabled mortality for current disabled males who became disabled before October 1, 1995. The Female Mortality Table as described in Revenue Ruling 96-7 without adjustment is used for disabled mortality for current disabled females who became disabled before October 1, 1995.

3. Incidence of Disability:

Representative rates are as follows:

<u>Attained Age</u>	<u>Rate per 1,000</u>
32	0.1
42	0.8
52	4.4
62	7.6

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Statement of Actuarial Assumptions/Methods
Continued

4. Withdrawal:

Representative rates are as follows:

(a) Select portion of service table:

<u>Attained Age</u>	<u>Rate per 1,000</u>				
	<u>Completed Years of Service</u>				
	<u>0</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>
22	194	98	78	56	49
27	96	87	96	90	65
32	77	56	61	73	60
37	56	62	45	52	48
42	67	56	39	50	48
47	59	31	45	45	36
52	57	40	52	38	25

(b) Ultimate portion of service table

<u>Attained Age</u>	<u>Rate per 1,000</u>
22	45
27	35
32	35
37	21
42	11
47	6 ¹
52	2 ¹

5. Non-Disability Retirement:

Representative rates are as follows:

<u>Annual Rate Per 1,000</u>		
<u>Voluntary Early Retirement</u>		
<u>Salaried (Non Executives)</u>		
<u>Attained Age</u>	<u>30 or More Years of Service</u>	<u>Other</u>
52	65	0
55	120	0
60	205	30
62	255	115
65	345	345
70	1,000	1,000

¹ Applicable only where there is no voluntary early retirement rate.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Statement of Actuarial Assumptions/Methods
Continued

5. Non-Disability Retirement:

Attained Age	<u>Salaried (Executives)</u>	
	30 or More Years of Service	Other
52	0	0
55	75	75
60	500	500
62	250	250
65	1,000	1,000

6. Salary Scale: 5% for Part B benefits.
7. Average Benefit Unit: The average Part A basic benefit unit is assumed to be \$51.64 (\$50.59) per month per year of service for current (prior) assumptions.
8. Assumptions Used with Respect to the Survivor Benefit: It is assumed that 85.0% of male employees and 40.0% of female employees would not reject the automatic survivor benefit election and that the husband-wife age difference is three years.
9. Actuarial Cost Methods:
- (a) Regular Funding Calculations: Entry age normal cost method.
- (b) Current Liability Calculations: Unit credit cost method.
10. Asset Valuation Method: Smoothed market value method described in Approval 16 of Rev. Proc. 2000-40. Under this method, the actuarial value of assets as of October 1, 2000 is set equal to the market value of assets and subsequent gains or losses are recognized over five years.

GENERAL MOTORS CORPORATION

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, line 6 – Statement of Actuarial Assumptions/Methods
Continued

11. Account Balance Benefits:

- (a) Interest Credits: The greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (5.13% for October 1, 2006 valuation).
- (b) Form of payment: It is assumed 100% elect to take the lump sum form of payment.

GENERAL MOTORS CORPORATION**GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES****Schedule B, line 6b – Description of Weighted Average Retirement Age**

For each employee, an average retirement age for each possible decrement is calculated as the probability of decrementing in each year multiplied by the percentage of the employee not previously decremented. The weighted average retirement age is calculated as the average of these individual employee ages, per decrement, weighted by the total number expected to leave due to each decrement. These decrements are disability retirement, 30 years of service, years of service and age totaling 85, 55 years of age and 10 years of service, Mutually Satisfactory Retirement, and Normal Retirement Age. Representative retirement rates are found in the attachment Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods.

EIN/PIN: 38-0572515/001

Actuarial Valuation as of October 1, 2006*

Schedule B, Line 8c - Schedule of Active Participant Data

Schedule B, Line 8c - Schedule of Active Participant Data																						
YEARS OF CREDITED SERVICE																						
		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over		Total		
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	256	53,812	285	55,130	1	57,242	0	-	0	-	0	-	0	-	0	-	0	-	0	-	542	\$ 54,512
25 to 29	219	63,819	1,037	59,509	789	64,408	3	72,273	0	-	0	-	0	-	0	-	0	-	0	-	2,048	61,876
30 to 34	211	77,533	769	70,162	2,026	69,779	464	76,737	7	75,269	1	117,270	0	-	0	-	0	-	0	-	3,478	71,287
35 to 39	158	84,915	725	78,483	2,015	75,830	1,209	78,968	871	85,463	28	\$ 68,062	0	-	0	-	0	-	0	-	5,006	78,892
40 to 44	148	88,749	541	84,478	1,544	82,284	1,064	82,926	1,735	84,965	1,641	95,942	49	\$ 82,858	0	-	0	-	0	-	6,722	86,735
45 to 49	101	95,662	345	83,971	976	83,126	772	86,040	1,070	84,099	2,519	93,229	2,236	92,230	163	\$ 89,651	2	154,626	0	-	8,184	89,460
50 to 54	61	82,117	250	87,669	594	82,439	443	83,151	531	81,975	1,210	89,505	3,058	90,765	1,840	97,997	177	\$ 104,487	0	-	8,164	90,755
55 to 59	22	71,523	100	85,629	292	88,725	257	85,608	269	80,462	622	86,932	1,332	87,100	1,250	93,960	1,260	100,745	193	\$ 109,385	5,597	92,063
60 to 64	9	101,554	36	82,833	122	82,920	76	82,658	101	76,658	170	83,720	284	87,511	239	94,849	363	100,223	332	96,408	1,732	91,328
65 & Over	4	66,321	15	59,882	20	83,878	14	77,542	27	66,847	28	68,827	22	86,590	22	84,461	31	91,699	72	90,311	255	81,439
Total	1,189	\$ 74,085	4,103	\$ 72,462	8,379	\$ 76,369	4,302	\$ 81,859	4,611	\$ 83,948	6,219	\$ 92,111	6,981	\$ 90,330	3,514	\$ 95,875	1,833	\$ 100,909	597	\$ 99,868	41,728	\$ 85,062

46.01
17.86

THE RETIREMENT PROGRAM FOR SALARIED EMPLOYEES ACCOUNT BALANCE PLAN

Actuarial Valuation as of October 1, 2006*

Attachment to 2006 Schedule B of Form 5500

Line 8c - Schedule of Active Participant Data - Account Balance												
YEARS OF CREDITED SERVICE												
Attained Age	Under 1			1 to 4			5 to 9			10 and over		
	No.	Average Comp.	Cash Bal.	No.	Average Comp.	Cash Bal.	No.	Average Comp.	Cash Bal.	No.	Average Comp.	Cash Bal.
Under 20	53	62126	394	56	61780	1031	8	57836	6730	1	95056	3196
20 to 24	241	52489	780	377	54559	4297	90	63254	12650	1	83004	380
25 to 29	211	65940	1412	984	60854	8461	32	79488	18827	2	140232	3763
30 to 34	204	79020	2115	687	72651	12863	24	87658	25322	5	115052	15160
35 to 39	149	86110	2770	564	81404	16005	18	101224	35579	2	138300	32570
40 to 44	123	88420	3688	423	84522	22029	12	114910	46662	352	89735	20569
45 to 49	75	99659	3680	263	85387	24104	5	98287	32502	190	90365	27646
50 to 54	32	78124	3634	153	92666	32509	6	75320	41431	68	87398	31601
55 to 59	7	112574	9618	55	85511	33326	1	65568	41086	25	92125	32581
60 to 64	4	107227	6601	20	90433	37352	1	220000	123928	9	77431	28967
65 & up	1	90000	3777	7	55268	19000						
Total	1,100	73,603	2,086	3,589	72,170	14,269	197	77,324	21,213	11	119,126	13,822
											4,897	72,805
												11,811

* Reflects 2006 Paycap of \$220,000

GENERAL MOTORS CORPORATION

THE RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Schedule B, Lines 9c and 9j - Schedule of Funding Standard Account Bases
(\$000)

<u>Reason Established</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Amorti - zation Period</u>	<u>Remaining Payments</u>	<u>Outstanding Balance 10/01/2006</u>	<u>Amortization Payment</u>
Amortization Charges						
Plan Amendment	10/01/1991	\$ 63,077	30	15	\$ 46,019	\$ 4,914
Plan Amendment	10/01/1992	\$ 769,660	30	16	\$ 579,184	\$ 59,761
Method Change	10/01/1992	\$ 684,020	24	10	\$ 420,196	\$ 57,464
Plan Amendment	10/01/1993	\$ 548,054	30	17	\$ 423,950	\$ 42,418
Plan Amendment	10/01/1994	\$ 124,573	30	18	\$ 98,769	\$ 9,612
Plan Amendment	10/01/1995	\$ 114,180	30	19	\$ 92,555	\$ 8,784
Plan Amendment	10/01/1996	\$ 56,763	30	20	\$ 46,934	\$ 4,354
Plan Amendment	10/01/1997	\$ 164,736	30	21	\$ 138,676	\$ 12,603
Plan Amendment	10/01/1998	\$ 274,731	30	22	\$ 235,044	\$ 20,963
Plan Amendment	10/01/1999	\$ 123,073	30	23	\$ 114,450	\$ 10,034
Assumption Change	10/01/1999	\$ 431,112	10	3	\$ 169,020	\$ 60,594
Plan Amendment	10/01/2000	\$ 785,698	30	24	\$ 740,387	\$ 63,907
Plan Amendment	10/01/2001	\$ 184,696	30	25	\$ 176,145	\$ 14,988
Plan Amendment	10/01/2002	\$ 529,338	30	26	\$ 510,360	\$ 42,863
Actuarial Loss	10/01/2002	\$ 3,338,618	5	1	\$ 782,426	\$ 782,426
Plan Amendment	10/01/2003	\$ 25,737	30	27	\$ 25,061	\$ 2,080
Assumption Change	10/01/2003	\$ 949,667	10	7	\$ 740,836	\$ 130,933
Actuarial Loss	10/01/2003	\$ 68,129	5	2	\$ 30,621	\$ 15,882
Plan Amendment	10/01/2004	\$ 175,570	30	28	\$ 172,624	\$ 14,169
Actuarial Loss	10/01/2004	\$ 1,433,565	5	3	\$ 929,127	\$ 333,093
Plan Amendment	10/01/2005	\$ 220,899	30	29	\$ 219,121	\$ 17,804
Assumption Change	10/01/2005	\$ 502,158	10	9	\$ 468,309	\$ 68,853
Actuarial Loss	10/01/2005	\$ 601,264	5	4	\$ 499,791	\$ 139,265
Assumption Change	10/01/2006	\$ 1,449,115	10	10	\$ 1,449,115	\$ 198,173
Total Charges					\$ 9,108,720	\$ 2,115,937
Amortization Credits						
Method Change	10/01/2000	\$ 2,097,838	10	4	1,052,846	293,373
Assumption Change	10/01/2001	\$ 108,196	10	5	65,206	15,057
Plan Amendment	10/01/2006	1,132,426	30	30	1,132,426	91,162
Actuarial Gain	10/01/2006	981,026	5	5	981,026	226,531
Total Credits					\$ 3,231,504	\$ 626,123
Net Amortization Charge					\$ 5,877,216	\$ 1,489,814

GENERAL MOTORS CORPORATION**GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES****Schedule B, line 11 – Justification for Change in Actuarial Assumptions**

Effective for the plan year beginning October 1, 2006, the funding interest rate assumption and the retirement assumption for executives were changed. The funding interest assumption was changed from 8.5% to 7.75% and reflects reasonable expectations about the future rate of return. The retirement assumption for executive employees was modified to better reflect their anticipated behavior under the current terms of the executive plan. The assumption changes increased the unfunded actuarial liability by \$1,449,115,000, and this amount was amortized over 10 years for minimum funding purposes. We believe that the assumptions and methods used in this report are reasonable and appropriate for the purposes for which they have been used.

General Motors Retirement Program for Salaried Employees

*Financial Statements as of September 30,
2007 and 2006 and for the
Year Ended September 30, 2007,
Supplemental Schedules as of and for the
Year Ended September 30, 2007, and
Independent Auditors' Report*

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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NOTE: All other schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
General Motors Retirement Program for Salaried Employees:

We were engaged to audit the financial statements and supplemental schedules of General Motors Retirement Program for Salaried Employees (the "Program") as of September 30, 2007 and 2006, and for the year ended September 30, 2007, listed in the Table of Contents. These financial statements and supplemental schedules are the responsibility of the Program's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Program administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by State Street Bank and Trust Company and U.S. Trust Company, the trustees of the Program, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Program administrator that the trustees hold the Program's investment assets and execute investment transactions. The Program administrator has obtained certifications from the trustees that the information as of September 30, 2007 and 2006, and for the year ended September 30, 2007, provided to the Program administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in the second paragraph above, we did not audit the information in Note 4 which was certified by the trustees of the Program, and accordingly, as described in the preceding paragraph, we do not express an opinion on such information. As discussed in Note 3 to the financial statements, this information includes investments valued at approximately \$12 billion (35% of net assets) as of September 30, 2007, whose fair values have been estimated by Program management in the absence of readily determinable fair values. Program management's estimates are based on the methods described in Note 3.

Deloitte & Touche LLP

July 15, 2008

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS AS OF SEPTEMBER 30, 2007 AND 2006

(In thousands)

	2007	2006
ASSETS:		
Investments at estimated fair value:		
Common collective trusts (Notes 3 and 4)	\$ 34,280,721	\$ 31,928,126
Net assets held in 401(h) accounts (Notes 1 and 10)	<u>231,500</u>	<u>203,732</u>
Total investments at estimated fair value	<u>34,512,221</u>	<u>32,131,858</u>
Investments at fair value as determined by quoted market prices -		
Common stock (Note 4)	<u>-</u>	<u>29,624</u>
Total investments	<u>34,512,221</u>	<u>32,161,482</u>
Receivables -		
Receivable related to investments sold (Note 4)	<u>88,400</u>	<u>4,796</u>
Total assets	<u>34,600,621</u>	<u>32,166,278</u>
LIABILITIES:		
Accrued administrative expenses and other	5,824	19,938
Amounts related to obligation of 401(h) account (Notes 1 and 10)	231,500	203,732
Payable related to investments purchased (Note 4)	<u>88,400</u>	<u>4,796</u>
Total liabilities	<u>325,724</u>	<u>228,466</u>
NET ASSETS AVAILABLE FOR PENSION BENEFITS	<u>\$ 34,274,897</u>	<u>\$ 31,937,812</u>

See notes to financial statements.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS FOR THE YEAR ENDED SEPTEMBER 30, 2007

(In thousands)

INVESTMENT INCOME (Notes 3 and 4) -	
Net investment gain from common collective trusts	\$ 4,670,714
ADDITIONS -	
Employee contributions	4,938
DEDUCTIONS:	
Benefits paid to participants	2,193,144
Administrative expenses and other	<u>145,423</u>
Total deductions	<u>2,338,567</u>
NET INCREASE	2,337,085
NET ASSETS AVAILABLE FOR PENSION BENEFITS:	
Beginning of year	<u>31,937,812</u>
End of year	<u>\$ 34,274,897</u>

See notes to financial statements.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF ACCUMULATED PROGRAM PENSION BENEFITS AS OF SEPTEMBER 30, 2007 AND 2006 AND STATEMENT OF CHANGES IN ACCUMULATED PROGRAM PENSION BENEFITS FOR THE YEAR ENDED SEPTEMBER 30, 2007 (In thousands)

	2007	2006
STATEMENTS OF ACCUMULATED PROGRAM PENSION BENEFITS		
ACTUARIAL PRESENT VALUE OF ACCUMULATED PROGRAM PENSION BENEFITS (Note 7):		
Vested benefits:		
Participants currently receiving payments	\$ 19,556,800	\$ 20,658,870
Non-retired employees	4,230,908	4,886,218
Terminated vested and transferred employees	<u>1,302,642</u>	<u>816,412</u>
Total vested benefits	25,090,350	26,361,500
Nonvested benefits	<u>1,025,400</u>	<u>1,082,498</u>
TOTAL	<u>\$ 26,115,750</u>	<u>\$ 27,443,998</u>
STATEMENTS OF CHANGES IN ACCUMULATED PROGRAM PENSION BENEFITS		
ACTUARIAL PRESENT VALUE OF ACCUMULATED PROGRAM PENSION BENEFITS—Beginning of year	<u>\$ 27,443,998</u>	
Increase (decrease) during the year attributable to:		
Benefits accumulated	526,578	
Reduction in discount period	1,632,918	
Benefit payments	(2,193,144)	
Changes in actuarial assumptions and other (Note 7)	<u>(1,294,600)</u>	
Net decrease	<u>(1,328,248)</u>	
ACTUARIAL PRESENT VALUE OF ACCUMULATED PROGRAM PENSION BENEFITS—End of year	<u>\$ 26,115,750</u>	

See notes to financial statements.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2007 AND 2006 AND FOR THE YEAR ENDED SEPTEMBER 30, 2007
(Tables in thousands)

1. INFORMATION CONCERNING THE PROGRAM

The General Motors Retirement Program for Salaried Employees (the "Program") is a defined benefit pension plan covering substantially all General Motors Corporation (the "Corporation" or "GM") salaried employees in the United States. Pension benefits provided under the Program are based generally on an employee's credited service and monthly base salary, and vest generally after five years. Employer contributions to the Program are determined on the basis of actuarial cost methods and include amortization of prior service cost. Such contributions are made periodically by the Corporation within the limits set by the Employee Retirement Income Security Act of 1974 ("ERISA"). The Program's accounting policy for contributions is to record contributions made by the Corporation up to 8-1/2 months after the Program year as contributions receivable. Prior to 2007, employees could voluntarily contribute to the Program a specified percentage of the amount by which their monthly base pay exceeded a certain specified level. These contributions vested immediately. Additional benefits are provided to employees who made such contributions, based on their cumulative contributions at retirement, average monthly base salary during the last five years of employment, and their credited service.

The Program allows for transfers for employees changing status between hourly and salary to move pension assets and liabilities to/from the Program that correlates with their current status. For a complete description of vesting and benefit provisions, reference should be made to the Program document, which is available to all participants.

Effective January 1, 2001, the Program was amended so that employees hired on or after January 1, 2001, are enrolled in the Account Balance Plan feature of the Program. The benefit is based on pay credits and interest credits. The interest rate applied to these funds is the greater of 3.25% or the 30-year T-bill rate. At the end of each month, employees are credited with a percentage of monthly base salary based on the following schedule:

Age	Pay Credit %
Under 30	4.0 %
30-39	5.5
40-49	7.5
50 and over	10.0

Employees vest in these account balances after five years of credited service. Upon termination of employment, the vested account balance can be paid out in the form of a lump-sum or as a monthly annuity.

On December 18, 2003, the Program was amended to include a medical-benefit component to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code ("IRC"). A separate account has been established and

maintained in the Program for the net assets related to the medical-benefit component (401(h) account). In accordance with IRC Section 401(h), the Program's investments in the 401(h) account are restricted and may not be used for, or diverted to, any purpose other than providing health benefits for certain retirees and their beneficiaries. The related obligations for retiree health benefits are not included in this Program's obligations in the statements of accumulated program pension benefits but are reflected as obligations in the financial statements of the health and welfare benefit plan. Program participants do not contribute to the 401(h) account. Employer contributions to the 401(h) account are determined annually at the discretion of the Corporation, and may be limited by IRC Section 401(h).

Effective January 1, 2007, the Corporation froze the accrued pension benefits for U.S. salaried employees under the current defined benefit plan formula. Salaried employees hired before that date will remain in the defined benefit plan. Pension benefits earned prior to the transition date will be preserved. The changes do not affect the pension benefits of the Corporation's current U.S. salaried retirees or the vested pension benefits of former employees.

GM salaried employees hired before January 1, 2001, who currently participate in the Program with a final average pay formula stopped accruing future benefits under that formula and will receive a modified future benefit based on 1.25% of career average monthly base salary for their future years of service. GM salaried employees hired on or after January 1, 2001, who currently participate in the cash balance feature of the Program, stopped accruing future pay credits and receive a contribution to their salaried 401(k) program individual account from GM of 4% of annual base salary. Existing balances under the cash balance plan continue to earn annual interest credits.

At September 30, 2007 and 2006, the Program's net assets available for pension benefits exceeded the actuarially computed present value of accumulated vested pension benefits by approximately \$9.2 billion and \$5.6 billion, respectively.

Accumulated employee contributions and interest thereon, net of applicable benefit payments, from current employees at September 30, 2007 and 2006, were approximately \$520 million and \$516 million, respectively. Interest is currently credited to employee contributions at 120% of the federal mid-term rate.

On August 7, 2007, GM, The Carlyle Group ("Carlyle") and Onex Corporation ("Onex") announced that GM completed the sale of its Allison Transmission business ("Allison Transmission") to Clutch Operating Company, Inc., a Delaware corporation formed by Carlyle and Onex for purposes of the acquisition of Allison Transmission ("Purchaser") pursuant to the Asset Purchase Agreement, dated June 28, 2007, as amended, by and among GM and Purchaser. There were no assets or obligations transferred out of the Program in connection with the sale. The transaction resulted in the severance of certain Allison employees who were participants in the Program. Such participants make up approximately 3% of total active Program participants.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed in the preparation of the Program's financial statements are as follows:

- The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.
- As of September 30, 2006 fair value of the common stock is calculated by reference to published market quotations.

- Security transactions are recorded on the trade date
- Net appreciation or depreciation in fair value of investments includes realized gains and losses on sales of investments and unrealized appreciation and depreciation on assets held at year-end and is reflected in the statement of changes in net assets available for pension benefits. Realized gains and losses are determined using the average cost method. Unrealized appreciation and depreciation are determined using the fair value at the beginning of the year or purchase price, if acquired since that date.
- Dividends are included in investment gain from the common collective trusts (collectively referred to herein as the "Trusts") when earned based on the terms of the investments and the periods during which the investments are owned by the Program.
- Benefit payments are recorded when paid.
- Costs of Program administration are partially absorbed by the Corporation.
- The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated program pension benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates. The Trusts that the Program invests in utilize various investment instruments, primarily include U.S. Government Securities, corporate debt instruments, corporate stocks (publicly and privately traded), real estate, and derivative financial instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the amounts reported in the financial statements.

3. INVESTMENTS IN COMMON COLLECTIVE TRUSTS

As of September 30, 2007 and 2006, the Program owned an interest in the following Trusts:

Trusts

White Plaza Group Trust (11-3317084)
 First Plaza Group Trust (25-6295264)
 General Motors Salaried Employees Pension Trust (13-6369844)
 General Motors Salaried Employees Pension Trust (25-6388249)

 GMAM Group Pension Trust I (01-0719298)
 GMAM Group Pension Trust II (02-0615827)
 GMAM Investment Funds Trust (13-3160892)

 GMAM Investment Funds Trust II (01-6231432)

 Fourth Plaza Trust (25-6360553)
 Third Plaza Trust (25-6360552)
 General Motors Hourly-Rate Employees Pension Trust (13-6369845)
 General Motors Hourly-Rate Employees Pension Trust (25-6013833)

Administrators

JPMorgan Chase Bank
 JPMorgan Chase Bank
 JPMorgan Chase Bank
 JPMorgan Chase Bank
 State Street Bank and Trust Company
 State Street Bank and Trust Company
 JPMorgan Chase Bank
 General Motors Trust Bank, N.A.
 JPMorgan Chase Bank
 State Street Bank and Trust Company
 General Motors Trust Company
 JPMorgan Chase Bank
 State Street Bank and Trust Company
 JPMorgan Chase Bank
 JPMorgan Chase Bank
 JPMorgan Chase Bank
 JPMorgan Chase Bank
 State Street Bank and Trust Company

Investment Valuation – The Trusts permit commingling of the assets of more than one employee benefit plan for investment and administrative purposes. Each of the plans participating in the Trust has interests in the net assets of the underlying investment pools of the Trusts. The Program's investments in the Trusts are recorded at estimated fair value as determined by the Program's ownership interest in the underlying investment pools of each Trust and their underlying assets. The underlying investment pools have investments in short term investments, U.S. Government Securities, corporate debt instruments, corporate stocks (publicly and privately traded), real estate, and derivative financial instruments.

Securities held by the investment pools are valued based upon the last traded or current bid price where market quotations are readily available.

Securities for which quotations are not readily available are valued at their fair value utilizing established fair value procedures prescribed by the Trust. Where fair value estimation procedures are used in determining an asset's value, there may be a material difference from the values that would exist in a ready market due to the potential subjectivity in these estimates.

For private investments, new investments are valued at cost for the first 12 months following the closing date of the new investment unless a change in the value of the investment is deemed warranted sooner. Valuations for each investment are reviewed quarterly and, if warranted by market or property level changes or other factors, valuations are appropriately adjusted.

Short term investments– Short term investments in the underlying investment pools consist of short-term marketable securities with maturity dates that fall within one year of issuance date, money market funds, foreign-denominated currency, discount notes or time deposits. At times, bank deposits may be in excess of federally insured limits.

Real Estate – New investments in real estate are valued at cost plus cash flows from the first 12 months following the closing date of the new investment unless a change in the value of the investment is deemed warranted sooner. Valuations for each investment are reviewed quarterly and, if warranted by market or property level changes or other factors, valuations are appropriately adjusted.

Generally, each investment shall be valued based on independent Member Appraisal Institute (MAI) appraisals at least once every three years. The timing of such appraisals is staggered, generally based on the anniversary of when the property was acquired. Complete MAI appraisals include detailed market studies and multiple valuation methodologies such as Sales Comparison Approach, Replacement Cost Approach, and Income Capitalization Approach. The Income Capitalization Approach is generally given the most weight by appraisers when estimating value and models using this approach are created and updated by asset managers as a means of determining interim valuation adjustments. Valuation models using this approach are developed for each property and are updated as changes occur to determine if a value adjustment is appropriate.

Investments in multiple investor vehicles are valued on a quarterly basis by the fund manager or general partner and are reviewed by the Program's fiduciaries for reasonableness. In the event that the valuations are not deemed reasonable, fair value is determined by the fair valuation policies prescribed by the Trust.

Derivative Financial Instruments – The underlying investment pools or Trusts may engage in various portfolio investment strategies using the derivative financial instruments listed below for the purpose of hedging, managing risks and/or gaining market exposure. Such instruments may increase or decrease the level of risk to which the Trusts are exposed more quickly and efficiently than transactions in other types of instruments. Losses may arise due to changes in the value of the contract or if the counterparty does not perform under the contract. The use of derivative transactions may involve the risk of imperfect

correlation in movements in the price of the relevant instrument, interest rates, security or index(es) and any underlying hedged asset.

Futures Contracts – The investment pools may enter into futures contracts for the purpose of hedging, managing risks and/or gaining market exposure. Futures are contracts for delayed delivery of securities at a specific future date and at a specific price or yield. Upon entering into a futures contract, the underlying investment pools are required to pledge to the broker an amount of cash and/or other assets equal to a certain percentage of the contract amount (“initial margin deposit”). Subsequent payments, known as “margin variation”, are made or received by the investment pool as required by the broker, depending on daily fluctuations in the fair value of the underlying futures contract and are recorded by the underlying investment pools as unrealized gains or losses.

Options – The investment pools may write and purchase call and put options and swap options. Swap options, or “swaptions”, are similar to options on securities except that instead of selling or purchasing the right to buy or sell a security, the writer or purchaser of the swap option is granting or buying the right to enter into a previously agreed upon swap agreement at any time before the expiration of the option. When the underlying investment pools write an option or swaption, an amount equal to the premium received is recorded as an asset and an equivalent liability. The amount of the liability is subsequently marked to market to record the current market value of the option or swaption written. The investment pools/counterparties deposit securities or cash as collateral with brokers as determined by the respective contracts.

Foreign Currency – Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts on the day of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The investment pools do not isolate the portion of the results of operations arising as a result of changes in the foreign exchange rates from the changes in market prices of the securities. Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the investment pools’ books, versus the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the fair values of assets and liabilities. The investment pools have entered into agreements with brokers which allow for the net settlement of foreign currency contracts.

Swap Agreements – The investment pools may utilize swap agreements for the purpose of hedging, managing risks and/or gaining market exposure. Under the swap agreements the investment pools exchange payments with a counterparty based upon their respective commitments under the agreements. These payments are based upon either a notional principal and/or the change in the market value of a specified instrument, interest rate(s), financial commodity or index(es).

Credit Derivatives – Under a credit default swap, the investment pools may buy or sell credit protection from exposure to the occurrence of specified credit events on a reference entity or entities in exchange for an initial and subsequent periodic fee. An amount equal to the initial payment is recorded as an asset and an equivalent liability, with subsequent payments booked similarly. Under a credit linked note, the investment pools may purchase or sell notes, the interest payments and redemption of which are linked to the occurrence of specified credit events. The market value of credit derivatives is recorded as unrealized gain or loss arising from changes in the fair value. When the investment pools receive payments on credit linked notes, based upon specific credit event or occurrence, the payments are recorded as income and upon closing of the contracts are reclassified as realized gains. There are no open credit linked notes as of September 30, 2007.

Forward Contracts – The investment pools may enter into forward and foreign currency exchange contracts for the purpose of hedging, managing risks and/or gaining market exposure. When entering into a forward contract, the investment pools agree to receive or deliver a fixed quantity of foreign currency/domestic securities for an agreed upon price on an agreed upon future date. These contracts are valued daily and unrealized gain or loss on the contracts is measured as the difference between the forward rates at the dates of entry into the contracts and the forward rates on the date of valuation. These instruments involve market and/or credit risk in excess of the amount recognized in the statement of assets and liabilities. The investment pools have entered into agreements with brokers which allow for the net settlement of forward contracts.

The Trusts include investments as of September 30, 2007 for which approximately \$12 billion (35% of net assets) of the fair values are based on estimates in absence of readily determinable fair values. Estimates are determined in accordance with the valuation policies prescribed by the Trust. However, because of the inherent uncertainty of these estimates, the values may differ significantly from the fair values that would have been used had a ready market for these investments existed, and the differences could be material.

The Investment Funds Committee, the named fiduciary of the Program, establishes the investment policy for the Program, which is as follows:

	(%)
Equity Securities	
Domestic	11
International	15
Debt Securities	55
Real Estate	8
Private Markets	7
Other	4
TOTAL	100

4. INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following summary of unaudited information regarding the Program as of September 30, 2007 and 2006, and for the year ended September 30, 2007, included in the Program's financial statements and supplemental schedules, was prepared by or derived from information prepared by State Street Bank and Trust Company and U.S. Trust Company, the trustees of the Program. The Program administrator has obtained certifications from the trustees of the Program that such information is complete and accurate:

	<u>2007</u> (in thousands)	<u>2006</u>
Investments at estimated fair values:		
Investment in White Plaza Group Trust (11-3317084)	\$ 430,537	\$ 319,063
Investment in First Plaza Group Trust (25-6295264)	12,653,368	3,388,756
Investment in General Motors Salaried Employees Pension Trust (13-6369844)	1,165,476	1,037,963
Investment in General Motors Salaried Employees Pension Trust (25-6388249)	3,994,449	4,376,967
Investment in GMAM Group Pension Trust I (01-0719298)	1,266,643	1,731,708
Investment in GMAM Group Pension Trust II (02-0615827)	3,300,569	3,130,855
Investment in GMAM Investment Funds Trust (13-3160892)	10,276,608	17,244,095
Investment in GMAM Investment Funds Trust II (01-6231432)	1,370,070	837,314
Investment in Fourth Plaza Trust (25-6360553)	53,439	64,094
Investment in Third Plaza Trust (25-6360552)	29	35
Investment in General Motors Hourly-Rate Employees Pension Trust (13-6369845)	1,007	965
Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	26	43
	<hr/>	<hr/>
Total investments at estimated fair value	\$ 34,512,221	\$ 32,131,858
Investments at fair value -		
DirecTV common stock	-	29,624
	<hr/>	<hr/>
Total investments	\$ 34,512,221	\$ 32,161,482
Receivable related to investments sold	\$ 88,400	\$ 4,796
Payable related to investments purchased	\$ 88,400	\$ 4,796
Net investment gain from common collective trusts	\$ 4,670,714	

In addition, the unaudited information contained in the Supplemental Schedule of Assets (Held at End of Year) as of September 30, 2007, and the Schedule of Reportable Transactions for the year ended September 30, 2007, was provided by State Street Bank and Trust Company, who certified this information as complete and accurate.

5. TERMINATION PRIORITIES

Although it has not expressed any intention to do so, the Corporation has the right under the Program, in certain circumstances, to discontinue its contributions at any time and to terminate the Program subject to the provisions set forth in ERISA. The Corporation has no intention of terminating the Program; however, the priorities of participants' claims upon Program termination generally are as follows: first, to certain benefits payable as an annuity; second, to all other guaranteed benefits under the Program termination insurance provisions of ERISA; third, to all other non-forfeitable benefits under the Program; and finally, to all other benefits under the Program described in the Program document, which is available to all participants.

Certain Program benefits are guaranteed by the Pension Benefit Guaranty Corporation ("PBGC"), a United States government agency. Generally, within statutory limits, the PBGC guarantees vested, normal-age and early retirement benefits, and certain disability and survivors' benefits, in effect for at least one year at Program termination. However, benefit increases within five years of termination may not be guaranteed.

6. TAX STATUS

The Internal Revenue Service has determined and informed the Corporation by a letter dated September 27, 2002, that the Program and related trusts are designed in accordance with applicable sections of the IRC.

The Program has been amended since receiving the determination letter and management filed a determination request on June 14, 2006, which is currently pending. Management believes the Program is designed and is being operated in compliance with the applicable sections of the IRC and the Program and related trusts continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Program's financial statements.

7. ACTUARIAL PRESENT VALUE OF ACCUMULATED PROGRAM PENSION BENEFITS

Accumulated program pension benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Program's provisions to the service employees have rendered. Accumulated program pension benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated program pension benefits is determined by an actuary from Watson Wyatt Worldwide and is that amount that results from applying actuarial assumptions to adjust the accumulated program pension benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial assumptions are based on the presumption that the Program will continue. Were the Program to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated program pension benefits.

The following significant actuarial assumptions were used in the valuations:

- The mortality of participants is estimated using mortality tables, for non-retired and retired employees, for the years ended September 30, 2007 and 2006, as follows:

	2007	2006
Mortality table used	RP-2000	RP-2000

Per the respective mortality tables, the mortality of participants (retired and non-retired) was adjusted as follows:

Males	Backward one year	Backward one year
Females	No adjustment	No adjustment
Disabled males	Forward five years	Forward five years
Disabled females	Forward seven years	Forward seven years

- The interest rate used to discount future Program pension benefits was 6.45% and 5.95% at September 30, 2007 and 2006, respectively.
- The withdrawal rate, retirement rate and incidence of total and permanent disability are based on a prior study of employees of the Corporation.
- The average basic benefit unit is \$51.64 and \$51.63 per month, per year of credited service for the Program years ended September 30, 2007 and 2006, respectively.
- For the years ended September 30, 2007 and 2006, it was assumed that approximately 85% of all male employees and 40% of all female employees will elect the surviving spouse coverage, and the spousal age difference is, on average, three years.

8. EMPLOYER CONTRIBUTIONS

For the year ended September 30, 2007, the Corporation made no contributions to the Program.

9. RELATED-PARTY TRANSACTIONS

The Program and Trusts enter into certain related-party transactions. These generally include investments with trustees, fund managers, the Corporation, and its subsidiaries. Such transactions are within the scope of the investment guidelines.

As of September 30, 2007 and 2006 and for the year ended September 30, 2007, a subsidiary of the Corporation manages all of the Program's investments in common collective trusts. Therefore these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental Schedule of Assets (Held at End of Year).

10. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The reconciliation of net assets available for pension benefits per the financial statements to the Form 5500 as of September 30, 2007 and 2006, is as follows:

	2007 (in thousands)	2006 (in thousands)
Net assets available for pension benefits per the financial statements	\$34,274,897	\$31,937,812
Net assets held in 401(h) account included as assets in Form 5500	<u>231,500</u>	<u>203,732</u>
Net assets available for benefits per the Form 5500	<u>\$34,506,397</u>	<u>\$32,141,544</u>

The net assets of the 401(h) account included in Form 5500 are not available to pay Program pension benefits but can be used only to pay retiree health benefits.

The reconciliation of the changes in net assets available for pension benefits per the financial statements to the Form 5500 for the year ended September 30, 2007, is as follows:

	Amounts per Financial Statements	Account 401(h) Activity (in thousands)	Amounts per Form 5500
Net investment gain from common collective trusts	\$4,670,714	\$27,825	4,698,539
Employee contributions	4,938	-	4,938
Benefits paid to participants	2,193,144	2	2,193,146
Administrative expenses and other	145,423	55	145,478

11. SUBSEQUENT EVENTS

Adoption of New Accounting Pronouncement

In September 2006, FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements" (SFAS No. 157), which provides a consistent definition of fair value that focuses on exit price and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. SFAS No. 157 requires expanded disclosures about fair value measurements and establishes a three-level hierarchy for fair value measurements based on the observability of inputs to the valuation of an asset or liability as of the measurement date. The standard also requires that an entity consider its own nonperformance risk when measuring liabilities carried at fair value, including derivatives. In February 2008, the Financial Accounting Standard Board (FASB) approved FASB Staff Position No. 157-2, "Effective Date of FASB Statement No. 157" (FSP No. 157-2), that permits entities to partially defer the effective date of SFAS No. 157 for one year for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. FSP No. 157-2 does not permit entities to defer recognition and disclosure requirements for financial assets and financial liabilities or for nonfinancial assets and nonfinancial liabilities that are remeasured at least annually. SFAS No. 157 is effective for financial assets and financial liabilities and for nonfinancial assets and nonfinancial liabilities that are remeasured at least annually for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The provisions of SFAS No. 157 are applied prospectively. The Program is unable to determine

the impact that adopting SFAS No. 157 will have on its statement of assets available for benefits and statement of changes available for benefits when such statement is adopted.

Plan Amendments

Effective January 1, 2008, the Program was amended to include both base pay and incentive compensation (Enhanced Variable Pay for classified employees and Annual Incentive Plan payouts for executives) in the Program's 1.25% Career Average Pay benefit formula. Only base salary was included before the amendment. The amount of eligible compensation under the revised benefit formula shall not exceed the applicable IRS annual compensation limit.

In February 2008, GM approved an amendment to the 401(h) account feature. The amendment allows for use of the 401(h) account funds to provide medical benefits to salaried retirees, their eligible spouses, and dependents for medical benefit liabilities incurred by GM on and after March 1, 2008. Previously, the Program allowed the use of the 401(h) account funds to provide medical benefits to salaried retirees, their eligible spouses, and dependents for medical benefit liabilities incurred by GM on and after October 1, 2011.

In July 2008, GM's Board of Directors approved the elimination of health care coverage for salaried retirees over 65, effective January 1, 2009. The Board of Directors approved that affected retirees and surviving spouses would receive pension increases from the Program to help offset Medicare and supplemental health care coverage. As a result, the Program's benefit obligation could increase as much as approximately \$3 billion to \$4 billion (see Note 1).

Plan-to-Plan Asset Transfer

During 2008, GM and Delphi identified certain salaried participants whose pension assets appeared to be incorrectly transferred to the Delphi salaried pension plan at the time Delphi spun off from GM. On May 1, 2008, the Delphi salaried pension trust transferred an initial \$22.2 million of assets to the Program Trusts. Further investigations are continuing.

* * * * *

SUPPLEMENTAL SCHEDULES

**GENERAL MOTORS RETIREMENT PROGRAM
FOR SALARIED EMPLOYEES**

EMPLOYER ID: 38-0572515

PLAN NO.: 001

SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF SEPTEMBER 30, 2007 (UNAUDITED)

(In thousands)

Identity of Issue, Borrower, or Similar Party	Type of Investment	Cost	Current Value
*Investment in White Plaza Group Trust (11-3317084)	Common Collective Trust	\$ 259,539	\$ 430,537
*Investment in First Plaza Group Trust (25-6295264)	Common Collective Trust	10,562,413	12,653,368
*Investment in General Motors Salaried Employees Pension Trust (13-6369844)	Common Collective Trust	304,827	1,165,476
*Investment in General Motors Salaried Employees Pension Trust (25-6388249)	Common Collective Trust	2,654,903	3,994,449
*Investment in GMAM Group Pension Trust I (01-0719298)	Common Collective Trust	1,074,212	1,266,643
*Investment in GMAM Group Pension Trust II (02-0615827)	Common Collective Trust	2,432,966	3,300,569
*Investment in GMAM Investment Funds Trust (13-3160892)	Common Collective Trust	5,895,653	10,276,608
*Investment in GMAM Investment Funds Trust II (01-6231432)	Common Collective Trust	971,669	1,370,070
*Investment in Fourth Plaza Trust (25-6360553)	Common Collective Trust	7,847	53,439
*Investment in Third Plaza Trust (25-6360552)	Common Collective Trust	10	29
*Investment in General Motors Hourly-Rate Employees Pension Trust (13-6369845)	Common Collective Trust	624	1,007
*Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	Common Collective Trust	17	26
TOTAL INVESTMENTS		<u>\$ 24,164,680</u>	<u>\$ 34,512,221</u>

* Denotes parties-in-interest.

**GENERAL MOTORS RETIREMENT PROGRAM
FOR SALARIED EMPLOYEES**

EMPLOYER ID: 38-0572515

PLAN NO.: 001

**SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2007 (UNAUDITED)**

(In thousands)

Identity of Party Involved	Description of Asset	Number of Transactions	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
SINGLE							
State Street Bank and Trust Company	GMAM Investment Funds Trust (13-3610892)		\$ -	\$ 2,978,056	\$ 1,708,499	\$ 2,978,056	\$ 1,269,557
State Street Bank and Trust Company	General Motors Salaried Employees Pension Trust (25-6388249)		2,978,056	-	2,978,056	2,978,056	-
SERIES OF TRANSACTIONS							
State Street Bank and Trust Company	GMAM Group Pension Trust I (01-0719298)	4,149 2,686	1,428,462 -	- 2,018,571	1,428,462 1,711,906	1,428,462 2,018,571	- 306,665
State Street Bank and Trust Company	GMAM Investment Funds Trust (13-3610892)	24 432	833,316 -	- 10,159,319	833,316 5,828,361	833,316 10,159,319	- 4,330,958
State Street Bank and Trust Company	First Plaza Group Trust (25-6295264)	2,668 2,870	1,133,315 -	- 1,099,273	1,133,315 917,619	1,133,315 1,099,273	- 181,654
State Street Bank and Trust Company	General Motors Salaried Employees Pension Trust (25-6388249)	334 1,182	12,141,424 -	- 4,691,743	12,141,424 3,118,358	12,141,424 4,691,743	- 1,573,385

**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2006

**This Form is Open to
Public Inspection.**

For calendar year 2006 or fiscal plan year beginning 10/01/2006 and ending 09/30/2007

A Name of plan <u>GM RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS CORPORATION</u>	D Employer Identification Number <u>38-0572515</u>

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.	1 \$ <u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). <u>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</u>	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.	3 <u>837</u>

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? ☐ Yes ☒ No ☐ N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ☐ Month ☐ Day ☐ Year
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year	6a \$
b Enter the amount contributed by the employer to the plan for this plan year	6b \$
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c \$

If you completed line 6c, skip lines 7 and 8 and complete line 9.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.) ☐ Increase ☐ Decrease ☒ No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements ☒ the ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v9.0 Schedule R (Form 5500) 2006



**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2006

**This Form is Open to
Public Inspection.**

For calendar plan year 2006 or fiscal plan year beginning 10/01/2006 and ending 09/30/2007

A Name of plan GM RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL MOTORS CORPORATION	D Employer Identification Number 38-0572515

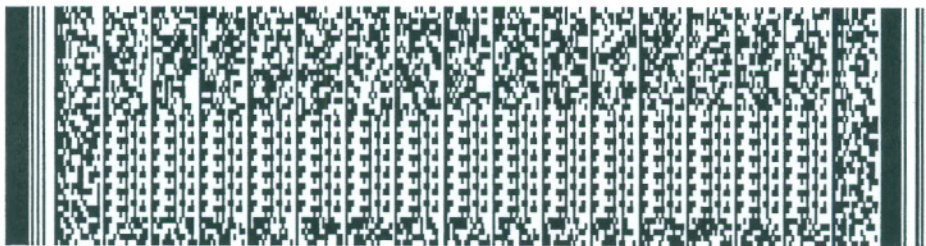
Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 24267207
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
		Contract administrator	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
			12

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GMIMCO	38-2903925	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
SUBSIDIARY		18803197	21

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v9.0 Schedule C (Form 5500) 2006



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
FIDELITY MANAGEMENT TRUST CO.	04-6766670	PLAN ADMINISTRATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		12253321	13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
JP MORGAN TRUST CO.	51-0023346	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		11953654	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GOLDMAN SACHS	51-0008880	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		5989694	21

v9.0

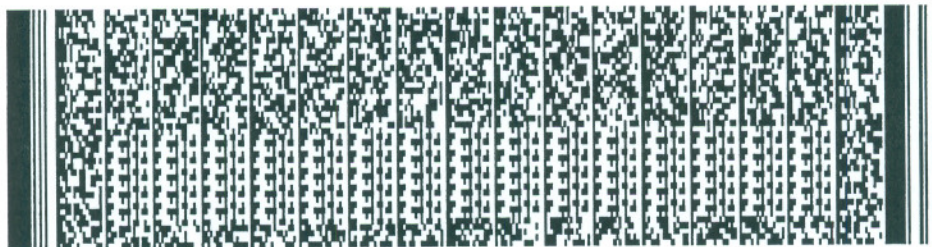


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MELLON CAPITAL MANAGEMENT	25-1442864	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		5307821	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CAPITAL GUARDIAN & INTERNATIONAL	25-0053868	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		5211693	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
FIRST QUADRANT	95-4562891	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		4391479	21

v9.0



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
STATE STREET BANK & TRUST	04-6028663	CUSTODIAL SECURITIES	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3717900	18

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BARCLAYS GLOBAL INVESTORS	31-0012180	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3641997	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AEW	04-3329433	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2842462	21

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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
DDJ CAPITAL MGMT	04-3300754	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2411932	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PERFORMANCE EQUITY MANAGEMENT	13-4162591	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2327966	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NOMURA ASSET MGMT	13-2866631	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2181789	21

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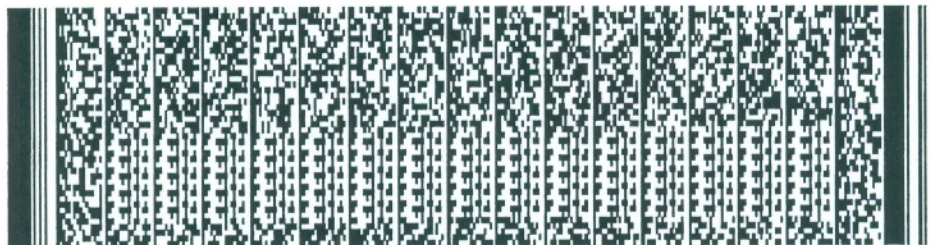


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GENESIS ASSET MANAGERS LIMITED	22-3315669	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2174975	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
WELLINGTON MANAGEMENT CO	04-2683227	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2122777	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BRIDGEWATER ASSOCIATES, INC.	13-2871809	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1995397	21

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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
WATSON WYATT	53-0181291	ACTUARIAL	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1938449	11

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BLACKROCK FINANCIAL MANAGEMENT	38-0006691	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1860194	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MARATHON ASSET MGMT	43-0028983	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1845814	21

v9.0



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BOGLE INVESTMENT MGMT.	23-2640992	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1841316	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PRUDENTIAL INVESTMENTS	61-0087127	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1729464	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
LSV ASSET MGMT	36-1561860	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1700369	21

v9.0



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GRANTHAM, MAYO, VAN OTTERLOO & CO	04-2691242	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1602008	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MURRAY CAPITAL MANAGEMENT	13-3832203	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1584823	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CONTRARIAN CAPITAL	06-1423005	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1506125	21

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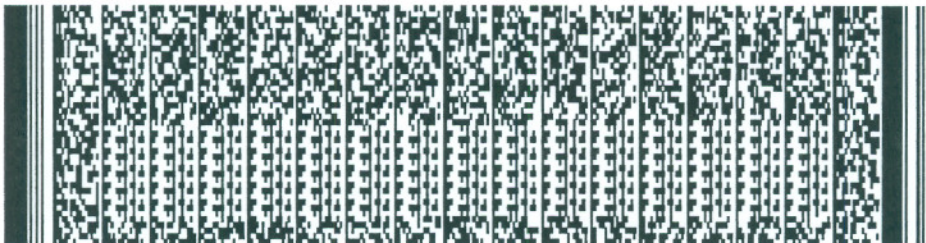
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PYRAMIS GLOBAL ADVISORS	74-2467619	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1428243	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
OAKTREE CAPITAL MGMT	95-4521152	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1410032	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AETNA LIFE INSURANCE CO.	06-6033492	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1355669	21

v9.0



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PUTNAM INVESTMENTS	04-2777224	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1345565	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
LEHMAN BROTHERS	02-0654486	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1345477	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NUMERIC INVESTORS	23-2840992	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1296028	21

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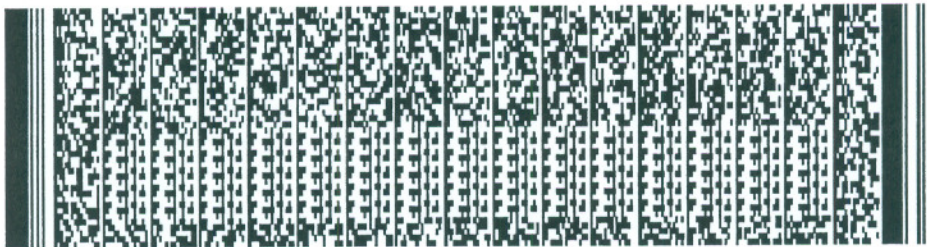


(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MORGAN STANLEY REAL ESTATE	98-0226240	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1226798	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
UBS GLOBAL ASSET MANAGER	36-6862672	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1225640	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
ALLIANCE BERNSTEIN	13-4064930	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1198313	21

v9.0



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BAILLIE GIFFORD OVERSEAS LTD	22-3438530	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1145289	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SCHRODERS INVESTMENT	13-4064414	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1116150	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MONDRIAN INVESTMENT PARTNERS	98-0433562	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1079836	21

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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
SAROFIM REALTY ADVISORS	76-0029911	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1042037	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
TRUST CO OF THE WEST	95-2749628	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1029833	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
KIRKLAND & ELLIS	36-1326630	LEGAL	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1029259	22

v9.0



Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

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