



General Motors Corporation

Capital Structure

General Motors Corp. (GM) has issuances of three classes of common stock, with one class of common stock and several debt securities outstanding. Since December 30, 2008, GM has engaged in issuing debt and warrants to the Federal Reserve Bank of New York as consideration for government assistance. While GM has preferred stock authorized and registered none has been issued.

GM uses credit facilities to augment its capital raising capabilities. As of June 30, 2008, GM had \$7.6B of unused credit capacity, of which \$5B was available in the US, \$1.1B was available in other countries and \$1.5B was available through its joint ventures. GM has subsequently drawn \$1B on July 1, 2008 and drew down \$3.4B on September 24, 2008 from its \$4.5B secured credit facility. As of March 31, 2009, GM's available unused credit capacity had decreased to \$0.4B, of which \$0.2B was available in the US.

In an attempt to boost its capital resources, GM has recently engaged in multiple sales of assets. On November 17, 2008, GM announced the sale of their equity interest in Suzuki Motors. In August 2007, GM completed the sale of the commercial and military operations of Allison for \$5.6B resulting in a gain of \$5.3B (\$4.3B after-tax). April 2006 began the sale of 51% interest in GMAC LLC for the purchase price of \$7.4B which completed in November 2006. A \$1.5B sale of 79% of GMAC Commercial Mortgage occurred in March of 2006.

On July 15, 2008, GM announced several initiatives aimed at conserving or generating \$15B, including raising \$4-7B through asset sales and financing activities.



GM has a total debt of \$54.4B, \$25.5B of which is short-term debt, outstanding as of March 31, 2009. Between May and July, DBRS, Fitch, Moody's and S&P credit rating agencies have taken actions in connection with GM's fixed income securities, ranging from placing the ratings under review to actually downgrading the rating.

GM has funding commitments to GMAC, through a participation agreement, and to the UAW Related Account pursuant to the settlement agreement.

Starting on November 18, 2008, GM, along with other American automotive manufacturers, has been petitioning Congress for financial aid. GM prepared presentations to Congress on November 18, 2008 and December 2, 2008. These petitions lead to several capital injections via loan agreement by the Department of the Treasury. The financing provided by the US Government starting on January 7, 2009 has allowed GM to start restructuring the company outside of bankruptcy protection.

The restructuring efforts by GM have included renegotiations with the Canadian Autoworkers Union, the United Autoworkers and an exchange offer of common for debt that commenced on April 27, 2009, which ultimately failed to receive noteholder approval. This has lead GM to exploring a possible Federal Government sponsored 363 Sale.

The following listing covers the documentation of securities issued and traded on the American and other markets as reported to the SEC. No international or private issuances have been researched beyond SEC documentation.

We have multiple International Offering Memorandums available upon request.

TABLE OF CONTENTS

PART I –COMMON STOCK 6

1. AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	7
2. AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	19
3. AMENDED AND RESTATED BYLAWS	22
4. BYLAWS AS OF DECEMBER 19, 2008	51
5. MOST RECENT PROSPECTUS ISSUING CLASS H COMMON STOCK	80
6. MOST RECENT PROSPECTUS FOR RESALE OF CLASS E COMMON STOCK	182
7. MOST RECENT PROSPECTUS ISSUING \$1 2/3 PAR VALUE COMMON STOCK (REINVESTMENT PLAN)	296
8. MOST RECENT PROSPECTUS ISSUING COMMON STOCK IN EXCHANGE FOR OUTSTANDING DEBT	314

PART II - INDENTURES 584

1. INDENTURE, DATED AS OF NOVEMBER 15, 1990, BETWEEN GENERAL MOTORS CORP AND CITIBANK, N.A.	585
2. INDENTURE, DATED AS OF DECEMBER 7, 1995, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	694
3. FIRST SUPPLEMENTAL INDENTURE, DATED AS OF MARCH 4, 2002, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	748
4. SECOND SUPPLEMENTAL INDENTURE, DATED AS OF NOVEMBER 5, 2002, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	756
5. THIRD SUPPLEMENTAL INDENTURE, DATED AS OF NOVEMBER 5, 2002, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	761
6. FOURTH SUPPLEMENTAL INDENTURE, DATED AS OF NOVEMBER 5, 2002, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	766
7. FIFTH SUPPLEMENTAL INDENTURE, DATED AS OF AUGUST 13, 2007, BETWEEN GENERAL MOTORS CORPORATION AND CITIBANK, N.A.	771
8. INDENTURE, DATED AS OF JANUARY 8, 2008, BETWEEN GENERAL MOTORS CORPORATION AND THE BANK OF NEW YORK	777
9. FIRST SUPPLEMENTAL INDENTURE, DATED AS OF FEBRUARY 22, 2008, BETWEEN GENERAL MOTORS CORPORATION AND THE BANK OF NEW YORK	843



10. SUBORDINATED INDENTURE, DATED AS OF JANUARY 8, 2008, BETWEEN GENERAL MOTORS CORPORATION AND THE BANK OF NEW YORK	860
PART III - DIVESTITURES	930
1. ASSET PURCHASE AGREEMENT FOR ALLISON TRANSMISSION	931
2. PURCHASE AND SALE AGREEMENT FOR GMAC	1019
3. AMENDED AND RESTATED STOCK PURCHASE AGREEMENT FOR GMAC COMMERICAL MORTGAGE	1121
4. 8-K ANNOUNCING SALE OF SUZUKI MOTORS	1245
PART IV - CREDIT FACILITIES	1258
1. AMENDED AND RESTATED CREDIT AGREEMENT, DATED JULY 20, 2006	1259
2. FIRST AMENDMENT AND CONSENT TO AMENDED AND RESTATED CREDIT AGREEMENT, DATED JULY 20, 2006	1374
3. TERM LOAN AGREEMENT DATED NOVEMBER 29, 2006	1400
4. FIRST AMENDMENT TO TERM LOAN AGREEMENT, DATED NOVEMBER 29, 2006	1515
5. 364 - DAY REVOLVING CREDIT AGREEMENT	1528
6. \$3.4B DRAW - 8-K DISCLOSURE	1588
7. TERM SHEET FOR AMENDED AND RESTATED AUTO AND FINANCE AGREEMENTS	1593
PART V - GOVERNMENT DOCUMENTS	1606
1. LOAN AND SECURITY AGREEMENT DATED DECEMBER 31, 2008	1607
2. SCHEDULES TO LOAN AND SECURITY AGREEMENT DATED DECEMBER 31, 2008	1719
3. FIRST AMENDMENT TO THE LOAN AND SECURITY AGREEMENT DATED DECEMBER 31, 2008	3497
4. SECOND AMENDMENT TO THE LOAN AND SECURITY AGREEMENT DATED DECEMBER 31, 2008	3504
5. GUARANTY AND SECURITY AGREEMENT DATED DECEMBER 31, 2008	3523
6. EQUITY PLEDGE AGREEMENT DATED DECEMBER 31, 2008	3541
7. WARRANT AGREEMENT DATED DECEMBER 31, 2008	3554
8. WARRANT DATED DECEMBER 31, 2008	3589



9. ADDITIONAL NOTE DATED DECEMBER 31, 2008	3607
10. COMMITMENT LETTER FOR RIGHTS OFFERING LIQUIDITY DATED DECEMBER 29, 2008	3613
11. LOAN AND SECURITY AGREEMENT DATED JANUARY 16, 2009	3631
12. FIRST AMENDMENT TO THE LOAN AND SECURITY AGREEMENT DATED JANUARY 16, 2009	3716
13. EQUITY PLEDGE AGREEMENT DATED JANUARY 16, 2009	3722
14. PROSPECTUS FILED JANUARY 29, 2009 FOR GOVERNMENT WARRANTS	3737
15. PROSPECTUS FILED JANUARY 30, 2009 FOR GOVERNMENT WARRANTS	3772
16. SECOND POST-CLOSING MATTERS LETTERS DATED FEBRUARY 19, 2009	3786

PART VI - OTHER **3795**

1. SETTLEMENT AGREEMENT BETWEEN GENERAL MOTORS CORPORATION AND UAW DATED FEBRUARY 21, 2008	3796
2. 8-K FILED MAY 22, 2009 DISCLOSING UAW AGREEMENT NEGOTIATIONS	3842
3. 8-K FILED MARCH 19, 2009 DISCLOSING CAW AGREEMENT NEGOTIATIONS	3850
4. PARTICIPATION AGREEMENT BETWEEN GENERAL MOTORS CORPORATION, CERBERUS RESCAP FINANCING AND GMAC LLC DATED JUNE 4, 2008	3855
5. MOST RECENT UNIVERSAL SHELF REGISTRATION	3881
6. MOST RECENT EXCHANGE OFFER REGISTRATION	3912
7. FINANCIAL DISCLOSURE FOR PERIOD ENDING MARCH 31, 2009	4143
8. 2009-2014 RESTRUCTURING PLAN	4294
9. RESTRUCTURING PROGRESS REPORT FOR APRIL 2009	4469
10. 8-K ANNOUNCING EXCHANGE OFFER EXPIRATION AND 363 SALE DISCUSSION	4488