

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 10/01/2007 and ending 09/30/2008	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☒
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan GENERAL MOTORS 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 48265-3000	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

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Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 30px; width: 100%;"></div>
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
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
b Retired or separated participants receiving benefits.....	6b
c Other retired or separated participants entitled to future benefits.....	6c
d Subtotal. Add lines 6a , 6b , and 6c	6d
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e
f Total. Add lines 6d and 6e	6f
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
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1E 1G	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 10/01/2007 and ending 09/30/2008		
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: GMAM GROUP PENSION TRUST I		
b Name of sponsor of entity listed in (a): GENERAL MOTORS CORPORATION		
c EIN-PN 01-0719298-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1965055673
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 01-6231432-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2603754215
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) 9209052917
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 11-3317084-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 855962487
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 13-3160892-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20082856781
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 13-6369845-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1919633554
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) 36269943
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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 **25-6013833-001****d** Entity code **C****e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) **14537178957****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 **25-6295264-001****d** Entity code **C****e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) **8641368790****a** Name of MTIA, CCT, PSA, or 103-12 IE: **FIRST PLAZA GROUP TRUST II****b** Name of sponsor of entity listed in (a): **GENERAL MOTORS CORPORATION****c** EIN-PN **26-6389533-001****d** Entity code **C****e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) **7370074****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**b** Name of
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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 10/01/2007 and ending 09/30/2008		
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
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	502600000	25007432
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)		
(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)	70522288251	59858467997
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	71024888251	59883475429

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	20964037	100352985
i Acquisition indebtedness	1i		
j Other liabilities	1j	502600000	25007432
k Total liabilities (add all amounts in lines 1g through 1j)	1k	523564037	125360417

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	70501324214	59758115012
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Part II Income and Expense Statement

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

Income

		(a) 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)		-4624417214
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-4624417214

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6237312199	
(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)		6237312199
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)	370102712	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		370102712
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6607414911

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-11231832125
l Transfers of assets:			
(1) To this plan.....	2l(1)		488622923
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DELOITTE & TOUCHE LLP

(2) EIN: 13-3891517

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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



INDEPENDENT AUDITORS' REPORT

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

Deloitte & Touche LLP
Suite 900
600 Renaissance Center
Detroit, MI 48243-1895
USA

Tel: +1 313 396 3000
Fax: +1 313 396 3618
www.deloitte.com

We have audited the accompanying financial statements of General Motors Hourly-Rate Employees Pension Plan (the "Plan") as of September 30, 2008 and 2007, and for the year ended September 30, 2008, listed in the Table of Contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial status of the Plan as of September 30, 2008 and 2007, and the changes in its financial status for the year ended September 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements for the year ended September 30, 2008, have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 1 to the financial statements, General Motors Corporation and certain of its subsidiaries (the "Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code. In connection with the bankruptcy filings, the Debtors entered into a Master Sale and Purchase Agreement between the Debtors and Vehicle Acquisition Holdings LLC, an entity formed by the United States Department of Treasury, pursuant to which substantially all assets of the Debtors would be sold pursuant to Section 363(b) of the Bankruptcy Code. On July 10, 2009, this transaction was consummated.

Although the transaction was consummated, General Motors Corporation's filing for bankruptcy raises substantial doubt about the Plan's ability to continue as a going concern. Management's plans concerning these matters are also discussed in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 4 to the financial statements, the financial statements include investments valued at approximately \$19 billion (31% of net assets) and \$23 billion (33% of net assets) as of September 30, 2008 and 2007, respectively, 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 4.

As discussed in Note 4 to the financial statements, certain 2007 amounts have been restated to correct a misstatement.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required

by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Deloitte & Touche LLP

January 11, 2010

**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

2007

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

For calendar plan year 2007 or fiscal plan year beginning 10/01/2007, and ending 09/30/2008.

▶ **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) ☒ 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 2007	
b Assets:	
(1) Current value of assets	b(1) 70472829000
(2) Actuarial value of assets for funding standard account	b(2) 63702712000
c (1) Accrued liability for plans using immediate gain methods	c(1) 48287028000
(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**

Mary Gibbon

Signature of actuary

May 5, 2009

Date

MARY GIBBON

G 08-06921

Type or print name of actuary

Most recent enrollment number

WATSON WYATT WORLDWIDE

703-258-8163

Firm name

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. ☐

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

v10.1

Schedule B (Form 5500) 2007



1d Information on current liabilities of the plan:

- (1) Amount excluded from current liability attributable to pre-participation service (see instructions) .

d(1)	0
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- (2) "RPA '94" information:

(a) Current liability	d(2)(a)	59822946000
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(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	369484000
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(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	59822946000
--	----------------	-------------

(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)	4945057000
--	------	------------

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	70472829000
---	-----------	-------------

b "RPA '94" current liability:

(1) For retired participants and beneficiaries receiving payments

(2) For terminated vested participants

(3) For active participants.....

(4) Total

(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
--------------------	---------------------	--------------------

363458	47806428000	47806428000
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41024	1425053000	1512856000
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80027	7782817000	10503662000
-------	------------	-------------

484509	57014298000	59822946000
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C If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter

such percentage.	2c	%
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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	101.8 %
----	---------

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



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

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

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

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 04 Day 15 Year 2009

6 Checklist of certain actuarial assumptions:

- | | | | | | |
|-----------------------|--|------------------------------|--|------------------------------|---|
| a | Interest rate for "RPA '94" current liability | 6a | 5.88 % | | ☐ N/A |
| b | Weighted average retirement age | 6b | 61 | | ☐ N/A |
| c | Rates specified in insurance or annuity contracts . . ☐ N/A | 6c | | ☐ N/A | |
| | | Pre-retirement | | Post-retirement | |
| | | ☐ Yes | ☒ No | ☐ Yes | ☒ No |
| d | Mortality table code for valuation purposes: | | | | |
| (1) Males | d(1) | A | | A | |
| (2) Females | d(2) | A | | A | |
| e | Valuation liability interest rate ☐ N/A | 6e | 7.75 % | | ☐ N/A |
| f | Expense loading ☐ N/A | 6f | 0.0 % | | ☐ N/A |
| g | Annual withdrawal rates: | Male | | Female | |
| | | 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 ☒ N/A | 6h | | | ☒ N/A |
| i | Estimated investment return on actuarial value of assets for year ending on the valuation date | 6i | 14.1 % | | |
| j | Estimated investment return on current value of assets for year ending on the valuation date . . | 6j | 13.8 % | | |

7 New amortization bases established in the current plan year:

(1) Type of Base

(2) Initial Balance

(3) Amortization Charge/Credit

1

-3462726000

-799587000

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



0 8 0 7 3 2 0 3 0 N

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	1068806000
b Employer's normal cost for plan year as of valuation date	9b	291526000
c Amortization charges as of valuation date:		
(1) All bases except funding waivers ▶ (\$ 29702077000)	c(1)	4662887000
(2) Funding waivers ▶ (\$ 0)	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c	9d	384097000
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	6407316000

Credits to funding standard account:

h Prior year credit balance, if any	9h	36954251000
i Employer contributions. Total from column (b) of line 3.	9i	0
j Amortization credits as of valuation date ▶ (\$ 7913058000)	9j	2521279000
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j	9k	3059304000
l Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL) l(1)		23521926000
(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	42534834000
o Credit balance: If line 9n is greater than line 9g, enter the difference	9o	36127518000
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)		250452000
(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)		250452000

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



Part II Additional Information for Certain Plans Other Than Multiemployer PlansPlease see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.**12 Additional required funding charge (see instructions):**

- a**
- Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.

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

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

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

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

12a 106.5 %

- 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

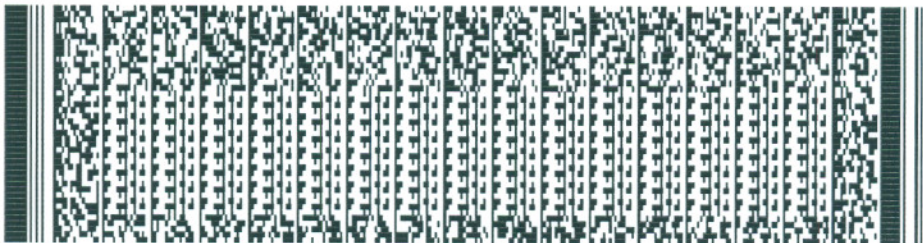
- p**
- Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o

12p

- q**
- Adjusted additional funding charge. (_____ .0 % of line 12p)

12q

0



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, 2007).
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) Consent Age 55 with 10 years of service and satisfies objective standards as set forth in the Plan.
 - c. Total and Permanent Disability 10 years of service and totally and permanently disabled prior to age 65.
 - d. Vested Deferred Benefit 5 years of service.
 - e. Pre-Retirement Survivor 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	Basic Benefit
<u>Code</u>	<u>Rate</u>
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 EMPLOYEES 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:

<u>Age at Retirement</u>	<u>Benefit Rate</u>
55	\$21.90
56	25.85
57	31.25
58	36.60
59	40.85
60	47.30
61	47.30

- a. Normal Retirement Unreduced basic benefit.
- 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 EMPLOYEES 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) Consent

Unreduced basic benefit plus temporary benefit. May be eligible for early retirement supplement.

c. Total and Permanent Disability

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 Coverage:

(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) $\frac{1}{2}\%$ 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 EMPLOYEES PENSION PLAN

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

6. Pre-Retirement Survivor Coverage:

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 <u>Asbestos Service</u>	Additional Credited <u>Service</u>
	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. 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 EMPLOYEES 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: 5.88%
(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 2007 Current Liability Healthy Male Optional Combined Table without adjustment is used for non-disabled mortality for males. The 2007 Current Liability Healthy Female Optional Combined Table without adjustment is used for non-disabled mortality for females.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (Continued)

2. Mortality (Continued):

For disabled participants, the 2007 Current Liability Disabled Male Table without adjustment is used for disabled mortality for disabled males. The 2007 Current Liability Disabled Female Table without adjustment is used for disabled mortality for disabled females.

3. Incidence of Disability:

Representative rates are as follows:

<u>Attained Age</u>	<u>Rate per 1,000</u>
32	0.1
42	6.4
52	13.7
62	17.2

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (Continued)

4. Withdrawal: Representative rates are as follows:

(a) Select portion of service table:

Rate per 1,000

<u>Attained Age</u>	<u>Completed Years of Service</u>				
	<u>0</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>
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

<u>Attained Age</u>	<u>Rate per 1,000</u>
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.

GENERAL MOTORS CORPORATION**GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN****Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (Continued)**

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	1000	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:

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.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (Continued)

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.

GENERAL MOTORS CORPORATION

GENERAL MOTORS HOURLY-RATE EMPLOYEES 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
THE HOURLY-RATE EMPLOYEES PENSION PLAN

Actuarial Valuation as of October 1, 2007

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

Attained Age	Completed Years of Service										Total
	<u>Under 1</u>	<u>1 - 4</u>	<u>5 - 9</u>	<u>10 - 14</u>	<u>15 - 19</u>	<u>20 - 24</u>	<u>25 - 29</u>	<u>30 - 34</u>	<u>35 - 39</u>	<u>40 & Over</u>	
Under 25	198	118	14	0	0	0	0	0	0	0	330
25 - 29	188	440	689	39	0	0	0	0	0	0	1,356
30 - 34	172	680	1,588	1,392	3	1	0	0	0	0	3,836
35 - 39	209	788	1,715	2,343	91	6	0	0	0	0	5,152
40 - 44	161	624	1,328	1,787	427	1,739	43	0	0	0	6,109
45 - 49	258	1,189	1,160	1,347	737	3,409	6,639	2,374	1	0	17,114
50 - 54	139	1,077	922	816	592	3,140	7,847	7,898	824	1	23,256
55 - 59	61	486	472	410	332	2,188	4,163	3,058	3,236	534	14,940
60 - 64	13	129	168	102	141	912	1,405	898	1,132	1,380	6,280
65 - 69	0	16	25	9	23	132	260	191	234	427	1,317
70 & Over	0	2	9	2	5	20	58	35	42	164	337
Total	1,399	5,549	8,090	8,247	2,351	11,547	20,415	14,454	5,469	2,506	80,027

Average Age: 50.26

Average Past Service: 24.13

Employer ID Number: 38-0572515
Plan Number: 003

GENERAL MOTORS CORPORATION
GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

Attachment to Line 9 of 2007 Schedule B (Form 5500)

The results in line 9 reflect adjustments to amortization bases and the prior year funding deficiency due to the transfer of certain assets and liabilities from the Delphi Hourly-Rate Employees Pension Plan to the General Motors Hourly-Rate Employees Pension Plan.

GENERAL MOTORS CORPORATION
THE HOURLY-RATE EMPLOYEES PENSION PLAN

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

<u>Reason Established</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Amortization Period</u>	<u>Remaining Payments</u>	<u>Outstanding Balance 10/1/2007</u>	<u>Amortization Payment</u>
Amortization Charges						
Initial	10/1/1979	\$ 9,527,387	40	12	\$ 5,295,424	\$ 643,714
Plan Amendment	10/1/1980	\$ 810,730	30	3	\$ 163,761	\$ 58,708
Plan Amendment	10/1/1981	\$ 847,093	30	4	\$ 220,032	\$ 61,311
Plan Amendment	10/1/1982	\$ 23,193	30	5	\$ 7,267	\$ 1,678
Method Change	10/1/1982	\$ 2,050,395	30	5	\$ 642,362	\$ 148,330
Plan Amendment	10/1/1983	\$ 12,411	30	6	\$ 4,505	\$ 898
Plan Amendment	10/1/1984	\$ 1,332,764	30	7	\$ 544,945	\$ 96,312
Plan Amendment	10/1/1985	\$ 754,650	30	8	\$ 340,713	\$ 54,504
Plan Amendment	10/1/1986	\$ 786,619	30	9	\$ 386,198	\$ 56,781
Plan Amendment	10/1/1987	\$ 1,615,903	30	10	\$ 852,420	\$ 116,573
Plan Amendment	10/1/1988	\$ 786,368	30	11	\$ 441,458	\$ 56,696
Plan Amendment	10/1/1989	\$ 824,013	30	12	\$ 486,908	\$ 59,189
Plan Amendment	10/1/1990	\$ 2,019,064	30	13	\$ 1,247,791	\$ 144,509
Plan Amendment	10/1/1991	\$ 778,027	30	14	\$ 500,191	\$ 55,493
Plan Amendment	10/1/1992	\$ 890,381	30	15	\$ 592,778	\$ 63,295
Plan Amendment	10/1/1993	\$ 2,434,706	30	16	\$ 1,672,050	\$ 172,524
Plan Amendment	10/1/1994	\$ 711,885	30	17	\$ 502,621	\$ 50,289
Plan Amendment	10/1/1995	\$ 738,785	30	18	\$ 534,704	\$ 52,036
Plan Amendment	10/1/1996	\$ 9,573	30	19	\$ 7,082	\$ 672
Plan Amendment	10/1/1997	\$ 3,341,417	30	20	\$ 2,522,713	\$ 234,044
Plan Amendment	10/1/1998	\$ 50,741	30	21	\$ 39,004	\$ 3,545
Assumption Change	10/1/1999	\$ 614,074	10	2	\$ 170,637	\$ 88,501
Plan Amendment	10/1/2000	\$ 4,915,897	30	23	\$ 4,560,563	\$ 399,851
Assumption Change	10/1/2003	\$ 1,801,374	10	6	\$ 1,246,555	\$ 248,359
Actuarial Loss	10/1/2004	\$ 3,273,111	5	2	\$ 1,466,331	\$ 760,516
Plan Amendment	10/1/2004	\$ 1,702,079	30	27	\$ 1,655,203	\$ 137,357
Actuarial Loss	10/1/2005	\$ 1,805,182	5	3	\$ 1,166,298	\$ 418,118
Plan Amendment	10/1/2006	\$ 30,343	30	29	\$ 30,062	\$ 2,443
Assumption Change	10/1/2006	\$ 1,584,153	10	9	\$ 1,473,494	\$ 216,641
Actuarial Loss	10/1/2006	\$ 1,119,846	5	4	\$ 928,007	\$ 258,587
Total Charges					\$ 29,702,077	\$ 4,661,474
Amortization Credits						
Assumption Change	10/1/1980	\$ 2,384,607	30	3	\$ 481,667	\$ 172,678
Method Change	10/1/1985	\$ 1,262,129	30	8	\$ 569,835	\$ 91,156
Method Change	10/1/2000	\$ 5,956,269	10	3	\$ 2,323,442	\$ 832,955
Assumption Change	10/1/2001	\$ 36,075	10	4	\$ 18,017	\$ 5,020
Actuarial Gain	10/1/2003	\$ 2,298,568	5	1	\$ 535,813	\$ 535,813
Assumption Change	10/1/2005	\$ 608,496	10	8	\$ 521,558	\$ 83,433
Actuarial Gain	10/1/2007	\$ 3,462,726	5	5	\$ 3,462,726	\$ 799,587
Total Credits					\$ 7,913,058	\$ 2,520,642
Net Amortization Charge					\$ 21,789,019	\$ 2,140,832

General Motors Hourly-Rate Employees Pension Plan (EIN: 38-0572515 PN: 003)

**Preliminary Technical Information Per Rev Proc 2000-41 - As of October 1, 2007
Determination of Amortization Payment under IRC Section 412 Prior to Merger
(Preliminary Results - Numbers in \$000's)**

<u>Reason Established</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Amorti- zation Period</u>	<u>Remaining Payments</u>	<u>Outstanding Balance 10/1/2007</u>	<u>Amortization Payment</u>	<u>Outstanding Balance 9/30/2008</u>
Amortization Charges							
Initial	10/1/1979	\$ 9,527,387	40	12	\$ 5,295,424	\$ 643,714	\$ 5,012,218
Plan Amendment	10/1/1980	810,730	30	3	163,761	58,708	113,195
Plan Amendment	10/1/1981	847,093	30	4	220,032	61,311	171,022
Plan Amendment	10/1/1982	23,193	30	5	7,267	1,678	6,022
Method Change	10/1/1982	2,050,395	30	5	642,362	148,330	532,319
Plan Amendment	10/1/1983	12,411	30	6	4,505	898	3,887
Plan Amendment	10/1/1984	1,332,764	30	7	544,945	96,312	483,402
Plan Amendment	10/1/1985	754,650	30	8	340,713	54,504	308,390
Plan Amendment	10/1/1986	786,619	30	9	386,198	56,781	354,947
Plan Amendment	10/1/1987	1,615,903	30	10	852,420	116,573	792,875
Plan Amendment	10/1/1988	786,368	30	11	441,458	56,696	414,581
Plan Amendment	10/1/1989	824,013	30	12	486,908	59,189	460,867
Plan Amendment	10/1/1990	2,019,064	30	13	1,247,791	144,509	1,188,786
Plan Amendment	10/1/1991	778,027	30	14	500,191	55,493	479,162
Plan Amendment	10/1/1992	890,381	30	15	592,778	63,295	570,518
Plan Amendment	10/1/1993	2,434,706	30	16	1,672,050	172,524	1,615,739
Plan Amendment	10/1/1994	711,885	30	17	502,621	50,289	487,388
Plan Amendment	10/1/1995	738,785	30	18	534,704	52,036	520,075
Plan Amendment	10/1/1996	9,573	30	19	7,082	672	6,907
Plan Amendment	10/1/1997	3,341,417	30	20	2,522,713	234,044	2,466,041
Plan Amendment	10/1/1998	50,741	30	21	39,004	3,545	38,207
Assumption Change	10/1/1999	614,074	10	2	170,637	88,501	88,502
Plan Amendment	10/1/2000	4,915,897	30	23	4,560,563	399,851	4,483,167
Assumption Change	10/1/2003	1,801,374	10	6	1,246,555	248,359	1,075,556
Actuarial Loss	10/1/2004	3,273,111	5	2	1,466,331	760,516	760,516
Plan Amendment	10/1/2004	1,702,079	30	27	1,655,203	137,357	1,635,479
Actuarial Loss	10/1/2005	1,805,182	5	3	1,166,298	418,118	806,164
Plan Amendment	10/1/2006	30,343	30	29	30,062	2,443	29,759
Assumption Change	10/1/2006	1,584,153	10	9	1,473,494	216,641	1,354,259
Actuarial Loss	10/1/2006	1,119,846	5	4	<u>928,007</u>	<u>258,587</u>	<u>721,300</u>
Total Charges					\$ 29,702,077	\$ 4,661,474	\$ 26,981,250
Amortization Credits							
Assumption Change	10/1/1980	\$ 2,384,607	30	3	\$ 481,667	\$ 172,678	\$ 332,936
Method Change	10/1/1985	1,262,129	30	8	569,835	91,156	515,777
Method Change	10/1/2000	5,956,269	10	3	2,323,442	832,955	1,606,000
Assumption Change	10/1/2001	36,075	10	4	18,017	5,020	14,004
Actuarial Gain	10/1/2003	2,298,568	5	1	535,813	535,813	0
Assumption Change	10/1/2005	608,496	10	8	521,558	83,433	472,080
Actuarial Gain	10/1/2007	3,462,726	5	5	<u>3,462,726</u>	<u>799,587</u>	<u>2,869,531</u>
Total Credits					\$ 7,913,058	\$ 2,520,642	\$ 5,810,328
Net Amortization Charge					\$ 21,789,019	\$ 2,140,832	\$ 21,170,922

General Motors Hourly-Rate Employees Pension Plan (EIN: 38-0572515 PN: 003)

**Preliminary Technical Information Per Rev Proc 2000-41 - As of October 1, 2007
Determination of Amortization Payment under IRC Section 412 After Merger
(Preliminary Results - Numbers in \$000's)**

<u>Reason Established</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Amortization Period</u>	<u>Remaining Payments</u>	<u>Outstanding Balance 10/1/2007</u>	<u>Amortization Payment</u>	<u>Outstanding Balance 9/30/2008</u>
Amortization Charges							
General Motors							
Initial	10/1/1979	\$ 9,527,387	40	12	\$ 5,295,424	\$ 643,714	\$ 5,012,218
Plan Amendment	10/1/1980	810,730	30	3	163,761	58,708	113,195
Plan Amendment	10/1/1981	847,093	30	4	220,032	61,311	171,022
Plan Amendment	10/1/1982	23,193	30	5	7,267	1,678	6,022
Method Change	10/1/1982	2,050,395	30	5	642,362	148,330	532,319
Plan Amendment	10/1/1983	12,411	30	6	4,505	898	3,887
Plan Amendment	10/1/1984	1,332,764	30	7	544,945	96,312	483,402
Plan Amendment	10/1/1985	754,650	30	8	340,713	54,504	308,390
Plan Amendment	10/1/1986	786,619	30	9	386,198	56,781	354,947
Plan Amendment	10/1/1987	1,615,903	30	10	852,420	116,573	792,875
Plan Amendment	10/1/1988	786,368	30	11	441,458	56,696	414,581
Plan Amendment	10/1/1989	824,013	30	12	486,908	59,189	460,867
Plan Amendment	10/1/1990	2,019,064	30	13	1,247,791	144,509	1,188,786
Plan Amendment	10/1/1991	778,027	30	14	500,191	55,493	479,162
Plan Amendment	10/1/1992	890,381	30	15	592,778	63,295	570,518
Plan Amendment	10/1/1993	2,434,706	30	16	1,672,050	172,524	1,615,739
Plan Amendment	10/1/1994	711,885	30	17	502,621	50,289	487,388
Plan Amendment	10/1/1995	738,785	30	18	534,704	52,036	520,075
Plan Amendment	10/1/1996	9,573	30	19	7,082	672	6,907
Plan Amendment	10/1/1997	3,341,417	30	20	2,522,713	234,044	2,466,041
Plan Amendment	10/1/1998	50,741	30	21	39,004	3,545	38,207
Assumption Change	10/1/1999	614,074	10	2	170,637	88,501	88,502
Plan Amendment	10/1/2000	4,915,897	30	23	4,560,563	399,851	4,483,167
Assumption Change	10/1/2003	1,801,374	10	6	1,246,555	248,359	1,075,556
Actuarial Loss	10/1/2004	3,273,111	5	2	1,466,331	760,516	760,516
Plan Amendment	10/1/2004	1,702,079	30	27	1,655,203	137,357	1,635,479
Actuarial Loss	10/1/2005	1,805,182	5	3	1,166,298	418,118	806,164
Plan Amendment	10/1/2006	30,343	30	29	30,062	2,443	29,759
Assumption Change	10/1/2006	1,584,153	10	9	1,473,494	216,641	1,354,259
Actuarial Loss	10/1/2006	1,119,846	5	4	<u>928,007</u>	<u>258,587</u>	<u>721,300</u>
Subtotal					\$ 29,702,077	\$ 4,661,474	\$ 26,981,250
Delphi					(as of 9/29/08)	(9/29 - 9/30/08)	
Initial	10/1/1979	\$ 1,563,546	20	12	\$ 504,383	\$ 199	\$ 504,296
Plan Amendment	10/1/1980	103,500	11	3	11,416	17	11,402
Plan Amendment	10/1/1981	114,029	12	4	17,238	18	17,224
Plan Amendment	10/1/1982	3,271	13	5	607	0	607
Method Change	10/1/1982	289,242	13	5	53,634	44	53,602
Plan Amendment	10/1/1983	1,825	14	6	392	0	392
Plan Amendment	10/1/1984	203,415	15	7	48,684	29	48,666
Plan Amendment	10/1/1985	119,079	16	8	31,051	16	31,042
Plan Amendment	10/1/1986	127,898	17	9	35,735	17	35,726
Plan Amendment	10/1/1987	269,930	18	10	79,810	36	79,792
Plan Amendment	10/1/1988	134,612	19	11	41,726	17	41,718
Plan Amendment	10/1/1989	143,767	20	12	46,378	18	46,370
Plan Amendment	10/1/1990	358,363	21	13	119,613	44	119,596
Plan Amendment	10/1/1991	140,247	22	14	48,208	17	48,202
Plan Amendment	10/1/1992	162,761	23	15	57,390	20	57,383
Plan Amendment	10/1/1993	450,738	24	16	162,513	53	162,496
Plan Amendment	10/1/1994	133,314	25	17	49,016	15	49,012

General Motors Hourly-Rate Employees Pension Plan (EIN: 38-0572515 PN: 003)

**Preliminary Technical Information Per Rev Proc 2000-41 - As of October 1, 2007
Determination of Amortization Payment under IRC Section 412 After Merger
(Preliminary Results - Numbers in \$000's)**

<u>Reason Established</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Amortization Period</u>	<u>Remaining Payments</u>	<u>Outstanding Balance 10/1/2007</u>	<u>Amortization Payment</u>	<u>Outstanding Balance 9/30/2008</u>
Plan Amendment	10/1/1995	139,801	26	18	52,298	16	52,294
Plan Amendment	10/1/1996	1,829	27	19	697	0	697
Plan Amendment	10/1/1997	643,830	28	20	247,925	74	247,906
Plan Amendment	10/1/1998	9,854	29	21	3,842	1	3,842
Assumption Change	10/1/1999	61,237	10	2	3,812	11	3,802
Plan Amendment	10/1/2000	727,394	30	23	392,176	110	392,154
Assumption Change	10/1/2002	230,171	10	5	67,807	56	67,766
Plan Amendment	10/1/2004	391,121	30	27	222,241	59	222,232
Actuarial Loss	10/1/2004	58,329	5	2	8,068	24	8,046
Plan Amendment	10/1/2005	2,562	30	28	1,470	0	1,470
Actuarial Loss	10/1/2006	1,225,229	5	4	<u>468,718</u>	<u>502</u>	<u>468,320</u>
Subtotal					\$ 2,776,848	\$ 1,413	\$ 2,776,055
Total Charges						\$ 4,662,887	\$ 29,757,305
Amortization Credits							
General Motors							
Assumption Change	10/1/1980	\$ 2,384,607	30	3	\$ 481,667	\$ 172,678	\$ 332,936
Method Change	10/1/1985	1,262,129	30	8	569,835	91,156	515,777
Method Change	10/1/2000	5,956,269	10	3	2,323,442	832,955	1,606,000
Assumption Change	10/1/2001	38,075	10	4	18,017	5,020	14,004
Actuarial Gain	10/1/2003	2,298,568	5	1	535,813	535,813	0
Assumption Change	10/1/2005	608,496	10	8	521,558	83,433	472,080
Actuarial Gain	10/1/2007	3,462,726	5	5	<u>3,462,726</u>	<u>799,587</u>	<u>2,869,531</u>
Subtotal					\$ 7,913,058	\$ 2,520,642	\$ 5,810,328
Delphi							
					<u>(as of 9/29/08)</u>	<u>(9/29 - 9/30/08)</u>	
Assumption Change	10/1/1980	\$ 304,424	11	3	\$ 33,577	\$ 52	\$ 33,532
Method Change	10/1/1985	199,157	16	8	51,934	28	51,918
Assumption Change	10/1/2000	19,020	10	3	3,041	4	3,038
Assumption Change	10/1/2001	30,213	10	4	6,954	8	6,948
Method Change	10/1/2001	628,613	10	4	144,674	155	144,551
Actuarial Gain	10/1/2003	145,261	5	1	60	60	0
Actuarial Gain	10/1/2005	196,864	5	3	52,250	80	52,182
Method Change	10/1/2005	158,402	10	8	72,898	39	72,875
Assumption Change	10/1/2006	18,360	10	9	9,308	4	9,306
Actuarial Gain	10/1/2007	490,829	5	5	240,761	202	240,612
Assumption Change	10/1/2007	22,450	10	10	<u>12,350</u>	<u>5</u>	<u>12,348</u>
Subtotal					\$ 627,807	\$ 637	\$ 627,310
Total Credits						\$ 2,521,279	\$ 6,437,638
Net Amortization Charge						\$ 2,141,608	\$ 23,319,667

General Motors Hourly-Rate Employees Pension Plan (EIN: 38-0572515 PN: 003)

**Preliminary Technical Information Per Rev Proc 2000-41
Plan Year of Change - October 1, 2007 to September 30, 2008
(Preliminary Results - Numbers in \$000's)**

	<u>GM HRP Before Merger 10/1/2007 to 9/30/2008</u>	<u>Transferred from Delphi HRP 9/29/2008 to 9/30/2008</u>	<u>GM HRP After Merger 10/1/2007 to 9/30/2008</u>
1. Charges to Funding Standard Account:			
(a) Prior year funding deficiency, if any	\$ 0	\$ 1,068,806	\$ 1,068,806
(b) Employer's normal cost for plan year as of valuation date	291,526	0	291,526
(c) Amortization charges as of valuation date:			
(1) All GM / Delphi bases except funding waivers (outstanding balances - \$29,702,077 / \$2,776,848)	4,661,474	1,413	4,662,887
(2) Funding waivers	0	0	0
(d) Interest as applicable on lines (a), (b) and (c)	383,858	239	384,097
(e) Additional interest charge due to late quarterly contributions, if applicable	0	0	0
(f) Additional funding charge	N/A	N/A	N/A
(g) Total charges. Add lines (a) through (f)	\$ 5,336,858	\$ 1,070,458	\$ 6,407,316
2. Credits to Funding Standard Account:			
(h) Prior year credit balance	\$ 36,954,251	\$ 0	\$ 36,954,251
(i) Employer contributions	0	0	0
(j) Amortization credits as of valuation date (outstanding GM / Delphi balance - \$7,913,058 / \$627,807)	2,520,642	637	2,521,279
(k) Interest as applicable to end of plan year on lines (h), (i) and (j)	3,059,304	0	3,059,304
(l) Full Funding limitation (FFL) and credits			
(1) ERISA FFL GM / Delphi (accrued liability FFL) \$23,521,927 / \$1,860,251			
(2) RPA '94 override GM / Delphi (90% current liability FFL) \$0 / \$2,202,394			
(3) FFL credit	0	0	0
(m) (1) Waived funding deficiency	0	0	0
(2) Other credits	0	0	0
(n) Total credits. Add lines (h) through (k), (m)(1) and (m)(2)	\$ 42,534,197	\$ 637	\$ 42,534,834
(o) Credit balance: If line (n) is greater than line (g), enter the difference	37,197,339	(1,069,821)	36,127,518
(p) Funding deficiency: If line (g) is greater than line (n), enter the difference	\$ 0	\$ 0	\$ 0



TAX EXEMPT AND
GOVERNMENT ENTITIES
DIVISION

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
WASHINGTON, D.C. 20224

APR 15 2009

Mr. David M. Flagg
Watson Wyatt Worldwide
901 N. Glebe Road
Arlington, VA 22201

In re: Request for a change in funding method for the General Motors Hourly-
Rate Employees Pension Plan ("Plan").
(EIN: 38-0572515, Plan No. 003)

Dear Mr. Flagg:

The enclosed document is sent to you under the provisions of a power of attorney (Form 2848) currently on file with the Internal Revenue Service. If you have any questions concerning this matter, please contact Adrien LaBombarde (ID# 76-44965) at (281) 721-7992.

Sincerely,

A handwritten signature in black ink, appearing to read "D. M. Ziegler", is written over a horizontal line.

David M. Ziegler, Manager
Employee Plans Actuarial Group 2



TAX EXEMPT AND
GOVERNMENT ENTITIES
DIVISION

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
WASHINGTON, D.C. 20224

APR 15 2009

Mr. Kevin W. Cobb
Assistant General Tax Counsel
General Motors Corporation
Renaissance Center
Mail Code 482-C16-D25
300 Renaissance Center
P.O. Box 300
Detroit, MI 48265-3000

In re: Request for a change in funding method for the General Motors Hourly-
Rate Employees Pension Plan ("Plan").
(EIN: 38-0572515, Plan No. 003)

Transferor Plan = Delphi Hourly-Rate Employees Pension Plan
(EIN: 38-3430473, Plan No. 003)

Dear Mr. Cobb:

This letter constitutes notice that approval has been granted for the above request. This approval applies for the plan year beginning October 1, 2007, and has been granted in accordance with section 412(c)(5)(A) of the Internal Revenue Code ("Code") and section 302(c)(5)(A) of the Employee Retirement Income Security Act of 1974 prior to amendment by the Pension Protection Act of 2006.

In granting this approval, we have considered only the acceptability of the new funding method and, as necessary, the method by which the transition is to be made between the prior and the new funding method. Accordingly, we are not expressing any opinion as to the accuracy or acceptability of any calculations or other material submitted with your request.

The Plan is a single-employer plan. The plan year for the Plan extends from October 1 through September 30. The valuation date for a plan year is October 1, the first day of the plan year.

As of September 29, 2008, a portion of the Transferor Plan was merged into the Plan. Based on information provided in your submission, the spin-off of the portion of the Transferor Plan was determined in accordance with a private letter ruling issued by the Service to the Plan and to the Transferor Plan, dated May 29, 2007. For purposes of the remainder of this letter, the portion of the

Transferor Plan that was merged with the Plan is referred to as the "Spun-off Plan." The proposed change in funding method was requested in conjunction with the merger of the Spun-off Plan with the Plan.

The current asset valuation method for the Plan is the 5-year smoothing method with phase-in as described in section 3.16 of Rev. Proc. 2000-40, 2000-42 I.R.B. 357. Prior to the merger, the asset valuation method for the Transferor Plan was the fair market value method as described in section 3.10 of Rev. Proc. 2000-40. The proposed asset valuation method for the Plan after the merger with the Spun-off Plan is a continuation of the 5-year smoothing method as described in section 3.16 of Rev. Proc. 2000-40.

Prior to the merger, the actuarial cost method for both the Plan and the Transferor Plan was the unit credit funding method described in section 3.01 of Rev. Proc. 2000-40. The actuarial cost method for the Plan will continue to be the unit credit funding method after the merger.

Automatic approval for the proposed change is not available under the special approval of section 4.07 of Rev. Proc. 2000-40, because the Spun-off Plan had a funding deficiency in the funding standard account as of the date of the merger of the Plan with the Spun-off Plan. The proposed treatment of the merger otherwise uses the methodology described under the special approval of section 4.07 of Rev. Proc. 2000-40.

All existing amortization bases for the Plan and the Spun-off Plan will be maintained. No new base was established as a result of the proposed change in method, because the proposed change did not affect the unfunded accrued liability.

When filing Form 5500 for the plan year beginning October 1, 2007, the date of this letter should be entered on Schedule B (Actuarial Information). A copy of this letter has been sent to the enrolled actuary for the Plan, in accordance with a power of attorney (Form 2848) on file with this office. If you have any questions concerning this matter, please contact Adrien LaBombarde (ID# 76-44965) at (281) 721-7992.

Sincerely,

A handwritten signature in black ink, appearing to read "D. M. Ziegler", with a stylized flourish at the end.

David M. Ziegler, Manager
Employee Plans Actuarial Group 2

cc: Mr. David M. Flagg

General Motors Hourly-Rate Employees Pension Plan

*Financial Statements as of September 30, 2008 and
2007 and for the Year Ended September 30, 2008,
Supplemental Schedules as of September 30, 2008
and 2007 (As Restated) and for the Year Ended
September 30, 2008 and Independent Auditors'
Report*

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

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Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of September 30, 2008	20
Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of September 30, 2007 (As Restated)	21
Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the Year Ended September 30, 2008	22
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



INDEPENDENT AUDITORS' REPORT

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

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We have audited the accompanying financial statements of General Motors Hourly-Rate Employees Pension Plan (the "Plan") as of September 30, 2008 and 2007, and for the year ended September 30, 2008, listed in the Table of Contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial status of the Plan as of September 30, 2008 and 2007, and the changes in its financial status for the year ended September 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements for the year ended September 30, 2008, have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 1 to the financial statements, General Motors Corporation and certain of its subsidiaries (the "Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code. In connection with the bankruptcy filings, the Debtors entered into a Master Sale and Purchase Agreement between the Debtors and Vehicle Acquisition Holdings LLC, an entity formed by the United States Department of Treasury, pursuant to which substantially all assets of the Debtors would be sold pursuant to Section 363(b) of the Bankruptcy Code. On July 10, 2009, this transaction was consummated.

Although the transaction was consummated, General Motors Corporation's filing for bankruptcy raises substantial doubt about the Plan's ability to continue as a going concern. Management's plans concerning these matters are also discussed in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 4 to the financial statements, the financial statements include investments valued at approximately \$19 billion (31% of net assets) and \$23 billion (33% of net assets) as of September 30, 2008 and 2007, respectively, 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 4.

As discussed in Note 4 to the financial statements, certain 2007 amounts have been restated to correct a misstatement.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required

by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Deloitte & Touche LLP

January 11, 2010

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS AS OF SEPTEMBER 30, 2008 AND 2007 (In thousands)

	<u>2008</u>	<u>2007</u>
ASSETS		
Investments at estimated fair value:		
Common collective trusts	\$ 59,835,686	\$ 70,493,793
Net assets held in 401(h) account	22,782	28,496
Receivable related to investments sold	<u>25,007</u>	<u>502,600</u>
Total assets	<u>59,883,475</u>	<u>71,024,889</u>
 LIABILITIES		
Accrued administrative expenses and other	100,352	20,964
Amounts related to obligations of 401(h) account	22,782	28,496
Payable related to investments purchased	<u>25,007</u>	<u>502,600</u>
Total liabilities	<u>148,141</u>	<u>552,060</u>
 NET ASSETS AVAILABLE FOR PENSION BENEFITS	<u><u>\$ 59,735,334</u></u>	<u><u>\$ 70,472,829</u></u>

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, 2008
(In thousands)**

INVESTMENT LOSS

Net investment loss from common collective trusts	\$ (4,620,549)
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DEDUCTIONS

Benefits paid to participants	6,235,451
Administrative expenses and other	<u>370,118</u>
Total deductions	<u>6,605,569</u>

TRANSFERS TO THE PLAN

Delphi Hourly-Rate Employees Pension Plan	488,600
Other	<u>23</u>
Total transfers to the Plan	<u>488,623</u>

NET DECREASE	(10,737,495)
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NET ASSETS AVAILABLE FOR PENSION BENEFITS

Beginning of year	<u>70,472,829</u>
End of year	<u>\$ 59,735,334</u>

See notes to financial statements.

**GENERAL MOTORS HOURLY-RATE
EMPLOYEES PENSION PLAN**

**STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF SEPTEMBER 30, 2008 AND 2007 AND STATEMENT OF CHANGES
IN ACCUMULATED PLAN BENEFITS FOR THE
YEAR ENDED SEPTEMBER 30, 2008
(In thousands)**

	2008	2007
STATEMENTS OF ACCUMULATED PLAN BENEFITS		
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS		
Vested benefits:		
Participants currently receiving payments	\$ 54,075,794	\$ 43,694,680
Non-retired participants	5,002,881	6,864,890
Terminated vested and transferred participants	<u>1,300,373</u>	<u>1,284,353</u>
Total vested benefits	60,379,048	51,843,923
Nonvested benefits	<u>1,236,123</u>	<u>2,732,115</u>
TOTAL	<u>\$ 61,615,171</u>	<u>\$ 54,576,038</u>
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS		
ACTUARIAL PRESENT VALUE OF ACCUMULATED		
PLAN BENEFITS—Beginning of year	<u>\$ 54,576,038</u>	
Increase (decrease) during the year attributable to:		
Benefits accumulated	351,217	
Reduction in discount period	3,438,290	
Plan amendments:		
2007 National Agreement	4,453,999	
Pension Pass Through	2,823,121	
Other	3,039	
Delphi obligation transfers	2,681,942	
Changes in actuarial assumptions	(4,081,631)	
Net actuarial losses:		
Effect of 2008 SAP	2,888,654	
Other experience losses	715,953	
Benefits paid	<u>(6,235,451)</u>	
Net increase	<u>7,039,133</u>	
ACTUARIAL PRESENT VALUE OF ACCUMULATED		
PLAN BENEFITS—End of year	<u>\$ 61,615,171</u>	

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2008 AND 2007 (NOTE 4 AS RESTATED) AND FOR THE YEAR ENDED SEPTEMBER 30, 2008

1. GENERAL MOTORS CORPORATION BANKRUPTCY

On June 1, 2009, General Motors Corporation, the then Plan (hereinafter defined) sponsor, and certain subsidiaries ("Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. In connection with the bankruptcy filings, the Debtors entered into a Master Sale and Purchase Agreement between Debtors and Vehicle Acquisition Holdings LLC, an entity formed by the United States Department of the Treasury, pursuant to which substantially all of the assets of the Debtors would be sold pursuant to Section 363(b) of the Bankruptcy Code to the newly formed entity, which would assume the role of Plan sponsor. On July 10, 2009, this transaction was consummated by General Motors Company, the successor of Vehicle Acquisition Holdings LLC, and General Motors Company assumed the role of Plan sponsor. Subsequently, on October 16, 2009, General Motors Company changed its name to General Motors LLC ("GM LLC").

Bankruptcy does not affect the current status of the Plan because Plan assets are held in trust for the benefit of Plan participants and their beneficiaries, and are not part of the Debtors' estate under bankruptcy and are not subject to the claims of Debtors' creditors.

Under GM LLC's sponsorship there is no intention to terminate the Plan although GM LLC retains the right to do so. Refer to Note 5, TERMINATION PRIORITIES.

These financial statements have been prepared on a going concern basis under the presumption that GM LLC and the Plan will each operate as a going concern, however, the above described bankruptcy filings raise substantial doubt about the Plan's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Except for this Note, and unless otherwise noted, the terms "GM", "GM LLC", and "sponsor" are used interchangeably in these financial statements.

2. DESCRIPTION OF THE PLAN

General - The General Motors Hourly-Rate Employees Pension Plan ("Plan") is a defined benefit pension plan covering substantially all GM hourly-rate employees in the United States. Benefits provided under the Plan are based generally on an employee's credited service and generally vest after five years. The Investment Funds Committee of the GM Board of Directors ("IFC") is the named fiduciary of the Plan and establishes the Plan's investment allocation policy. Promark Investment Advisors, Inc. ("Promark"), a wholly owned GM subsidiary, is the Plan's named fiduciary for investment purposes. State Street Bank and Trust Company (the "Trustee") serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). GM's contributions are made periodically and are within the limits set by ERISA.

The Plan allows for employees to transfer from hourly to salaried status. For a complete description of vesting and benefit provisions, reference should be made to the Plan document, which is available to all participants.

401(h) Account - The Plan includes a medical benefit component to fund a portion of the postretirement obligations for eligible retirees and their beneficiaries. In accordance with Internal Revenue Code ("IRC") Section 401(h), the Plan's investments in the 401(h) account are restricted and may not be used for, or diverted to, any purpose other than providing health benefits for eligible retirees and their beneficiaries. The related obligations for retiree health benefits are not included in this Plan's obligations in the statements of accumulated plan benefits under accounting principles generally accepted in the United States of America ("GAAP"). Plan participants do not contribute to the 401(h) account. GM contributions to the 401(h) account are determined annually at the discretion of GM, subject to the limitations of IRC Section 401(h).

2007 National Agreement - As a result of the October 2007 National Agreement with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America ("UAW"), the Plan was amended. The amendments include:

- Participants who retire with unbroken seniority on or after October 1, 2007, were granted credited service for the period prior to January 1, 1996 that would not be less than their seniority as of December 31, 1995;
- Benefit unit increases for future and certain current retirees;
- Annual "lump sum amounts" to be paid in December of each year through 2010 to certain retirees and surviving spouses out of Plan assets;
- Special provisions for covered Delphi Corporation ("Delphi") employees that include benefit unit increases and annual "lump sum amounts" to be paid in December of each year through 2010 out of Plan assets;
- A "Personal Retirement Plan" within the Plan for post-September 30, 2007 new-hires that provides an annual company contribution of 6.4% of the employee's hourly rate, multiplied by the number of straight-time hours worked. Contributions and earnings thereon vest in three years.

These amendments increased the Plan's actuarial present value of accumulated Plan benefits by approximately \$4.5 billion.

Delphi Matters - Effective May 28, 1999, GM spun off a portion of the Plan in order to establish the Delphi Hourly-Rate Employees Pension Plan (the "Delphi Plan") for Delphi employees who had previously been covered by the Plan. GM and Delphi identified certain participants whose pension assets were incorrectly transferred to the Delphi Plan in 1999. Accordingly, the Delphi Plan's trust transferred \$2.6 million of assets to the Plan trust in 2008.

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 a portion of the net pension obligations from the Delphi Plan. In September 2008, the Bankruptcy Court entered an order approving the Amended Delphi-GM Settlement Agreements, Implementation Agreements and the Amended Global Settlement Agreement. These agreements became effective on September 29, 2008 at

which time the Delphi Plan transferred accumulated pension obligations of \$2,682 million and investments in-kind having a fair market value of \$486 million to the Plan. The transfer was consummated pursuant to the provisions of IRC Section 414(l).

In July 2009, Delphi and the Pension Benefit Guaranty Corporation ("PBGC"), a United States government agency, entered into an agreement to terminate the Delphi Plan, whereupon GM's guarantee of certain benefits ("Benefit Guarantee") became effective. The Benefit Guarantee provides for the payment of pension benefits by the Plan of the amount above the participant benefits paid by the PBGC under the statutory limits, up to the maximum benefit terms and levels specified under the Delphi Plan. The net present value of the Benefit Guarantee is estimated at \$843 million for UAW participants and approximately \$222 million related to non-UAW participants. The amounts attributable to the Benefit Guarantee are not reflected in accumulated plan benefits at September 30, 2008.

Additional transfers to or from the Plan may be necessary to further adjust amounts related to the Delphi 1999 spin off and 2008 IRC Section 414(l) transactions previously described. However, since the Delphi Plan was terminated, all transfers must now occur between the Plan and PBGC. The transfers will be reflected in the Plan financial statements when realized.

2008 UAW Settlement Agreement - The 2008 Settlement Agreement provides that responsibility for providing retiree health care coverage will permanently shift from GM to a new plan funded by a new Voluntary Employee Beneficiary Association ("VEBA"), and that an amendment to the Plan would provide an additional flat monthly special lifetime pension benefit of \$66.70 commencing on the implementation date in order to help offset the retirees' increased cost of medical benefits ("Pension Pass Through"). The Settlement Agreement became effective in September 2008 with an Implementation Date of January 1, 2010. The Plan amendment increased the accumulated plan benefits by approximately \$2.8 billion as of September 30, 2008.

In the second quarter of 2009, GM and the UAW agreed to eliminate the amendment of the Pension Pass Through, with the value of this benefit being reflected in the revised funding of the new VEBA. In accordance with GAAP, this 2009 agreement is not reflected in the accumulated plan benefits at September 30, 2008.

2008 Special Attrition Programs - In February 2008, GM and the UAW, and GM and the IUE-CWA reached separate 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 offered participants, who elected to retire on a normal or early voluntary basis, an incentive of \$45,000 for production participants or \$62,500 for skilled trades. Eligible participants could receive the following 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 combined lump sum, annuity and rollover payments totaling approximately \$605 million were funded from the Plan and not funded from GM operating cash as in prior years.

Eligible participants age 50 and older with 10 or more years of credited service as of the effective date of the SAP were eligible for a mutually satisfactory retirement as defined in the Plan document. No incentive payments were paid for these retirements.

Approximately 19,000 UAW and IUE-CWA participants, 23% of the active participants of the Plan, elected to participate in the SAP. Earlier than expected retirements and retirement incentives resulting from the SAP created actuarial losses that increased the accumulated plan benefits by approximately \$2.9 billion.

Other Matters - In 1988, as part of a single divestiture, GM sold its Detroit Diesel Allison unit to Detroit Diesel Corporation ("DDC") and part of the AC Rochester Grand Rapids unit to Diesel Technology Corp ("DTC"). DDC is now part of Daimler AG and DTC is now part of Bosch. At the time of divestitures, Plan assets and obligations were respectively transferred to the DDC and DTC pension plans. Currently, there are participants who returned to either GM or Delphi after January 1, 1990, and under the divestiture memorandum of understanding, the Daimler AG and Bosch pension plans are required to return to the Plan, those assets plus earnings attributable to those returning participants' GM service prior to the divestiture. GM is working with the Daimler AG and Bosch pension plan sponsors for the determination and return of the amounts owed to the Plan. The Plan's financial statements will recognize those amounts when they are determinable and certain of recovery.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with GAAP.

Contributions — GM contributions required to be made up to 8-1/2 months after the Plan year are recorded as contributions receivable and are otherwise recorded when received.

Payment of Benefits — Benefit payments are recorded when paid.

Investments—The Plan's investments are recorded at estimated fair value. See Note 4, INVESTMENTS (AS RESTATED) for further information on the valuation of investments.

Administrative Expenses — The Plan's administrative expenses are partly paid by GM and such costs are not reflected in these financial statements.

Risks and Uncertainties — The Plan's Trusts (hereinafter defined), indirectly hold various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market risk. 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 those changes could materially affect the amounts reported in the financial statements.

Use of Estimates — The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for pension benefits and accumulated plan benefits and the reported amounts of changes therein. Actual results could differ from those estimates.

New Accounting Standards - The Plan adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement 109* ("FIN 48") on October 1, 2008. FIN 48 provides guidance on how uncertain tax positions should be recognized, measured, presented, and disclosed in an entity's financial statements. FIN 48 requires evaluation of tax positions taken or expected to be taken to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. The adoption of FIN 48 had no effect on the Plan's financial statements.

In September 2006, the Financial Accounting Standard Board ("FASB") issued Statement of Financial Accounting Standards No. 157 - *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The Plan will adopt the provisions of SFAS 157, as amended, for its fiscal year ending September 30, 2009. The resulting fair values calculated after adoption of SFAS 157 may be different than the fair values that would have been computed under previous guidance. The Plan is currently evaluating the impact that the adoption of SFAS 157 will have on the Plan's financial statements.

The FASB issued Statement of Financial Accounting Standards No. 161- *Disclosures About Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* ("SFAS 161") in March 2008. SFAS 161 expands the disclosure requirements about an entity's derivative instruments and hedging activities and is effective for fiscal years beginning after November 15, 2008. The effect of adopting SFAS 161 on the Plan's financial statements and related disclosures is being evaluated.

4. INVESTMENTS (AS RESTATED)

As of September 30, 2008 and 2007, the Plan owned interests in various common collective trusts (collectively "Trusts"). The table below details the Trusts that the Plan invests in and the trustee(s) and/or custodian(s) (collectively "Administrators") for each Trust. Promark Trust Bank, N.A. ("PTB") is an indirect wholly owned GM subsidiary and is not a custodian of the trusted assets.

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)	Promark Trust Bank, N.A.
	JPMorgan Chase Bank
	State Street Bank and Trust Company
GMAM Investment Funds Trust II (01-6231432)	Promark Trust Bank, N.A.
	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
First Plaza Group Trust II (26-6389533)	State Street Bank and Trust Company

The Trusts are tax exempt under the IRC and are direct filing entities. The Trusts permit commingling of the assets of more than one employee benefit plan for investment and administrative purposes. Each participating plan has a beneficial interest in the net assets of the underlying investments of the Trusts. The investments of the Trusts represent holdings of unitized investment accounts ("Pool(s)") and collective investment funds ("Funds"), as the case may be. The Pools are not separate legal entities from the Trusts but are recordkeeping accounts established for investment strategy and administrative convenience. The Funds are maintained by PTB, a non-depository trust bank registered with the Office of the Comptroller of the Currency. The assets of the Funds are held and administered under the terms of the GMAM Investment Funds Trust and the GMAM Investment Funds Trust II.

The Pools and Funds hold various investments including short-term investments, domestic and international equity securities, high quality and high yield bonds, asset-backed securities, structured debt, derivative financial instruments, hedge funds and investments in real estate, private equity and commingled funds. Commingled funds may hold investments in any or all of the described asset types. Pool and Fund unit values are calculated daily or monthly, as applicable, by the Administrator(s) based on the estimated fair values of the underlying investment holdings. The Trusts listed below, through their beneficial interests in the Pools and Funds, generally hold investments in all asset classes, except for the First Plaza Group Trust whose underlying holdings were primarily concentrated in real estate and private market investments.

The following table presents investments representing 5% or more of the Plan's net assets and excludes amounts attributable to the 401(h) account (\$ thousands).

	September 30,		
	2008	2007	
		(As Restated)	(As Originally Reported)
General Motors Hourly-Rate Employees Pension Trust (25-6013833)	\$ 14,537,109	\$ 14,878,737	\$ 1,111,486
GMAM Investment Funds Trust (13-3160892)	20,062,568	25,222,656	25,248,792
First Plaza Group Trust (25-6295264)	8,640,062	10,315,240	22,689,219
GMAM Group Pension Trust I (01-0719298)	1,964,404	4,269,421	4,282,730
GMAM Group Pension Trust II (02-0615827)	9,209,051	10,364,272	11,739,772

Subsequent to the issuance of the Plan's 2007 financial statements, the Plan's management determined that the amounts presented as the Plan's investments in the individual Trusts were misstated, although the aggregate fair value of the Plan's investments in all Trusts was correct. As a result, the 2007 reported amounts have been restated to correct the assignment error of certain investments to the appropriate Trusts. The supplemental Schedule of Assets (Held at End of Year) at September 30, 2007 was restated to correct the same misstatement. The Statement of Net Assets Available for Pension Benefits and the Statement of Accumulated Plan Benefits at September 30, 2007 were not impacted.

The Plan's asset allocation policy at September 30, 2008 and 2007, as established by the IFC, was as follows:

	2008	2007
	%	%
	Policy	Policy
Equity securities		
Domestic	12	12
International	16	15
Debt securities:		
High quality bonds	43	39
High yield bonds	12	12
Real estate	10	8
Private markets	7	6
Other	0	8
Total	100	100

The Plan's actual asset allocation as of September 30, 2008 and 2007 was substantially in conformity with the asset allocation policy approved by the IFC.

Net investment income (loss) of the Trusts is allocated by the Trustee to each participating plan based on that plan's interest in each Trust and respective underlying investment Pools and Funds as compared with the total interest of all of the participating plans in each Trust and underlying investment Pools and Funds. Security transactions are recorded on a trade-date basis. Investment income (loss) is recognized as earned based on the terms of the investments and the periods during which the investments are held.

Investment Valuation – The Plan's investments in the Trusts are recorded at estimated fair value as determined by the beneficial interest in the underlying investments in each Trust. The Pools and Funds are composed of the following types of investments and are valued as described below.

Short-term investments – Short-term investments within a pool consist of cash and cash equivalents including short-term marketable securities with maturity dates that fall within one year of issuance date, money market funds, foreign-denominated currency, and discount notes or time deposits. At times, bank deposits may be in excess of federally insured limits. The purchase price of short-term investments approximates fair value.

Equity and debt securities – Equity and debt securities, including asset backed securities, 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, such as structured debt, are valued at their fair value utilizing established fair value procedures prescribed by Promark. Where estimates are used in determining fair values, there might be a material difference from the values that would exist in a ready market due to the inherent subjectivity of these estimates.

Real Estate – Investments in publicly-traded real estate investment trusts are valued based on the last traded or current bid prices. Investments in private real estate properties are valued at cost plus net 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. Thereafter, the investments are valued using information such as independent real estate appraisals, appraisals prepared by investment managers, and other market-based information about the individual property. The independent real estate appraisals are prepared at least once every three years and include detailed market studies and multiple valuation methodologies typical in the real estate industry such as sales comparison approach, replacement cost approach, and income capitalization approach. For periods in which independent appraisals are not prepared, models using one or more of these approaches are developed for each property by asset managers as a means of determining changes in fair value. Promark reviews the valuations for each investment on a quarterly basis and, if warranted by market or property level changes or other factors, the valuations are appropriately adjusted based on Promark's best estimate of the changes in fair value.

Private Equity – Investments in private equity companies 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. Thereafter, values are provided by the general partners who use the income and market-based approaches for valuing the investments. Promark performs due diligence at the inception of investments and formally updates its understanding of various investment matters, including valuation policies, at least once a year. Informal discussions occur as circumstances warrant. Promark reviews the asset valuation for each investment quarterly and, if warranted by market or other factors, valuations are appropriately adjusted based on the best estimate of changes in fair value. These investments are classified in the asset allocation strategy table above as part of "Private Markets."

Commingled Funds – These investments include equity funds, real estate funds, hedge funds, and other funds. Their fair values are based on the underlying net asset values (NAV) of the securities as determined by the fund manager or general partner. Depending on the nature of the underlying assets, the NAVs may be derived by the methods described above for the various categories. The NAV is reviewed for reasonableness by Promark and, in certain circumstances, is adjusted to a fair value determined by the fair value policies prescribed by Promark. Annually, Promark adjusts as necessary the NAVs provided by the respective fund manager or general partner using the underlying NAVs in the funds' audited fund financial statements.

Derivative Financial Instruments – The Pools and Funds may engage in various portfolio investment strategies using derivative financial instruments for the purpose of managing risks and/or gaining market exposure. Such instruments include futures contracts, options, swap agreements, credit derivatives and forward contracts. Derivatives are valued based upon the last traded or current bid price where market quotations are readily available. Derivatives for which quotations are not readily available are valued at their estimated fair value utilizing established fair value procedures prescribed by Promark. Derivatives might increase or decrease the level of risk exposure more quickly and efficiently than transactions in other types of instruments. Losses might arise due to changes in the value of the derivative instrument or if the counterparties do not perform under the derivative instrument. Derivative instruments might experience imperfect correlations in the movements in the price of the relevant instrument, interest rates, security or indices, and any underlying hedged asset.

Investment Risks - The IFC establishes the Plan investment allocation policy and Promark oversees the allocation of investments with a view towards achieving the desired investment objectives.. The Trusts, through their investments in the Pools and Funds, are exposed to various types of risks that are associated with the financial instruments and markets in which the Pools and Funds invest. The significant types of financial risks are market risk, credit risk and liquidity risk. The Trusts' risk management strategies and policies complement the Plan's investment strategy as discussed below.

Market Risk - Market risk includes the potential for both losses and gains, and includes currency risk, interest rate risk, and price risk.

Currency Risk – The Pools and Funds may invest in financial instruments and enter into transactions denominated in currencies other than the U.S. dollar. Consequently, the Pools and Funds might be exposed to risks that the exchange rates might change in a manner that has an adverse effect on the value of that portion of the Pools' or Funds' assets or liabilities denominated in currencies other than the U.S. dollar. The Pools and Funds use forward currency contracts to manage currency risk.

Interest Rate Risk – The Pools and Funds may invest in fixed income securities. Any change to the interest rates relevant for particular securities might result in an investment manager being unable to secure similar returns on the expiration of contracts or the sale of securities. In addition, changes to prevailing rates or changes in expectations of future rates might result in an increase or decrease in the fair value of the securities held. In general, as interest rates rise, the fair value of the fixed income security declines, and vice-versa. Pool and Fund holdings may include the use of interest rate swaps and other financial derivative instruments to manage interest rate risk

Price Risk – Price risk is the risk that the value of the instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer, or any factor affecting the value of financial instruments or securities. As Plan assets are carried at fair value, all changes in market prices will directly affect net assets and such changes are recognized in the statement of changes in net assets available for pension benefits. The Trusts, through their Pool and Fund holdings, manage price risk by constructing a diversified portfolio of financial instruments. In addition, price risk may be hedged using derivative instruments such as options, swaps, or futures.

Credit Risk – Counterparty credit risk is the risk that a counterparty to a financial instrument will default on its commitment. Counterparty credit risk is primarily related to over-the-counter derivative instruments used to manage exposures related to interest rates on long-term securities and foreign currency exchange rate fluctuations. The risk of default can be influenced by various factors including macro-economic conditions, market liquidity, fiscal and monetary policies and counterparty-specific characteristics and activities. Certain agreements with counterparties employ set-off, collateral support arrangements and other risk mitigation procedures designed to reduce the net exposure to credit risk in the event of counterparty default. Pool and Fund holdings may include investments in debt securities that are investment grade, non-investment grade, or unrated. High yield debt securities have historically experienced greater default rates than investment grade securities. Credit policies and processes are in place to manage exposure to credit risk on an ongoing basis, and to manage concentrations of counterparty risk by seeking to undertake transactions with large well-capitalized counterparties and by monitoring the creditworthiness of these counterparties.

Liquidity Risk – Liquidity risk is the risk that the Plan will encounter difficulty in meeting obligations associated with its financial liabilities, primarily benefit payments as they become due. This situation might arise due to circumstances outside the Plan's control, such as general market disruption or an operational problem affecting the plan sponsor, or third parties. The ability to sell assets might also be impaired if other market participants are seeking to simultaneously sell similar assets.

Investments within a Pool or Fund may include holdings in privately issued equity and debt securities and derivative instruments traded over the counter, which are not traded in an organized public market and which generally might be illiquid. As a result, the Plan may not be able to quickly liquidate some of these investments at an amount equal to fair value in order to meet liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer or counterparty.

The Plan's portfolio includes illiquid assets, which generally are long-term investments that complement the long-term nature of the Plan's accumulated plan benefits, are not used to fund benefit payments when currently due, and generally are expected to generate above average long-term rates of return. Promark monitors liquidity risk on an ongoing basis and has procedures in place designed to maintain flexibility in addressing Plan-specific, broader industry, and market liquidity events.

Plan investments, whose fair values were based on estimates in the absence of readily determinable fair values, aggregated approximately \$19 billion and \$23 billion, at September 30, 2008 and 2007, respectively. The fair values of these investments represent approximately 31% and 33% of the Plan's net assets available for pension benefits at September 30, 2008 and 2007, respectively. Because of the inherent uncertainty of these estimates, the values for these types of investments 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.

Securities Lending – The Pools and Funds may participate in securities lending programs. Under these programs, investment securities are loaned to investment brokers for a fee. Loaned securities are fully collateralized by either cash, letters of credit, securities issued or guaranteed by the U.S. government, or a combination thereof.

Commitments and Contingencies – The Trusts, through their beneficial interest in the Pools and Funds, invest in certain partnerships and commingled funds that require capital contributions. As of September 30, 2008 and 2007, the Trusts had obligations to invest capital contributions for these investments in the future of approximately \$5.3 billion and \$4.9 billion, respectively.

5. TERMINATION PRIORITIES

Although it has not expressed any intention to do so, GM 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. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under, and the Plan document.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service determined and informed GM by a letter dated August 15, 2005, that the Plan and related trusts were designed in accordance with applicable sections of the IRC. The Plan has 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 BENEFITS

Accumulated plan benefits are those future periodic payments which are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan 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 benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan 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 benefits.

The following significant actuarial assumptions were used in the valuations as of September 30, 2008 and 2007:

- The mortality of participants is estimated using mortality tables, for non-retired and retired participants, for the years ended September 30, 2008 and 2007, as follows:

	2008	2007
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	Projected with 100% scale AA from 2000, set forward one year	Projected with 50% scale AA from 2000, set forward one year
Females	Projected with 100% scale AA from 2000, set forward two years	Projected with 50% scale AA from 2000, set forward two years
Disabled males	Projected with 100% scale AA from 2000, set forward eight years	Projected with 50% scale AA from 2000, set forward eight years
Disabled females	Projected with 100% scale AA from 2000, set forward six years	Projected with 50% scale AA from 2000, set forward six years

- The interest rate used to discount accumulated Plan benefits was 7.10% and 6.30% at September 30, 2008 and 2007, respectively.
- The withdrawal rate, retirement rate, and incidence of total and permanent disability are based on GM experience.

- As of the Plan year ended September 30, 2008, the weighted average basic benefit per month, per year of credited service for those hired before October 1, 2007 is \$53.99 for retirements occurring on October 1, 2010 and later for UAW members, and \$51.34 for all others. As of the Plan year ended September 30, 2007, the weighted average basic benefit per month, per year of credited service for those hired before October 1, 2007 for all participants was \$51.34. Also included in accumulated plan benefits are assumptions for early retirement supplements, interim supplements, and temporary benefit levels as bargained with the UAW and other unions.
- For the years ended September 30, 2008 and 2007, it was assumed that approximately 80% of all male participants and 40% of all female participants would not reject the surviving spouse coverage, and the husband-wife age difference is three years.
- Interest credits for the "Personal Retirement Plan" portion of the Plan benefits is valued at the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (4.57% for July 2008). It is assumed 100% of the participants elect to take this benefit in a lump sum form of payment.

The decrease in accumulated plan benefits of approximately \$4.1 billion due to changes in actuarial assumptions is primarily caused by (i) an increase in the discount rate from 6.30% to 7.10% (\$4.2 billion gain), (ii) a decrease in expected future retirements due to the 2008 SAP (\$0.9 billion gain), and (iii) updated mortality assumptions to closer reflect actual experience (\$1.0 billion loss). The increase in accumulated plan benefits of \$3.6 billion due to net actuarial losses is primarily caused by earlier than expected retirements and retirement incentives stemming from the 2008 SAP (\$2.9 billion loss).

8. EMPLOYER CONTRIBUTIONS

For the year ended September 30, 2008, GM met the minimum funding requirements under ERISA and no contributions were due.

9. RELATED-PARTY TRANSACTIONS

The Plan and Trusts enter into certain related-party transactions. These generally include investments or transactions with trustees, fund managers, GM, and its subsidiaries. Such transactions are within the scope of the investment guidelines as established by the IFC.

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, 2008 and 2007 (\$ thousands):

	2008	2007
Net assets available for pension benefits per the financial statements	\$ 59,735,334	\$ 70,472,829
Add: Net assets held in 401(h) account included as assets in Form 5500	<u>22,782</u>	<u>28,496</u>
Net assets available for benefits per the Form 5500	<u>\$ 59,758,116</u>	<u>\$ 70,501,325</u>

The net assets of the 401(h) account included in Form 5500 are not available to pay Plan 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, 2008, is as follows (\$ thousands):

	Amounts per Financial Statements	401(h) Account Activity	Amounts per Form 5500
Net investment loss from common collective trusts	\$ (4,620,549)	\$ (3,868)	\$ (4,624,417)
Benefits paid to participants	6,235,451	1,861	6,237,312
Administrative expenses and other	370,118	(16)	370,102

11. SUBSEQUENT EVENTS

The following subsequent events are not reflected in the accumulated plan benefit obligation at September 30, 2008.

Closure of Moraine, OH Facility

In December 2008, GM ceased production at the Moraine, Ohio vehicle assembly plant (GM's only IUE-CWA work location). As part of the closure agreement that GM reached with the IUE-CWA on October 22, 2008, GM agreed to provide certain pension benefit enhancements, patterned from the 2008 UAW Settlement Agreement (as previously described), for both current and future GM-IUE-CWA retirees and certain IUE-CWA retirees covered by the Delphi Benefit Guarantee. The net present value of this benefit enhancement was estimated to be approximately \$250 million.

Capacity Actions and 2009 Special Attrition Programs

In the fourth quarter of 2008 and the first quarter of 2009, GM announced and implemented substantial capacity actions affecting several U.S. plants. Approximately 7,000 employees participated in the 2009 SAP during the first quarter, which, unlike the 2008 SAP, did not provide for special cash benefits from the Plan. In the second and third quarters of 2009, approximately 6,000 employees participated in a second 2009 Special Attrition Program. The combined effect of these programs increased the accumulated plan benefits by approximately \$1.7 billion.

Bankruptcy-Related Change

Effective on July 10, 2009, certain provisions of the collective bargaining agreements for unions other than the UAW were not assumed by GM LLC. Accordingly, such Plan participants ceased accruing benefits under the Plan. On November 12, 2009, the Bankruptcy Court approved a settlement agreement among the Debtors, GM, and various other unions whereby, GM assumed certain pension liabilities. Likewise, participants covered by the Delphi Benefit Guarantee and represented by the IUE-CWA and USW were retroactively reinstated, as of July 10, 2009, and thereafter, deemed to have been accruing benefits under the Plan.

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, 2008
(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	\$ 510,632	\$ 1,919,633
* Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	Common Collective Trust	13,360,879	14,537,179
* Investment in GMAM Investment Funds Trust (13-3160892)	Common Collective Trust	17,073,944	20,082,857
* Investment in GMAM Investment Funds Trust II (01-6231432)	Common Collective Trust	2,879,337	2,603,754
* Investment in White Plaza Group Trust (11-3317084)	Common Collective Trust	695,646	855,962
* Investment in First Plaza Group Trust (25-6295264)	Common Collective Trust	6,419,936	8,641,369
* Investment in GMAM Group Pension Trust I (01-0719298)	Common Collective Trust	1,773,857	1,965,056
* Investment in GMAM Group Pension Trust II (02-0615827)	Common Collective Trust	8,511,656	9,209,053
* Investment in Third Plaza Trust (25-6360552)	Common Collective Trust	4,288	36,270
* Investment in First Plaza Group Trust II (26-6389533)	Common Collective Trust	7,756	7,370
TOTAL INVESTMENTS		<u>\$ 51,237,931</u>	<u>\$ 59,858,503</u>

* Denotes parties-in-interest.

**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 (As Restated)
(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	14,201,024	14,878,752
* Investment in GMAM Investment Funds Trust (13-3160892)	Common Collective Trust	15,187,887	25,248,798
* Investment in GMAM Investment Funds Trust II (01-6231432)	Common Collective Trust	2,030,786	2,626,911
* 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	6,638,170	10,316,894
* Investment in GMAM Group Pension Trust I (01-0719298)	Common Collective Trust	3,939,760	4,269,726
* Investment in GMAM Group Pension Trust II (02-0615827)	Common Collective Trust	8,631,988	10,364,279
* Investment in Third Plaza Trust (25-6360552)	Common Collective Trust	8,155	54,932
TOTAL INVESTMENTS		<u>\$ 51,733,880</u>	<u>\$ 70,522,289</u>

* 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, 2008**

(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 (Loss)
SINGLE - None							
SERIES OF TRANSACTIONS							
State Street Bank and Trust Company	GMAM Group Pension Trust I (01-0719298)	2,784	\$ 1,691,531	\$ -	\$ 1,691,531	\$ 1,691,531	\$ -
		1,645	-	3,822,497	3,857,520	3,822,497	(35,023)
State Street Bank and Trust Company	GMAM Investment Funds Trust (13-3160892)	13	1,780,540	-	1,780,540	1,780,540	-
		234	-	2,709,205	2,431,948	2,709,205	277,257
State Street Bank and Trust Company	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	365	7,856,152	-	7,856,152	7,856,152	-
		1,301	-	10,127,493	8,960,600	10,127,493	1,166,893
State Street Bank and Trust Company	First Plaza Group Trust (25-6295264)	2,020	1,838,087	-	1,838,087	1,838,087	-
		1,731	-	2,932,739	2,064,341	2,932,739	868,398

**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 Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

Official Use Only

OMB No. 1210-0110

2007

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

For calendar year 2007 or fiscal plan year beginning 10/01/2007 and ending 09/30/2008

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 0

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

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

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

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

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

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

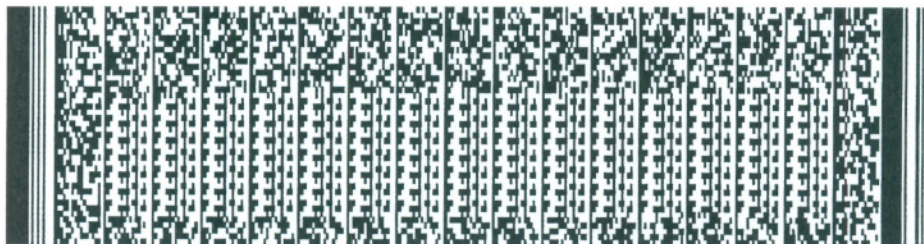
Part III Amendments

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

Part IV Coverage (See instructions.)

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule R (Form 5500) 2007



2 2 0 7 3 2 0 1 0 H



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

2007

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

For calendar plan year 2007 or fiscal plan year beginning	10/01/2007	,	and ending	09/30/2008
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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
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Part I	Service Provider Information (see instructions)
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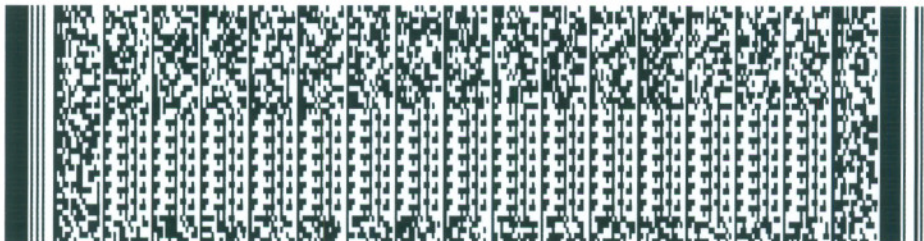
1	Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year:	1	41528636
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2 On the first item below list the contract administrator, if any, as defined 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	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)	
SUBSIDIARY		63538892	13	

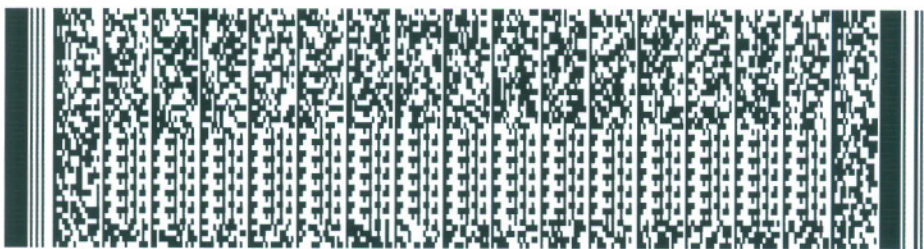
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule C (Form 5500) 2007



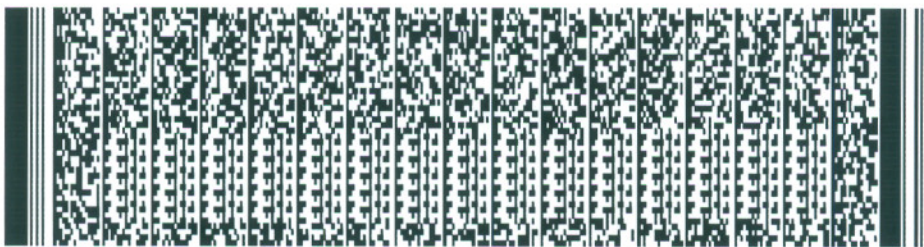
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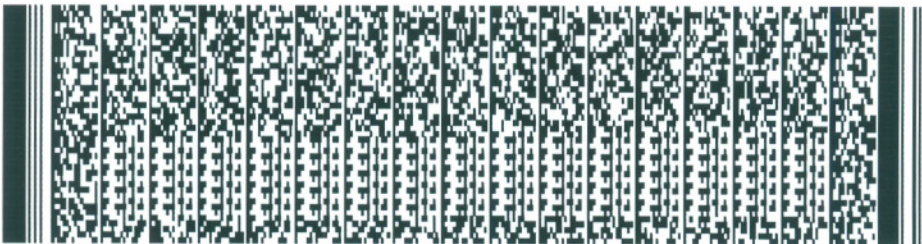
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
JP MORGAN CHASE	51-0023346	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		20721142	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		11022668	18
(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		8915234	21



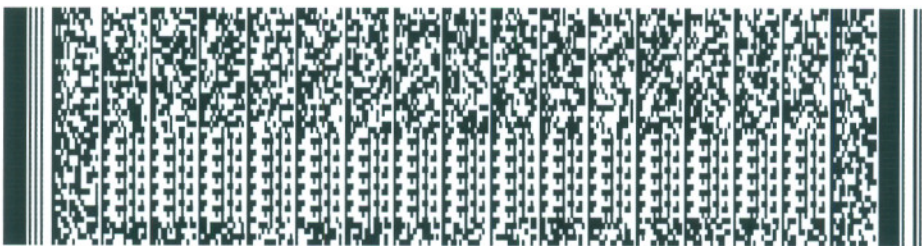
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GRANTHAM, MAYO, VAN OTTER	04-2691242	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		8351642	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		8083888	21
(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		7979981	21



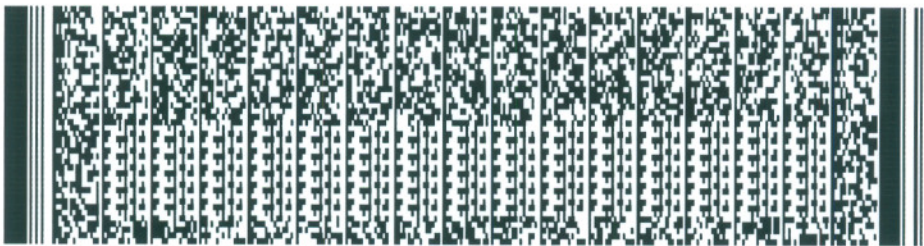
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
WELLINGTON MANAGEMENT CO	04-2683227	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		7473582	21
(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		6607320	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PERFORMANCE EQUITY MANAGEMENT	13-3752730	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 JOINT VENTURE		6120903	21



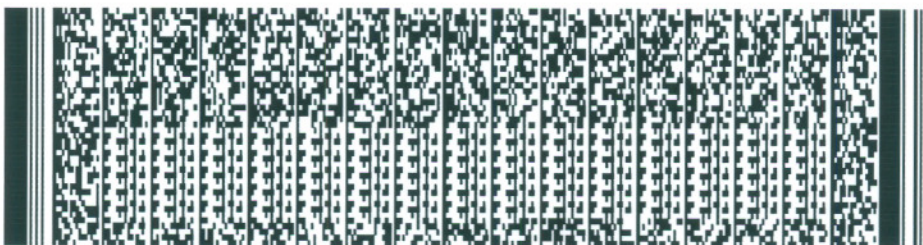
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NUMERIC INVESTORS	23-2840992	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		5480985	21
(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		5385668	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		5042569	21



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
FIRST QUADRANT	95-4562891	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3901075	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MORGAN STANLEY	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		3811534	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		3412166	21



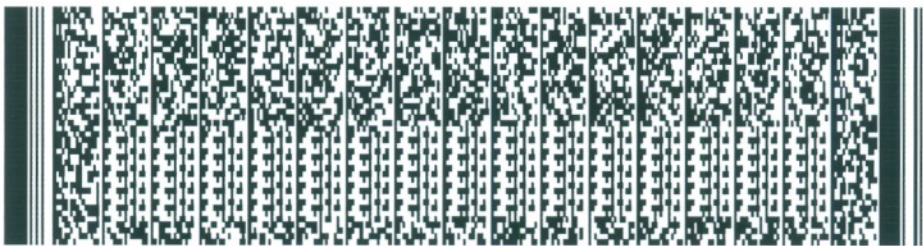
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BOGLE INVESTMENT MGMT.	23-2640992	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3322479	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
KIRKLAND & ELLIS	36-1326630	LEGAL	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		3279943	22
(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		3179808	21



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AEW	54-2050223	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		3034759	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		2980374	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BAILLIE GRIFFORD 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		2715284	21



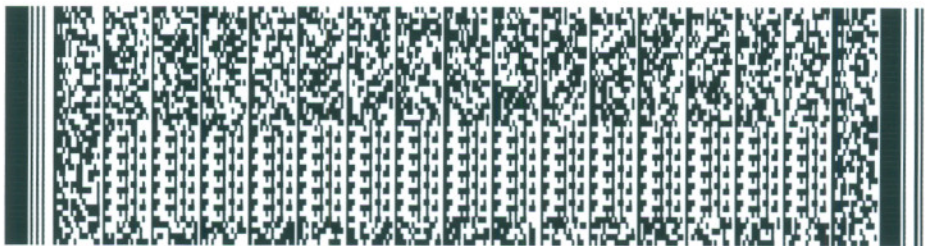
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
NOMURA ASSET MGMT	13-2866631	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2687643	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		2563530	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BATTERYMARCH FINANCIAL MGMT	23-2186884	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		2544003	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		2430185	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
GENESIS ASSET MANAGERS LIMITED	22-3315669	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		2259925	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AXA ROSENBERG INVESTMENT MGMT	94-3149038	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		2219338	21



(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		2112344	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
COGENT PARTNERS	33-6032427	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		1773571	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
AIG GLOBAL INVESTMENT CORP.	23-2188884	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		1762889	21



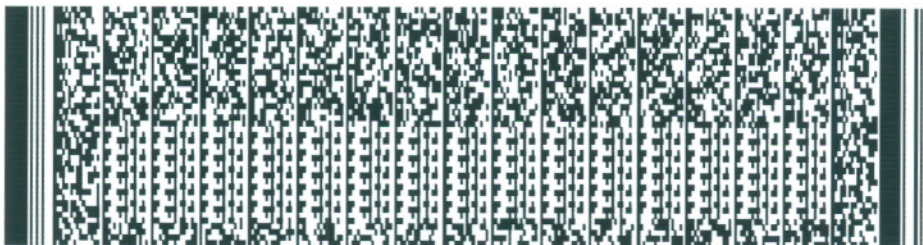
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MARTINGALE ASSET MANAGEME	65-6424652	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1682130	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MARTIN CURRIE INC.	04-2723880	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		1676673	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
STONE HARBOR INV. PARTNERS	95-6981817	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		1588232	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		1567503	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
EBERGING MARKETS MANAGEMENT	15-0046587	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		1508412	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
BABSON CAPITAL MANAGEMENT	20-1283482	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		1504247	21



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
DELOITTE & TOUCHE LLP	51-0033500	AUDITING	
(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		1490696	10
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
PUTNAM INVESTMENTS	04-2539558	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		1479337	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
UBS GLOBAL ASSET MANAGER	36-6862672	INVESTMENT MANAGER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		1443713	21



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: _____

