Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 10/01/2006 and ending 09/30/2007

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 10/01/1950

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

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**	482883
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**	80027
b	Retired or separated participants receiving benefits	**6b**	284700
c	Other retired or separated participants entitled to future benefits	**6c**	41024
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	405751
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	78758
f	Total. Add lines **6d** and **6e**	**6f**	484509
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**	6938
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:

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

b General Schedules

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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.

For calendar plan year 2009 or fiscal plan year beginning 10/01/2006 and ending 09/30/2007

A Name of plan
GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS CORPORATION

D Employer Identification Number (EIN)
38-0572515

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: GM HOURLY-RATE EMPLOYES PENSION TRU

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
13-6369845-001	C	1892785433

a Name of MTIA, CCT, PSA, or 103-12 IE: GM HOURLY-RATE EMPLOYES PENSION TRU

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
25-6013833-001	C	14878751506

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM INVESTMENT FUNDS TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
13-3160892-001	C	25248798285

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM INVESTMENT FUNDS TRUST II

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
01-6231432-001	C	2626911223

a Name of MTIA, CCT, PSA, or 103-12 IE: WHITE PLAZA GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
11-3317084-001	C	869211701

a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
25-6295264-001	C	10316893804

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST I

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

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)
01-0719298-001	C	4269726059

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST II

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

c EIN-PN 02-0615827-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10364278628

a Name of MTIA, CCT, PSA, or 103-12 IE: THIRD PLAZA TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION

c EIN-PN 25-3630552-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54931612

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)

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)

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)

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)

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)

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)

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)

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)

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

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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

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 10/01/2006 and ending 09/30/2007

A Name of plan
GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS CORPORATION

D Employer Identification Number (EIN)
38-0572515

Part I Asset and Liability Statement

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)	8999822	502600000
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)	71165621	
(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)	66609564519	70522288251
(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)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	66689729962	71024888251
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	50579478	20964037
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	8999822	502600000
k	Total liabilities (add all amounts in lines 1g through1j)	1k	59579300	523564037
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	66630150662	70501324214

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(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)		
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)		
	(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)		9156632349
(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		-463
d Total income. Add all **income** amounts in column (b) and enter total	2d		9156631886
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5063281068	
(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)		5063281068
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)	32233612	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	278603722	
(4) Other	2i(4)	2384421	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		313221755
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5376502823
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3780129063
l Transfers of assets:			
(1) To this plan	2l(1)		91044489
(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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] 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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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)

Deloitte.

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USA

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INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
General Motors Hourly-Rate Employees Pension Plan:

We were engaged to audit the financial statements and supplemental schedules of General Motors Hourly-Rate Employees Pension Plan (the "Plan") 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 Plan'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 Plan 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 Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan 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 Plan 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 Plan, 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 $23 billion (33% of net assets) as of September 30, 2007, whose fair values have been estimated by Plan management in the absence of readily determinable fair values. Plan management's estimates are based on the methods described in Note 3.

Deloitte & Touche LLP

July 15, 2008

General Motors Hourly-Rate Employees Pension Plan

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 HOURLY-RATE EMPLOYEES PENSION PLAN

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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.

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INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
General Motors Hourly-Rate Employees Pension Plan:

We were engaged to audit the financial statements and supplemental schedules of General Motors Hourly-Rate Employees Pension Plan (the "Plan") 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 Plan'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 Plan 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 Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan 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 Plan 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 Plan, 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 $23 billion (33% of net assets) as of September 30, 2007, whose fair values have been estimated by Plan management in the absence of readily determinable fair values. Plan management's estimates are based on the methods described in Note 3.

Deloitte & Touche LLP

July 15, 2008

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

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)	$ 70,493,793	$ 66,584,651
Net assets held in 401(h) accounts (Notes 1 and 10)	28,496	24,914
Total investments at estimated fair value	70,522,289	66,609,565
Investments at fair value as determined by quoted market prices -		
Common stock (Note 4)	-	71,166
Total investments	70,522,289	66,680,731
Receivable related to investments sold (Note 4)	502,600	8,999
Total assets	71,024,889	66,689,730
LIABILITIES:		
Accrued administrative expenses and other	20,964	50,580
Amounts related to obligation of 401(h) accounts (Notes 1 and 10)	28,496	24,914
Payable related to investments purchased (Note 4)	502,600	8,999
Total liabilities	552,060	84,493
NET ASSETS AVAILABLE FOR PENSION BENEFITS	$ 70,472,829	$ 66,605,237

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

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	$ 9,152,904
DEDUCTIONS:	
Benefits paid to participants	5,063,281
Administrative expenses and other	313,075
Total deductions	5,376,356
NET TRANSFERS TO PLAN (Note 1)	91,044
NET INCREASE	3,867,592
NET ASSETS AVAILABLE FOR PENSION BENEFITS:	
Beginning of year	66,605,237
End of year	$ 70,472,829

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

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 PLAN PENSION BENEFITS		
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN PENSION BENEFITS (Note 7):		
Vested benefits:		
Participants currently receiving payments	$43,694,680	$46,306,442
Non-retired employees	6,864,890	6,683,292
Terminated vested and transferred employees	1,284,353	961,011
Total vested benefits	51,843,923	53,950,745
Nonvested benefits	2,732,115	3,442,126
TOTAL	$54,576,038	$57,392,871

STATEMENTS OF CHANGES IN ACCUMULATED PLAN PENSION BENEFITS	
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN PENSION BENEFITS—Beginning of year	$57,392,871
Increase (decrease) during the year attributable to:	
Benefits accumulated	733,780
Reduction in discount period	3,386,179
Benefit payments	(5,063,281)
Impact of merger of the Guide Hourly-Rate Employees Pension Plan (Note 1)	82,112
Changes in actuarial assumptions and other (Note 7)	(1,955,623)
Net decrease	(2,816,833)
ACTUARIAL PRESENT VALUE OF ACCUMULATED PENSION BENEFITS—End of year	$54,576,038

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2007 AND 2006 AND FOR THE YEAR ENDED SEPTEMBER 30, 2007
(In thousands)

1. INFORMATION CONCERNING THE PLAN

The General Motors Hourly-Rate Employees Pension Plan (the "Plan") is a defined benefit pension plan covering substantially all General Motors Corporation (the "Corporation" or "GM") hourly-rate employees in the United States. Pension benefits provided under the Plan are based generally on an employee's credited service and vest generally after five years. Contributions to the Plan 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 Plan's accounting policy for contributions is to record contributions made by the Corporation up to 8-1/2 months after the Plan year as contributions receivable.

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

Effective September 30, 2004, the assets and liabilities of the Saturn Individual Retirement Plan for Represented Members ("IRP") were merged into the Plan. Prior to the merger the IRP maintained a retiree medical benefit component under Section 401(h) of the Internal Revenue Code ("IRC") (the "401(h) accounts"). The 401(h) accounts were included in the merger. The Plan currently includes this medical-benefit component to fund a portion of the postretirement obligations for certain retirees and their beneficiaries. The 401(h) accounts are maintained in the Plan for the net assets related to the medical-benefit component. In accordance with IRC Section 401(h), the Plan's investments in the 401(h) accounts are restricted and may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. The related obligations for health benefits are not included in this Plan's obligations in the statements of accumulated plan benefits but are reflected as obligations in the financial statements of the health and welfare benefit plan. Plan participants do not contribute to the 401(h) accounts. Employer contributions to the 401(h) accounts are determined annually at the discretion of the Corporation, and may be limited by Section 401(h).

At September 30, 2007 and 2006, the Plan's net assets available for pension benefits exceeded the actuarially computed present value of accumulated vested pension benefits by approximately $18.6 billion and $12.7 billion, respectively.

Effective May 28, 1999, the Corporation spun off a portion of the Plan in order to establish the Delphi Hourly-Rate Employees Pension Plan (the "Delphi Plan") for Delphi Automotive ("Delphi") employees who had previously been covered by the Plan. The Delphi Plan was set up to model the Plan. Certain true-ups due to the Delphi spin-off are ongoing.

On July 31, 2007 GM and the UAW agreed to merge the assets and obligation of the Guide Hourly-Rate Employees Pension Plan into this Plan. The merger resulted in assets of approximately $91 million being transferred into the Plan and approximately $82 million of the related obligation.

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 Plan in connection with the sale. The transaction resulted in the severance of certain Allison employees who were participants in the Plan. Such participants make up approximately 3% of total active Plan participants.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed in the preparation of the Plan'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 Plan.
- Benefit payments are recorded when paid.
- Costs of Plan 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 plan pension benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates. The Trusts that the Plan 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 Plan owned an interest in the following Trusts:

Trusts	Administrators
General Motors Hourly-Rate Employees Pension Trust (13-6369845)	JPMorgan Chase Bank
General Motors Hourly-Rate Employees Pension Trust (25-6013833)	JPMorgan Chase Bank
	State Street Bank and Trust Company
GMAM Investment Funds Trust (13-3160892)	General Motors Trust Bank, N.A.
	JPMorgan Chase Bank
	State Street Bank and Trust Company
GMAM Investment Funds Trust II (01-6231432)	General Motors Trust Company
	JPMorgan Chase Bank
	State Street Bank and Trust Company
White Plaza Group Trust (11-3317084)	JPMorgan Chase Bank
First Plaza Group Trust (25-6295264)	JPMorgan Chase Bank
GMAM Group Pension Trust I (01-0719298)	State Street Bank and Trust Company
GMAM Group Pension Trust II (02-0615827)	JPMorgan Chase Bank
Third Plaza Trust (25-6360552)	JPMorgan Chase Bank

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 Plan's investments in the Trusts are recorded at estimated fair value as determined by the Plan'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 Plan'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 $23 billion (33% of net assets) of the fair values are based on estimates in the 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 Plan, establishes the investment policy for the Plan, which is as follows:

	(%)
Equity Securities	
Domestic	12
International	15
Debt Securities	51
Real Estate	8
Private Markets	6
Other	8
TOTAL	**100**

4. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following summary of unaudited information regarding the Plan as of September 30, 2007 and 2006, and for the year ended September 30, 2007, included in the Plan'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 Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustees that such information is complete and accurate:

	2007	2006
	(in thousands)	
Investments at estimated fair value:		
Investment in General Motors Hourly-Rate Employees Pension Trust (13-6369845)	$ 1,892,785	$ 1,697,309
Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	1,111,486	1,819,170
Investment in GMAM Investment Funds Trust (13-3160892)	25,248,792	36,401,724
Investment in GMAM Investment Funds Trust II (01-6231432)	2,633,360	1,488,261
Investment in White Plaza Group Trust (11-3317084)	869,212	614,123
Investment in First Plaza Group Trust (25-6295264)	22,689,219	7,450,218
Investment in GMAM Group Pension Trust I (01-0719298)	4,282,730	5,756,418
Investment in GMAM Group Pension Trust II (02-0615827)	11,739,772	11,316,261
Investment in Third Plaza Trust (25-3630552)	54,933	66,081
Total investments at estimated fair value	70,522,289	66,609,565
Investments at fair value -		
DirecTV common stock	-	71,166
Total investments	$ 70,522,289	$ 66,680,731
Receivable related to investments sold	$ 502,600	$ 8,999
Payable related to investments purchased	$ 502,600	$ 8,999
Net investment gain from common collective trusts	$ 9,152,904	

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 Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. The Corporation has no intention of terminating the Plan; however, the priorities of participants' claims upon Plan termination generally are as follows: first, to certain benefits payable as an annuity; second, to all other guaranteed benefits under the Plan termination insurance

provisions of ERISA; third, to all other non-forfeitable benefits under the Plan; and finally, to all other benefits under the Plan described in the Plan document, which is available to all participants.

Certain Plan pension 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 Plan termination. However, benefit increases within five years of termination may not be guaranteed.

6. TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Corporation by a letter dated August 15, 2005, that the Plan and related trusts are designed in accordance with applicable sections of the IRC.

The Plan has not been amended since receiving the determination letter. Management believes the Plan is designed and is being operated in compliance with the applicable sections of the IRC and the Plan and related trusts continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements

7. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN PENSION BENEFITS

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

The actuarial present value of accumulated plan 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 plan 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 Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan pension benefits.

The following significant actuarial assumptions were used in the valuations as of September 30, 2007 and 2006:

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

	2007	2006
Mortality table used	RP-2000 Blue Collar	RP-2000 Blue Collar

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

Males	Forward one year	Forward one year
Females	Forward two years	Forward two years
Disabled males	Forward eight years	Forward eight years
Disabled females	Forward six years	Forward six years

- The interest rate used to discount future Plan pension benefits is 6.30% and 5.90% 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 $51.34 and $51.31 per month, per year of credited service for the Plan years ended September 30, 2007 and 2006, respectively. In addition to the increase in the basic benefit level, there were also increases in the early retirement supplement, interim supplement, and temporary benefit levels as bargained with the United Auto Workers Union ("UAW") and other unions.

- For the years ended September 30, 2007 and 2006, it was assumed that approximately 80% of all male participants and 40% of all female participants are assumed to 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 Plan.

9. RELATED-PARTY TRANSACTIONS

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

	2007	2006
	(in thousands)	
Net assets available for pension benefits per the financial statements	$70,472,829	$66,605,237
Net assets held in 401(h) accounts included as assets in Form 5500	$ 28,496	$ 24,914
Net assets available for benefits per the Form 5500	$70,501,325	$66,630,151

The net assets of the 401(h) accounts included in Form 5500 are not available to pay Plan 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	Amounts per Form 5500
		(in thousands)	
Net investment gain from common collective trusts	$9,152,904	$ 3,728	$9,156,632
Benefits paid to participants	5,063,281	-	$5,063,281
Administrative expenses and other	313,075	146	$ 313,221
Net transfers to Plan	91,044	-	$ 91,044

11. SUBSEQUENT EVENTS

UAW Agreement

On September 26, 2007, GM and the UAW entered into a Memorandum of Understanding – Post Retirement Medical Care (the "MOU") that was negotiated in conjunction with the new national collective bargaining agreement governing the wages, hours, and terms and conditions of employment for UAW-represented employees ("2007 National Agreement"). On October 10, 2007, the UAW announced that the MOU and the 2007 National Agreement had been ratified by the membership of the UAW employees at GM. In the MOU, GM and the UAW agreed to amend the Plan to provide certain GM retirees and surviving spouses with a flat monthly special lifetime benefit of $66.70, commencing on the first month following the final effective date.

As a result of the 2007 National Agreement, the GM Hourly-Rate Employees Pension Plan was amended such that for participants who retire on or after October 1, 2007 their credited service prior to January 1, 1996 would not be less than their seniority as of December 31, 1995. The application of this provision currently applies to UAW participants only. The provision does not provide credited service for periods of time while a participant was working at a divested unit or while the participant was not active, such as a person being retired as a Total and Permanent Disability Retiree who later returned to

work. The provision reviews the participant's seniority by looking at the time period between a participant's original date of hire and a current date in 2008. This amount of time is then compared to their current pension credited service. If the period of time from their original date of hire is greater, their pension credited service is increased to that amount. However, in certain circumstances, for participants who separated from the Corporation and were subsequently rehired and thereby established a new rehired seniority date, the time period is based on the new rehired seniority date and not the original date of hire. The provision will also apply to participants who have "flowed back" from Delphi to GM and will be applied on the basis that, following the anticipated Code Section 414(l) asset and liability transfer from the Delphi UAW pension plan to this Plan, such credited service will be in this Plan.

As a result of the increased pension benefits granted as part of the 2007 National Agreement, GM remeasured the Plan as of October 1, 2007. The remeasurement will increase the Plan's actuarial present value of accumulated Plan benefits by approximately $4 billion.

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 Plan 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.

414 (L) Transfer

On October 8, 2005, Delphi filed a petition for Chapter 11 proceedings under the U.S. Bankruptcy Code for itself and its U.S. subsidiaries. Subsequently, GM and Delphi reached an agreement of terms on September 6, 2007, whereby upon Delphi's bankruptcy emergence the Plan might assume $1.5 billion of net pension obligations from the Delphi pension plan. The parties continue to discuss the agreement, including possible modifications. Thus, the scope and amount of the agreement may change. The agreement is subject to Bankruptcy Court and other regulatory approvals. Delphi's expected bankruptcy emergence date has not been established. If and until the agreement is agreed to by the parties and an approved settlement is effected by the direct transfer of the yet-to-be-determined obligations and assets from the Delphi Plan to the Plan, no elements of the transaction will be recognized in the Plan's financial statements.

Special Attrition Programs

In February 2008, GM and the UAW, and GM and the International Union Electrical Workers – Communication Workers of America ("IUE-CWA"), reached separately, identical agreements on a

comprehensive special attrition program ("SAP") that was offered to all of GM's UAW-represented and IUE-CWA represented participants. The SAP offers participants a choice of several pension and retirement incentives consisting of $45,000 for production participants or $62,500 for skilled trades, and mutually satisfactory retirements. Eligible participants can receive the following pension plan payouts:

- One time, lump-sum payments
- Direct rollover of a lump-sum payment into their GM 401(k), into another employer's plan, or into an Individual Retirement Account (IRA)
- Monthly annuity payments for life
- Combination of partial lump-sum payment and partial direct rollover into their GM 401(k), another employer's plan, or an IRA

The lump sum, annuity and rollover payments are to be funded from the Plan and not funded from operating cash as in prior years.

Alternatively, eligible participants age 50 and older with 10 or more years of credited service as of the effective date of the attrition program will be eligible for a mutually satisfactory retirement under the terms of the Plan. No incentive payments will be paid for these retirements.

The SAP expired on June 17, 2008, where approximately 19,000 UAW and IUE-CWA participants, 23% of the active participants of the Plan, elected to participate in the SAP. The retirement incentives (approximately $750 million) are to be funded from Plan assets.

Plan-to-Plan Asset Transfer

During 2008, GM and Delphi identified certain hourly participants whose pension assets appeared to be incorrectly transferred to the Delphi hourly pension plan at the time Delphi spun off from GM. On May 1, 2008, the Delphi hourly pension trust transferred an initial $2.6 million of assets to the Plan Trusts. Further investigations are continuing.

* * * * * *

SUPPLEMENTAL SCHEDULES

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

EMPLOYER ID: 38-0572515
PLAN NO.: 003

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 General Motors Hourly-Rate Employees Pension Trust (13-6369845)	Common Collective Trust	$ 561,767	$ 1,892,785
*	Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	Common Collective Trust	796,776	1,111,486
*	Investment in GMAM Investment Funds Trust (13-3160892)	Common Collective Trust	15,187,887	25,248,792
*	Investment in GMAM Investment Funds Trust II (01-6231432)	Common Collective Trust	2,037,235	2,633,360
*	Investment in White Plaza Group Trust (11-3317084)	Common Collective Trust	534,343	869,212
*	Investment in First Plaza Group Trust (25-6295264)	Common Collective Trust	18,597,418	22,689,219
*	Investment in GMAM Group Pension Trust I (01-0719298)	Common Collective Trust	3,951,978	4,282,730
*	Investment in GMAM Group Pension Trust II (02-0615827)	Common Collective Trust	10,058,321	11,739,772
*	Investment in Third Plaza (25-3630552)	Common Collective Trust	8,155	54,933
	TOTAL INVESTMENTS		$ 51,733,880	$ 70,522,289

* Denotes parties-in-interest.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

EMPLOYER ID: 38-0572515
PLAN NO.: 003

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 (13-3160892)		$ -	$ 5,560,074	$ 3,344,546	$ 5,560,074	$ 2,215,528
State Street Bank and Trust Company	General Motors Hourly-Rate Employes Pension Trust (25-6013833)		5,560,074	-	5,560,074	5,560,074	-
SERIES OF TRANSACTIONS							
State Street Bank and Trust Company	GMAM Group Pension Trust I (01-0719298)	3,109 1,998	2,351,632 -	- 4,164,780	2,351,632 3,843,138	2,351,632 4,164,780	- 321,642
State Street Bank and Trust Company	GMAM Investment Funds Trust (13-3160892)	22 303	1,222,765 -	- 17,197,056	1,222,765 10,344,528	1,222,765 17,197,056	- 6,852,528
State Street Bank and Trust Company	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	393 1,180	21,990,592 -	- 8,924,460	21,990,592 6,397,553	21,990,592 8,924,460	- 2,526,907
State Street Bank and Trust Company	First Plaza Group Trust (25-6295264)	2,079 2,140	1,866,923 -	- 2,585,450	1,866,923 2,119,188	1,866,923 2,585,450	- 466,262

SCHEDULE B (Form 5500)

Department of the Treasury
Internal Revenue Service

Department 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 HOURLY-RATE EMPLOYEES PENSION PLA

B Three-digit plan number ... ▶ 003

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) [X] 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)	66605237000
	(2) Actuarial value of assets for funding standard account	b(2)	60480948000
c	(1) Accrued liability for plans using immediate gain methods	c(1)	49082113000
	(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

G 08-05531 — Most recent enrollment number

WATSON WYATT WORLDWIDE — Firm name

703-258-8189 — Telephone number (including area code)

901 NORTH GLEBE ROAD
ARLINGTON VA 22203-1808 — Address of the firm

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. [ ]

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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)	59400744000
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	392316000
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	59400744000
(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)	5025759000

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	66605237000

b "RPA '94" current liability:

	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	366809	47906918000	47906918000
(2) For terminated vested participants	30828	999865000	1065121000
(3) For active participants	85246	6829547000	10428705000
(4) Total	482883	55736330000	59400744000

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
			3 Totals ▶	(b) 0	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions) | 4a | 101.0 %

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 [X] 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 [X] 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	60		[ ] N/A
		Pre-retirement	Post-retirement	
c Rates specified in insurance or annuity contracts [ ] N/A	6c	[ ] Yes [X] No	[ ] Yes [X] No	[ ] N/A
d Mortality table code for valuation purposes:				
(1) Males	d(1)	9	9	
(2) Females	d(2)	9	9	
e Valuation liability interest rate [ ] N/A	6e	7.75 %	7.75 %	[ ] N/A
f Expense loading [ ] N/A	6f	0.0 %	0.0 %	[ ] N/A
		Male	Female	
g Annual withdrawal rates:		Rate Code	Rate Code	
(1) Age 25	g(1)	S 21.90 %	S 21.90 %	
(2) Age 40	g(2)	S 9.20 %	S 9.20 %	
(3) Age 55	g(3)	S 0.00 %	S 0.00 %	
h Salary scale [X] N/A	6h	%	%	[X] N/A
i Estimated investment return on actuarial value of assets for year ending on the valuation date	6i	11.4 %		
j Estimated investment return on current value of assets for year ending on the valuation date	6j	12.6 %		

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	1119846000	258587000
3	30343000	2443000
4	1584153000	216641000

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	305603000
c	Amortization charges as of valuation date:	Outstanding Balance			
	(1) All bases except funding waivers	▶ ($ 34093675000)		c(1)	6527941000
	(2) Funding waivers	▶ ($ 0)		c(2)	0
d	Interest as applicable on lines 9a, 9b, and 9c			9d	529600000
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	7363144000
	Credits to funding standard account:				
h	Prior year credit balance, if any			9h	39408777000
i	Employer contributions. Total from column (b) of line 3			9i	0
		Outstanding Balance			
j	Amortization credits as of valuation date	▶ ($ 5851295000)		9j	1721056000
k	Interest as applicable to end of plan year on lines 9h, 9i, and 9j			9k	3187562000
l	Full funding limitation (FFL) and credits				
	(1) ERISA FFL (accrued liability FFL)	l(1)	30510000000		
	(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	44317395000
o	Credit balance: If line 9n is greater than line 9g, enter the difference			9o	36954251000
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:				
	(1) Due to additional funding charges as of the beginning of the plan year	q(1)	232438000		
	(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)	232438000
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 Plans

Please 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	101.8 %
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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0 8 0 6 0 3 0 5 0 M

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions

1. Effective Date: October 1, 1950 (as amended through October 1, 2006).

2. Eligibility Requirements:

   a. Normal Retirement: Age 65.

   b. Early Retirement

      (i) Voluntary: Age 60 and 10 years of service, ages 55-59 and 85 points, or any age and 30 years of service.

      (ii) Mutually Satisfactory: Age 50 with 10 years of service and satisfies objective standards as set forth in the Plan.

   c. Disability Retirement: 10 years of service and totally and permanently disabled prior to age 65.

   d. Vested Deferred Benefit: 5 years of service.

   e. Pre-Retirement Death Benefit: 5 years of service.

3. Employee Contributions: None.

4. Monthly Retirement Benefits:

   (a) Basic benefit payable for life; rate per year of credited service:

Benefit Class Code	Basic Benefit Rate
A	$50.90
B	51.15
C	51.40
D	51.65

   (b) Temporary benefit payable to age 62 for Mutually Satisfactory and Disability retirements; rate per year of credited service is $49.80 up to a maximum benefit of $1,494.00.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions (Continued)

4. Monthly Retirement Benefits (Continued):

(c) Early retirement and interim supplements:

(i) The early retirement supplement payable to age 62 or, for certain employees, the age at which they are eligible for 80% of an unreduced Social Security benefit (the "80% date"), for employees retiring with 30 or more years of service is equal to $3,020 minus the basic benefit 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.

(ii) The interim supplement payable to age 62 or the "80% date" with employees retiring voluntarily with less than 30 years of service is equal to the rate shown below per year of credited service:

Age at Retirement	Benefit Rate
55	$21.90
56	25.85
57	31.25
58	36.60
59	40.85
60	47.30
61	47.30

a. Normal Retirement — Basic benefits.

b. Early Retirement

(1) Voluntary

(a) Ages 62-65 — Unreduced basic benefit.

(b) Ages 60-62 with less than 85 points — Basic benefit reduced by table from age 62 plus interim supplement.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions (Continued)

4. Monthly Retirement Benefits (Continued):	
(c) Prior to age 62 with 30 years of service or age 55 and over with 85 points	Basic benefit reduced by table plus early retirement or interim supplement. Part A basic benefit unreduced for payments after 62.
(2) Mutually Satisfactory	Unreduced basic benefit plus temporary benefit. May be eligible for early retirement supplement.
c. Disability Retirement	Unreduced basic benefit plus temporary benefit. May be eligible for early retirement supplement.
d. Vested Deferred Benefit	Basic benefit payable at age 65 (employee may elect a reduced pension starting as early as age 55).
5. Surviving Spouse Option:	(a) Applies to basic benefit.
	(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 the spouse's age exceeds (is less than) the employee's age. Maximum 100%.
	(d) Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit.
	(e) For voluntary early retirements eligible for a redetermined benefit at age 62, the amount of benefit for the surviving spouse is based on the redetermined amount payable after 62.
	(f) Restoration of full basic benefit at the spouse's death by application of the employee. Upon remarriage the employee may re-elect the option.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions (Continued)

6. Pre-Retirement Death Benefit:

Basic benefit determined as if the employee had retired voluntarily on the date of death without rejection of the surviving spouse option. If the employee is not eligible to retire, 50% of the accrued benefit as of the date of death is paid to the surviving spouse. The surviving spouse may elect to begin receiving this benefit following the employee's 65th birthday or to begin receiving a reduced benefit as early as the employee's 55th birthday.

7. Special Provisions for Foundry and Asbestos Service:

Employees who retire with years of service accrued on certain foundry and asbestos jobs receive additional credited service related thereto. Total credited service for any such employee is

(i) service otherwise credited

plus

(ii)

Years of Foundry or Asbestos Service	Additional Credited Service
0 - 10.0	0%
10.1 - 25.0	33 $^{1}/_{3}$% of all service in excess of 10.0 years.
25.1 and over	20% of all such service.

8. Accelerated Attrition Programs:

During the 2006 calendar year, 34,443 employees retired under the national attrition program.

9. 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 the 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 HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions (Continued)

10. Monthly Retirement Benefits for UAW:

(a) Basic benefit payable for life; rate per year of credited service:

Benefit Class Code	Basic Benefit Rate
A	$50.90
B	51.15
C	51.40
D	51.65

(b) Temporary benefit payable to age 62 for Mutually Satisfactory and Disability retirements; rate per year of credited service is $49.80 up to a maximum benefit of $1,494.00.

(c) Early retirement and interim supplements:

(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 basic benefit 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.

(ii) The interim supplement payable to age 62 to employees retiring voluntarily with less than 30 years of service is equal to the rate shown below per year of credited service:

Age at Retirement	Benefit Rate
55	$21.90
56	25.85
57	31.25
58	36.60
59	40.85
60	47.30
61	47.30

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 6 – Summary of Plan Provisions (Continued)

9. Monthly Retirement Benefits for UAW (Continued):

(d) Early retirement supplements, interim supplements and temporary benefits for certain current and future retirees will be extended to the date at which they are eligible for 80% of an unreduced Social Security benefit (the "80% date"). The redetermination date for these retirees will also be the "80% date".

(e) Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit.

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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 Blue Collar Mortality Table, projected with 50% scale AA from 2000 and set forward 1 year is used for non-disabled mortality for males. The RP-2000 Female Blue Collar Mortality Table, projected with 50% scale AA from 2000 and set forward 2 years is used for non-disabled mortality for females.

   The RP-2000 Male Blue Collar Mortality Table, projected with 50% scale AA from 2000 and set forward 8 years is used for disabled mortality for males. RP-2000 Female Blue Collar Mortality Table, projected with 50% scale AA from 2000 and set forward 6 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.

   For disabled participants who are not eligible for a Social Security disability benefit, the GAM-1983 Male Mortality Table without adjustment is used for disabled mortality for future disabled males and those who became disabled after September 30, 1995. The GAM-1983 Female Mortality Table without adjustment is used for disabled mortality for similar disabled females.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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

2. Mortality (Continued):

For disabled participants who are eligible for a Social Security disability benefit, the Male Mortality Table as described in Revenue Ruling 96-7 without adjustment is used for disabled mortality for future disabled males and those who became disabled after September 30, 1995. The Female Mortality Table as described in Revenue Ruling 96-7 without adjustment is used for disabled mortality for similarly disabled females.

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:

Attained Age	Rate per 1,000
32	0.1
42	6.4
52	13.7
62	17.2

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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

4. Withdrawal: Representative rates are as follows:

(a) Select portion of service table:

Rate per 1,000

Attained Age	Completed Years of Service 0	1	2	3	4
22	220	70	43	40	35
27	218	65	40	37	34
32	217	63	38	36	28
37	107	82	36	34	26
42	88	70	33	28	21
47	61	59	32	25	18
52	56	52	31	24	17

(b) Ultimate portion of service table

Attained Age	Rate per 1,000
22	52
27	30
32	26
37	22
42	12
47	5[1]
52	2[1]

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

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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

5. Non-Disability Retirement:

Representative probabilities are as follows:

Annual Rate Per 1,000

Attained Age	Voluntary Early Retirement			Consent Early Retirement
	30-32 Years	> 32 Years	Other	
52	150	80	0	0
55	190	110	0	20
60	230	130	70	20
62	260	200	160	0
65	305	305	305	0
70	1000	1000	1,000	0.

Note that the above retirement rates are further modified in years 2007 to 2011 to reflect expectation of lower retirements following the 2006 national attrition program. The rates are modified by multiplying them by the following factors:

2006	10%
2007	20%
2008	40%
2009	60%
2010	90%

6. Average Benefit Unit:

The average basic benefit unit is assumed to be $51.34 per month per year of service.

7. Assumptions Used with Respect to the Survivor Benefit:

It is assumed that 80.0% 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.

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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

8.	Actuarial Cost Method:	
	(a) Regular Funding Calculations	Projected unit credit cost method.
	(b) Current Liability Calculations	Unit credit cost method.
9.	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.

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

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, 60 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.

GENERAL MOTORS CORPORATION

EIN/PIN 38-0572515/003

THE HOURLY-RATE EMPLOYEES PENSION PLAN

Actuarial Valuation as of October 1, 2006

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

Attained Age	Completed Years of Service										
	Under 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40 & Over	Total
Under 25	120	116	31	0	0	0	0	0	0	0	267
25 - 29	142	441	995	50	0	0	0	0	0	0	1,628
30 - 34	158	716	2,239	1,279	2	6	0	0	0	0	4,400
35 - 39	125	842	2,272	1,807	110	112	0	0	0	0	5,268
40 - 44	113	522	1,599	1,495	691	2,153	178	0	0	0	6,751
45 - 49	221	655	1,274	1,356	1,213	4,026	11,804	1,727	1	0	22,277
50 - 54	161	538	747	763	797	3,515	10,518	5,569	596	3	23,207
55 - 59	73	269	396	379	450	2,285	5,324	2,157	3,124	498	14,955
60 - 64	19	74	106	85	140	752	1,389	601	916	1,109	5,191
65 - 69	2	18	29	12	23	115	245	130	189	292	1,055
70 & Over	0	1	6	2	4	20	50	24	32	108	247
Total	1,134	4,192	9,694	7,228	3,430	12,984	29,508	10,208	4,858	2,010	85,246

Average Age: 49.63
Average Past Service: 23.26

GENERAL MOTORS CORPORATION

THE HOURLY-RATE EMPLOYEES PENSION PLAN

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

Reason Established	Date Established	Initial Amount	Amortization Period	Remaining Payments	Outstanding Balance 10/01/2006	Amortization Payment
Amortization Charges						
Initial	10/01/1979	$ 9,527,387	40	13	$ 5,558,261	$ 643,714
Plan Amendment	10/01/1980	810,730	30	4	210,690	58,708
Plan Amendment	10/01/1981	847,093	30	5	265,517	61,311
Plan Amendment	10/01/1982	23,193	30	6	8,422	1,678
Method Change	10/01/1982	2,050,395	30	6	744,490	148,330
Plan Amendment	10/01/1983	12,411	30	7	5,079	898
Plan Amendment	10/01/1984	1,332,764	30	8	602,061	96,312
Plan Amendment	10/01/1985	754,650	30	9	370,711	54,504
Plan Amendment	10/01/1986	786,619	30	10	415,201	56,781
Plan Amendment	10/01/1987	1,615,903	30	11	907,682	116,573
Plan Amendment	10/01/1988	786,368	30	12	466,402	56,696
Plan Amendment	10/01/1989	824,013	30	13	511,076	59,189
Plan Amendment	10/01/1990	2,019,064	30	14	1,302,552	144,509
Plan Amendment	10/01/1991	778,027	30	15	519,707	55,493
Plan Amendment	10/01/1992	890,381	30	16	613,437	63,295
Plan Amendment	10/01/1993	2,434,706	30	17	1,724,311	172,524
Plan Amendment	10/01/1994	711,885	30	18	516,759	50,289
Plan Amendment	10/01/1995	738,785	30	19	548,280	52,035
Plan Amendment	10/01/1996	9,573	30	20	7,245	672
Plan Amendment	10/01/1997	3,341,417	30	21	2,575,309	234,044
Plan Amendment	10/01/1998	50,741	30	22	39,744	3,545
Assumption Change	10/01/1999	614,074	10	3	246,866	88,502
Plan Amendment	10/01/2000	4,915,897	30	24	4,632,392	399,851
Actuarial Loss	10/01/2002	7,964,224	5	1	1,866,467	1,866,467
Assumption Change	10/01/2003	1,801,374	10	7	1,405,255	248,359
Actuarial Loss	10/01/2004	3,273,111	5	3	2,121,380	760,516
Plan Amendment	10/01/2004	1,702,079	30	28	1,673,508	137,357
Actuarial Loss	10/01/2005	1,805,182	5	4	1,500,529	418,118
Plan Amendment	10/01/2006	30,343	30	30	30,343	2,443
Assumption Change	10/01/2006	1,584,153	10	10	1,584,153	216,641
Actuarial Loss	10/01/2006	1,119,846	5	5	1,119,846	258,587
Total Charges					$ 34,093,675	$ 6,527,941
Amortization Credits						
Assumption Change	10/01/1980	$ 2,384,607	30	4	$ 619,701	$ 172,678
Method Change	10/01/1985	1,262,129	30	9	620,005	91,156
Method Change	10/01/2000	5,956,269	10	4	2,989,282	832,955
Assumption Change	10/01/2001	36,075	10	5	21,741	5,020
Actuarial Gain	10/01/2003	2,298,568	5	2	1,033,087	535,813
Assumption Change	10/01/2005	608,496	10	9	567,479	83,434
Total Credits					$ 5,851,295	$ 1,721,056
Net Amortization Charge					$ 28,242,380	$ 4,806,885

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEE PENSION PLAN

Schedule B, line 11 – Justification for Change in Actuarial Assumptions

Effective for the plan year beginning October 1, 2006, the funding interest assumption and the retirement assumption for the years 2007 to 2011 were changed. The funding interest assumption was changed from 8.50% to 7.75% and reflects reasonable expectations about the future rate of return. The retirement assumption for the years 2007 to 2011 has been modified to reflect expectation of lower retirement rates following the 2006 national attrition program.

Official Use Only

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.**

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
GM HOURLY-RATE EMPLOYEES PENSION PLAN

B Three-digit plan number ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS CORPORATION

D Employer Identification Number
38-0572515

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 $ 0

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). _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year 3

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.

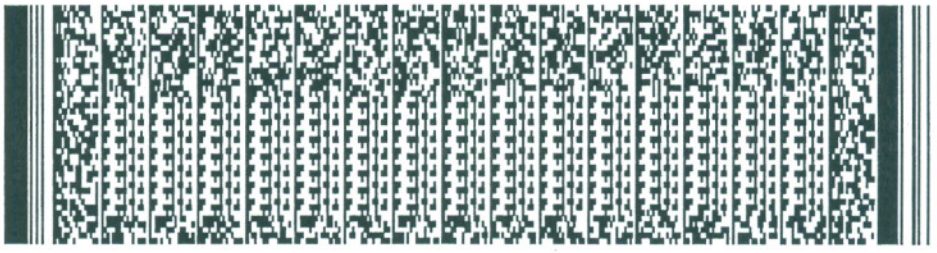
7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? . . ☐ Yes ☐ No ☒ N/A

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



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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 HOURLY-RATE EMPLOYEES PENSION PLAN

B Three-digit plan number ▶ 003

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** 51309360

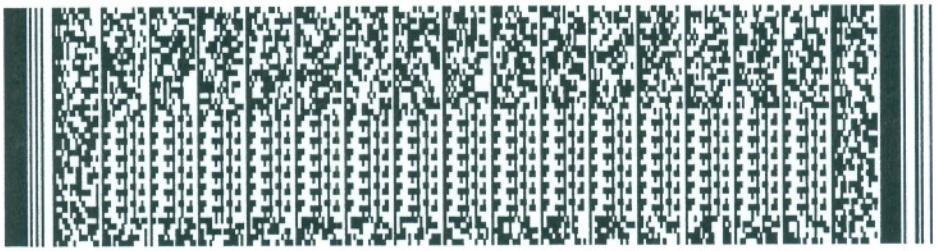
2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) 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		37137073	21



Official Use Only

(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		27394827	13

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
JP MORGAN CHASE	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		26073613	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		15805533	21

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Official Use Only

(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		10366910	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		10325585	21

(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		9518031	21

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Official Use Only

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
FIRST QUADRANT	95-4562891	INVESTMENT MANAGER

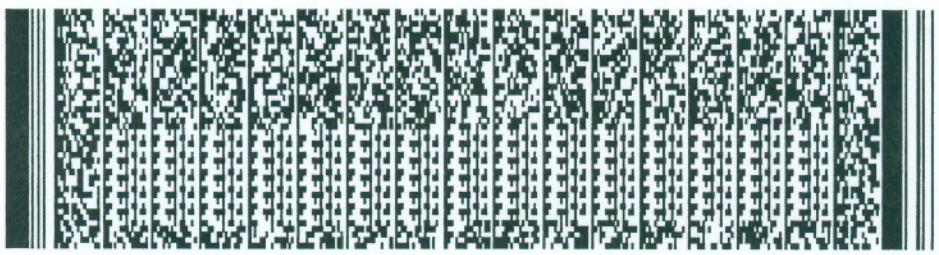
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		8506604	21

(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		8182762	18

(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		7958384	21



Official Use Only

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
GRANTHAM, MAYO, VAN OTTERLOO & CO	04-2691242	INVESTMENT MANAGER

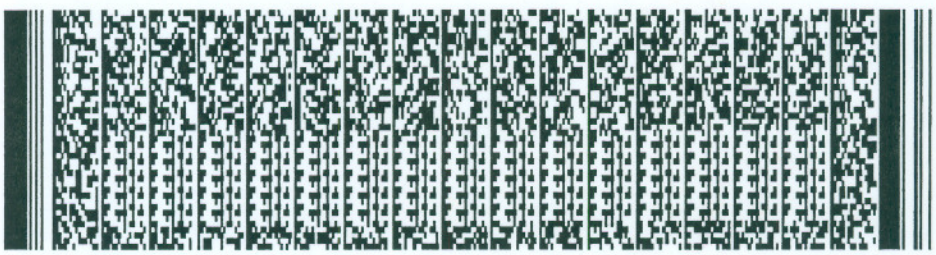
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		7509621	21

(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		6301422	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		5692739	21



Official Use Only

(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		5244679	21

(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		4641657	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
GENESIS ASSET MANGAGERS 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		4298699	21

Official Use Only

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
PACIFIC INVESTMENT MANAGEMENT CO.	33-0629048	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		4179481	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		4151457	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		3917768	21

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Official Use Only

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
BLACKROCK FINANCIAL MANAGEMENT	38-0006691	INVESTMENT MANAGER

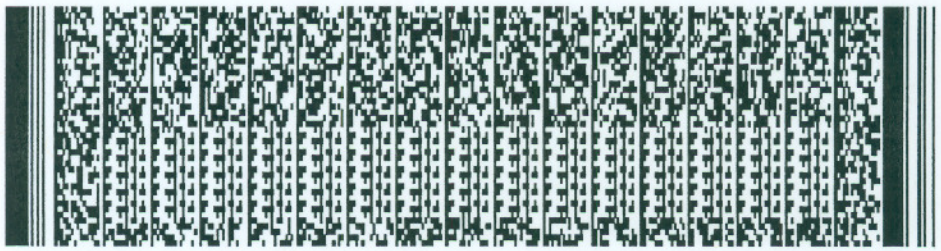
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3472452	21

(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		3426658	21

(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		3281885	21



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(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		3240251	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		3026756	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		2955326	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		2937687	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		2692603	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
AXA ROSENBERG INVESTMENT MGMT	68-0422654	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		2582862	21

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(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		2494107	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		2486673	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		2371678	21

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(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		2337903	21

(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		2312044	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
STONE HARBOR INV. PARTNERS	20-3888589	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		2204321	21

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(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		2198066	22

(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		2180914	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		2176958	21

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(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		2146005	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
SMITH BREEDEN	48-0938275	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		2124084	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		2056316	21

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Official Use Only

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 _____

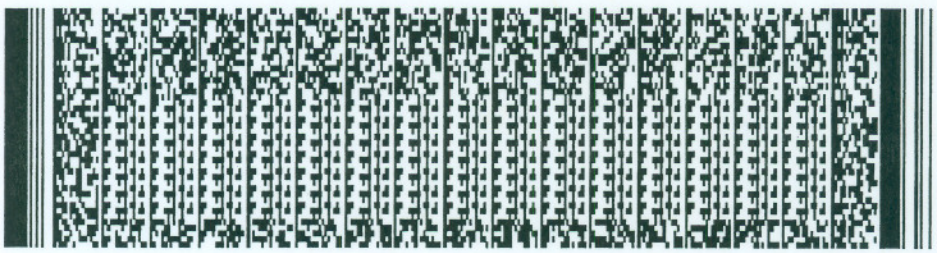
(e) Telephone No. _____

Explanation: _____

(a) Name _____ **(b)** EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____