UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004

Form 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-34960

GENERAL MOTORS COMPANY

(Exact Name of Registrant as Specified in its Charter)

STATE OF DELAWARE	**27-0756180**
(State or other jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*
300 Renaissance Center, Detroit, Michigan	**48265-3000**
(Address of Principal Executive Offices)	*(Zip Code)*

(313) 556-5000
(Registrant’s telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of April 27, 2012 the number of shares outstanding of common stock was 1,565,855,125 shares.

Website Access to Company's Reports

General Motors Company's internet website address is www.gm.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Exchange Act are available free of charge through our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission.

INDEX

Table of Contents

GENERAL MOTORS COMPANY AND SUBSIDIARIES

PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED INCOME STATEMENTS
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2012	2011
Net sales and revenue		
Automotive sales and revenue	$ 37,328	$ 35,899
GM Financial revenue	431	295
Total net sales and revenue	37,759	36,194
Costs and expenses		
Automotive cost of sales	32,910	31,685
GM Financial operating and other expenses	248	165
Automotive selling, general and administrative expense	2,973	2,994
Other automotive expenses, net	15	6
Goodwill impairment charges	617	395
Total costs and expenses	36,763	35,245
Operating income	996	949
Automotive interest expense	110	149
Interest income and other non-operating income, net	275	604
Loss on extinguishment of debt	18	—
Income before income taxes and equity income	1,143	1,404
Income tax expense	216	137
Equity income, net of tax and gain on disposal of investments	423	2,144
Net income	1,350	3,411
Net income attributable to noncontrolling interests	(35)	(45)
Net income attributable to stockholders	$ 1,315	$ 3,366
Net income attributable to common stockholders	$ 1,004	$ 3,151
Earnings per share		
Basic		
Basic earnings per common share	$ 0.64	$ 2.09
Weighted-average common shares outstanding	1,572	1,504
Diluted		
Diluted earnings per common share	$ 0.60	$ 1.77
Weighted-average common shares outstanding	1,692	1,817

Reference should be made to the notes to condensed consolidated financial statements.

GENERAL MOTORS COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Net income	$ 1,350	$ 3,411
Other comprehensive income, net of tax		
Foreign currency translation adjustments	63	37
Cash flow hedging gains, net	—	23
Unrealized loss on securities	(4)	—
Defined benefit plans, net	43	201
Other comprehensive income, net of tax	102	261
Comprehensive income	1,452	3,672
Less: comprehensive income attributable to noncontrolling interests	(44)	(56)
Comprehensive income attributable to stockholders	$ 1,408	$ 3,616

Reference should be made to the notes to condensed consolidated financial statements.

GENERAL MOTORS COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share amounts)
(Unaudited)

	March 31, 2012	December 31, 2011
ASSETS		
Current Assets		
Cash and cash equivalents	$ 17,378	$ 16,071
Marketable securities	14,686	16,148
Restricted cash and marketable securities	924	1,005
Accounts and notes receivable (net of allowance of $390 and $331)	12,485	9,964
GM Financial finance receivables, net (including gross finance receivables transferred to SPEs of $3,357 and $3,295)	3,314	3,251
Inventories	15,844	14,324
Equipment on operating leases, net	2,600	2,464
Other current assets and deferred income taxes	1,985	1,696
Total current assets	69,216	64,923
Non-current Assets		
Restricted cash and marketable securities	1,151	1,228
GM Financial finance receivables, net (including gross finance receivables transferred to SPEs of $5,742 and $5,773)	6,162	5,911
Equity in net assets of nonconsolidated affiliates	6,793	6,790
Property, net	24,275	23,005
Goodwill	28,433	29,019
Intangible assets, net	9,687	10,014
GM Financial equipment on operating leases, net (including assets transferred to SPEs of $373 and $274)	1,066	785
Other assets and deferred income taxes	3,411	2,928
Total non-current assets	80,978	79,680
Total Assets	$ 150,194	$ 144,603
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable (principally trade)	$ 27,576	$ 24,551
Short-term debt and current portion of long-term debt		
Automotive (including certain debt at GM Korea of $116 and $171; Note 11)	1,557	1,682
GM Financial	3,793	4,118
Accrued liabilities (including derivative liabilities at GM Korea of $26 and $44; Note 11)	23,651	22,875
Total current liabilities	56,577	53,226
Non-current Liabilities		
Long-term debt		
Automotive	3,828	3,613
GM Financial	5,046	4,420
Postretirement benefits other than pensions	6,832	6,836
Pensions	25,017	25,075
Other liabilities and deferred income taxes	12,754	12,442
Total non-current liabilities	53,477	52,386
Total Liabilities	110,054	105,612
Commitments and contingencies (Note 17)		
Equity		
Preferred stock, $0.01 par value, 2,000,000,000 shares authorized:		
Series A (276,101,695 shares issued and outstanding (each with a $25.00 liquidation preference) at March 31, 2012 and December 31, 2011)	5,536	5,536
Series B (100,000,000 shares issued and outstanding (each with a $50.00 liquidation preference) at March 31, 2012 and December 31, 2011)	4,855	4,855
Common stock, $0.01 par value (5,000,000,000 shares authorized and 1,565,842,758 shares and 1,564,727,289 shares issued and outstanding at March 31, 2012 and December 31, 2011)	16	16
Capital surplus (principally additional paid-in capital)	26,334	26,391
Retained earnings	8,283	7,183
Accumulated other comprehensive loss	(5,768)	(5,861)
Total stockholders' equity	39,256	38,120
Noncontrolling interests	884	871
Total Equity	40,140	38,991
Total Liabilities and Equity	$ 150,194	$ 144,603

Reference should be made to the notes to condensed consolidated financial statements.

GENERAL MOTORS COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(In millions)
(Unaudited)

			Common Stockholders'					
	Series A Preferred Stock	**Series B Preferred Stock**	**Common Stock**	**Capital Surplus**	**Retained Earnings**	**Accumulated Other Comprehensive Income (Loss)**	**Noncontrolling Interests**	**Total Equity**
Balance December 31, 2010	$ 5,536	$ 4,855	$ 15	$ 24,257	$ 266	$ 1,251	$ 979	$ 37,159
Effect of adoption of amendments in ASU 2010-28 regarding goodwill impairment (Note 9)	—	—	—	—	(1,466)	—	—	(1,466)
Net income	—	—	—	—	3,366	—	45	3,411
Other comprehensive income	—	—	—	—	—	250	11	261
Purchase of noncontrolling interest shares	—	—	—	41	—	(7)	(134)	(100)
Stock based compensation	—	—	—	49	—	—	—	49
Cash dividends paid on Series A Preferred Stock and cumulative dividends on Series B Preferred Stock	—	—	—	—	(215)	—	—	(215)
Dividends declared or paid to noncontrolling interest	—	—	—	—	—	—	(18)	(18)
Other	—	—	—	—	—	—	5	5
Balance March 31, 2011	$ 5,536	$ 4,855	$ 15	$ 24,347	$ 1,951	$ 1,494	$ 888	$ 39,086
Balance December 31, 2011	$ 5,536	$ 4,855	$ 16	$ 26,391	$ 7,183	$ (5,861)	$ 871	$ 38,991
Net income	—	—	—	—	1,315	—	35	1,350
Other comprehensive income	—	—	—	—	—	93	9	102
Exercise of common stock warrants	—	—	—	3	—	—	—	3
Stock based compensation	—	—	—	(60)	—	—	—	(60)
Cash dividends paid on Series A Preferred Stock and cumulative dividends on Series B Preferred Stock	—	—	—	—	(215)	—	—	(215)
Dividends declared or paid to noncontrolling interest	—	—	—	—	—	—	(28)	(28)
Other	—	—	—	—	—	—	(3)	(3)
Balance March 31, 2012	$ 5,536	$ 4,855	$ 16	$ 26,334	$ 8,283	$ (5,768)	$ 884	$ 40,140

Reference should be made to the notes to condensed consolidated financial statements.

GENERAL MOTORS COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2012	**2011**
Net cash provided by (used in) operating activities	$ 2,499	$ (377)
Cash flows from investing activities		
Expenditures for property	(1,994)	(1,322)
Available-for-sale marketable securities, acquisitions	(2,368)	(7,287)
Trading marketable securities, acquisitions	(2,198)	(157)
Available-for-sale marketable securities, liquidations	4,027	4,262
Trading marketable securities, liquidations	1,694	159
Acquisition of companies, net of cash acquired	56	(1)
Operating leases, liquidations	8	16
Proceeds from sale of business units/investments, net	—	4,805
Increase in restricted cash and marketable securities	(176)	(189)
Decrease in restricted cash and marketable securities	315	243
Purchases of finance receivables	(1,369)	(1,135)
Principal collections and recoveries on finance receivables	1,016	954
Net purchases of leased vehicles	(304)	(320)
Other investing activities	1	11
Net cash provided by (used in) investing activities	(1,292)	39
Cash flows from financing activities		
Net increase (decrease) in short-term debt	(146)	119
Proceeds from issuance of debt (original maturities greater than three months)	2,394	2,141
Payments on debt (original maturities greater than three months)	(2,057)	(1,714)
Payments to acquire noncontrolling interest	—	(100)
Dividends paid	(217)	(221)
Proceeds from issuance of stock	3	—
Other financing activities	(5)	(18)
Net cash provided by (used in) financing activities	(28)	207
Effect of exchange rate changes on cash and cash equivalents	128	183
Net increase in cash and cash equivalents	1,307	52
Cash and cash equivalents at beginning of period	16,071	21,256
Cash and cash equivalents at end of period	$ 17,378	$ 21,308

Reference should be made to the notes to condensed consolidated financial statements.

Note 1. Nature of Operations

General Motors Company, is sometimes referred to in this Quarterly Report on Form 10-Q as “we,” “our,” “us,” “ourselves,” the “Company,” “General Motors,” or “GM.” General Motors Corporation is sometimes referred to in this Quarterly Report on Form 10-Q, for the periods on or before July 9, 2009, as “Old GM.” Old GM was renamed Motors Liquidation Company (MLC), which was dissolved on December 15, 2011 and transferred its remaining assets and liabilities to the Motors Liquidation Company GUC Trust (GUC Trust).

We design, build and sell cars, trucks and automobile parts worldwide. We also provide automotive financing services primarily through General Motors Financial Company, Inc. (GM Financial).

We analyze the results of our business through our five segments: GM North America (GMNA), GM Europe (GME), GM International Operations (GMIO), GM South America (GMSA) and GM Financial. Nonsegment operations are classified as Corporate. Corporate includes investments in Ally Financial, Inc. (Ally Financial), certain centrally recorded income and costs, such as interest, income taxes and corporate expenditures and certain nonsegment specific revenues and expenses.

Note 2. Basis of Presentation and Recent Accounting Standards

The accompanying condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly they do not include all of the information and notes required by U.S. GAAP for complete financial statements. The accompanying condensed consolidated financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state our results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011 (2011 Form 10-K) as filed with the SEC.

Use of Estimates in the Preparation of the Financial Statements

The condensed consolidated financial statements are prepared in conformity with U.S. GAAP, which requires the use of estimates, judgments and assumptions that affect the amounts of assets and liabilities at the reporting date and the amounts of revenue and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and the resulting balances are reasonable; however, due to the inherent uncertainties in making estimates actual results could differ from the original estimates, requiring adjustments to these balances in future periods.

Change in Presentation of Financial Statements

In 2012 we changed the presentation of our condensed consolidated balance sheet, condensed consolidated statements of cash flows and certain footnotes to classify the assets and liabilities of GM Financial as current or non-current and to combine line items which were either of a related nature or not individually material. We have made corresponding reclassifications to the comparable information for all periods presented.

Venezuelan Exchange Regulations

Our Venezuelan subsidiaries utilize the U.S. Dollar as their functional currency because of the hyperinflationary status of the Venezuelan economy. The Venezuelan government has introduced foreign exchange control regulations which make it more difficult to convert Bolivar Fuerte (BsF) to U.S. Dollars. These regulations affect our Venezuelan subsidiaries' ability to pay non-BsF denominated obligations that do not qualify to be processed by the Venezuela currency exchange agency at the official exchange rates.

The aggregate net assets of our Venezuelan subsidiaries at March 31, 2012 and December 31, 2011 were $596 million and $438 million. At March 31, 2012 and December 31, 2011 other consolidated entities have receivables from our Venezuelan subsidiaries of $482 million and $380 million. The total amounts pending government approval for settlement at March 31, 2012 and December 31, 2011 were BsF 2.7 billion (equivalent to $633 million) and BsF 2.3 billion (equivalent to $535 million), for which some requests have been pending from 2007.

Significant Non-Cash Activity

Investing Cash Flows

The following table summarizes the amounts of non-cash property additions that have been excluded from Expenditures for property within the investing activities section of the condensed consolidated statements of cash flows because no cash has been expended (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Non-cash property additions	$ 1,927	$ 1,257

Recently Adopted Accounting Principles

In 2012 we adopted the provisions of Accounting Standards Update (ASU) 2011-05, “Presentation of Comprehensive Income” (ASU 2011-05) that requires presentation of all non-owner changes in equity in one continuous statement of comprehensive income or in two separate but consecutive statements. We elected to provide a separate statement of comprehensive income for all periods presented. The amendments in this update do not change the items that must be reported in other comprehensive income (OCI) or when an OCI item must be reclassified to net income. The adoption of ASU 2011-05 did not affect our condensed consolidated statements of financial position, results of operations and cash flows.

ASU 2011-05 was modified in December 2011 by the issuance of ASU 2011-12, “Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.” This update indefinitely defers certain provisions of ASU 2011-05 that require the disclosure of the amount of reclassifications of items from OCI to net income by component of net income and by component of OCI.

Note 3. Acquisition of Businesses

Acquisition of GMAC South America LLC

In March 2012 we acquired from Ally Financial for cash of $29 million 100% of the outstanding equity interests of GMAC South America LLC whose only asset is GMAC de Venezuela CA (GMAC Venezuela) comprising the business and operations of Ally Financial in Venezuela. This acquisition provides us with a captive finance offering in Venezuela which we believe is important in maintaining market position and will provide continued sources of financing for our Venezuela dealers and customers.

We recorded the fair value of the assets acquired and liabilities assumed as of March 1, 2012, the date we obtained control, and have included GMAC Venezuela's results of operations and cash flows from that date forward. The following table summarizes the amounts recorded in connection with the acquisition of GMAC Venezuela, which are included in our GMSA segment (dollars in millions):

	March 1, 2012
Assets acquired and liabilities assumed	
Cash	$ 79
Other assets	11
Liabilities	(11)
Bargain purchase gain	(50)
Consideration paid	$ 29

We determined the excess of net assets acquired over consideration paid was attributable to the measurement differences between the BsF denominated assets and liabilities valued using the official foreign exchange rate, as required by U.S. GAAP, and the enterprise value which has been discounted to reflect the uncertainty surrounding our ability to convert the BsF to U.S. Dollars and the risks of operating in a politically unstable country. The measurement differences do not qualify to be recorded in the application of the acquisition method of accounting, and we recorded the excess of net assets acquired over the consideration paid as a bargain purchase gain. The bargain purchase gain was recorded in Interest and other non-operating income, net. We did not provide pro forma financial information because we do not believe the information is material.

Acquisition of Additional GM Korea Interests

In March 2011 we completed the acquisition of an additional 6.9% interest in GM Korea Company (GM Korea) for cash of $100 million. The transaction was accounted for as an equity transaction as we retain the controlling financial interest in GM Korea. This transaction reduced our equity attributable to Noncontrolling interests by $134 million and our Accumulated other comprehensive income by $7 million and increased our Capital surplus by $41 million. We now own 77.0% of the outstanding shares of GM Korea.

Note 4. Marketable Securities

We measure the fair value of our marketable securities using a market approach where identical or comparable prices are available, and an income approach in other cases. We obtain the majority of the prices used in this valuation from a pricing service. Our pricing service utilizes industry-standard pricing models that consider various inputs, including benchmark yields, reported trades, broker/dealer quotes, issuer spreads and benchmark securities as well as other relevant economic measures. We conduct an annual review of valuations provided by our pricing service, which includes discussion and analysis of the inputs used by the pricing service to provide prices for the types of securities we hold. These inputs include prices for comparable securities, bid/ask quotes, interest rate yields, and prepayment spreads. Based on our review we believe the prices received from our pricing service are a reliable representation of exit prices.

The following tables summarize information regarding marketable securities (dollars in millions):

	March 31, 2012						
		Unrealized			Fair Value Measurements on a Recurring Basis		
	Cost	Gains	Losses	Fair Value	Level 1	Level 2	Level 3
Cash and cash equivalents							
Available-for-sale securities							
U.S. government and agencies	$ 5,001	$ —	$ —	$ 5,001	$ —	$ 5,001	$ —
Sovereign debt	380	—	—	380	—	380	—
Certificates of deposit	438	—	—	438	—	438	—
Money market funds	981	—	—	981	981	—	—
Corporate debt	5,180	—	—	5,180	—	5,180	—
Total marketable securities classified as cash equivalents	$ 11,980	$ —	$ —	11,980	$ 981	$ 10,999	$ —
Cash, time deposits, and other cash equivalents				5,398			
Total cash and cash equivalents				$ 17,378			
Marketable securities - current							
Available-for-sale securities							
U.S. government and agencies	$ 3,622	$ 1	$ —	$ 3,623	$ —	$ 3,623	$ —
Sovereign debt	77	1	—	78	—	78	—
Certificates of deposit	42	—	—	42	—	42	—
Corporate debt	4,260	5	3	4,262	—	4,262	—
Total available-for-sale securities	$ 8,001	$ 7	$ 3	8,005	—	8,005	—
Trading securities							
Equity		$ 5	$ —	39	39	—	—
Sovereign debt(a)		91	8	6,565	—	6,565	—
Other debt		1	—	77	—	77	—
Total trading securities		$ 97	$ 8	6,681	39	6,642	—
Total marketable securities - current				14,686	39	14,647	—
Marketable securities - non-current							
Available-for-sale securities							
Equity(b)	$ 404	$ —	$ 5	399	399	—	—
Total marketable securities - non-current	$ 404	$ —	$ 5	399	399	—	—
Total marketable securities				$ 15,085	$ 438	$ 14,647	$ —
Restricted cash and marketable securities							
Available-for-sale securities							
Money market funds	$ 1,264	$ —	$ —	$ 1,264	$ 1,264	$ —	$ —
Sovereign debt	16	—	—	16	—	16	—
Other	163	—	—	163	—	163	—
Total marketable securities classified as restricted cash and marketable securities	$ 1,443	$ —	$ —	1,443	$ 1,264	$ 179	$ —
Restricted cash, time deposits, and other restricted cash equivalents				632			
Total restricted cash and marketable securities				$ 2,075			

(a) Unrealized gains/losses are primarily related to remeasurement of Canadian dollar (CAD) denominated securities.
(b) Represents our seven percent ownership in Peugeot S.A. (PSA) acquired in connection with our agreement with PSA to create a long-term and broad-scale global strategic alliance. The shares are subject to certain trading restrictions until May 29, 2012. The investment is recorded in Other assets and deferred income taxes.

	December 31, 2011						
		Unrealized		Fair	Fair Value Measurements on a Recurring Basis		
	Cost	Gains	Losses	Value	Level 1	Level 2	Level 3
Cash and cash equivalents							
Available-for-sale securities							
U.S. government and agencies	$ 239	$ —	$ —	$ 239	$ —	$ 239	$ —
Sovereign debt	490	—	—	490	—	490	—
Certificates of deposit	2,028	—	—	2,028	—	2,028	—
Money market funds	1,794	—	—	1,794	1,794	—	—
Corporate debt	5,112	—	—	5,112	—	5,112	—
Total available-for-sale securities	$ 9,663	$ —	$ —	9,663	1,794	7,869	—
Trading securities							
Sovereign debt(a)		$ 8	$ —	497	—	497	—
Total trading securities		$ 8	$ —	497	—	497	—
Total marketable securities classified as cash equivalents				10,160	$ 1,794	$ 8,366	$ —
Cash, time deposits, and other cash equivalents				5,911			
Total cash and cash equivalents				$ 16,071			
Marketable securities - current							
Available-for-sale securities							
U.S. government and agencies	$ 5,214	$ 2	$ —	$ 5,216	$ —	$ 5,216	$ —
Sovereign debt	143	—	—	143	—	143	—
Certificates of deposit	178	—	—	178	—	178	—
Corporate debt	4,566	3	4	4,565	—	4,565	—
Total available-for-sale securities	$ 10,101	$ 5	$ 4	10,102	—	10,102	—
Trading securities							
Equity		$ —	$ 5	34	34	—	—
Sovereign debt(a)		18	33	5,936	—	5,936	—
Other debt		1	2	76	—	76	—
Total trading securities		$ 19	$ 40	6,046	34	6,012	—
Total marketable securities - current				$ 16,148	$ 34	$ 16,114	$ —
Restricted cash and marketable securities							
Available-for-sale securities							
Money market funds	$ 1,363	$ —	$ —	$ 1,363	$ 1,363	$ —	$ —
Sovereign debt	15	—	—	15	—	15	—
Other	161	3	—	164	—	164	—
Total marketable securities classified as restricted cash and marketable securities	$ 1,539	$ 3	$ —	1,542	$ 1,363	$ 179	$ —
Restricted cash, time deposits, and other restricted cash equivalents				691			
Total restricted cash and marketable securities				$ 2,233			

(a) Unrealized gains/losses are primarily related to remeasurement of CAD denominated securities.

	March 31, 2012	December 31, 2011
Classification of Restricted cash and marketable securities		
Current	$ 924	$ 1,005
Non-current	1,151	1,228
Total restricted cash and marketable securities	$ 2,075	$ 2,233

We maintained trading securities of $84 million as compensating balances to support letters of credit of $70 million at March 31, 2012 and December 31, 2011. We have access to these securities in the normal course of business; however, the letters of credit may be withdrawn if the minimum collateral balance is not maintained.

Sales proceeds from investments in marketable securities classified as available-for-sale and sold prior to maturity were $427 million and $117 million in the three months ended March 31, 2012 and 2011.

The following table summarizes the amortized cost and the fair value of investments classified as available-for-sale within cash equivalents, marketable securities and restricted cash by contractual maturity at March 31, 2012 (dollars in millions):

	Amortized Cost	Fair Value
Due in one year or less	$ 16,897	$ 16,898
Due after one year through five years	2,144	2,148
Total contractual maturities of available-for-sale securities	$ 19,041	$ 19,046

Note 5. GM Financial Finance Receivables, net

The following table summarizes GM Financial finance receivables, net (dollars in millions):

	March 31, 2012	December 31, 2011
Current	$ 3,314	$ 3,251
Non-current	6,162	5,911
Total GM Financial finance receivables, net	$ 9,476	$ 9,162

The following table summarizes the components of GM Financial finance receivables, net (dollars in millions):

	March 31, 2012	December 31, 2011
Pre-acquisition finance receivables, outstanding balance	$ 3,675	$ 4,366
Pre-acquisition finance receivables, carrying amount	$ 3,358	$ 4,027
Post-acquisition finance receivables, net of fees	6,326	5,314
Total finance receivables	9,684	9,341
Less: allowance for loan losses on post-acquisition finance receivables	(208)	(179)
Total GM Financial finance receivables, net	$ 9,476	$ 9,162

The following table summarizes activity for finance receivables (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Pre-acquisition finance receivables, carrying amount, beginning of period	$ 4,027	$ 7,299
Post-acquisition finance receivables, beginning of period	5,314	924
Loans purchased	1,396	1,138
Charge-offs	(51)	(2)
Principal collections and other	(920)	(852)
Change in carrying amount adjustment on the pre-acquisition finance receivables	(82)	(166)
Balance at end of period	$ 9,684	$ 8,341

The following table summarizes the carrying amount and estimated fair value of GM Financial finance receivables, net (dollars in millions):

	March 31, 2012		December 31, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
GM Financial finance receivables, net	$ 9,476	$ 9,760	$ 9,162	$ 9,386

GM Financial determined the fair value of finance receivables using Level 2 and Level 3 inputs within a cash flow model. The Level 3 inputs reflect assumptions regarding expected prepayments, deferrals, delinquencies, recoveries and charge-offs of the loans within the finance receivable portfolio. The cash flow model produces an estimated amortization schedule of the finance receivables which is the basis for the calculation of the series of cash flows that derive the fair value of the portfolio. The series of cash flows are calculated and discounted using a weighted-average cost of capital using unobservable debt and equity percentages, an unobservable cost of equity and an observable cost of debt based on companies with a similar credit rating and maturity and maturity profile as the portfolio. Macroeconomic factors could negatively affect the credit performance of the portfolio and therefore could potentially affect the assumptions used in our cash flow model.

GM Financial purchases finance contracts from automobile dealers without recourse, and accordingly, the dealer has no liability to GM Financial if the consumer defaults on the contract. Finance receivables are collateralized by vehicle titles and GM Financial has the right to repossess the vehicle in the event the consumer defaults on the payment terms of the contract.

At March 31, 2012 and December 31, 2011 the accrual of finance charge income has been suspended on delinquent finance receivables based on contractual amounts due of $350 million and $439 million.

GM Financial reviews its pre-acquisition portfolio for differences between contractual cash flows and the cash flows expected to be collected from its initial investment in the pre-acquisition portfolio to determine if the difference is attributable, at least, in part to credit quality. At March 31, 2012 as a result of improvements in credit performance of the pre-acquisition portfolio, which resulted in an increase of expected cash flows of $167 million, GM Financial transferred the excess non-accretable discount to accretable yield. GM Financial will recognize this excess as finance charge income over the remaining life of the portfolio.

The following table summarizes accretable yield (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Balance at beginning of period	$ 737	$ 1,201
Accretion of accretable yield	(136)	(202)
Transfer from non-accretable discount	167	—
Balance at end of period	$ 768	$ 999

The following table summarizes the allowance for post-acquisition loan losses (dollars in millions):

	March 31, 2012	December 31, 2011
Current	$ 161	$ 136
Non-current	47	43
Total allowance for post-acquisition loan losses	$ 208	$ 179

The following table summarizes activity for the allowance for post-acquisition loan losses (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Balance at beginning of period	$ 179	$ 26
Provision for loan losses	48	39
Charge-offs	(51)	(2)
Recoveries	32	2
Balance at end of period	$ 208	$ 65

Credit Quality

Credit bureau scores, generally referred to as FICO scores, are determined during GM Financial's automotive loan origination process. The following table summarizes the credit risk profile of finance receivables by FICO score band, determined at origination (dollars in millions):

	March 31, 2012	December 31, 2011
FICO score less than 540	$ 2,371	$ 2,133
FICO score 540 to 599	4,356	4,167
FICO score 600 to 659	2,598	2,624
FICO score greater than 660	676	756
Balance at end of period(a)	$ 10,001	$ 9,680

(a) Balance at end of period is the sum of pre-acquisition finance receivables - outstanding balance and post-acquisition finance receivables, net of fees.

Delinquency

The following summarizes the contractual amount of finance receivables, which is not materially different than the recorded investment, more than 30 days delinquent, but not yet in repossession, and in repossession, but not yet charged off (dollars in millions):

	March 31, 2012		March 31, 2011	
	Amount	Percent of Contractual Amount Due	Amount	Percent of Contractual Amount Due
Delinquent contracts				
31-to-60 days	$ 318	3.2%	$ 333	3.8%
Greater-than-60 days	125	1.2%	135	1.5%
Total finance receivables more than 30 days delinquent	443	4.4%	468	5.3%
In repossession	25	0.3%	26	0.3%
Total finance receivables more than 30 days delinquent and in repossession	$ 468	4.7%	$ 494	5.6%

An account is considered delinquent if a substantial portion of a scheduled payment has not been received by the date such payment was contractually due. Delinquencies may vary from period to period based upon the average age of the portfolio, seasonality within the calendar year and economic factors.

Note 6. Securitizations

The following table summarizes securitization activity and cash flows from consolidated special purpose entities (SPEs) used for securitizations (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Receivables securitized	$ 1,916	$ 849
Net proceeds from securitization	$ 1,800	$ 800
Servicing Fees		
Variable interest entities	$ 59	$ 49
Net Distributions from Trusts		
Variable interest entities	$ 451	$ 143

GM Financial retains servicing responsibilities for receivables transferred to certain securitization SPEs. At March 31, 2012 and December 31, 2011 GM Financial serviced finance receivables that have been transferred to certain SPEs of $8.5 billion and $7.9 billion.

At March 31, 2012 a Canadian subsidiary of GM Financial serviced leased assets of $0.9 billion for a third party.

Note 7. Inventories

The following table summarizes the components of Inventories (dollars in millions):

	March 31, 2012	December 31, 2011
Productive material, supplies and work in process	$ 6,745	$ 6,486
Finished product, including service parts	9,099	7,838
Total inventories	$ 15,844	$ 14,324

Note 8. Equity in Net Assets of Nonconsolidated Affiliates

Nonconsolidated affiliates are entities in which an equity ownership interest is maintained and for which the equity method of accounting is used, due to the ability to exercise significant influence over decisions relating to their operating and financial affairs.

The following table summarizes information regarding Equity income, net of tax and gain on disposal of investments (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
China JVs	$ 419	$ 448
New Delphi (including gain on disposition)	—	1,727
Others	4	(31)
Total equity income, net of tax and gain on disposal of investments	$ 423	$ 2,144

We received dividends from nonconsolidated affiliates of $21 million and $0 in the three months ended March 31, 2012 and 2011. At March 31, 2012 and December 31, 2011 we had undistributed earnings including dividends declared but not received of $2.0 billion and $1.6 billion related to our nonconsolidated affiliates.

Investment in China JVs

The following table summarizes our direct ownership interests in our Chinese joint ventures, collectively referred to as China JVs:

	March 31, 2012	March 31, 2011
Shanghai General Motors Co., Ltd. (SGM)	49%	49%
Shanghai GM Norsom Motor Co., Ltd. (SGM Norsom)	25%	25%
Shanghai GM Dong Yue Motors Co., Ltd. (SGM DY)	25%	25%
Shanghai GM Dong Yue Powertrain (SGM DYPT)	25%	25%
SAIC-GM-Wuling Automobile Co., Ltd. (SGMW)	44%	44%
FAW-GM Light Duty Commercial Vehicle Co., Ltd. (FAW-GM)	50%	50%
Pan Asia Technical Automotive Center Co., Ltd.	50%	50%
Shanghai OnStar Telematics Co., Ltd. (Shanghai OnStar)	40%	40%
Shanghai Chengxin Used Car Operation and Management Co., Ltd. (Shanghai Chengxin Used Car)	33%	33%
SAIC General Motors Sales Co., Ltd. (SGMS)	49%	

Sales and income of our China JVs are not consolidated into our financial statements; rather, our proportionate share of the earnings of each joint venture is reflected as Equity income, net of tax and gain on disposal of investments.

SGM is a joint venture established in 1997 by Shanghai Automotive Industry Corporation (SAIC) (51%) and us (49%). SGM has interests in three other joint ventures in China: SGM Norsom, SGM DY and SGM DYPT. These three joint ventures are jointly held by SGM (50%), SAIC (25%) and us (25%). These four joint ventures are engaged in the production, import, and sale of a comprehensive range of products under the brands of Buick, Chevrolet and Cadillac. SGM also has interests in Shanghai OnStar (20%) and Shanghai Chengxin Used Car (33%).

SGMS is a joint venture established in November 2011 by SAIC (51%) and us (49%) to engage in the sales of the imported brands of Buick, Chevrolet and Cadillac and the sales of automobiles manufactured by SGM.

Sale of New Delphi

In March 2011 we sold our Class A Membership Interests in Delphi Automotive LLP (New Delphi) to New Delphi for $3.8 billion. The Class A Membership Interests sold represented 100% of our direct and indirect interests in New Delphi and 100% of New Delphi's Class A Membership Interests issued and outstanding. The sale terminated any direct and indirect obligation to loan New Delphi up to $500 million under a term loan facility established in October 2009 when New Delphi was created and the Class A Membership Interests were issued. New Delphi had not borrowed under this loan facility. In March 2011 we recorded a gain of $1.6 billion related to the sale in Equity income, net of tax and gain on disposal of investments. Our existing supply contracts with New Delphi were not affected by this transaction.

Investment in HKJV

In March 2011 the fair value of our investment in SAIC GM Investment Limited (HKJV) was determined to be less than its carrying amount. HKJV is our joint venture which controls our automotive operations in India. The loss in value was determined to be other than temporary and, therefore, we recorded an impairment charge of $39 million in the three months ended March 31, 2011. In addition we recorded other charges totaling $67 million related to our investment in the HKJV.

We have provided SAIC Motor Hong Kong Investment Limited (SAIC-HK), a 50% equity holder in HKJV, an option to not participate in future capital injections, which would otherwise be required under certain circumstances. Upon election to exercise the option SAIC-HK would be relieved from providing up to $173 million in future capital injections. The related option liability was $88 million and total unrealized losses were $64 million at March 31, 2012 and December 31, 2011.

A Monte Carlo option-pricing model was used to estimate the fair value of the option liability which is a Level 3 measure. The key inputs into the option pricing model were the expected volatility, risk-free rate, expected term, fair value of HKJV and expected amounts of the future funding requirement. The fair value estimate of the option is most sensitive to the fair value of HKJV, which is unobservable. A discounted cash flow methodology was utilized to estimate the fair value of HKJV. A decrease in the fair value of HKJV will result in an increase in the fair value of the option liability.

Transactions with Nonconsolidated Affiliates

Nonconsolidated affiliates are involved in various aspects of the development, production and marketing of cars, trucks and automobile parts. We purchase component parts and vehicles from certain nonconsolidated affiliates for resale to dealers. The following tables summarize the effects of transactions with nonconsolidated affiliates (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Results of Operations		
Automotive sales and revenue	$ 583	$ 835
Automotive purchases, net	$ 103	$ 792
Automotive selling, general and administrative expense	$ 2	$ 8
Automotive interest expense	$ 6	$ 5
Interest income and other non-operating income (expense), net	$ 15	$ (2)

	March 31, 2012	December 31, 2011
Financial Position		
Accounts and notes receivable, net	$ 2,167	$ 1,785
Accounts and notes payable	$ 347	$ 342
Deferred revenue and customer deposits	$ 154	$ 150

	Three Months Ended March 31,	
	2012	2011
Cash Flows		
Operating	$ 563	$ 63
Investing	$ (37)	$ —

Note 9. Goodwill

The following tables summarize the changes in the carrying amounts of Goodwill (dollars in millions):

	GMNA	GME	GMIO	GMSA	Total Automotive	GM Financial	Total
Balance at January 1, 2012	$ 26,399	$ 581	$ 610	$ 151	$ 27,741	$ 1,278	$ 29,019
Impairment charges	—	(590)	(27)	—	(617)	—	(617)
Effect of foreign currency translation and other	1	9	15	6	31	—	31
Balance at March 31, 2012	$ 26,400	$ —	$ 598	$ 157	$ 27,155	$ 1,278	$ 28,433
Accumulated impairment charges at December 31, 2011	$ —	$ (2,482)	$ (270)	$ —	$ (2,752)	$ —	$ (2,752)
Accumulated impairment charges at March 31, 2012	$ —	$ (3,072)	$ (297)	$ —	$ (3,369)	$ —	$ (3,369)

We adopted the provisions of ASU 2010-28 "When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts" (ASU 2010-28) on January 1, 2011 and performed Step 2 of the goodwill impairment testing analysis for our GME reporting unit which had a negative carrying amount resulting in the recognition of a cumulative-effect adjustment to Retained earnings. GME continued to have a negative carrying amount and because it was more likely than not further goodwill impairment existed at March 31, 2012 and 2011 we recorded further Goodwill impairment charges in the three months ended March 31, 2012 and 2011.

In the three months ended March 31, 2012 we determined that the carrying amount for our GM Korea reporting unit continued to exceed its fair value and that goodwill impairment existed. We recorded a Goodwill impairment charge in the three months ended March 31, 2012 within our GMIO segment.

The following tables summarize the Goodwill impairment charges recorded in the three months ended March 31, 2012 and 2011 (dollars in millions):

	Three Months Ended March 31, 2012						
	GMNA	GME	GMIO	GMSA	Total Automotive	GM Financial	Total
Impairment charges	$ —	$ 590	$ 27	$ —	$ 617	$ —	$ 617

	Three Months Ended March 31, 2011						
	GMNA	GME	GMIO	GMSA	Total Automotive	GM Financial	Total
Effect of Adoption of ASU 2010-28(a)	$ —	$ 1,466	$ —	$ —	$ 1,466	$ —	$ 1,466
Impairment charges	—	395	—	—	395	—	395
Total impairment of goodwill	$ —	$ 1,861	$ —	$ —	$ 1,861	$ —	$ 1,861

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(a) Impairment charges of $1.5 billion were recorded as a cumulative-effect adjustment to beginning Retained earnings upon the adoption of ASU 2010-28.

The Goodwill impairment charges recorded as a result of the initial adoption of ASU 2010-28 in the three months ended March 31, 2011 and the event-driven goodwill impairment tests in the three months ended March 31, 2012 and 2011 represent the net decreases in implied goodwill resulting primarily from decreases in the fair value-to-U.S. GAAP differences attributable to those assets and liabilities that gave rise to goodwill upon our application of fresh-start reporting, as discussed in Note 32 to our consolidated financial statements in our 2011 Form 10-K. The net decreases resulted primarily from a decrease in our nonperformance risk and an improvement in our incremental borrowing rates since July 10, 2009. At certain of the testing dates the net decrease also resulted from an increase in the high quality corporate bond rates utilized to measure our employee benefit obligations and a decrease in credit spreads between high quality corporate bond rates and market interest rates for companies with similar nonperformance risk. In addition, for the purpose of deriving an implied goodwill balance, deterioration in the business outlook for GME resulted in a reduction in the fair value of certain tax attributes and an increase in the fair value of estimated employee benefit obligations.

When performing our goodwill impairment testing, the fair values of our reporting units were determined based on valuation techniques using the best available information, primarily discounted cash flow projections. We make significant assumptions and estimates about the extent and timing of future cash flows, growth rates, market share and discount rates that represent unobservable inputs into our valuation methodologies. The cash flows are estimated over a significant future period of time, which makes those estimates and assumptions subject to a high degree of uncertainty. Where available and as appropriate, comparative market multiples and the quoted market price of our common stock are used to corroborate the results of the discounted cash flow method. Assumptions used in our discounted cash flow analysis that have the most significant effect on the estimated fair values of our reporting units include:

- Our estimated weighted-average cost of capital (WACC);
- Our estimated long-term growth rates; and
- Our estimate of industry sales and our market share.

The valuation methodologies utilized to perform our goodwill impairment testing were consistent with those used in our application of fresh-start reporting on July 10, 2009 and in subsequent annual or event-driven goodwill impairment tests and utilized Level 3 measures. Because the fair value of goodwill can be measured only as a residual amount and cannot be determined directly we calculated the implied goodwill for GME and GM Korea in the same manner that goodwill is recognized in a business combination pursuant to Accounting Standards Codification (ASC) 805, "Business Combinations." The valuations used in our goodwill impairment testing are reviewed internally by personnel with appropriate expertise and, when deemed necessary, third party specialists are utilized to assist in deriving certain unobservable inputs and/or calculating certain fair value estimates.

The following table summarizes the Goodwill balances and key assumptions, which are unobservable, utilized for each of our reporting units that required a Step 2 analysis (dollars and vehicles in millions):

	Goodwill(c)	WACC	Long-Term Growth Rates	Industry Sales(a)(b)		Market Share(a)(b)	
				2011/2012	2015/2016	2011/2012	2015/2016
GME - At January 1, 2011	$ 3,053	17.0%	0.5%	18.4	22.0	6.6%	7.4%
GME - At March 31, 2011	$ 1,661	16.5%	0.5%	18.4	22.0	6.6%	7.4%
GME - At March 31, 2012	$ 594	17.5%	0.5%	19.1	21.9	6.2%	6.3%
GM Korea - At March 31, 2012	$ 564	14.8%	3.0%	81.0	97.1	1.4%	1.1%

(a) Industry sales and market share for GM Korea are based on global industry volumes because GM Korea exports vehicles globally.
(b) GME amounts at January 1, 2011 and March 31, 2011 are 2011 through 2015 and GME amounts at March 31, 2012 are 2012 through 2016. GM Korea amounts are 2012 through 2015.
(c) Goodwill balance is before any adjustments for Goodwill impairment charges.

The WACCs considered various factors including bond yields, risk premiums and tax rates; the terminal values were determined using a growth model that applied a reporting unit's long-term growth rate to its projected cash flows beyond the forecast period; and industry sales and a market share for each reporting unit included annual estimates through the forecast period. In addition, minimum operating cash needs that incorporate specific business, economic and regulatory factors giving rise to varying cash needs were estimated.

During our Step 2 analyses we determined the fair values of these reporting units had not increased sufficiently to give rise to implied goodwill other than the goodwill arising from the fair value-to-U.S. GAAP differences attributable to those assets and liabilities that gave rise to goodwill upon our application of fresh-start reporting. On our testing dates our Step 2 analyses indicated GME's and GM Korea's implied goodwill was less than their recorded goodwill; therefore, Goodwill was adjusted at the various dates indicated in the table above.

Future goodwill impairments that may be material could be recognized should the recent economic uncertainty continue, our equity price decline on a sustained basis, global economies enter into another recession and industry growth stagnates, or should we release deferred tax asset valuation allowances in certain tax jurisdictions (which could occur in the near future if additional positive evidence becomes available).

In these circumstances future goodwill impairments would largely be affected by decreases in the fair value-to-U.S. GAAP differences that have occurred subsequent to our application of fresh-start reporting. The decrease may occur upon: (1) an improvement in our credit rating; (2) a decrease in credit spreads between high quality corporate bond rates and market interest rates thus resulting in a decrease in the spread between our employee benefit related obligations under U.S. GAAP and their fair values; and/or (3) a change in the fair values of our estimated employee benefit obligations. A decrease would also occur upon reversal of our deferred tax asset valuation allowances. Any decreases in the fair value-to-U.S. GAAP differences that result in goodwill impairment would have a negative effect on our earnings that could be material.

Our fair value estimates for event-driven impairment tests assume the achievement of the future financial results contemplated in our forecasted cash flows and there can be no assurance that we will realize that value. The estimates and assumptions used are subject to significant uncertainties, many of which are beyond our control, and there is no assurance that anticipated financial results will be achieved.

Note 10. Intangible Assets, net

The following table summarizes the components of Intangible assets, net (dollars in millions):

	March 31, 2012			December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Technology and intellectual property	$ 7,763	$ 5,393	$ 2,370	$ 7,751	$ 5,081	$ 2,670
Brands	5,440	414	5,026	5,410	374	5,036
Dealer network and customer relationships	2,169	354	1,815	2,138	322	1,816
Favorable contracts	519	220	299	514	200	314
Other	17	15	2	17	14	3
Total amortizing intangible assets	15,908	6,396	9,512	15,830	5,991	9,839
Non amortizing in process research and development	175		175	175		175
Total intangible assets	$ 16,083	$ 6,396	$ 9,687	$ 16,005	$ 5,991	$ 10,014

Amortization expense related to intangible assets was $398 million and $503 million in the three months ended March 31, 2012 and 2011.

The following table summarizes estimated amortization expense related to intangible assets in each of the next five years (dollars in millions):

	Estimated Amortization Expense
2013	$ 1,229
2014	$ 611
2015	$ 313
2016	$ 314
2017	$ 311

Note 11. Variable Interest Entities

Consolidated VIEs

Automotive

Variable interest entities (VIEs) that we do not control through a majority voting interest that are consolidated because we are the primary beneficiary include certain vehicle assembling, manufacturing and selling venture arrangements, the most significant of which is GM Egypt. At March 31, 2012 and December 31, 2011: (1) Total assets recognized for these consolidated VIEs were $493 million and $463 million, which were comprised of Cash and cash equivalents, Accounts and notes receivables, net, Inventories and Property, net; and (2) Total liabilities were $309 million and $298 million, which were comprised of Accounts payable (principally trade) and Accrued and other liabilities. Liabilities recognized as a result of consolidating VIEs generally do not represent claims against us or our other subsidiaries and assets recognized generally are for the benefit of the VIEs' operations and cannot be used to satisfy our obligations. In the three months ended March 31, 2012 and 2011 Total net sales and revenue recorded for these consolidated VIEs were $236 million and $110 million and Net income (loss) was $(5) million and $3 million.

GM Korea, a non-wholly owned consolidated subsidiary that we control through a majority voting interest, is also a VIE because in the future it may require additional subordinated financial support. The creditors of GM Korea's short-term debt of $116 million and $171 million, current derivative liabilities of $26 million and $44 million and long-term debt of $6 million and $7 million at March 31, 2012 and December 31, 2011 do not have recourse to our general credit. In February 2011 we provided a guarantee to a minority shareholder in GM Korea to repurchase GM Korea's preferred shares according to the redemption schedule should GM Korea not repurchase the shares. This guarantee decreased the amount of long-term debt which did not have recourse to our general credit in the three months ended March 31, 2011.

Automotive Financing - GM Financial

GM Financial finances its loan and lease origination volume through the use of credit facilities and securitization trusts that issue asset-backed securities to investors. GM Financial retains a residual interest in these entities and is not required to provide any additional financial support to its sponsored credit facilities and securitization SPEs. The SPEs are considered VIEs because they do not have sufficient equity at risk and are consolidated because GM Financial has the power over those activities that most significantly affect the economic performance of the SPEs. The finance receivables, leased assets and other assets held by these subsidiaries are not available to our creditors or creditors of our other subsidiaries. Refer to Notes 5, 6 and 13 for additional information on GM Financial's involvement with the SPEs.

Nonconsolidated VIEs

Automotive

VIEs that are not consolidated include certain vehicle assembling, manufacturing and selling venture arrangements and other automotive related entities to which we provided financial support including Ally Financial and HKJV. We concluded these entities are VIEs because they do not have sufficient equity at risk or may require additional subordinated financial support. We currently lack the power through voting or similar rights to direct those activities of these entities that most significantly affect their economic performance. Our variable interests in these nonconsolidated VIEs include accounts and notes receivable, equity in net assets, guarantees and financial support, some of which were provided to certain current or previously divested suppliers in order to ensure that supply needs for production were not disrupted due to a supplier's liquidity concerns or possible shutdowns.

The following table summarizes the amounts recorded for nonconsolidated VIEs and the related off-balance sheet guarantees and maximum exposure to loss, excluding Ally Financial that is disclosed in Note 22 (dollars in millions):

	March 31, 2012		December 31, 2011	
	Carrying Amount	Maximum Exposure to Loss	Carrying Amount	Maximum Exposure to Loss
Assets				
Accounts and notes receivable, net	$ 8	$ 8	$ 1	$ 1
Equity in net assets of nonconsolidated affiliates	193	189	190	186
Other assets	1	1	1	1
Total assets	$ 202	$ 198	$ 192	$ 188
Liabilities				
Other liabilities	$ 197		$ 198	
Off-Balance Sheet				
Loan commitments		$ 15		$ 15
Other liquidity arrangements(a)		227		220
Total off-balance sheet arrangements		$ 242		$ 235

(a) Amounts at March 31, 2012 and December 31, 2011 represented additional contingent future capital funding requirements related to HKJV.

Refer to Note 22 for additional information on Ally Financial, including our maximum exposure to loss under agreements with Ally Financial and our recorded investment in Ally Financial. Refer to Note 8 for additional information on our investment in HKJV.

Note 12. Depreciation, Amortization and Impairment Charges

The following table summarizes depreciation, amortization and impairment charges related to Property, net, Equipment on operating leases, net and GM Financial equipment on operating leases, net (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Depreciation and amortization of long-lived assets	$ 892	$ 928
Impairment charges of long-lived assets(a)	$ 31	$ 26
Depreciation of equipment on operating leases	$ 92	$ 80
Impairment charges of equipment on operating leases	$ 55	$ 39

(a) The fair value of related assets was determined to be $0 in the three months ended March 31, 2012 and 2011 measured utilizing Level 3 inputs. Fair value measurements of long-lived assets utilized projected cash flows discounted at a rate commensurate with the perceived business risks related to the assets involved.

The following table summarizes equipment on operating leases to daily rental car companies measured at fair value using Level 3 inputs on a nonrecurring basis (dollars in millions):

		Fair Value Measurements on a Nonrecurring Basis		
	Fair Value Measures	Level 1	Level 2	Level 3
Three months ended March 31, 2012	$ 937	$ —	$ —	$ 937
Three months ended March 31, 2011	$ 926	$ —	$ —	$ 926

Impairment of vehicles leased to daily rental car companies with guaranteed repurchase obligations is determined to exist if the expected cash flows are lower than the carrying amount of the vehicle. We have multiple, distinct portfolios of vehicles leased to rental car companies and may have multiple impairments within a period. Expected cash flows include all estimated net revenue and costs associated with the sale to daily rental car companies through disposal at auction. The fair value measurements are determined, reviewed and approved on a monthly basis by personnel with appropriate knowledge of transactions with daily rental car companies and auction transactions.

The following table summarizes the significant quantitative unobservable inputs and assumptions used in the fair value measurement of Equipment on operating leases, net in the three months ended March 31, 2012 (dollars in millions):

	Valuation Technique	Significant Unobservable Input	Amount
Impaired equipment on operating leases	Cash flow	Estimated net revenue	$ 960
		Estimated cost	$ 1,015

Note 13. Debt

Automotive

The following table summarizes the carrying amount and fair value of debt (dollars in millions):

	March 31, 2012	December 31, 2011
Carrying amount	$ 5,385	$ 5,295
Fair value(a)	$ 5,865	$ 5,467

(a) The fair value of debt included $4.7 billion measured utilizing Level 2 inputs and $1.2 billion measured utilizing Level 3 inputs at March 31, 2012. The fair value of debt included $4.4 billion measured utilizing Level 2 inputs and $1.1 billion measured utilizing Level 3 inputs at December 31, 2011

The Level 2 fair value measurements utilize a discounted cash flow model. The valuation is reviewed internally by personnel with appropriate expertise in valuation methodologies. This model utilizes observable inputs such as contractual repayment terms and benchmark forward yield curves plus a spread that is intended to represent our nonperformance risk for secured or unsecured obligations. We estimate our nonperformance risk using our corporate credit rating, the rating on our secured revolver, yields on traded bonds of companies with comparable credit ratings and risk profiles. We acquire the benchmark yield curves and nonperformance risk spread from independent sources that are widely used in the financial industry. In certain circumstances, we adjust the valuation of debt for additional nonperformance risk or potential prepayment probability scenarios. We may use a probability weighting of prepayment scenarios when the stated rate exceeds market rates and the instrument contains prepayment features. The prepayment scenarios are adjusted to reflect the views of market participants. The fair value measurements subject to additional adjustments for nonperformance risk or prepayment have been categorized within Level 3.

In the three months ended March 31, 2012 we prepaid and retired a debt obligation of $39 million with a carrying value of $21 million. We recorded a loss on extinguishment of debt of $18 million which primarily represented the unamortized debt discount.

Automotive Financing - GM Financial

The following table summarizes the current and non-current portion of debt (dollars in millions):

	March 31, 2012	December 31, 2011
Short-term debt and current portion of long-term debt	$ 3,793	$ 4,118
Long-term debt	5,046	4,420
Total GM Financial debt	$ 8,839	$ 8,538

The following table summarizes the carrying amount and fair value of debt (dollars in millions):

		March 31, 2012		December 31, 2011	
	Level	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Credit facilities					
Medium-term note facility	3	$ 254	$ 254	$ 294	$ 294
Syndicated warehouse facility	2	277	277	621	621
Lease funding facilities	2	248	248	181	181
Bank funding facility	2	—	—	3	3
Total credit facilities		779	779	1,099	1,099
Securitization notes payable					
Securitization notes payable	1	6,820	6,884	6,938	6,946
Private securitization 2012-PP1	3	739	744		
Total securitization notes payable		7,559	7,628	6,938	6,946
Senior notes and convertible senior notes(a)	2	501	531	501	511
Total GM Financial debt		$ 8,839	$ 8,938	$ 8,538	$ 8,556

(a) Senior notes and convertible senior notes are included in GM Financial Long-term debt.

The carrying value of the syndicated warehouse facility and lease funding facilities is considered to be a reasonable estimate of fair value because these facilities have variable rates of interest and maturities of approximately one year. The fair value of bank funding facility and senior notes and convertible senior notes are based on quoted market prices, when available. If quoted prices are not available, the market value is estimated by discounting future net cash flows expected to be settled using a current risk-adjusted rate.

GM Financial uses observable and unobservable inputs to estimate fair value of the medium-term note facility. Observable inputs are used regarding an advance rate on the receivables to generate an estimated debt amount as well as the interest rate used to calculate the series of estimated principal payments. Those series of interest payments are discounted using an unobservable interest rate based on the most recent securitization in order to estimate fair value which would approximate the replacement value.

Securitization notes payable includes the 2012-PP1 Trust, for which GM Financial uses observable and unobservable inputs to estimate fair value. Unobservable inputs are related to the structuring of the debt into various classes, which is based on public securitizations issued during the same time frame. Observable inputs are used by obtaining active prices based on the securitization debt issued during the same time frame. These observable inputs are then used to create expected market prices (unobservable input), which are then applied to the debt classes in order to estimate fair value which would approximate market value.

Credit Facilities

The following table summarizes further details regarding terms and availability of GM Financial's credit facilities at March 31, 2012 (dollars in millions):

	Facility Amount	Advances Outstanding	Assets Pledged	Restricted Cash Pledged(a)
Syndicated warehouse facility	$ 2,000	$ 277	$ 367	$ 7
U.S. lease warehouse facility(b)	$ 600	—	—	—
Canada lease warehouse facility(c)	$ 600	248	373	2
Medium-term note facility(d)		254	276	84
		$ 779	$ 1,016	$ 93

(a) These amounts do not include cash collected on finance receivables pledged of $29 million which is included in Restricted cash and marketable securities.
(b) In January 2012 GM Financial extended the maturity date of the lease warehouse facility for lease originations in the U.S. to January 2013. Borrowings on the facility are collateralized by leased assets.
(c) Borrowings on the facility are collateralized by leased assets. The facility amount represents CAD $600 million at March 31, 2012, and the advances outstanding amount represents CAD $248 million at March 31, 2012.
(d) The revolving period under this facility has ended and the outstanding debt balance will be repaid over time based on the amortization of the receivables pledged until October 2016 when any remaining amount outstanding will be due and payable.

Securitization Notes Payable

Securitization notes payable represents debt issued by GM Financial in securitization transactions. The following table summarizes securitization notes payable (dollars in millions):

	March 31, 2012					December 31, 2011
Year of Transactions	Maturity Dates(a)	Original Note Amounts	Original Weighted-Average Interest Rates	Total Receivables Pledged	Note Balance	Note Balance
2006	January 2014	$ 1,200	5.4%	$ —	$ —	$ 63
2007	April 2014 - March 2016	$ 1,000 - 1,500	5.3% - 5.5%	402	379	794
2008	October 2014 - April 2015	$ 500 - 750	6.0% - 10.5%	416	146	171
2009	January 2016 - July 2017	$ 227 - 725	2.7% - 7.5%	354	258	298
2010	June 2016 - April 2018	$ 200 - 850	2.2% - 3.8%	1,790	1,575	1,756
2011	February 2017 - March 2019	$ 800 - 1,000	2.4% - 2.9%	3,723	3,458	3,813
2012	June 2019 - July 2019	$ 800 - 1,000	2.5% - 2.9%	1,771	1,711	
				$ 8,456	7,527	6,895
Purchase accounting premium					32	43
Total securitization notes payable					$ 7,559	$ 6,938

(a) Maturity dates represent final legal maturity of securitization notes payable. Securitization notes payable are expected to be paid based on amortization of the finance receivables pledged to the trusts.

Note 14. Product Warranty Liability

The following table summarizes activity for policy, product warranty, recall campaigns and certified used vehicle warranty liabilities (dollars in millions):

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Balance at beginning of period	$ 6,600	$ 6,789
Warranties issued and assumed in period	864	725
Payments	(916)	(941)
Adjustments to pre-existing warranties	233	117
Effect of foreign currency translation	60	78
Balance at end of period	$ 6,841	$ 6,768

Note 15. Pensions and Other Postretirement Benefits

Contributions

We made a contribution in January 2011 to our U.S. hourly and salaried defined benefit pension plans of 61 million shares of our common stock valued at $2.2 billion for funding purposes at the time of contribution. The contributed shares qualified as a plan asset for funding purposes at the time of contribution and as a plan asset valued at $1.9 billion for accounting purposes in July 2011. This was a voluntary contribution above our funding requirements for the pension plans.

We continue to pursue various options to fund and derisk our pension plans, including continued changes to the pension asset portfolio mix to reduce funded status volatility and ceasing accrual of additional benefits in the U. S. salaried pension plan effective September 30, 2012. We are currently exploring other options that could result in a settlement of some of our pension liabilities.

Net Periodic Pension and OPEB Expense

The following tables summarize the components of net periodic pension and other postretirement benefits (OPEB) (income) expense (dollars in millions):

	Three Months Ended March 31, 2012			
	U.S. Plans Pension Benefits	Non-U.S. Plans Pension Benefits	U.S. Plans Other Benefits	Non-U.S. Plans Other Benefits
Service cost	$ 160	$ 92	$ 5	$ 5
Interest cost	1,080	277	59	16
Expected return on plan assets	(1,332)	(217)	—	—
Amortization of prior service credit	—	—	(29)	(2)
Recognized net actuarial loss	—	8	13	1
Curtailments, settlements, and other (gains) losses	(21)	28	—	—
Net periodic pension and OPEB (income) expense	$ (113)	$ 188	$ 48	$ 20

	Three Months Ended March 31, 2011			
	U.S. Plans Pension Benefits	Non-U.S. Plans Pension Benefits	U.S. Plans Other Benefits	Non-U.S. Plans Other Benefits
Service cost	$ 158	$ 96	$ 6	$ 9
Interest cost	1,229	301	67	52
Expected return on plan assets	(1,674)	(230)	—	—
Amortization of prior service credit	—	—	—	(2)
Recognition of net actuarial loss	—	—	1	—
Curtailments, settlements, and other losses	—	3	—	—
Net periodic pension and OPEB (income) expense	$ (287)	$ 170	$ 74	$ 59

Significant Plan Amendments, Benefit Modifications and Related Events

In January 2012 we amended the U.S. salaried pension plan to cease the accrual of additional benefits effective September 30, 2012. This amendment resulted in a curtailment which decreased the liability and decreased the net actuarial loss component of Accumulated other comprehensive income by $309 million. Active plan participants will receive additional contributions in the defined contribution plan starting in October 2012.

Remeasurements

In the three months ended March 31, 2012 certain pension plans in GME were remeasured as part of our Goodwill impairment testing, resulting in an increase of $150 million in Pensions and a pre-tax increase in the net actuarial loss component of Accumulated other comprehensive income.

In the three months ended March 31, 2011 certain pension plans in GME were remeasured as part of our Goodwill impairment testing, resulting in a decrease of $272 million in Pensions and a pre-tax increase in the net actuarial gain component of Accumulated other comprehensive income.

Refer to Note 9 for additional information on our Goodwill impairment.

Note 16. Derivative Financial Instruments and Risk Management

Automotive

Derivatives and Hedge Accounting

In accordance with our risk management policy, we enter into a variety of foreign currency exchange rate and commodity derivative contracts to manage our exposure to fluctuations in certain foreign currency exchange rates and commodity prices. At March 31, 2012 our derivative instruments consisted primarily of forward contracts and options. At March 31, 2012 and December 31, 2011 no outstanding derivative contracts were designated in hedging relationships. We manage our counterparty credit risk by monitoring the credit ratings of our counterparties and by requiring them to post collateral in certain circumstances. Certain of our agreements with counterparties require that we provide cash collateral. At March 31, 2012 and December 31, 2011 no collateral was posted related to derivative instruments, and we did not have any agreements with counterparties to derivative instruments containing covenants requiring the maintenance of certain credit rating levels or credit risk ratios that would require the posting of collateral in the event that such covenants are violated.

Fair Value of Derivatives

The following tables summarize fair value measurements of our derivative instruments measured on a recurring basis (dollars in millions):

	March 31, 2012				
	Derivative Assets			Derivative Liabilities	
	Notional	Current(a)	Non-Current(b)	Current(c)	Non-Current(d)
Foreign currency	$ 7,294	$ 68	$ —	$ 49	$ —
Commodity	3,240	16	9	2	—
Embedded	1,456	25	82	2	4
Total	$ 11,990	$ 109	$ 91	$ 53	$ 4

	December 31, 2011				
	Derivative Assets			Derivative Liabilities	
	Notional	Current(a)	Non-Current(b)	Current(c)	Non-Current(d)
Foreign currency	$ 6,507	$ 64	$ —	$ 46	$ —
Commodity	2,566	9	—	10	5
Embedded	1,461	28	124	1	5
Total	$ 10,534	$ 101	$ 124	$ 57	$ 10

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(a) Recorded in Other current assets and deferred income taxes.
(b) Recorded in Other assets and deferred income taxes.
(c) Recorded in Accrued liabilities.
(d) Recorded in Other liabilities and deferred income taxes.

	March 31, 2012				December 31, 2011			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Foreign currency	$ —	$ 68	$ —	$ 68	$ —	$ 64	$ —	$ 64
Commodity	—	9	16	25	—	9	—	9
Embedded	—	3	104	107	—	4	148	152
Total	$ —	$ 80	$ 120	$ 200	$ —	$ 77	$ 148	$ 225
Liabilities								
Foreign currency	$ —	$ 49	$ —	$ 49	$ —	$ 46	$ —	$ 46
Commodity	—	2	—	2	—	5	10	15
Embedded	—	6	—	6	—	6	—	6
Total	$ —	$ 57	$ —	$ 57	$ —	$ 57	$ 10	$ 67

We measure the fair value our portfolio of foreign currency, commodity and embedded derivatives using industry accepted models. The significant Level 2 inputs used in the valuation of our derivatives include spot rates, forward rates, volatility and interest rates. These inputs are obtained from pricing services, broker quotes and other sources.

We entered into a power plant lease agreement which included the purchase of natural gas at a fixed price adjusted for movements in heavy fuel oil and coal indices as published by a German governmental agency. The natural gas agreement was determined to be a derivative for accounting purposes and is valued as a forward contract. This commodity derivative valuation uses Level 3 inputs. The significant unobservable inputs used in the fair value measurement of our commodity derivative are coal and heavy fuel oil forward rates and supplier credit spreads. Significant increases (decreases) in the coal and heavy fuel oil index and supplier credit spread would result in significant decreases (increases) to the fair value measurement.

We are party to a long-term supply agreement which provides for pricing to be partially denominated in a currency other than the functional currency of the parties to the contract. This pricing feature was determined to be an embedded derivative which we have bifurcated for valuation and accounting purposes. This embedded derivative is valued using an industry accepted model which is considered a Level 3 input.

The significant unobservable inputs used in the fair value measurement of our embedded foreign currency derivative is the estimate of the Turkish central bank's Euro (EUR)/Turkish Lira (TRY) forward exchange rate and monthly volume commitment and vehicle mix. Significant decreases (increases) to EUR/TRY forward exchange rate and monthly volume commitment and vehicle mix would result in significant decreases (increases) to the fair value measurement.

The valuations are performed, reviewed and approved by personnel with appropriate expertise in valuation methodologies. For certain derivatives we compare our own valuations with valuations prepared by independent outside parties.

The following table summarizes the significant quantitative unobservable inputs and assumptions used in the fair value measurement of the derivatives at March 31, 2012:

	Valuation Technique	Significant Unobservable Input	Metric
Commodity	Discounted cash flow	Coal forward price in EUR(a)	€106.22
		Heavy fuel oil forward price in EUR(a)	€512.78
		Supplier nonperformance risk (average)	3.68%
Embedded	Discounted cash flow	Average EUR/TRY forward exchange rate(b)	€2.86
		Volume commitment and vehicle mix in EUR(c)	€1.0 billion

(a) Forward prices are estimated to be equivalents of the spot price as published by a governmental agency.
(b) Calculated by adjusting market forward rates for the spread between current market and Turkish central bank spot prices.
(c) Volume commitment is spread evenly on a monthly basis and vehicle mix is pursuant to management forecasts.

The following table summarizes the activity for our derivative investments measured using Level 3 inputs (dollars in millions):

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
	Embedded	Commodity	Total	Embedded	Commodity	Total
Balance at beginning of period	$ 148	$ (10)	$ 138	$ —	$ —	$ —
Total realized/unrealized gains (losses)(a)						
Included in earnings	(43)	4	(39)	53	—	53
Included in other comprehensive income	4	—	4	4	—	4
Settlements	(5)	(2)	(7)	—	—	—
Issuances	—	24	24	—	—	—
Balance at end of period	$ 104	$ 16	$ 120	$ 57	$ —	$ 57
Amount of total gains (losses) in the period included in earnings attributable to the change in unrealized gains (losses) relating to assets still held at the reporting date	$ (47)	$ 5	$ (42)	$ 53	$ —	$ 53

(a) Realized and unrealized gains (losses) are recorded in Interest income and other non-operating income, net and foreign currency translation gains (losses) are recorded in Accumulated other comprehensive income.

Gains (Losses) on Derivatives

The following table summarizes derivative gains (losses) recorded in Interest income and other non-operating income, net (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Foreign currency	$ (16)	$ (10)
Commodity	(6)	—
Embedded	(43)	59
Warrants	—	4
Total gains (losses) recorded in earnings	$ (65)	$ 53

Other Derivatives

In February 2011 we exercised warrants to purchase 4 million shares of a supplier's common stock at $2.76 per share and sold the shares and received proceeds of $48 million.

Automotive Financing - GM Financial

GM Financial is exposed to market risks arising from adverse changes in interest rates due to floating interest rate exposure on its credit facilities and on certain securitization notes payable and manages this exposure with interest rate swaps and caps. GM Financial had interest rate swaps and caps in asset positions with notional amounts of $1.7 billion and $2.0 billion at March 31, 2012 and December 31, 2011. GM Financial had interest rate swaps and caps in liability positions with notional amounts of $1.7 billion and $2.0 billion at March 31, 2012 and December 31, 2011. The fair value of these derivative financial instruments is insignificant.

Note 17. Commitments and Contingencies

The following tables summarize information related to commitments and contingencies (dollars in millions):

	March 31, 2012		December 31, 2011	
	Liability Recorded	Maximum Liability(a)	Liability Recorded	Maximum Liability(a)
Guarantees(b)				
Operating leases	$ —	$ 9	$ —	$ 26
Ally Financial commercial loans	$ —	$ 28	$ —	$ 24
Third party commercial loans and other obligations	$ 8	$ 279	$ 7	$ 210
Other product-related claims	$ 54	$ 773	$ 53	$ 838

(a) Calculated as future undiscounted payments.
(b) Excludes residual support and risk sharing programs and vehicle repurchase obligations related to Ally Financial.

	March 31, 2012	December 31, 2011
	Liability Recorded	Liability Recorded
Environmental liability(a)	$ 171	$ 169
Product liability	$ 547	$ 514
Other litigation-related liability and tax administrative matters(b)	$ 1,274	$ 1,196

(a) Includes $32 million and $34 million recorded in Accrued liabilities at March 31, 2012 and December 31, 2011 and the remainder was recorded in Other liabilities and deferred income taxes.
(b) Consists primarily of indirect tax-related litigation as well as various non-U.S. labor related matters.

Guarantees

We have provided guarantees related to the residual value of certain operating leases. These guarantees terminate in years ranging from 2016 to 2035. Certain leases contain renewal options.

We provide payment guarantees on commercial loans made by Ally Financial and outstanding with certain third parties, such as dealers or rental car companies. These guarantees either expire in 2012 through 2029 or are ongoing. We determined the fair value ascribed to the guarantees at inception and subsequent to inception to be insignificant based on the credit worthiness of the third parties. Refer to Note 22 for additional information on guarantees that we provide to Ally Financial.

We have agreements with third parties that guarantee the fulfillment of certain suppliers' commitments and other obligations. These guarantees expire in 2012 through 2016 or are ongoing, or upon the occurrence of specific events.

In some instances, certain assets of the party whose debt or performance we have guaranteed may offset, to some degree, the cost of the guarantee. The offset of certain of our payables to guaranteed parties may also offset certain guarantees, if triggered. At March 31, 2012 any proceeds we would receive from collateral were insignificant.

In connection with certain divestitures of assets or operating businesses, we have entered into agreements indemnifying certain buyers and other parties with respect to environmental conditions pertaining to real property we owned. We periodically enter into agreements that incorporate indemnification provisions in the normal course of business. It is not possible to estimate our maximum exposure under these indemnifications or guarantees due to the conditional nature of these obligations. Immaterial amounts have been recorded for such obligations as the majority of them are not probable or estimable at this time, and the fair value of the guarantees at issuance was insignificant.

In addition to the guarantees and indemnifying agreements previously discussed, we indemnify dealers for certain product liability related claims as subsequently discussed.

With respect to other product-related claims involving products manufactured by certain joint ventures, we believe that costs incurred are adequately covered by recorded accruals. These guarantees terminate in years ranging from 2020 to 2026.

Environmental Liability

Automotive operations, like operations of other companies engaged in similar businesses, are subject to a wide range of environmental protection laws, including laws regulating air emissions, water discharges, waste management and environmental remediation. We are in various stages of investigation or remediation for sites where contamination has been alleged. We are involved in a number of actions to remediate hazardous wastes as required by federal and state laws. Such statutes require that responsible parties fund remediation actions regardless of fault, legality of original disposal or ownership of a disposal site.

The future effect of environmental matters, including potential liabilities, is often difficult to estimate. An environmental reserve is recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated. This practice is followed whether the claims are asserted or unasserted. Recorded liabilities are not reduced for possible recoveries from insurance carriers or other parties. Liabilities have been recorded for the expected costs to be paid over the periods of remediation for the applicable sites, which typically range from five to 30 years.

For many sites, the remediation costs and other damages for which we ultimately may be responsible may vary because of uncertainties with respect to factors such as the connection to the site or to materials there, the involvement of other potentially responsible parties, the application of laws and other standards or regulations, site conditions and the nature and scope of investigations, studies and remediation to be undertaken (including the technologies to be required and the extent, duration and success of remediation).

The final outcome of environmental matters cannot be predicted with certainty at this time. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information obtained. In future periods, new laws or regulations, advances in remediation technologies and additional information about the ultimate remediation methodology to be used could significantly change our estimates. It is possible that the resolution of one or more environmental matters could exceed the amounts accrued in an amount that could be material to our financial condition, results of operations and cash flows. At March 31, 2012 we estimate the remediation losses could range from $140 million to $330 million.

Product Liability

With respect to product liability claims involving our and Old GM's products, we believe that any judgment against us for actual damages will be adequately covered by our recorded accruals and, where applicable, excess liability insurance coverage. Although punitive damages are claimed in some of these lawsuits, and such claims are inherently unpredictable, accruals incorporate historic experience with these types of claims. Liabilities have been recorded for the expected cost of all known product liability claims plus an estimate of the expected cost for product liability claims that have already been incurred and are expected to be filed in the future for which we are self-insured. These amounts were recorded in Accrued liabilities.

We indemnify dealers for certain product liability related claims including products sold by Old GM. We monitor actual claims experience and make periodic adjustments to our estimates. Based on management's judgment concerning the projected number and value of both dealer indemnification obligations and product liability claims, we have applied actuarial methodologies and estimated the liability. We expect our product liability reserve to rise in future periods as new claims arise from incidents subsequent to July 9, 2009.

Other Litigation-Related Liability and Tax Administrative Matters

Various legal actions, governmental investigations, claims and proceedings are pending against us including matters arising out of alleged product defects; employment-related matters; governmental regulations relating to safety, emissions, and fuel economy; product warranties; financial services; dealer, supplier and other contractual relationships; tax-related matters not recorded pursuant to ASC 740, "Income Taxes" (indirect tax-related matters) and environmental matters.

With regard to the litigation matters discussed in the previous paragraph, reserves have been established for matters in which we believe that losses are probable and can be reasonably estimated, the majority of which are associated with indirect tax-related matters as well as various non-U.S. labor-related matters. Indirect tax-related matters are being litigated globally pertaining to value added taxes, customs, duties, sales, property taxes and other non-income tax related tax exposures. The various non-U.S. labor-related matters include claims from current and former employees related to alleged unpaid wage, benefit, severance, and other compensation matters. Certain South American administrative proceedings are indirect tax-related and may require that we deposit funds in escrow. Escrow deposits may range from $556 million to $772 million. Some of the matters may involve compensatory, punitive, or other treble damage claims, environmental remediation programs, or sanctions, that if granted, could require us to pay damages or make other expenditures in amounts that could not be reasonably estimated at March 31, 2012. We believe that appropriate accruals have been established for such matters based on information currently available. Reserves for litigation losses are recorded in Accrued liabilities and Other liabilities and deferred income taxes. Litigation is inherently unpredictable, however, and unfavorable resolutions could occur. Accordingly, it is possible that an adverse outcome from such proceedings could exceed the amounts accrued in an amount that could be material to our financial condition, results of operations and cash flows in any particular reporting period.

Commencing on or about September 29, 2010, current and former hourly employees of GM Korea filed six separate group actions in the Incheon District Court in Incheon, Korea. The cases allege that GM Korea failed to include certain allowances in its calculation of Ordinary Wages due under the Presidential Decree of the Korean Labor Standards Act. Although GM Korea intends to vigorously defend the claims asserted, at March 31, 2012 we have an accrual of 166 billion Korean Won (equivalent to $146 million) in connection with these cases. The current estimate of the value of plaintiffs' claims, if allowed in full, exceeds the accrual by 607 billion Korean Won (equivalent to $533 million) which represents the reasonably possible liability exposure. Both the scope of claims asserted and GM Korea's assessment of any or all of individual claim elements may change if new information becomes available.

On February 12, 2010 a claim was filed in the Ontario Superior Court of Justice against General Motors of Canada Limited (GMCL) on behalf of a purported class of over 200 former GMCL dealers (the Plaintiff Dealers) which had entered into wind-down agreements with GMCL. In May 2009, in the context of the global restructuring of the business and the possibility that GMCL might be required to initiate insolvency proceedings, GMCL offered the Plaintiff Dealers the wind-down agreements to assist with their exit from the GMCL dealer network and to facilitate winding down their operations in an orderly fashion by December 31, 2009 or such other date as GMCL approved but no later than on October 31, 2010. The Plaintiff Dealers allege that the Dealer Sales and Service Agreements were wrongly terminated by GMCL and that GMCL failed to comply with certain disclosure obligations, breached its statutory duty of fair dealing and unlawfully interfered with the Plaintiff Dealers' statutory right to associate in an attempt to coerce the Plaintiff Dealers into accepting the wind-down agreements. The Plaintiff Dealers seek damages and assert that the wind-down agreements are rescindable. The Plaintiff Dealers' initial pleading makes reference to a claim “not exceeding” CAD $750 million, without explanation of any specific measure of damages. On March 1, 2011 the court approved certification of a class for the purpose of deciding a number of specifically defined issues, including: (1) whether GMCL breached its obligation of "good faith" in offering the wind-down agreements; (2) whether GMCL interfered with the

Plaintiff Dealers' rights of free association; (3) whether GMCL was obligated to provide a disclosure statement and/or disclose more specific information regarding its restructuring plans in connection with proffering the wind-down agreements; and (4) assuming liability, whether the Plaintiff Dealers can recover damages in the aggregate (as opposed to proving individual damages). On June 22, 2011 the court granted GMCL permission to appeal the class certification decision. On March 26, 2012 the Ontario Superior Court dismissed GMCL's appeal of the class certification order. Accordingly the case will proceed as a class action. The current prospects for liability are uncertain, but because liability is not deemed probable, we have no accrual relating to this litigation. We cannot estimate the range of reasonably possible loss in the event of liability, as the case presents a variety of different legal theories, none of which GMCL believes are valid.

On April 6, 2010 the International Union, United Automobile, Aerospace and Agriculture Implement Workers of America (UAW) filed suit against us in the U.S. District Court for the Eastern District of Michigan claiming that we breached an obligation to contribute $450 million to the UAW Retiree Medical Benefits Trust (New VEBA). The UAW alleges that we were contractually required to make this contribution. The reasonably possible loss as defined by ASC 450 “Contingencies” is $450 million, which is the amount claimed, but we believe that the claim is without merit and we have no accrual relating to this litigation. We filed a motion in the U.S. Bankruptcy Court for the Southern District of New York (Bankruptcy Court) asserting that the UAW's claim is barred by the Bankruptcy Court approved 2009 UAW Retiree Settlement Agreement and by other orders issued by the Bankruptcy Court that preclude additional GM contributions to the New VEBA. We also maintain that Delphi Corporation's bankruptcy plan of reorganization did not fulfill the applicable conditions of the relevant agreement and therefore payment would not be due even in the absence of the 2009 UAW Retiree Settlement Agreement. On August 23, 2011, the Bankruptcy Court issued an opinion abstaining from hearing the case, which will accordingly be litigated in the U.S. District Court for the Eastern District of Michigan.

Liability Related to Contingently Issuable Shares

Under the Amended and Restated Master Sale and Purchase Agreement, as amended between us and Old GM and certain of its direct and indirect subsidiaries, we were obligated to issue additional shares of our common stock to MLC (Adjustment Shares) in the event that allowed general unsecured claims against MLC, as estimated by the Bankruptcy Court, exceed $35.0 billion. Following the dissolution of MLC on December 15, 2011, any Adjustment Shares we are obligated to issue will be issuable to the GUC Trust. The maximum number of Adjustment Shares issuable is 30 million shares (subject to adjustment to take into account stock dividends, stock splits and other transactions). The number of Adjustment Shares to be issued is calculated based on the extent to which estimated general unsecured claims exceed $35.0 billion with the maximum number of Adjustment Shares issued if estimated general unsecured claims total $42.0 billion or more. At March 31, 2012 and December 31, 2011 we concluded it was not probable that general unsecured claims would exceed $35.0 billion. We believe it is reasonably possible that general unsecured claims allowed against MLC will range between $32.5 billion and $36.0 billion.

GME Planned Spending Guarantee

As part of our Opel/Vauxhall restructuring plan agreed to with European labor representatives, we have committed to achieving specified milestones associated with planned spending from 2011 to 2014 on certain product programs. If we fail to accomplish the requirements set out under the agreement, we will be required to pay certain amounts up to Euro 265 million for each of those years, and/or interest on those amounts, to our employees. Certain inventory with a carrying amount of $215 million and $209 million at March 31, 2012 and December 31, 2011 was pledged as collateral under the agreement. Through March 31, 2012 spending was sufficient to meet the current requirements under the agreement and the specified milestones have been accomplished. Management has the intent and believes it has the ability to meet the future requirements under the agreement.

Note 18. Income Taxes

For interim income tax reporting we estimate our annual effective tax rate and apply it to our year to date ordinary income/loss. The tax effect of unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are reported in the interim period in which they occur. Tax jurisdictions with a projected or year to date loss for which a tax benefit cannot be realized are excluded.

In interim periods, income tax expense is comprised of two key elements: (1) the amount necessary to appropriately state the year to date estimated tax expense of entities included in our effective tax rate calculation, which is calculated as the difference between the amount currently estimated for the year to date period and the amount previously recorded in prior interim periods; and (2) the tax effect of unusual or infrequent items that occur in the period.

In the three months ended March 31, 2012 and 2011 income tax expense of $216 million and $137 million primarily resulted from tax expense attributable to entities included in our effective tax rate calculation. The recorded effective tax rate is lower than the applicable statutory tax rate due primarily to income earned in jurisdictions for which a full valuation allowance is recorded.

We file income tax returns in multiple jurisdictions and are subject to examination by taxing authorities throughout the world. We have open tax years from 2002 to 2011 with various significant tax jurisdictions. These open years contain matters that could be subject to differing interpretations of applicable tax laws and regulations as they relate to the amount, character, timing or inclusion of revenue and expenses or the sustainability of income tax credits for a given audit cycle. In addition the global nature of our operations means that transfer pricing disputes may arise.

In March 2012 a Mexican income tax audit covering the 2004 tax year was concluded and an assessment of $134 million including tax, interest and penalties was issued. The total 2002, 2003 and 2004 assessments as of March 31, 2012 including tax, interest and penalties is $307 million. We believe we have adequate reserves established. Collection of any assessment will be suspended until a revised assessment is issued and during any subsequent proceedings through U.S. and Mexican competent authorities.

At March 31, 2012 it is not possible to reasonably estimate the expected change to the total amount of unrecognized tax benefits in the next 12 months.

Note 19. Restructuring and Other Initiatives

We have previously executed various restructuring and other initiatives, and we plan to execute additional initiatives in the future, if necessary, in order to align manufacturing capacity and other costs with prevailing global automotive production and to improve the utilization of remaining facilities. Related charges are recorded in Automotive cost of sales and Automotive selling, general and administrative expense.

The following tables summarize the reserves related to restructuring and other initiatives (excluding restructuring reserves related to dealer wind-down agreements) and charges by segment, including postemployment benefit reserves and charges (dollars in millions):

	GMNA	GME	GMIO	GMSA	Total
Balance at January 1, 2012	$ 884	$ 687	$ 1	$ 12	$ 1,584
Additions	97	9	4	2	112
Interest accretion and other	3	22	(1)	—	24
Payments	(86)	(192)	—	(8)	(286)
Revisions to estimates	(12)	(2)	—	—	(14)
Effect of foreign currency	8	16	—	—	24
Balance at March 31, 2012(a)	$ 894	$ 540	$ 4	$ 6	$ 1,444

	GMNA	GME	GMIO	GMSA	Total
Balance at January 1, 2011	$ 1,135	$ 664	$ 3	$ —	$ 1,802
Additions	26	33	—	1	60
Interest accretion and other	7	24	—	—	31
Payments	(129)	(205)	(2)	(1)	(337)
Revisions to estimates	7	—	—	—	7
Effect of foreign currency	16	34	—	—	50
Balance at March 31, 2011(a)	$ 1,062	$ 550	$ 1	$ —	$ 1,613

(a) The remaining cash payments related to these reserves for restructuring and other initiatives, including temporary layoff benefits of $357 million and $362 million at March 31, 2012 and March 31, 2011 for GMNA, primarily relate to postemployment benefits.

Three Months Ended March 31, 2012

GMNA recorded charges, interest accretion and other and revisions to estimates primarily related to cash severance incentive programs for skilled trade U.S. hourly employees.

Our 2011 UAW labor agreement included cash severance incentive programs which were completed at March 31, 2012 for skilled trade U.S. hourly employees. A total of 1,400 skilled trade U.S. hourly employees participated in these programs at a total cost of $99 million and was recorded upon irrevocable acceptances by both parties. Substantially all of the program cost was recorded in the three months ended March 31, 2012.

GME recorded charges, interest accretion and other primarily related to previously announced separation and early retirement programs in Germany. Through March 31, 2012, the separation programs had a total cost of $313 million and affected a total of 1,900 employees. We expect to incur an additional $0.1 billion to complete these programs, which will affect an additional 350 employees. To the extent these programs involve voluntary separations, no liabilities are recorded until offers to employees are accepted. If employees are involuntarily terminated, a liability is recorded at the communication date.

Three Months Ended March 31, 2011

GMNA recorded charges, interest accretion and other and revisions to estimates that increased the reserves primarily related to skilled trades U.S. hourly employees who participated in a special attrition program.

GME recorded charges and interest accretion and other for separation programs primarily related to previously announced programs in Germany.

Dealer Wind-downs

We market vehicles worldwide through a network of independent retail dealers and distributors. We determined that a reduction in the number of GMNA dealerships was necessary.

The following table summarizes GMNA's restructuring reserves related to dealer wind-down agreements (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Balance at beginning of period	$ 25	$ 144
Additions and revisions to estimates	—	(6)
Payments	(3)	(80)
Balance at end of period	$ 22	$ 58

Note 20. Earnings Per Share

In the three months ended March 31, 2012 we were required to use the two-class method for calculating earnings per share, as further discussed below, as the applicable market value of our common stock was below $33.00 per common share in the period ended March 31, 2012.

Basic and diluted earnings per share are computed by dividing Net income attributable to common stockholders by the weighted-average common shares outstanding in the period. Diluted earnings per share is computed by giving effect to all potentially dilutive securities that were outstanding.

The following tables summarize basic and dilutive earnings per share (in millions, except for per share amounts):

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Basic earnings per share		
Net income attributable to stockholders(a)	$ 1,315	$ 3,366
Less: cumulative dividends on preferred stock and undistributed earnings allocated to Series B Preferred Stock participating security(b)	(311)	(215)
Net income attributable to common stockholders	$ 1,004	$ 3,151
Weighted-average common shares outstanding - basic	1,572	1,504
Basic earnings per common share	$ 0.64	$ 2.09
Diluted earnings per share		
Net income attributable to stockholders(a)	$ 1,315	$ 3,366
Less: cumulative dividends on preferred stock and undistributed earnings allocated to Series B Preferred Stock participating security(c)	(305)	(215)
Add: preferred dividends to holders of Series B Preferred Stock	—	59
Net income attributable to common stockholders	$ 1,010	$ 3,210
Weighted-average shares outstanding - diluted		
Weighted-average common shares outstanding - basic	1,572	1,504
Dilutive effect of warrants	116	162
Dilutive effect of conversion of Series B Preferred Stock	—	148
Dilutive effect of restricted stock units (RSUs)	4	3
Weighted-average common shares outstanding - diluted	1,692	1,817
Diluted earnings per common share	$ 0.60	$ 1.77

(a) Includes earned but undeclared dividends of $26 million on our Series A Preferred Stock and $20 million on our Series B Preferred Stock in the three months ended March 31, 2012 and 2011.
(b) Includes cumulative dividends on preferred stock of $215 million and earnings of $96 million that have been allocated to the Series B Preferred Stock holders in the three months ended March 31, 2012 and cumulative dividends on preferred stock of $215 million in the three months ended March 31, 2011.
(c) Includes cumulative dividends on preferred stock of $215 million and earnings of $90 million that have been allocated to the Series B Preferred Stock holders in the three months ended March 31, 2012 and cumulative dividends on preferred stock of $215 million in the three months ended March 31, 2011.

Three Months Ended March 31, 2012

We applied the two-class method to calculate basic earnings per share and the more dilutive of the two-class or the if-converted method to calculate diluted earnings per share. Under the two-class method for computing earnings per share, undistributed earnings are allocated to common stock and the Series B Preferred Stock according to their respective participation rights in undistributed earnings, as if all the earnings for the period had been distributed. This allocation to the Series B Preferred Stock holders reduced Net income attributable to common stockholders, resulting in a lower basic and dilutive earnings per share amount. Variability may result in our calculation of earnings per share from period to period depending on whether the application of the two-class method is required.

The application of the two-class method resulted in an allocation of undistributed earnings to our Series B Preferred Stock holders and, accordingly, 152 million common stock equivalents from the assumed conversion of the Series B Preferred Stock are not considered outstanding for purposes of determining the weighted-average common shares outstanding in the computation of diluted earnings per share.

MLC distributed all of its 272 million warrants for our common stock to its unsecured creditors and the GUC Trust. The warrant holders may exercise the warrants at any time prior to their respective expiration dates. Upon exercise of the warrants the shares issued will be included in the number of basic shares outstanding used in the computation of earnings per share.

Warrants to purchase 313 million shares of our common stock were outstanding at March 31, 2012, of which 46 million shares were not included in the computation of diluted earnings per share because the warrants' exercise price was greater than the average market price of the common shares. Under the treasury stock method, the assumed exercise of the remaining warrants resulted in 116 million dilutive shares.

Diluted earnings per share included the effect of 18 million unvested RSUs granted to certain global executives. The Adjustment Shares were excluded from the computation of basic and diluted earnings per share as the condition that would result in the issuance of the Adjustment Shares was not satisfied.

Three Months Ended March 31, 2011

Because the applicable market value of our common stock was within the price range of $33.00 to $39.60 per common share for the three months ended March 31, 2011, we were not required to use the two-class method for purposes of calculating basic earnings per share. The dilutive effect of these securities was determined by assuming conversion of the securities at the beginning of the period resulting in an increase to the weighted-average common shares outstanding and an increase to Net income attributable to common stockholders for accumulated dividends on our Series B Preferred Stock.

Warrants to purchase 318 million shares of our common stock were outstanding, of which 46 million shares were not included in the computation of diluted earnings per share because the warrants' exercise price was greater than the average market price of our common stock. Under the treasury stock method, the assumed exercise of warrants to purchase the remaining warrants resulted in 162 million dilutive shares.

Diluted earnings per share included the effect of 15 million unvested RSUs granted to certain global executives. The Adjustment Shares were excluded from the computation of basic and diluted earnings per share as the condition that would result in the issuance of the Adjustment Shares was not satisfied.

In July 2011 the 61 million shares of common stock contributed to our pension plans in January 2011 met the criteria to qualify as plan assets for accounting purposes. These shares were not considered outstanding for earnings per share purposes in the three months ended March 31, 2011.

Note 21. Stock Incentive Plans

Long-Term Incentive Plan

We granted 6 million and 5 million RSUs valued at the grant date fair value of our common stock in the three months ended March 31, 2012 and 2011. These awards granted either cliff vest or ratably vest generally over a three-year service period, as defined in the terms of each award. We have elected to record compensation cost for these awards on a straight-line basis over the entire vesting period. Our policy is to issue new shares upon settlement of RSUs.

The 2012 awards granted to the Top 25 highest compensated employees will settle on the second and third anniversary dates of grant in 25% increments in conjunction with each 25% of our Troubled Asset Relief Program (TARP) obligations that are repaid. The awards for the Next 75 and non-Top 100 highest compensated employees will vest and settle on the second and third anniversary dates of grant. Vesting and subsequent settlement will generally occur based upon employment at the end of each specified service period.

The 2011 awards granted to the Top 25 highest compensated employees will settle three years from the grant date in 25% increments in conjunction with each 25% of our TARP obligations that are repaid. The awards for the Next 75 highest compensated employees will settle either: (1) three years from the date of grant; or (2) on the first and third anniversary dates of grant. The awards to the non-Top 100 highest compensated employees will settle on the first, second and third anniversary dates of grant. Vesting and subsequent settlement will generally occur based upon employment at the end of each specified service period.

Salary Stock

In the three months ended March 31, 2012 and 2011 a portion of each participant's salary accrued on each salary payment date converted to RSUs on a quarterly basis. The awards are fully vested and nonforfeitable upon grant therefore compensation cost is fully recognized on the date of grant. On March 29, 2012 we amended the plan to provide for cash settlement of awards. As a result we will now settle these awards in cash and we reclassified $97 million from Capital surplus to Accrued liabilities and Other liabilities and deferred income taxes. Prior to this amendment it was our policy to issue new shares upon settlement of these awards.

RSUs

The following table summarizes information about the RSUs under our stock incentive plans (RSUs in millions):

	Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Term
RSUs outstanding at January 1, 2012	22.5	$ 23.01	1.1
Granted	6.7	$ 25.99	
Settled	(1.4)	$ 34.64	
Forfeited or expired	(0.3)	$ 23.16	
RSUs outstanding at March 31, 2012	27.5	$ 23.12	1.4
RSUs unvested and expected to vest at March 31, 2012	18.5	$ 23.74	1.7
RSUs vested and payable at March 31, 2012	8.3	$ 21.53	—

We recorded compensation expense of $72 million and $53 million for our stock incentive plans in the three months ended March 31, 2012 and 2011. The compensation cost of each RSU that will be settled in equity is based on the fair value of our common stock on the date of grant or, for those RSUs reclassified from liability to equity-based awards, the fair value of our common stock as of the date of the public offering.

At March 31, 2012 the total unrecognized compensation expense for nonvested equity awards was $361 million. This expense is expected to be recorded over a weighted-average period of 1.8 years.

The total fair value of RSUs that vested in the three months ended March 31, 2012 and 2011 was $49 million and $24 million.

Note 22. Ally Financial

Transactions with Ally Financial

The following tables summarize the financial statement effects of and maximum obligations under agreements with Ally Financial (dollars in millions):

	March 31, 2012	December 31, 2011
Residual support(a)		
Receivables recorded	$ 6	$ 6
Maximum obligation	$ 17	$ 40
Risk sharing(a)		
Liabilities recorded	$ 30	$ 66
Maximum obligation	$ 49	$ 88
Vehicle repurchase obligations(b)		
Maximum obligations	$ 22,896	$ 19,779
Fair value of guarantee	$ 16	$ 17

(a) Represents receivables and liabilities recorded and maximum obligations for agreements entered into prior to December 31, 2008. Agreements entered into after December 31, 2008 have not included residual support or risk sharing programs. In the three months ended March 31, 2012 and 2011 favorable adjustments to our residual support and risk sharing liabilities of $46 million and $124 million were recorded in the U.S. due to increases in estimated and actual residual values at contract termination.

(b) The maximum potential amount of future payments required to be made to Ally Financial under this guarantee is based on the repurchase value of total eligible vehicles financed by Ally Financial in dealer stock. If vehicles are required to be repurchased under this arrangement, the total exposure would be reduced to the extent vehicles are able to be resold.

	Three Months Ended March 31,	
	2012	2011
U.S. marketing incentives and lease residual payments	$ 334	$ 545
Exclusivity fee income	$ 20	$ 24

Balance Sheet

The following table summarizes the balance sheet effects of transactions with Ally Financial (dollars in millions):

	March 31, 2012	December 31, 2011
Assets		
Accounts and notes receivable, net(a)	$ 260	$ 243
Liabilities		
Accounts payable(b)	$ 73	$ 59
Short-term debt and current portion of long-term debt(c)	$ 984	$ 1,068
Accrued liabilities and other liabilities(d)	$ 934	$ 650
Long-term debt(e)	$ 8	$ 8
Other non-current liabilities(f)	$ 31	$ 35

(a) Represents wholesale settlements due from Ally Financial and receivables for exclusivity fees and royalties.
(b) Represents amounts billed to us and payable related to incentive programs.
(c) Represents wholesale financing, sales of receivable transactions and the short-term portion of term loans provided to certain dealerships which we own or in which we have an equity interest.
(d) Represents accruals for marketing incentives on vehicles which are sold, or anticipated to be sold, to customers or dealers and financed by Ally Financial in North America. This includes the estimated amount of residual and rate support accrued, capitalized cost reduction incentives and amounts owed under lease pull-ahead programs.
(e) Represents the long-term portion of term loans from Ally Financial to certain consolidated dealerships.
(f) Represents long-term portion of liabilities for marketing incentives on vehicles financed by Ally Financial.

Statement of Operations

The following table summarizes the income statement effects of transactions with Ally Financial (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Total net sales and revenue (decrease)(a)	$ (750)	$ (574)
Automotive cost of sales and other automotive expenses(b)	$ 4	$ 4
Interest income and other non-operating income, net(c)	$ 22	$ 56
Automotive interest expense(d)	$ (6)	$ 18

(a) Represents marketing incentives on vehicles which were sold, or anticipated to be sold, to customers or dealers and financed by Ally Financial. This includes the estimated amount of residual and rate support accrued, capitalized cost reduction incentives and costs under lease pull-ahead programs. This amount is offset by net sales for vehicles sold to Ally Financial for employee and governmental lease programs and third party resale purposes.
(b) Represents cost of sales on the sale of vehicles to Ally Financial for employee and governmental lease programs and third party resale purposes.
(c) Represents income on investments in Ally Financial preferred stock (through March 31, 2011), exclusivity and royalty fee income. Included in this amount is rental income related to Ally Financial's primary executive and administrative offices located in the Renaissance Center in Detroit, Michigan. The lease agreement expires in November 2016.

(d) Represents interest incurred on notes payable and wholesale settlements. In January 2012 we received $21 million from Ally Financial as part of a settlement of previously overcharged interest.

Fair Value of Ally Financial Common Stock

At March 31, 2012 and December 31, 2011 we held a 9.9% common equity ownership in Ally Financial. Our entire equity ownership is held indirectly through an independent trust which has the sole authority to vote the shares and is required to dispose of all Ally Financial common stock by December 24, 2013.

We estimated the fair value of Ally Financial common stock using a market approach that applies the average price to tangible book value multiples of comparable companies to the consolidated Ally Financial tangible book value. The significant inputs used in our fair value analyses included Ally Financial's March 31, 2012 and December 31, 2011 financial statements, financial statements and price to tangible book value multiples of comparable companies in the banking and finance industry, and the effects of certain Ally Financial shareholder rights described below. The measurement of Ally Financial common stock is a Level 3 fair value measurement.

At December 31, 2011 we determined the carrying amount of our investment in Ally Financial common stock exceeded our estimate of its fair value. Our estimate of fair value resulted from broader macroeconomic uncertainties and volatility in the financial markets including the eurozone debt crisis, continued heightened risk of recession and concerns about Ally Financial's mortgage related operations. Our estimate considered the potential effect of contractual provisions held by the United States Department of the Treasury who may receive incremental ownership interest in Ally Financial depending upon Ally Financial's equity value at the time of a successful public offering or private sale. These contractual provisions could result in significant dilution of our ownership interest. Based on an evaluation of the duration and severity of this decline in fair value, we concluded the impairment was other than temporary. As a result we recorded an impairment charge of $555 million in Interest income and other non-operating income, net to reduce our investment to its estimated fair value of $403 million.

The following table summarizes the carrying amount and estimated fair value of Ally Financial common stock (dollars in millions):

	March 31, 2012	December 31, 2011
Carrying amount	$ 403	$ 403
Fair value	$ 916	$ 403

Ally Financial Preferred Stock

In March 2011 our investment in Ally Financial preferred stock was sold through a public offering for net proceeds of $1.0 billion. The gain of $339 million related to the sale was recorded in Interest income and other non-operating income, net.

Note 23. Segment Reporting

We analyze the results of our business through our five segments: GMNA, GME, GMIO, GMSA and GM Financial. Each segment has a manager responsible for executing our strategies. Our automotive manufacturing operations are integrated within the segments, benefit from broad-based trade agreements and are subject to regulatory requirements, such as Corporate Average Fuel Economy regulations. While not all vehicles within a segment are individually profitable on a fully loaded cost basis, those vehicles are needed in our product mix in order to attract customers to dealer showrooms and to maintain sales volumes for other, more profitable vehicles. Because of these factors, we do not manage our business on an individual brand or vehicle basis. The chief operating decision maker evaluates the operating results and performance of our automotive segments through Income (loss) before interest and income taxes, as adjusted for additional amounts, which are presented net of noncontrolling interests, and evaluates GM Financial through income before income taxes.

Substantially all of the cars, trucks and parts produced are marketed through retail dealers in North America, and through distributors and dealers outside of North America, the substantial majority of which are independently owned.

In addition to the products sold to dealers for consumer retail sales, cars and trucks are also sold to fleet customers, including daily rental car companies, commercial fleet customers, leasing companies and governments. Sales to fleet customers are completed through the network of dealers and in some cases sold directly to fleet customers. Retail and fleet customers can obtain a wide range of aftersale vehicle services and products through the dealer network, such as maintenance, light repairs, collision repairs, vehicle accessories and extended service warranties.

GMNA primarily meets the demands of customers in North America with vehicles developed, manufactured and/or marketed under the following four brands:

- Buick
- Cadillac
- Chevrolet
- GMC

The demands of customers outside of North America are primarily met with vehicles developed, manufactured and/or marketed under the following brands:

- Buick
- Chevrolet
- GMC
- Opel
- Cadillac
- Daewoo
- Holden
- Vauxhall

At March 31, 2012 we also had equity ownership stakes directly or indirectly in entities through various regional subsidiaries, including GM Korea, SGM, SGMW, FAW-GM and HKJV. These companies design, manufacture and market vehicles under the following brands:

- Alpheon
- Buick
- Chevrolet
- Jiefang
- Baojun
- Cadillac
- Daewoo
- Wuling

Nonsegment operations are classified as Corporate. Corporate includes investments in Ally Financial, certain centrally recorded income and costs, such as interest, income taxes and corporate expenditures and certain nonsegment specific revenues and expenses.

In 2012 we recorded loss on extinguishment of debt within Corporate for segment reporting purposes. Previously gains and losses on extinguishment of debt were recorded within the applicable automotive segments. This change is consistent with how management currently views the results of our operations.

All intersegment balances and transactions have been eliminated in consolidation.

The following tables summarize key financial information by segment (dollars in millions):

GENERAL MOTORS COMPANY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS —— (Continued)

	GMNA	GME	GMIO	GMSA	Corporate	Eliminations	Total Automotive	GM Financial	Eliminations	Total
At and For the Three Months Ended March 31, 2012										
Sales										
External customers	$ 23,175	$ 5,255	$ 5,016	$ 3,867	$ 15	$ —	$ 37,328	$ —	$ —	$ 37,328
GM Financial revenue	—	—	—	—	—	—	—	431	—	431
Intersegment	1,001	258	1,044	72	—	(2,375)	—	—	—	—
Total net sales and revenue	$ 24,176	$ 5,513	$ 6,060	$ 3,939	$ 15	$ (2,375)	$ 37,328	$ 431	$ —	$ 37,759
Income (loss) before automotive interest and income taxes-adjusted	$ 1,691	$ (256)	$ 529	$ 83	$ (19)	$ (27)	$ 2,001	$ 181	$ —	$ 2,182
Adjustments(a)	$ —	$ (590)	$ (22)	$ —	—	$ —	$ (612)	—	$ —	(612)
Corporate interest income					89			—		89
Automotive interest expense					110			—		110
Loss on extinguishment of debt					18			—		18
Income (loss) before income taxes					(58)			181		1,531
Income tax expense					142			74		216
Net income (loss) attributable to stockholders					$ (200)			$ 107		$ 1,315
Equity in net assets of nonconsolidated affiliates	$ 63	$ 51	$ 6,676	$ 3	$ —	$ —	$ 6,793	$ —	$ —	$ 6,793
Total assets	$ 87,593	$ 17,000	$ 23,222	$ 12,086	$ 31,354	$ (34,275)	$ 136,980	$ 13,656	$ (442)	$ 150,194
Expenditures for property	$ 1,032	$ 365	$ 295	$ 280	$ 18	$ —	$ 1,990	$ 4	$ —	$ 1,994
Depreciation, amortization and impairment of long-lived assets and finite-lived intangible assets	$ 888	$ 280	$ 129	$ 118	$ 12	$ —	$ 1,427	$ 43	$ (2)	$ 1,468
Equity income, net of tax	$ 2	$ —	$ 421	$ —	$ —	$ —	$ 423	$ —	$ —	$ 423
Significant non-cash charges not classified as adjustments in(a)										
Impairment charges related to long-lived assets	$ 24	$ —	$ 6	$ 1	$ —	$ —	$ 31	$ —	$ —	$ 31
Impairment charges related to equipment on operating leases	20	35	—	—	—	—	55	—	—	55
Total significant non-cash charges	$ 44	$ 35	$ 6	$ 1	$ —	$ —	$ 86	$ —	$ —	$ 86

(a) Consists of Goodwill impairment charges of $590 million in GME and $22 million in GMIO.

	GMNA	GME	GMIO	GMSA	Corporate	Eliminations	Total Automotive	GM Financial	Eliminations	Total
For the Three Months Ended March 31, 2011										
Sales										
External customers	$ 21,283	$ 6,262	$ 4,492	$ 3,846	$ 16	$ —	$ 35,899	$ —	$ —	$ 35,899
GM Financial revenue	—	—	—	—	—	—	—	295	—	295
Intersegment(a)	827	608	716	50	—	(2,201)	—	—	—	—
Total net sales and revenue	$ 22,110	$ 6,870	$ 5,208	$ 3,896	$ 16	$ (2,201)	$ 35,899	$ 295	$ —	$ 36,194
Income (loss) before automotive interest and income taxes-adjusted	$ 1,253	$ 5	$ 586	$ 90	$ (20)	$ (2)	$ 1,912	$ 130	$ —	$ 2,042
Adjustments(b)	$ 1,645	$ (395)	$ (106)	$ —	339	$ —	$ 1,483	—	$ —	1,483
Corporate interest income					127			—		127
Automotive interest expense					149			—		149
Income before income taxes					297			130		3,503
Income tax expense					66			71		137
Net income attributable to stockholders					$ 231			$ 59		$ 3,366
Expenditures for property	$ 581	$ 237	$ 295	$ 189	$ 20	$ —	$ 1,322	$ —	$ —	$ 1,322
Depreciation, amortization and impairment of long-lived assets and finite-lived intangible assets	$ 977	$ 340	$ 116	$ 116	$ 13	$ —	$ 1,562	$ 14	$ —	$ 1,576
Equity income, net of tax and gain on disposal of investments	$ 1,729	$ —	$ 415	$ —	$ —	$ —	$ 2,144	$ —	$ —	$ 2,144
Significant non-cash charges not classified as adjustments in(b)										
Impairment charges related to long-lived assets	$ 23	$ —	$ 2	$ 1	$ —	$ —	$ 26	$ —	$ —	$ 26
Impairment charges related to equipment on operating leases	15	24	—	—	—	—	39	—	—	39
Total significant non-cash charges	$ 38	$ 24	$ 2	$ 1	$ —	$ —	$ 65	$ —	$ —	$ 65

(a) Presentation of intersegment sales has been adjusted to conform to the current presentation.

(b) Consists of the gain on sale of our New Delphi Class A Membership Interests of $1.6 billion in GMNA, Goodwill impairment charges of $395 million in GME, charges related to HKJV of $106 million in GMIO and a gain on the sale of Ally Financial preferred stock of $339 million in Corporate.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General Motors Company is sometimes referred to in this Quarterly Report on Form 10-Q as "we," "our," "us," "ourselves," the "Company," "General Motors" or "GM."

Presentation and Estimates

Basis of Presentation

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the accompanying condensed consolidated financial statements and the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011 (2011 Form 10-K), as filed with the Securities and Exchange Commission (SEC).

We analyze the results of our business through our five segments: GM North America (GMNA), GM Europe (GME), GM International Operations (GMIO), GM South America (GMSA) and General Motors Financial Company, Inc. (GM Financial). Nonsegment operations are classified as Corporate. Corporate includes investments in Ally Financial, Inc. (Ally Financial), certain centrally recorded income and costs, such as interest, income taxes and corporate expenditures and certain nonsegment specific revenues and expenses.

Consistent with industry practice, market share information includes estimates of industry sales in certain countries where public reporting is not legally required or otherwise available on a consistent basis.

Supplemental Consolidating Information

We are providing supplemental consolidating information in order to provide more transparency into the financial position, operating results and cash flows of our two businesses, Automotive and GM Financial.

Use of Estimates in the Preparation of the Financial Statements

The condensed consolidated financial statements are prepared in conformity with U.S. GAAP, which requires the use of estimates, judgments and assumptions that affect the amounts of assets and liabilities at the reporting date and the amounts of revenues and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and the resulting balances are reasonable; however, due to the inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods.

Change in Presentation of Financial Statements

In 2012 we changed the presentation of our condensed consolidated balance sheet, condensed consolidated statements of cash flows and certain footnotes to classify the assets and liabilities of GM Financial as current or non-current and to combine line items which were either of a related nature or not individually material. We have made corresponding reclassifications to the comparable information for all periods presented.

Overview

Automotive

Our vision is to design, build and sell the world's best vehicles. We offer a global vehicle portfolio of cars, crossovers and trucks. We are committed to leadership in vehicle design, quality, reliability, telematics and infotainment and safety, as well as to developing key energy efficiency, energy diversity and advanced propulsion technologies, including electric vehicles with range extending capabilities such as the Chevrolet Volt. Our business is diversified across products and geographic markets. We meet the local sales and service needs of our retail and fleet customers with a global network of independent dealers. In the three months ended March 31, 2012 73.3% of our vehicle sales volume was generated outside the U.S., including 46.7% from emerging markets, such as Brazil, Russia, India and China (collectively BRIC), which have recently experienced the industry's highest volume growth.

Our automotive business is organized into four geographically-based segments:

- GMNA, with sales, manufacturing and distribution operations in the U.S., Canada and Mexico and sales and distribution operations in Central America and the Caribbean, represented 30.9% of our vehicle sales volume in the three months ended March 31, 2012 and we had the largest market share in this market at 16.7%.
- GME has sales, manufacturing and distribution operations across Western and Central Europe. GME's vehicle sales volume, which in addition to Western and Central Europe, includes Eastern Europe (including Russia and the other members of the Commonwealth of Independent States among others) represented 17.5% of our vehicle sales volume in the three months ended March 31, 2012. In the three months ended March 31, 2012 we estimate we had the number four market share in this market at 8.2%. GMIO distributes Chevrolet brand vehicles which, when sold in Europe, are included in GME vehicle sales volume and market share data.
- GMIO has sales, manufacturing and distribution operations in Asia-Pacific, Eastern Europe (including Russia and the other members of the Commonwealth of Independent States among others), Africa and the Middle East. GMIO's vehicle sales volume, which includes Asia-Pacific, Africa and the Middle East is our largest segment by vehicle sales volume. GMIO represented 40.7% of our global vehicle sales volume, including sales through our joint ventures, in the three months ended March 31, 2012. In the three months ended March 31, 2012 we estimate we had the number two market share in this market at 9.4% and the number one market share in China. In the three months ended March 31, 2012 GMIO derived 80.3% of its vehicle sales volume from China. GMIO records the financial results of Chevrolet brand vehicles that it distributes and sells in Europe.
- GMSA, with sales, manufacturing, distribution and financing operations in Brazil, Argentina, Colombia, Ecuador and Venezuela as well as sales and distribution operations in Bolivia, Chile, Paraguay, Peru and Uruguay, represented 10.9% of our vehicle sales volume in the three months ended March 31, 2012. In the three months ended March 31, 2012 we estimate we had the largest market share in this market at 18.4%. We had the number three market share in Brazil. In the three months ended March 31, 2012 GMSA derived 54.9% of its vehicle sales volume from Brazil.

Automotive Financing - GM Financial

GM Financial specializes in purchasing retail automobile installment sales contracts originated by GM and non-GM franchised and select independent dealers in connection with the sale of used and new automobiles. GM Financial also offers lease products through GM dealerships in connection with the sale of used and new automobiles that target customers with sub-prime and prime credit bureau scores. GM Financial primarily generates revenue and cash flows through the purchase, retention, subsequent securitization and servicing of finance receivables. To fund the acquisition of receivables prior to securitization, GM Financial uses available cash and borrowings under its credit facilities. GM Financial earns finance charge income on finance receivables and pays interest expense on borrowings under its credit facilities. GM Financial periodically transfers receivables to securitization trusts that issue asset-backed securities to investors. The securitization trusts are special purpose entities that are also variable interest entities that meet the requirements to be consolidated in the financial statements.

Focus on Chinese Market

We view the Chinese market, the fastest growing global market by volume of vehicles sold, as important to our global growth strategy and are employing a multi-brand strategy, led by our Buick and Chevrolet brands. In the coming years, we plan to increasingly leverage our global architectures to increase the number of nameplates under the Buick, Chevrolet and Cadillac brands in China and continue to grow our business under the Baojun, Jiefang and Wuling brands. We operate in Chinese markets through a number of joint ventures and maintaining good relations with our joint ventures partners, which are affiliated with the Chinese government, is an important part of our China growth strategy.

Refer to Note 8 to our condensed consolidated financial statements for our direct ownership interests in our Chinese joint ventures, collectively referred to as China JVs.

The following tables summarize certain key operational and financial data for the China JVs (dollars in millions, vehicles in thousands):

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Total wholesale vehicles(a)	756	686
Market share(b)	15.1%	13.6%
Total net sales and revenue	$ 8,693	$ 7,859
Net income	$ 887	$ 944

(a) Including vehicles exported to markets outside of China.
(b) Market share for China market.

	March 31, 2012	December 31, 2011
Cash and cash equivalents	$ 5,839	$ 4,679
Debt	$ 115	$ 106

Automotive Financing Strategy

Our automotive financing strategy centers around ensuring that our dealers and customers have consistently available, transparent and competitive financing options throughout the business and credit cycles.

Historically Ally Financial has provided a majority of the financing for our dealers and a significant portion of the financing for our customers in the U.S., Canada and other major international markets where we operate. Ally Financial continues to provide the majority of the financing needs of our dealers and customers.

We utilize GM Financial to further bolster our offerings in the leasing and sub-prime financing segments in the U.S. and Canada. We believe that by having our own capabilities in key segments of the market we will be able to achieve more competition and better service from the market, while ensuring certainty of availability through the business cycles.

In April 2011 GM Financial began originating leases for our customers in Canada via FinanciaLinx Corporation. Given the importance of leasing and the current lack of availability of leasing offerings to our customers in the Canadian market (due to regulatory restrictions preventing banks and bank holding companies from offering leasing in Canada), we believe having a captive financing offering in Canada is important to our business.

In January 2012 in order to increase our competitiveness and benefit from increased financing sources, we entered into an arrangement with a bank to provide incentivized retail financing in the western region of the U.S.

We will continue to expand the business of GM Financial in targeted areas that we view as strategic and to otherwise evaluate opportunities in specific segments of the automotive financing market, both in the U.S. and internationally. We expect any expansion of GM Financial or any arrangements with other financing providers will complement our important relationship with Ally Financial.

Alliance with Peugeot S.A.

In February 2012 we entered into an agreement with Peugeot S.A. (PSA) to create a long-term and broad-scale global strategic alliance that is expected to leverage the combined strengths and capabilities of the two companies, contribute to our profitability and improve our competitiveness in Europe. In connection with the alliance we acquired a seven percent equity stake in PSA for $0.4 billion. The alliance is structured around two main pillars: the sharing of vehicle platforms, components and modules and the creation of a global purchasing joint venture for the sourcing of commodities, components and other goods and services. The implementation of the strategic alliance is subject to the execution of various definitive agreements which will outline the terms of the joint business activities.

Restructuring Activities

We have previously executed various restructuring and other initiatives, and we plan to execute additional initiatives in the future, if necessary, in order to align manufacturing capacity and other costs with prevailing global automotive production and to improve the utilization of remaining facilities.

Our 2011 labor agreement with the International Union, United Automobile, Aerospace and Agriculture Implement Workers of America included cash severance incentive programs which were completed at March 31, 2012 for skilled trade U.S. hourly employees. A total of 1,400 skilled trade U.S. hourly employees participated in these programs at a total cost of $0.1 billion and was recorded upon irrevocable acceptances by both parties. Substantially all of the program cost was recorded in the three months ended March 31, 2012.

Benefit Plan Changes

U.S. Salaried Benefit Changes

In January 2012 we amended the U.S. salaried pension plan to cease the accrual of additional benefits effective September 30, 2012. This amendment resulted in a curtailment which decreased the liability and decreased the net actuarial loss component of Accumulated other comprehensive income by $0.3 billion Active plan participants will receive additional contributions in the defined contribution plan starting in October 2012.

Venezuelan Exchange Regulations

Our Venezuelan subsidiaries utilize the U.S. Dollar as their functional currency because of the hyperinflationary status of the Venezuelan economy. The Venezuelan government has introduced foreign exchange control regulations which make it more difficult to convert Bolivar Fuerte (BsF) to U.S. Dollars. These regulations affect our Venezuelan subsidiaries' ability to pay non-BsF denominated obligations that do not qualify to be processed by the Venezuela currency exchange agency at the official exchange rates.

Refer to Note 2 to our condensed consolidated financial statements for additional details regarding amounts pending government approval for settlement and the net assets of our Venezuelan subsidiaries.

Consolidating Results of Operations
(Dollars in Millions)

	Three Months Ended March 31, 2012				Three Months Ended March 31, 2011			
	Automotive	GM Financial	Eliminations	Consolidated	Automotive	GM Financial	Eliminations	Consolidated
Net sales and revenue								
Automotive sales and revenue	$ 37,328	$ —	$ —	$ 37,328	$ 35,899	$ —	$ —	$ 35,899
GM Financial revenue	—	431	—	431	—	295	—	295
Total net sales and revenue	37,328	431	—	37,759	35,899	295	—	36,194
Costs and expenses								
Automotive cost of sales	32,908	—	2	32,910	31,685	—	—	31,685
GM Financial operating expenses	—	98	—	98	—	76	—	76
GM Financial interest expense	—	63	—	63	—	41	—	41
GM Financial other expenses	—	89	(2)	87	—	48	—	48
Automotive selling, general and administrative expense	2,973	—	—	2,973	2,994	—	—	2,994
Other automotive expenses, net	15	—	—	15	6	—	—	6
Goodwill impairment charges	617	—	—	617	395	—	—	395
Total costs and expenses	36,513	250	—	36,763	35,080	165	—	35,245
Operating income	815	181	—	996	819	130	—	949
Automotive interest expense	110	—	—	110	149	—	—	149
Interest income and other non-operating income, net	275	—	—	275	604	—	—	604
Loss on extinguishment of debt	18	—	—	18	—	—	—	—
Income before income taxes and equity income	962	181	—	1,143	1,274	130	—	1,404
Income tax expense	142	74	—	216	66	71	—	137
Equity income, net of tax and gain on disposal of investments	423	—	—	423	2,144	—	—	2,144
Net income	1,243	107	—	1,350	3,352	59	—	3,411
Net income attributable to noncontrolling interests	(35)	—	—	(35)	(45)	—	—	(45)
Net income attributable to stockholders	$ 1,208	$ 107	$ —	$ 1,315	$ 3,307	$ 59	$ —	$ 3,366

Production and Retail Vehicle Sales Volume

Management believes that production volume and retail vehicle sales data provide meaningful information regarding our automotive operating results. Production volumes manufactured by our assembly facilities are generally aligned with current period net sales and revenue, as we generally recognize revenue upon the release of the vehicle to the carrier responsible for transporting it to a dealer, which is after the completion of production. Retail vehicle sales data, which represents estimated sales to the end customer, including fleets, does not correlate directly to the revenue we recognize during the period. However, retail vehicle sales data is indicative of the underlying demand for our vehicles and is the basis for our market share.

Information relating to our relative position in the global automotive industry is based upon the good faith estimates of management and includes all sales by joint ventures on a total vehicle basis, not based on the percentage of ownership in the joint venture. Market share information is based on retail vehicle sales volume. Worldwide market share and vehicle sales data excludes the markets of Iran, North Korea, Sudan and Syria.

Production volume includes vehicles produced by certain joint ventures. The joint venture agreements with SGMW and FAW-GM allow for significant rights as a member as well as the contractual right to report SGMW and FAW-GM joint venture production in China. The following table summarizes total production volume (vehicles in thousands):

	Three Months Ended March 31,	
	2012	2011
GMNA		
Cars	321	284
Trucks	541	502
Total GMNA	862	786
GME	292	344
GMIO		
Consolidated entities	275	257
Joint ventures		
SGMW	386	319
SGM	305	291
FAW-GM	19	15
Other	82	84
Total GMIO	1,067	966
GMSA	203	231
Worldwide	2,424	2,327

Vehicle Sales

The following tables summarize total industry sales of new motor vehicles of domestic and foreign makes and the related competitive position (vehicles in thousands):

	Vehicle Sales(a)(b)(c) Three Months Ended March 31,					
	2012			2011		
	Industry	GM	GM as a % of Industry	Industry	GM	GM as a % of Industry
GMNA						
United States	3,540	608	17.2%	3,114	593	19.0%
Canada	371	50	13.5%	340	51	15.1%
Mexico	241	44	18.1%	218	38	17.6%
Other	71	2	2.2%	66	2	3.4%
Total GMNA	4,222	703	16.7%	3,738	684	18.3%
GME						
United Kingdom	639	70	11.0%	641	81	12.6%
Germany	849	64	7.6%	840	69	8.2%
Italy	441	33	7.4%	573	44	7.6%
Russia	612	56	9.2%	532	44	8.2%
Uzbekistan	23	22	93.5%	25	23	94.1%
France	624	27	4.4%	771	37	4.9%
Spain	230	19	8.3%	241	21	8.9%
Other	1,416	106	7.5%	1,515	114	7.5%
Total GME	4,834	398	8.2%	5,137	434	8.4%
GMIO						
China(d)	4,924	745	15.1%	5,035	686	13.6%
Australia	260	29	11.1%	248	30	11.9%
South Korea	361	32	8.9%	389	30	7.7%
Middle East Operations	300	31	10.4%	272	30	10.9%
India(d)	1,019	28	2.7%	909	29	3.1%
Egypt	43	11	26.1%	32	9	27.8%
Other	2,923	52	1.8%	2,309	40	1.7%
Total GMIO	9,829	928	9.4%	9,194	852	9.3%
GMSA						
Brazil	818	137	16.7%	825	143	17.3%
Argentina	254	42	16.4%	233	36	15.4%
Colombia	81	24	29.4%	79	26	33.1%
Venezuela	33	13	38.8%	26	11	42.3%
Other	170	34	20.1%	159	32	20.4%
Total GMSA	1,357	249	18.4%	1,321	248	18.8%
Total Worldwide	20,242	2,278	11.3%	19,390	2,218	11.4%

	Vehicle Sales(a)(b)(c) Three Months Ended March 31,					
	2012			2011		
	Industry	GM	GM as a % of Industry	Industry	GM	GM as a % of Industry
United States						
Cars	1,793	256	14.3%	1,497	232	15.5%
Trucks	914	208	22.8%	814	202	24.8%
Crossovers	833	144	17.3%	803	159	19.8%
Total United States	3,540	608	17.2%	3,114	593	19.0%
Canada, Mexico and Other	683	95	13.9%	624	92	14.7%
Total GMNA	4,222	703	16.7%	3,738	684	18.3%

(a) GMNA vehicle sales primarily represent sales to the end customer. GME, GMIO and GMSA vehicle sales primarily represent estimated sales to the end customer. In countries where end customer data is not readily available other data sources, such as wholesale or forecast volumes, are used to estimate vehicle sales.
(b) Certain fleet sales that are accounted for as operating leases are included in vehicle sales at the time of delivery to the daily rental car companies.
(c) Vehicle sales data may include rounding differences.
(d) Includes the following joint venture vehicle sales:

	Three Months Ended March 31,	
	2012	2011
Joint venture sales in China		
SGM	337	310
SGMW and FAW-GM	407	376
Joint venture sales in India		
SAIC GM Investment Limited (HKJV)	28	29

Total Net Sales and Revenue
(Dollars in Millions)

	Three Months Ended March 31,		2012 vs. 2011 Change	
	2012	2011	Amount	%
GMNA	$ 24,176	$ 22,110	$ 2,066	9.3 %
GME	5,513	6,870	(1,357)	(19.8)%
GMIO	6,060	5,208	852	16.4 %
GMSA	3,939	3,896	43	1.1 %
GM Financial	431	295	136	46.1 %
Total operating segments	40,119	38,379	1,740	4.5 %
Corporate and eliminations	(2,360)	(2,185)	(175)	(8.0)%
Total net sales and revenue	$ 37,759	$ 36,194	$ 1,565	4.3 %

In the three months ended March 31, 2012 Total net sales and revenue increased by $1.6 billion (or 4.3%) due primarily to: (1) increased wholesale volumes of $1.2 billion; (2) favorable vehicle pricing effect of $0.7 billion; (3) favorable vehicle mix of $0.4 billion; (4) increased GM Financial finance income of $0.1 billion; partially offset by (5) net foreign currency translation and remeasurement losses of $0.5 billion due to the weakening of major currencies against the U.S. Dollar; and (6) decreased revenues from powertrain and parts sales of $0.3 billion due to decreased volumes.

Automotive Cost of Sales

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Automotive cost of sales	$ 32,910	$ 31,685	$ 1,225	3.9%
Automotive gross margin	$ 4,418	$ 4,214	$ 204	4.8%

In the three months ended March 31, 2012 Automotive cost of sales increased by $1.2 billion (or 3.9%), in line with Total net sales and revenue, due primarily to: (1) increased costs of $0.9 billion related to increased wholesale volumes; (2) unfavorable vehicle mix of $0.5 billion; (3) increased material and freight costs of $0.2 billion; (4) increased employee costs of $0.2 billion due to decreased net pension and other postretirement benefits (OPEB) income and costs related to the cash severance incentive programs for skilled trade U.S. hourly employees; (5) increased policy and warranty expense of $0.2 billion; partially offset by (6) net foreign currency translation, remeasurement and transaction gains of $0.7 billion due to the weakening of major currencies against the U.S. Dollar; and (7) decreased costs of $0.1 billion related to powertrain and parts sales.

Automotive Selling, General and Administrative Expense

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Automotive selling, general and administrative expense	$ 2,973	$ 2,994	$ (21)	(0.7)%

In the three months ended March 31, 2012 Automotive selling, general and administrative expense increased by $0.1 billion, which was offset as we had a charge of $0.1 billion related to a significant customer's default in the three months ended March 31, 2011.

Goodwill Impairment Charges

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Goodwill impairment charges	$ 617	$ 395	$ 222	56.2%

In the three months ended March 31, 2012 Goodwill impairment charges increased by $0.2 billion (or 56.2%) as we recorded charges of $0.6 billion, primarily in GME. Refer to Note 9 to our condensed consolidated financial statements for additional information related to our Goodwill impairment charges.

Interest Income and Other Non-Operating Income, net

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Interest income and other non-operating income, net	$ 275	$ 604	$ (329)	(54.5)%

In the three months ended March 31, 2012 Interest income and other non-operating income, net decreased by $0.3 billion (or 54.5%) due primarily to: (1) decreased other non-operating income of $0.3 billion related to the sale of Ally Financial preferred stock in the three months ended March 31, 2011 that did not recur in the three months ended March 31, 2012; (2) increased derivative losses of $0.1 billion related to fair value adjustments; partially offset by (3) increased net foreign currency translation, remeasurement and transaction gains on debt balances of $0.1 billion due to the weakening of major currencies against the U.S. Dollar; and (4) a bargain purchase gain of $50 million related to the acquisition of GMAC South America LLC whose only asset is GMAC de Venezuela CA (GMAC Venezuela) in March 2012.

Income Tax Expense

	Three Months Ended March 31,						
					2012 vs. 2011 Change		
	2012		2011		Amount		%
Income tax expense	$	216	$	137	$	79	57.7%

In the three months ended March 31, 2012 Income tax expense increased by $0.1 billion (or 57.7%) due primarily to increased tax expense in profitable entities which are included in our effective tax rate calculation, including but not limited to increased tax expense in Australia resulting from the release of their valuation allowance in the three months ended December 31, 2011.

The recorded effective tax rate is lower than the applicable statutory tax rate in both periods due primarily to income earned in jurisdictions for which a full valuation allowance is recorded.

Equity Income, Net of Tax and Gain on Disposal of Investments

	Three Months Ended March 31,						
					2012 vs. 2011 Change		
	2012		2011		Amount		%
China JVs	$	419	$	448	$	(29)	(6.5)%
New Delphi (including gain on disposition)		—		1,727		(1,727)	n.m.
Others		4		(31)		35	112.9 %
Total equity income, net of tax and gain on disposal of investments	$	423	$	2,144	$	(1,721)	(80.3)%

n.m. = not meaningful

In the three months ended March 31, 2012 Equity income, net of tax and gain on disposal of investments decreased by $1.7 billion (or 80.3%) due primarily to a gain related to the sale of our New Delphi Class A Membership Interests and related equity income in the three months ended March 31, 2011 that did not recur in the three months ended March 31, 2012.

Reconciliation of Consolidated, Automotive and GM Financial Segment Results

Management believes earnings before interest and taxes (EBIT)-adjusted provides meaningful supplemental information regarding our automotive segments' operating results because it excludes interest income, interest expense and income taxes as well as certain additional amounts. Management does not consider these excluded items when assessing and measuring the operational and financial performance of the organization, its management teams and when making decisions to allocate resources, such as capital investment, among business units and for internal reporting and as part of its forecasting and budgeting processes. Such adjustments include impairment charges related to goodwill and certain investments, gains or losses on the settlement/extinguishment of obligations and gains or losses on the sale of non-core investments. Management believes this measure allows it to readily view operating trends, perform analytical comparisons and benchmark performance between periods and among geographic regions. We believe EBIT-adjusted is useful in allowing for greater transparency of our core operations and is therefore used by management in its financial and operational decision-making.

While management believes that EBIT-adjusted provides useful information, it is not an operating measure under U.S. GAAP and there are limitations associated with its use. Our calculation of EBIT-adjusted may not be completely comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result the use of EBIT-adjusted has limitations and should not be considered in isolation from, or as a substitute for, other measures such as Net income or Net income attributable to stockholders. Due to these limitations, EBIT-adjusted is used as a supplement to U.S. GAAP measures.

Management believes income before income taxes provides meaningful supplemental information regarding GM Financial's operating results. GM Financial uses a separate measure from our automotive operations because management believes interest income and interest expense are part of operating results when assessing and measuring the operational and financial performance of the segment.

In 2012 we recorded a loss on extinguishment of debt within Corporate for segment reporting purposes, and it is excluded from EBIT-adjusted. Previously gains and losses on extinguishment of debt were recorded within the applicable automotive segments.

This change is consistent with how management currently views the results of our operations.

The following tables summarize the reconciliation of our automotive segments EBIT-adjusted and GM Financial's income before income taxes to Net income attributable to stockholders and provide supplemental detail of the adjustments, which are presented net of noncontrolling interests (dollars in millions):

	Three Months Ended March 31,			
	2012		2011	
Automotive				
EBIT-adjusted				
GMNA(a)	$ 1,691	84.5 %	$ 1,253	65.5 %
GME(a)	(256)	(12.8)%	5	0.3 %
GMIO(a)	529	26.5 %	586	30.7 %
GMSA(a)	83	4.1 %	90	4.7 %
Corporate and eliminations	(46)	(2.3)%	(22)	(1.2)%
Total automotive EBIT-adjusted	2,001	100.0 %	1,912	100.0 %
Adjustments	(612)		1,483	
Corporate interest income	89		127	
Automotive interest expense	110		149	
Loss on extinguishment of debt	18		—	
Automotive Financing				
GM Financial income before income taxes	181		130	
Consolidated Income Taxes				
Income tax expense	216		137	
Net income attributable to stockholders	$ 1,315		$ 3,366	

(a) Our automotive operations interest and income taxes are recorded centrally in Corporate; therefore, there are no reconciling items for our automotive operating segments between EBIT-adjusted and Net income attributable to stockholders.

	Three Months Ended March 31, 2012					
	GMNA	GME	GMIO	GMSA	Corporate	Total
Goodwill impairment charges	$ —	$ (590)	$ (22)	$ —	$ —	$ (612)

	Three Months Ended March 31, 2011					
	GMNA	GME	GMIO	GMSA	Corporate	Total
Gain on sale of our Class A Membership Interests in Delphi Automotive LLP (New Delphi)	$ 1,645	$ —	$ —	$ —	$ —	$ 1,645
Goodwill impairment charges	—	(395)	—	—	—	(395)
Charges related to HKJV	—	—	(106)	—	—	(106)
Gain on sale of Ally Financial preferred stock	—	—	—	—	339	339
Total adjustments	$ 1,645	$ (395)	$ (106)	$ —	$ 339	$ 1,483

GENERAL MOTORS COMPANY AND SUBSIDIARIES

Consolidating Financial Condition
(In millions, except share amounts)

	March 31, 2012				December 31, 2011			
	Automotive	GM Financial	Eliminations	Consolidated	Automotive	GM Financial	Eliminations	Consolidated
ASSETS								
Current Assets								
Cash and cash equivalents	$ 16,769	$ 609	$ —	$ 17,378	$ 15,499	$ 572	$ —	$ 16,071
Marketable securities	14,686	—	—	14,686	16,148	—	—	16,148
Restricted cash and marketable securities	208	716	—	924	206	799	—	1,005
Accounts and notes receivable, net	12,471	39	(25)	12,485	9,949	52	(37)	9,964
GM Financial finance receivables, net	—	3,314	—	3,314	—	3,251	—	3,251
Inventories	15,844	—	—	15,844	14,324	—	—	14,324
Equipment on operating leases, net	2,600	—	—	2,600	2,464	—	—	2,464
Other current assets and deferred income taxes	1,955	41	(11)	1,985	1,657	46	(7)	1,696
Total current assets	64,533	4,719	(36)	69,216	60,247	4,720	(44)	64,923
Non-current Assets								
Restricted cash and marketable securities	839	311	1	1,151	912	316	—	1,228
GM Financial finance receivables, net	—	6,162	—	6,162	—	5,911	—	5,911
Equity in net assets of nonconsolidated affiliates	6,793	—	—	6,793	6,790	—	—	6,790
Property, net	24,226	49	—	24,275	22,957	47	1	23,005
Goodwill	27,155	1,278	—	28,433	27,741	1,278	—	29,019
Intangible assets, net	9,686	1	—	9,687	10,013	1	—	10,014
GM Financial equipment on operating leases, net	—	1,100	(34)	1,066	—	809	(24)	785
Other assets and deferred income taxes	3,748	36	(373)	3,411	3,200	30	(302)	2,928
Total non-current assets	72,447	8,937	(406)	80,978	71,613	8,392	(325)	79,680
Total Assets	$ 136,980	$ 13,656	$ (442)	$ 150,194	$ 131,860	$ 13,112	$ (369)	$ 144,603
LIABILITIES AND EQUITY								
Current Liabilities								
Accounts payable (principally trade)	$ 27,525	$ 76	$ (25)	$ 27,576	$ 24,531	$ 58	$ (38)	$ 24,551
Short-term debt and current portion of long-term debt								
Automotive	1,557	—	—	1,557	1,682	—	—	1,682
GM Financial	—	3,793	—	3,793	—	4,118	—	4,118
Accrued liabilities	23,512	155	(16)	23,651	22,767	119	(11)	22,875
Total current liabilities	52,594	4,024	(41)	56,577	48,980	4,295	(49)	53,226
Non-current Liabilities								
Long-term debt								
Automotive	3,828	—	—	3,828	3,613	—	—	3,613
GM Financial	—	5,046	—	5,046	—	4,420	—	4,420
Postretirement benefits other than pensions	6,832	—	—	6,832	6,836	—	—	6,836
Pensions	25,017	—	—	25,017	25,075	—	—	25,075
Other liabilities and deferred income taxes	12,656	497	(399)	12,754	12,355	406	(319)	12,442
Total non-current liabilities	48,333	5,543	(399)	53,477	47,879	4,826	(319)	52,386
Total Liabilities	100,927	9,567	(440)	110,054	96,859	9,121	(368)	105,612
Commitments and contingencies								
Equity								
Preferred stock, $0.01 par value, 2,000,000,000 shares authorized:								
Series A (276,101,695 shares issued and outstanding (each with a $25.00 liquidation preference) at March 31, 2012 and December 31, 2011)	5,536	—	—	5,536	5,536	—	—	5,536
Series B (100,000,000 shares issued and outstanding (each with a $50.00 liquidation preference) at March 31, 2012 and December 31, 2011)	4,855	—	—	4,855	4,855	—	—	4,855
Common stock, $0.01 par value (5,000,000,000 shares authorized and 1,565,842,758 shares and 1,564,727,289 shares issued and outstanding at March 31, 2012 and December 31, 2011)	16	—	—	16	16	—	—	16
Capital surplus (principally additional paid-in capital)	26,334	—	—	26,334	26,391	—	—	26,391
Retained earnings	4,193	4,092	(2)	8,283	3,186	3,998	(1)	7,183
Accumulated other comprehensive loss	(5,765)	(3)	—	(5,768)	(5,854)	(7)	—	(5,861)
Total stockholders' equity	35,169	4,089	(2)	39,256	34,130	3,991	(1)	38,120
Noncontrolling interests	884	—	—	884	871	—	—	871
Total Equity	36,053	4,089	(2)	40,140	35,001	3,991	(1)	38,991
Total Liabilities and Equity	$ 136,980	$ 13,656	$ (442)	$ 150,194	$ 131,860	$ 13,112	$ (369)	$ 144,603

Current Assets

Marketable securities decreased by $1.5 billion (or 9.1%) due primarily to our reinvesting in shorter term cash equivalents as these marketable securities matured to rebalance our securities portfolio in the normal course of business.

Accounts and notes receivable, net increased by $2.5 billion (or 25.3%) due primarily to: (1) an increase of $1.6 billion related to higher vehicle sales at the end of March 2012 compared to December 2011 at GMNA; (2) net increase of $0.4 billion related to dividends declared by our China JVs in the three months ended March 31, 2012; and (3) increased net foreign currency translation of $0.2 billion due to the strengthening of major currencies against the U.S. Dollar.

Inventories increased by $1.5 billion (or 10.6%) due primarily to: (1) increased finished products and raw materials of $1.3 billion resulting primarily from increased production levels; and (2) increased net foreign currency translation of $0.3 billion due to the strengthening of major currencies against the U.S. Dollar.

Non-Current Assets

Goodwill decreased by $0.6 billion (or 2.0%) due to the impairment charges in GME and GMIO.

GM Financial equipment on operating leases, net increased by $0.3 billion (or 35.8%) due primarily to leased vehicles purchased in the U.S. and Canada of $0.3 billion and $0.1 billion in the three months ended March 31, 2012.

Current Liabilities

Accounts payable increased by $3.0 billion (or 12.3%) due primarily to: (1) higher payables of $2.5 billion for materials primarily related to increased production volumes; and (2) increased net foreign currency translation of $0.5 billion due to the strengthening of major currencies against the U.S. Dollar.

Non-Current Liabilities

GM Financial Long-term debt increased by $0.6 billion (or 14.2%) due primarily to the issuance of securitization notes payable of $1.8 billion partially offset by normal principal amortization of $1.2 billion.

GM North America
(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Total net sales and revenue	$ 24,176	$ 22,110	$ 2,066	9.3%
EBIT-adjusted	$ 1,691	$ 1,253	$ 438	35.0%

GMNA Total Net Sales and Revenue

In the three months ended March 31, 2012 Total net sales and revenue increased by $2.1 billion (or 9.3%) due primarily to: (1) increased wholesale volumes of $2.2 billion representing 90,000 vehicles (or 11.3%) due to increased industry demand and successful recent vehicle launches such as the Buick Verano, Chevrolet Sonic and Chevrolet Cruze; and (2) favorable vehicle pricing of $0.4 billion; partially offset by (3) unfavorable vehicle mix of $0.3 billion.

GMNA EBIT-Adjusted

In the three months ended March 31, 2012 EBIT-adjusted increased by $0.4 billion (or 35.0%) due primarily to: (1) increased wholesale volumes of $0.6 billion due to increased industry demand and successful recent vehicle launches; and (2) favorable vehicle pricing of $0.4 billion; partially offset by (3) unfavorable vehicle mix of $0.3 billion; (4) decrease in U.S. pension income of $0.2 billion; and (5) a charge related to the cash severance incentive programs for skilled trade U.S. hourly employees of $0.1 billion.

GM Europe

(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Total net sales and revenue	$ 5,513	$ 6,870	$ (1,357)	(19.8)%
EBIT (loss)-adjusted	$ (256)	$ 5	$ (261)	n.m.

n.m. = not meaningful

GME Total Net Sales and Revenue

In the three months ended March 31, 2012 Total net sales and revenue decreased by $1.4 billion (or 19.8%) due primarily to: (1) decreased wholesale volumes of $1.0 billion representing 70,500 vehicles (or 21.1%); (2) unfavorable foreign currency translation effect of $0.3 billion, due to the strengthening of the U.S. Dollar against the Euro, British Pound and Turkish Lira; (3) decreased powertrain engine and transmission sales of $0.2 billion, associated with lower demand from allied and outside customers; (4) decreased parts and accessories revenues of $0.1 billion; and (5) a decrease of $0.1 billion due to the deconsolidation of VM Motori in June 2011; partially offset by (6) favorable vehicle mix of $0.2 billion due to the new generation Opel Zafira and new generation Opel Astra GTC and increased sales of other higher priced vehicles.

GME EBIT (Loss)-Adjusted

In the three months ended March 31, 2012 EBIT (loss)-adjusted was $0.3 billion compared to EBIT-adjusted of $5 million in the three months ended March 31, 2011 due primarily to: (1) decreased volumes of $0.2 billion; (2) decreased powertrain engine and transmission sales of $0.1 billion, associated with lower demand from allied and outside customers; and (3) a decrease of $0.1 billion resulting from the net effect of changes in an embedded foreign currency exchange derivative asset associated with a long-term supply agreement entered into in 2010; partially offset by (4) lower manufacturing expenses of $0.1 billion.

GM International Operations
(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Total net sales and revenue	$ 6,060	$ 5,208	$ 852	16.4 %
EBIT-adjusted	$ 529	$ 586	$ (57)	(9.7)%

GMIO Total Net Sales and Revenue

In the three months ended March 31, 2012 Total net sales and revenue increased by $0.9 billion (or 16.4%) due primarily to: (1) increased wholesale volumes of $0.4 billion representing 28,000 vehicles due primarily to strong industry growth across the region; (2) favorable vehicle mix of $0.3 billion due to the sales of higher priced Chevrolet Captiva, Chevrolet Orlando and Chevrolet Malibu; and (3) favorable vehicle pricing effect of $0.2 billion due to higher pricing on new models launched and lower sales incentives.

The vehicle sales related to our China and India joint ventures is not reflected in Total net sales and revenue. The results of our joint ventures are recorded in Equity income, net of tax.

GMIO EBIT-Adjusted

In the three months ended March 31, 2012 EBIT-adjusted decreased by $0.1 billion (or 9.7%), primarily due to: (1) increased costs of $0.4 billion due primarily to increased material, manufacturing and warranty costs; partially offset by (2) favorable price effect of $0.2 billion due to higher pricing on new models launched and lower sales incentives; and (3) favorable net wholesale volumes of $0.1 billion.

GM South America

(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Total net sales and revenue	$ 3,939	$ 3,896	$ 43	1.1 %
EBIT-adjusted	$ 83	$ 90	$ (7)	(7.8)%

GMSA Total Net Sales and Revenue

In the three months ended March 31, 2012 Total net sales and revenue remained flat, due primarily to: (1) favorable vehicle mix of $0.2 billion due to increased sales of the Chevrolet Cruze and Chevrolet S10; and (2) favorable vehicle pricing effect of $0.1 billion, primarily in Venezuela due to the hyperinflationary economy, offset by (3) decreased wholesale volumes of $0.2 billion representing 19,000 vehicles (or 7.4%) due to deteriorated market share driven by increased competition and aggressive pricing in the market; and (4) unfavorable net foreign currency translation effect of $0.1 billion, due to the strengthening of the U.S. dollar against major currencies such as the Brazilian Real and Argentinian Peso.

GMSA EBIT-Adjusted

In the three months ended March 31, 2012 EBIT-adjusted remained flat, due primarily to: (1) favorable vehicle pricing effect of $0.1 billion, primarily in Venezuela due to the hyperinflationary economy; (2) favorable net vehicle mix of $0.1 billion due to increased sales of the Chevrolet Cruze and Chevrolet S10; and (3) a bargain purchase gain of $50 million on the purchase of GMAC Venezuela; offset by (4) increased material, freight and manufacturing costs of $0.2 billion.

GM Financial
(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
GM Financial revenue	$ 431	$ 295	$ 136	46.1%
Income before income taxes	$ 181	$ 130	$ 51	39.2%

GM Financial Revenue

In the three months ended March 31, 2012 GM Financial revenue increased by $136 million (or 46.1%) due primarily to: (1) increased finance charge income of $90 million due to a larger loan portfolio balance; and (2) increased lease income of $41 million due to a larger lease portfolio.

GM Financial Income Before Income Taxes

In the three months ended March 31, 2012 income before income taxes increased by $51 million (or 39.2%) due primarily to: (1) increased finance charge income of $90 million due to a larger loan portfolio; and (2) increased lease income of $41 million due to a larger lease portfolio; partially offset by (3) increased leased vehicle expenses of $32 million due to a larger lease portfolio; (4) increased operating expenses of $22 million due to company growth; and (5) increased interest expense of $22 million due to an increase in average debt outstanding and an increase in the effective interest rate.

Average debt outstanding in the three months ended March 31, 2012 and 2011 was $8.6 billion and $7.1 billion and the effective rate of interest paid was 3.0% and 2.3%.

Corporate
(Dollars in Millions)

	Three Months Ended March 31,			
			2012 vs. 2011 Change	
	2012	2011	Amount	%
Net income (loss) attributable to stockholders	$ (200)	$ 231	$ (431)	(186.6)%

Corporate Net Income (Loss) Attributable to Stockholders

In the three months ended March 31, 2012 Net loss attributable to stockholders was $0.2 billion compared to Net income attributable to stockholders of $0.2 billion in the three months ended March 31, 2011 due primarily to: (1) a gain of $0.3 billion recorded on the sale of our Ally Financial preferred stock in March 2011 that did not recur in the three months ended March 31, 2012, and (2) an increase in income tax expense of $0.1 billion.

Liquidity and Capital Resources

Liquidity Overview

We believe that our current level of cash and cash equivalents, marketable securities and availability under our secured revolving credit facility will be sufficient to meet our liquidity needs. However, we expect to have substantial cash requirements going forward which we plan to fund through available liquidity and cash flow from operations. Our known material future uses of cash include, among other possible demands: (1) reinvestment in our business through capital expenditures, engineering and product development activities; (2) pension contributions and OPEB payments; (3) payments to reduce debt and other long-term obligations; (4) dividend payments on our Series A and Series B Preferred Shares; and (5) certain South American income and indirect tax-related administrative proceedings may require that we deposit funds in escrow or make payments which may range up to $0.8 billion.

Based upon our current outlook, we expect GMNA's results for the second and third quarters of 2012 to be affected by the scheduled downtime at factories which produce our full-size trucks.

Our liquidity plans are subject to a number of risks and uncertainties, including those described in the “Risk Factors” section of our 2011 Form 10-K, some of which are outside our control. Macroeconomic conditions could limit our ability to successfully execute our business plans and therefore adversely affect our liquidity plans.

Recent Management Initiatives

We continue to monitor and evaluate opportunities to optimize our liquidity position and capital structure in order to strengthen our balance sheet. Maintaining minimal financial leverage remains a key strategic initiative. We continue to evaluate potential repayments of long-term obligations prior to maturity. Any such repayments may negatively affect our liquidity in the short-term.

From time to time we consider the possibility of acquisitions, dispositions and strategic alliances that we believe would generate significant advantages and substantially strengthen our business. This may include additional loans or investments with our joint venture partners and may negatively impact our liquidity in the short-term. As previously mentioned, in February 2012 we entered into an agreement with PSA to create an alliance to leverage the strengths and capabilities of our two companies. Pursuant to the agreement we acquired a seven percent equity stake in PSA for $0.4 billion. Further implementation of the strategic alliance is subject to the execution of various definitive agreements which will outline the terms of the joint business activities.

We continue to pursue various options to fund and derisk our pension plans, including continued changes to the pension asset portfolio mix to reduce funded status volatility and ceasing accrual of additional benefits in the U. S. salaried pension plan effective September 30, 2012. We are currently exploring other options that could result in a settlement of some of our pension liabilities.

Consolidating Statements of Cash Flows
(In millions)

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
	Automotive	GM Financial	Consolidated	Automotive	GM Financial	Consolidated
Net cash provided by (used in) operating activities	$ 2,272	$ 227	$ 2,499	$ (596)	$ 219	$ (377)
Cash flows from investing activities						
Expenditures for property	(1,990)	(4)	(1,994)	(1,322)	—	(1,322)
Available-for-sale marketable securities, acquisitions	(2,368)	—	(2,368)	(7,287)	—	(7,287)
Trading marketable securities, acquisitions	(2,198)	—	(2,198)	(157)	—	(157)
Available-for-sale marketable securities, liquidations	4,027	—	4,027	4,262	—	4,262
Trading marketable securities, liquidations	1,694	—	1,694	159	—	159
Acquisition of companies, net of cash acquired	56	—	56	(1)	—	(1)
Operating leases, liquidations	1	7	8	3	13	16
Proceeds from sale of business units/investments, net	—	—	—	4,805	—	4,805
Increase in restricted cash and marketable securities	(75)	(101)	(176)	(85)	(104)	(189)
Decrease in restricted cash and marketable securities	152	163	315	222	21	243
Purchases of finance receivables	—	(1,369)	(1,369)	—	(1,135)	(1,135)
Principal collections and recoveries on finance receivables	—	1,016	1,016	—	954	954
Net purchases of leased vehicles	—	(304)	(304)	—	(320)	(320)
Other investing activities	(25)	26	1	39	(28)	11
Net cash provided by (used in) investing activities	(726)	(566)	(1,292)	638	(599)	39
Cash flows from financing activities						
Net increase (decrease) in short-term debt	(146)	—	(146)	119	—	119
Proceeds from issuance of debt (original maturities greater than three months)	140	2,254	2,394	144	1,997	2,141
Payments on debt (original maturities greater than three months)	(110)	(1,947)	(2,057)	(253)	(1,461)	(1,714)
Payments to acquire noncontrolling interest	—	—	—	(100)	—	(100)
Dividends paid	(217)	—	(217)	(221)	—	(221)
Proceeds from issuance of stock	3	—	3	—	—	—
Other financing activities	—	(5)	(5)	—	(18)	(18)
Net cash provided by (used in) financing activities	(330)	302	(28)	(311)	518	207
Effect of exchange rate changes on cash and cash equivalents	127	1	128	183	—	183
Net transactions with Automotive/GM Financial	(73)	73	—	—	—	—
Net increase (decrease) in cash and cash equivalents	1,270	37	1,307	(86)	138	52
Cash and cash equivalents at beginning of period	15,499	572	16,071	21,061	195	21,256
Cash and cash equivalents at end of period	$ 16,769	$ 609	$ 17,378	$ 20,975	$ 333	$ 21,308

Automotive

Available Liquidity

Available liquidity includes cash, cash equivalents and current marketable securities balances. At March 31, 2012 our available liquidity was $31.5 billion, excluding funds available under credit facilities of $5.9 billion. The amount of available liquidity is subject to intra-month and seasonal fluctuations and includes balances held by various business units and subsidiaries worldwide that are needed to fund their operations.

We manage our liquidity primarily at our treasury centers as well as at certain of our significant consolidated overseas subsidiaries. Our cash equivalents and marketable securities balances include investments in U.S. government and agency obligations, foreign government securities, time deposits and certificates of deposits and corporate debt securities, and are primarily denominated in U.S. Dollars. Our investment guidelines, which we may change from time to time, prescribe certain minimum credit rating thresholds and limit our exposures to any particular sector, asset class, issuance or security type. Substantially all of our current investments in debt securities are with A/A2 or better rated issuers. We maintain cash balances and investments in certain foreign currencies, such as the Canadian Dollar (CAD), to fund future payments on foreign currency denominated obligations thereby reducing a portion of the related foreign currency exposure. We actively monitor and manage our liquidity exposure to Europe which is related primarily to short-term bank deposits and short-term debt securities of high-quality European issuers. A portion of our total liquidity includes amounts deemed indefinitely reinvested in our foreign subsidiaries. We have used and will continue to use other methods including intercompany loans to utilize these funds across our global operations as needed. The following table summarizes our liquidity (dollars in millions):

	March 31, 2012	December 31, 2011
Cash and cash equivalents	$ 16,769	$ 15,499
Marketable securities	14,686	16,148
Available liquidity	31,455	31,647
Available under credit facilities	5,885	5,867
Total available liquidity	$ 37,340	$ 37,514

Credit Facilities

We use credit facilities as a mechanism to provide additional flexibility in managing our global liquidity. Our primary borrowing capacity under these credit facilities comes from our $5.0 billion secured revolving credit facility. The balance of our credit facilities are geographically dispersed across all regions. The following tables summarize our committed and uncommitted credit facilities (dollars in millions):

	Total Credit Facilities		Amounts Available Under Credit Facilities	
	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011
Committed	$ 5,336	$ 5,338	$ 5,306	$ 5,308
Uncommitted	632	629	579	559
Total	$ 5,968	$ 5,967	$ 5,885	$ 5,867

	Total Credit Facilities		Amounts Available Under Credit Facilities	
	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011
Secured revolving credit facility	$ 5,000	$ 5,000	$ 5,000	$ 5,000
Other(a)	968	967	885	867
Total	$ 5,968	$ 5,967	$ 5,885	$ 5,867

(a) Consists of credit facilities available at our foreign subsidiaries that are not individually significant.

Our largest credit facility is our five year, $5.0 billion secured revolving credit facility which includes a letter of credit sub-facility of up to $500 million. Additionally, we can use collateral under the revolving credit facility to support other obligations of up to $2.0 billion. We continue to evaluate potential uses for this collateral which may strengthen our overall liquidity position without impacting our financial leverage. We entered into the secured revolving credit facility agreement in October 2010. While we do not believe that we will draw on the secured revolving credit facility to fund operating activities, the facility provides additional liquidity and financing flexibility. Availability under the secured revolving credit facility is subject to borrowing base restrictions. Our obligations under the secured revolving credit facility are guaranteed by certain of our domestic subsidiaries and secured by a substantial portion of our domestic assets excluding cash, cash equivalents, marketable securities and GM Financial. If we receive an investment grade corporate rating from two or more of the credit rating agencies: Fitch Ratings, Moody's Investor Service and Standard & Poor's, we may no longer have to post collateral under the terms of the facility.

Uncommitted credit facilities include lines of credit which are available to us but under which the lenders have no legal obligation to provide funding upon our request. We and our subsidiaries use credit facilities to fund working capital needs, product programs, facilities development and other general corporate purposes.

Cash Flow

Operating Activities

In the three months ended March 31, 2012 net cash provided by operating activities was $2.3 billion compared to net cash used in operating activities of $0.6 billion in the three months ended March 31, 2011 due primarily to: (1) favorable changes in working capital of $2.2 billion including the termination of advance wholesale agreements in GMNA which adversely impacted working capital in 2011; and (2) other items of $0.7 billion which primarily included increased non-cash goodwill impairment charges of $0.2 billion and other collectively insignificant items. Net income decreased by $2.1 billion due primarily to one-time gains on the sale of our investments in New Delphi and Ally Financial preferred stock of $1.9 billion in 2011.

Investing Activities

In the three months ended March 31, 2012 net cash used by investing activities was $0.7 billion compared to net cash provided by investing activities of $0.6 billion in the three months ended March 31, 2011 due primarily to: (1) proceeds received from the sale of our investments in New Delphi and Ally Financial preferred stock of $4.8 billion in 2011; and (2) increased capital expenditures of $0.7 billion as we continue to reinvest in our business; partially offset by (3) proceeds in excess of new investments in marketable securities of $4.2 billion.

Financing Activities

In the three months ended March 31, 2012 cash flows from financing activities remained flat due primarily to: (1) additional payments on debt obligations of $0.1 billion in 2012 were offset by (2) a payment to acquire an additional interest in GM Korea Company (GM Korea) of $0.1 billion in 2011.

Free Cash Flow

Management believes free cash flow provides meaningful supplemental information regarding the liquidity of our automotive operations and its ability to generate sufficient cash flow above those required in our business to sustain our operations. We measure free cash flow as cash flow from operations adjusted for capital expenditures. While management believes that free cash flow provides useful information, it is not an operating measure under U.S. GAAP and there are limitations associated with its use. Our calculation of free cash flow may not be completely comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result the use of free cash flow has limitations and should not be considered in isolation from, or as a substitute for, other measures such as cash flows from operating activities. Due to these limitations, free cash flow is used as a supplement to U.S. GAAP measures. The following table summarizes free cash flow (dollars in millions):

	Three Months Ended March 31,	
	2012	2011
Operating cash flow	$ 2,272	$ (596)
Less: capital expenditures	(1,990)	(1,322)
Free cash flow	$ 282	$ (1,918)

Automotive Financing - GM Financial

Liquidity Overview

GM Financial's primary sources of cash are finance charge income, servicing fees, net distributions from securitization trusts, borrowings under credit facilities, transfers of finance receivables to trusts in securitization transactions, collections and recoveries on finance receivables and net proceeds from senior notes transactions. GM Financial's primary uses of cash are purchases of finance receivables and leased assets, repayment of credit facilities, securitization of notes payable and other indebtedness, funding credit enhancement requirements for securitization transactions and credit facilities and operating expenses.

GM Financial used cash of $1.4 billion and $1.1 billion for the purchase of finance receivables in the three months ended March 31, 2012 and 2011, and $0.3 billion for the purchase of leased vehicles in the three months ended March 31, 2012 and 2011. These purchases were funded initially utilizing cash and borrowings under credit facilities and subsequently funded in securitization transactions. GM Financial received cash of $1.0 billion from collections and recoveries on receivables in the three months ended March 31, 2012 and 2011.

Available Liquidity

The following table summarizes GM Financial's available liquidity (dollars in millions):

	March 31, 2012	December 31, 2011
Cash and cash equivalents	$ 609	$ 572
Borrowing capacity on unpledged eligible receivables	588	387
Borrowing capacity on unpledged eligible leased assets	434	294
Available liquidity	$ 1,631	$ 1,253

Credit Facilities

In the normal course of business, in addition to using available cash, GM Financial pledges receivables to and borrows under credit facilities to fund operations and repays these borrowings as appropriate under GM Financial's cash management strategy.

The following table summarizes those credit facilities (dollars in millions):

	March 31, 2012		December 31, 2011	
	Facility Amount	Advances Outstanding	Facility Amount	Advances Outstanding
Syndicated warehouse facility	$ 2,000	$ 277	$ 2,000	$ 621
U.S. lease warehouse facility(a)	$ 600	—	$ 600	—
Canada lease warehouse facility(b)	$ 600	248	$ 589	181
Medium-term note facility(c)		254		294
Bank funding facility		—		3
Total		$ 779		$ 1,099

(a) In January 2012 GM Financial extended the maturity date of the lease warehouse facility for lease originations in the U.S. to January 2013. Borrowings on the facility are collateralized by leased assets.
(b) Borrowings on this facility are collateralized by leased assets. The facility amount represents CAD $600 million at March 31, 2012 and December 31, 2011, and the advances outstanding amount represents CAD $248 million and CAD $185 million at March 31, 2012 and December 31, 2011.
(c) The revolving period under this facility has ended and the outstanding debt balance will be repaid over time based on the amortization of the receivables pledged until October 2016 when any remaining amount outstanding will be due and payable.

GM Financial is required to hold certain funds in restricted cash accounts to provide additional collateral for borrowings under the credit facilities and securitization notes payable. GM Financial's funding agreements contain various covenants requiring minimum financial ratios, asset quality and portfolio performance ratios (portfolio net loss and delinquency ratios, and pool level cumulative net loss ratios) as well as limits on deferment levels. Failure to meet any of these covenants could result in an event of default under these agreements. If an event of default occurs under these agreements, the lenders could elect to declare all amounts outstanding under these agreements to be immediately due and payable, enforce their interests against collateral pledged under these agreements or, with respect to the syndicated warehouse facility, restrict GM Financial's ability to obtain additional borrowings.

Guarantees Provided to Third Parties

We have provided guarantees related to the residual value of operating leases, certain suppliers' commitments, certain product-related claims and commercial loans made by Ally Financial and outstanding with certain third parties excluding vehicle repurchase obligations, residual support and risk sharing related to Ally Financial. The maximum potential obligation under these commitments was $1.1 billion at March 31, 2012 and December 31, 2011.

Our current agreement with Ally Financial requires the repurchase of Ally Financial financed inventory invoiced to dealers with limited exclusions, in the event of a qualifying voluntary or involuntary termination of the dealer's sales and service agreement. The repurchase obligation ended in August 2011 for vehicles invoiced through August 2010, ends in August 2012 for vehicles invoiced through August 2011 and ends in August 2013 for vehicles invoiced through August 2012.

The maximum potential amount of future payments required to be made to Ally Financial under this guarantee would be based on the repurchase value of total eligible vehicles financed by Ally Financial in dealer stock and is estimated to be $22.9 billion and $19.8 billion at March 31, 2012 and December 31, 2011. If vehicles are required to be repurchased under this arrangement, the total exposure would be reduced to the extent vehicles are able to be resold to another dealer or at auction. The fair value of the guarantee was $16 million and $17 million at March 31, 2012 and December 31, 2011 which considers the likelihood of dealers terminating and estimating the loss exposure for the ultimate disposition of vehicles.

Refer to Notes 17 and 22 to our condensed consolidated financial statements for additional information on guarantees we have provided.

Fair Value Measurements

Refer to Note 16 to our condensed consolidated financial statements for information regarding derivative fair value measurements.

Dividends

The declaration of any dividend on our common stock is a matter to be acted upon by our Board of Directors in its sole discretion. Since our formation we have not paid any dividends on our common stock and have no current plans to pay any dividends on our common stock. Our payment of dividends on our common stock in the future, if any, will be determined by our Board of Directors in its sole discretion out of funds legally available for that purpose and will depend on business conditions, our financial condition, earnings, liquidity and capital requirements, the covenants in our debt instruments and other factors.

So long as any share of our Series A or B Preferred Stock remains outstanding, no dividend or distribution may be declared or paid on our common stock unless all accrued and unpaid dividends have been paid on our Series A and B Preferred Stock, subject to exceptions, such as dividends on our common stock payable solely in shares of our common stock. Our secured revolving credit facility contains certain restrictions on our ability to pay dividends, subject to exceptions, such as dividends payable solely in shares of our common stock. So long as any share of our Series A Preferred Stock remains outstanding, no dividend or distribution may be declared or paid on our Series B Preferred Stock unless all accrued and unpaid dividends have been paid on our Series A Preferred Stock, subject to exceptions, such as dividends on our Series B Preferred Stock solely in shares of our common stock.

The following table summarizes dividends paid on our Series A and B Preferred Stock (dollars in millions):

	Three Months Ended March 31,	
	2012	**2011**
Series A Preferred Stock	$ 155	$ 155
Series B Preferred Stock(a)	60	65
Total Preferred Stock dividends paid	$ 215	$ 220

(a) Cumulative unpaid dividends on our Series B Preferred Stock were $20 million at March 31, 2012 and 2011.

Employees

At March 31, 2012 we employed 209,000 employees of whom 141,000 (68%) were hourly employees and 68,000 (32%) were salaried employees. The following table summarizes worldwide employment (in thousands):

	March 31, 2012	December 31, 2011
GMNA	100	98
GME	39	39
GMIO	35	34
GMSA	32	33
GM Financial	3	3
Total Worldwide	209	207
U.S. - Salaried	29	29
U.S. - Hourly	50	48

Critical Accounting Estimates

The condensed consolidated financial statements are prepared in conformity with U.S. GAAP, which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates actual results could differ from the original estimates, requiring adjustments to these balances in future periods. The critical accounting estimates that affect the condensed consolidated financial statements and the judgments and assumptions used are consistent with those described in the MD&A section in our 2011 Form 10-K, with updates to our critical accounting estimates related to events occurring subsequent to the filing of our 2011 Form 10-K discussed below.

Impairment of Goodwill

We adopted the provisions of Accounting Standards Update 2010-28, "When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts," on January 1, 2011 and performed Step 2 of the goodwill impairment testing for our GME reporting unit which had a negative carrying amount resulting in the recognition of a cumulative-effect adjustment to Retained earnings of $1.5 billion. In addition, in the three months ended March 31, 2012 and 2011 we performed an event-driven goodwill impairment test at our GME reporting unit which resulted in Goodwill impairment charges of $590 million and $395 million. In the three months ended March 31, 2012 we also performed an event-driven goodwill impairment test at our GM Korea reporting unit which resulted in Goodwill impairment charge of $27 million. Refer to Note 9 to our condensed consolidated financial statements for additional information on these Goodwill impairment charges, including assumptions utilized in determining the fair values of GME and GM Korea and the amounts of these reporting units' implied goodwill.

The key assumptions utilized in determining the fair value-to-U.S. GAAP differences giving rise to the implied goodwill for GME and GM Korea are the determination of our nonperformance risk, interest rates, estimates of our employee benefit related obligations and/or the estimated timing of the utilization of our deferred tax assets, including our determination whether it is more likely than not that the deferred tax assets will be utilized. Of these factors, the amount of implied goodwill determined for GME is most sensitive to changes in our nonperformance risk, interest rates and estimates of our employee benefit related obligations. The amount of implied goodwill determined for GM Korea is most sensitive to our determination of whether it is more likely than not that its deferred tax assets will or will not be utilized.

Our fair value estimates assume the achievement of the future financial results contemplated in our forecasted cash flows and there can be no assurance that we will realize that value. The estimates and assumptions used are subject to significant uncertainties, many of which are beyond our control, and there is no assurance that anticipated financial results will be achieved.

Forward-Looking Statements

In this report and in reports we subsequently file and have previously filed with the SEC on Forms 10-K and 10-Q and file or furnish on Form 8-K, and in related comments by our management, we use words like “anticipate,” “believe,” “continue,” “could,” “designed,” “effect,” “estimate,” “evaluate,” “expect,” “forecast,” “goal,” “initiative,” “intend,” “may,” “objective,” “outlook,” “plan,” “potential,” “priorities,” “project,” “pursue,” “seek,” “should,” “target,” “when,” “would,” or the negative of any of those words or similar expressions to identify forward-looking statements that represent our current judgment about possible future events. In making these statements we rely on assumptions and analyses based on our experience and perception of historical trends, current conditions and expected future developments as well as other factors we consider appropriate under the circumstances. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors, both positive and negative. These factors, which may be revised or supplemented in subsequent reports on SEC Forms 10-K, 10-Q and 8-K, include among others the following:

- Our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications;
- Our ability to maintain quality control over our vehicles and avoid material vehicle recalls;
- Our ability to maintain adequate liquidity and financing sources and an appropriate level of debt, including as required to fund our planned significant investment in new technology, and, even if funded, our ability to realize successful vehicle applications of new technology;
- Shortages of and increases or volatility in the price of oil, including as a result of political instability in the Middle East and African nations;
- The effect of business or liquidity difficulties for us or one or more subsidiaries on other entities in our corporate group as a result of our highly integrated and complex corporate structure and operation;
- Our ability to continue to attract customers, particularly for our new products, including cars and crossover vehicles;
- Availability of adequate financing on acceptable terms to our customers, dealers, distributors and suppliers to enable them to continue their business relationships with us;
- The ability of our suppliers to deliver parts, systems and components without disruption and at such times to allow us to meet production schedules;
- Our ability to take actions we believe are important to our long-term strategy;
- Our ability to manage the distribution channels for our products;
- Our ability to successfully restructure our European operations;
- The continued availability of both wholesale and retail financing from Ally Financial and its affiliates and other finance companies in markets in which we operate to support our ability to sell vehicles, which is dependent on those entities' ability to obtain funding and their continued willingness to provide financing, which may be reduced or suspended;
- Our continued ability to develop captive financing capability, including through GM Financial;
- Overall strength and stability of general economic conditions and of the automotive industry, both in the U.S. and in global markets;
- Continued economic instability or poor economic conditions in the U.S., Europe and other global markets, including the credit markets, or changes in economic conditions, commodity prices, housing prices, foreign currency exchange rates or political stability in the markets in which we operate;
- Significant changes in the competitive environment, including the effect of competition and excess manufacturing capacity in our markets, on our pricing policies or use of incentives and the introduction of new and improved vehicle models by our competitors;
- Significant changes in economic and market conditions in China, including the effect of competition from new market entrants, on our vehicle sales and market position in China;
- Changes in the existing, or the adoption of new, laws, regulations, policies or other activities of governments, agencies and similar organizations, including where such actions may affect the production, licensing, distribution or sale of our products, the cost thereof or applicable tax rates;
- Costs and risks associated with litigation;
- Significant increases in our pension expense or projected pension contributions resulting from changes in the value of plan assets, the discount rate applied to value the pension liabilities or other assumption changes; and
- Changes in accounting principles, or their application or interpretation, and our ability to make estimates and the assumptions underlying the estimates, which could have an effect on earnings.

We caution readers not to place undue reliance on forward-looking statements. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where we are expressly required to do so by law.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes in our exposure to market risk since December 31, 2011. Refer to Item 7A in our 2011 Form 10-K.

* * * * * * *

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chairman and CEO and Senior Vice President and CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Exchange Act) at March 31, 2012. Based on this evaluation required by paragraph (b) of Rules 13a-15 or 15d-15, our CEO and CFO concluded that our disclosure controls and procedures were effective as of March 31, 2012.

Changes in Internal Controls

There have not been any changes in internal control over financial reporting during the three months ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The discussion in the following paragraphs is limited to an update of developments that have occurred in various material pending legal proceedings to which we are a party, other than ordinary routine litigation incidental to our business. These proceedings are fully described in our 2011 Form 10-K. We and the other defendants affiliated with us intend to defend all of the following actions vigorously.

Canadian Dealer Class Action

General Motors of Canada Limited (GMCL) is defending a class action asserted on behalf of over 200 Canadian General Motors dealers (the Plaintiff Dealers) which entered into wind-down agreements with GMCL in May 2009 asserting various claims related to those agreements. On March 1, 2011 the Ontario Superior Court of Justice approved certification of a class for the purpose of deciding a number of specifically defined issues, including: (1) whether GMCL breached its obligation of “good faith” in offering the wind-down agreements; (2) whether GMCL interfered with the Plaintiff Dealers' rights of free association; (3) whether GMCL was obligated to provide a disclosure statement and/or disclose more specific information regarding its restructuring plans in connection with proffering the wind-down agreements; and (4) assuming liability, whether the Plaintiff Dealers can recover damages in the aggregate (as opposed to proving individual damages). On March 26, 2012 the Ontario Superior Court of Justice dismissed GMCL's appeal of the class certification order. Accordingly the case will proceed as a class action.

OnStar Analog Equipment Litigation

Our wholly-owned subsidiary OnStar Corporation (OnStar) is a party to more than 20 putative class actions filed in various states, including Michigan, Ohio, New Jersey, Pennsylvania and California which have been consolidated for pretrial purposes in a multi-district proceeding under the caption *In re OnStar Contract Litigation* in the U.S. District Court for the Eastern District of Michigan. The litigation arises out of the discontinuation by OnStar of services to vehicles equipped with analog hardware. On December 19, 2011 the court denied plaintiffs' motion for class certification. On March 16, 2012 the United States Court of Appeals for the Sixth Circuit denied plaintiffs' petition to appeal. Absent future adverse developments, we will discontinue reporting on this matter.

* * * * * * *

Item 1A. Risk Factors

We face a number of significant risks and uncertainties in connection with our operations. Our business, results of operations and financial condition could be materially adversely affected by these risk factors. There have been no material changes to the Risk Factors disclosed in our 2011 Form 10-K.

* * * * * * *

Item 6. Exhibits

Exhibit Number	Exhibit Name	
10.1	General Motors Executive Retirement Plan With Modifications effective as of October 1, 2012	Filed Herewith
10.2	General Motors Company Salary Stock Plan, as amended March 30, 2012	Filed Herewith
31.1	Section 302 Certification of the Chief Executive Officer	Filed Herewith
31.2	Section 302 Certification of the Chief Financial Officer	Filed Herewith
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
101.INS*	XBRL Instance Document	Furnished with this Report
101.SCH*	XBRL Taxonomy Extension Schema Document	Furnished with this Report
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Furnished with this Report
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	Furnished with this Report
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Furnished with this Report
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Furnished with this Report

* Submitted electronically with this Report.

* * * * * * *

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS COMPANY
(Registrant)

By: /s/ NICK S. CYPRUS

Nick S. Cyprus, Vice President, Controller and Chief Accounting Officer

Date: May 3, 2012

Exhibit 10.1

GENERAL MOTORS LLC

General Motors
Executive Retirement Plan

With Modifications through October 1, 2012

GENERAL MOTORS
EXECUTIVE RETIREMENT PLAN

The General Motors Executive Retirement Plan (ERP) (the Plan) is an unfunded, nonqualified deferred compensation plan. The Plan is structured to qualify for certain exemptions from the eligibility, funding and other requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and, further, ERP benefits are computed without regard to limits imposed under the Internal Revenue Code.

Article I. <u>Purpose; Administration; and Effective Date</u>

Article I, Section I. <u>Purpose of the Plan</u>

The purpose of the General Motors Executive Retirement Plan (the Plan) is to help provide eligible retiring salaried executive employees of General Motors LLC (“the Company”), and certain executive employees of General Motors Investment Management Co. (GMIMCo, formerly Promark), GM Global Steering Holdings LLC, and GM Components Holdings, an overall level of monthly retirement benefits, or lump sum distributions of account balances, which are competitive with the benefits provided executives retiring from or ending careers with other major U.S. industrial companies based on years of employment. Eligible active executive level employees, former executive level employees who on or after January 1, 2007 were reduced to a classified position after having obtained the age of 55 and 10 years of eligible service, and former executive level employees who, in each case, have separated from service and are otherwise eligible, shall be referred to herein as “Participants.” The Company, GMIMCo, GM Global Steering Holdings LLC, and GM Components Holdings are collectively referred to as “GM.” “GMIMCo” and “GMAM” are used interchangeably. The monthly retirement benefits determined under the tax-qualified General Motors Retirement Program for Salaried Employees (hereinafter referred to as the “Retirement Program”), or account balances determined under the tax-qualified Retirement Savings Plan (hereinafter referred to as the “RSP” and formerly known as the Savings-Stock Purchase Program S-SPP), plus any benefits payable under certain other GM-provided benefit programs, may be supplemented by benefits provided under the formulas of the Plan. It is intended that the Plan, in relevant part, qualify as an “excess benefit plan” under Section 3(36) of ERISA and, in relevant part, as a plan “providing deferred compensation for a select group of management or highly compensated employees” under Section 201(2) of ERISA.

GENERAL MOTORS
EXECUTIVE RETIREMENT PLAN

Article I, Section I.

The Plan also provides benefits, but only to the extent required, pursuant to (1) the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009 (as amended, the "Purchase Agreement"), and (2) the Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief, entered on July 5, 2009 (D.I. 2968) (the "Sale Order"), to certain individuals who were never Company employees but who retired from General Motors Corporation (hereinafter referred to as the "Corporation"), General Motors Acceptance Corporation (GMAC) and Promark, formerly known as General Motors Asset Management (GMAM) (hereinafter referred to collectively as the "Corporation and its Related Companies").

Article I, Section II. <u>Administration of the Plan</u>

(a) The Plan shall at all times be maintained, considered, and administered as a non-qualified plan that is wholly separate and distinct from the Retirement Program and the RSP.

(b) Benefits under the Plan are not guaranteed.

(c) The Company is the Plan Administrator. The Plan Administrator has discretionary authority to construe, interpret, apply, and administer the Plan and serves as the first step of the Plan appeal process. Any and all decisions of the Plan Administrator as to interpretation or application of the Plan shall be given full force and effect unless it is proven that the interpretation or determination was arbitrary and capricious.

(d) The Plan Administrator shall have the full power to engage and employ such legal, actuarial, auditing, tax, and other such agents, as it shall, in its sole discretion, deem to be in the best interest of the Company, the Plan, and its Participants and beneficiaries.

(e) The expenses of administering the Plan are borne by the Company and are not charged against its Participants and beneficiaries.

(f) Various aspects of Plan administration have been delegated to the Plan recordkeeper selected by the Plan Administrator. In carrying out its delegated responsibilities, the Plan recordkeeper shall have discretionary authority to construe, interpret, apply, and administer the Plan provisions. The discretionary authority delegated to the Plan recordkeeper shall, however, be limited to the Plan terms relevant to its delegated responsibilities and shall not permit the Plan recordkeeper to render a determination or to make any representation concerning benefits which are not provided by the express terms of the Plan. The Plan recordkeeper's actions shall be given full force and effect unless determined by the Plan Administrator to be contrary to the Plan provisions or arbitrary and capricious.

(g) For purposes of the Plan, a Plan Year shall mean the 12-month period beginning January 1 and ending December 31.

Article I, Section III. Effective Date

The Corporation established the Supplemental Executive Retirement Program ("SERP") under Article II of the Plan effective December 1, 1985. The Plan had been amended from time to time prior to the Company becoming the sponsor of it. Effective January 1, 2007, the name of the Plan was changed from the SERP to the "Executive Retirement Plan (ERP)". The terms and conditions of the ERP are set forth in Article II. ERP benefits for service through December 31, 2006 were frozen as described in Article II, Section II and Section III and new benefit formulas for service on and after January 1, 2007 were adopted, as described in Article II, Section IV and Section V.

Benefits payable under Article II, Sections II, III, and IV (Regular Formula SERP, Alternative Formula SERP, and 1.25% Career Average Pay Benefits, respectively) shall hereinafter be referred to as the "DB ERP" portion of the Plan. With respect to DB ERP, benefits are not based on notional contributions to, or related gains or losses in, any notional individual investment account or fund identified in Article III, Section II.

Effective January 1, 2007, the Benefit Equalization Plan (BEP) was merged into the Plan, the terms and conditions of which are set forth in Article III. Benefits payable under the individual account portion of the Plan under Article II, Section V, Article III, and Article IV (Defined Contribution Benefits, Excess Benefits, and Discretionary Awards, respectively) shall hereinafter be referred to as the "DC ERP" portion of the Plan.

The Company became the sponsor of the Plan, subject to the conditions and releases identified in the Purchase Agreement and Sale Order.

Article I, Section IV. Individuals Not Eligible; Suspensions; and Normal Retirement Age

(a) The following classes of individuals are ineligible to participate in the Plan regardless of any other Plan terms to the contrary, and regardless of whether the individual is or was a common-law employee of GM or the Corporation and its Related Companies:

(1) Any individual who provides services to GM or the Corporation and its Related Companies where there is an agreement with a separate company under which the services are provided. Such individuals are commonly referred to by the Company as “contract employees” or “bundled-services employees;”

(2) Any individual who has signed an independent contractor agreement, consulting agreement, or other similar personal services contract with GM or the Corporation and its Related Companies, and;

(3) Any individual that the Company, in good faith, classifies as an independent contractor, consultant, contract employee, or bundled-services employee during the period the individual is so classified by the Company.

The purpose of Section IV (a) is to exclude from participation in the Plan all persons who actually may be common-law employees of GM or the Corporation and its Related Companies, but are not paid as though they are employees of such company regardless of the reason they are excluded from the payroll, and regardless of whether the exclusion is correct.

Article I, Section IV. (b)

(b) Notwithstanding the provisions of this Section IV, vested benefits will be suspended or forfeited if an executive employee, retired executive employee, or retired eligible employee, if any, does not satisfy the conditions precedent that such employee: (i) refrain from engaging in any activity which, in the opinion of the Executive Compensation Committee of the General Motors Company Board of Directors, is in any manner inimical or in any way contrary to the best interests of the Company, (ii) will not, for a period of 12 months following any termination of employment, directly or indirectly, knowingly induce any employee or employee of an affiliate of the Company to leave their employment for participation, directly or indirectly, with any existing or future business venture associated with such individual, and (iii) furnish to the Company such information with respect to the satisfaction of the foregoing conditions precedent as the Committee shall reasonably request.

(c) Normal Retirement Age (NRA) is 65.

Article II. <u>Executive Retirement Plan</u>

Article II, Section I. <u>Eligibility and Vesting</u>

(a) A Participant shall be eligible for vested benefits under the Plan on the first date the Participant satisfies the requirements set forth in Section I (b), (c), (d), and (e) respectively.

(b) To be eligible for a vested benefit under Section II or III of this Article, payable upon separation from service, an executive employee must meet the following requirements:

(1) Be a Regular Active or Flexible Service U.S. executive employee of the Company or GMIMCo or U.S. International Service Personnel executive employee as of December 31, 2006 (appointments on or after January 1, 2007 are ineligible for benefits under Section II or III) or be a Regular Active or Flexible Service U.S. executive employee of GMAC or U.S. International Service Personnel executive employee of GMAC as of November 30, 2006 (appointments on or after December 1, 2006 are ineligible for benefits under Section II or III); and

(2) Be a Regular Active or Flexible Service U.S. executive employee of GM or the Corporation and its Related Companies or U.S. International Service Personnel executive employee; and

(3) Have at least 10 years of combined Part B Retirement Program credited service, Part C Retirement Program credited service and credited service accrued on and after January 1, 2007 as determined under the Retirement Program; and

(4) Be at least 55 years old.

(c) To be eligible for a vested benefit under Section IV of this Article, payable upon separation from service, an employee must meet the following requirements:

(1) Be a Regular Active or Flexible Service U.S. executive employee of GM or the Corporation or U.S. International Service Personnel executive employee on or after January 1, 2007 with a length of service date prior to January 1, 2001; and

Article II, Section I. (c) (2)

(2) Be a Regular Active or Flexible Service U.S. executive employee of GM or the Corporation or U.S. International Service Personnel executive employee; and

(3) Have at least 10 years of combined Part B Retirement Program credited service and credited service accrued on and after January 1, 2007 as determined under the Retirement Program. In cases of GM executives who are transferred from a foreign subsidiary on and after January 1, 2007, active service prior to the date of transfer as recognized under the Retirement Program is counted under the Plan for eligibility and vesting, but not for benefit accrual; and

(4) Be at least 55 years old.

(d) To be eligible for a vested benefit under Section V of this Article, for benefits earned on and after January 1, 2007 through September 30, 2012, payable upon separation from service, an employee must meet the following requirements:

(1) Be a Regular Active or Flexible Service U.S. executive employee of GM or the Corporation or U.S. International Service Personnel executive employee on or after January 1, 2007 with a length of service date on or after January 1, 2001; and

(2) Be a Regular Active or Flexible Service U.S. executive employee of GM or the Corporation or U.S. International Service Personnel executive employee; and

(3) Have at least 10 years of combined Part C Retirement Program credited service and credited service accrued on and after January 1, 2007 as determined under the RSP. In cases of GM executives who are transferred from a foreign subsidiary on and after January 1, 2007, active service prior to the date of transfer as recognized under the Retirement Program is counted under the Plan for eligibility and vesting, but not for benefit accrual; and

(4) Be at least 55 years old.

Article II, Section I. (e)

(e) To be eligible for a vested benefit under Section V of this Article for benefits earned on and after October 1, 2012, payable upon separation from service, an employee must meet the following requirements:

(1) Be a Regular Active, Flexible Service, or International Service Personnel U.S. executive employee of GM or be a U.S. classified 9th level salaried employee of GM; and

(2) Have at least 3 years of credited service earned under the RSP.

(f) Eligible executives will be vested in any frozen SERP and/or ERP benefits under this Article II upon their attainment of age 55 with a minimum of 10 years' credited service where credited service is defined as:

(1) A combination of Part B credited service (as defined in the Retirement Program) plus credited service in the Retirement Program on and after January 1, 2007, or a combination of Part C credited service (as defined in the Retirement Program) plus RSP credited service for service on and after January 1, 2007.

(g) General Motors Asset Management executives who on or after August 4, 2003 are transferred to GMAM or hired or promoted into executive status may be eligible for benefits under Section II, IV or V if they meet all eligibility requirements, but are not eligible for benefits under the frozen Alternative SERP formula described in Section III.

(h) Nothing in this Article II, Section I (a) through (g) is intended to render “ineligible” any Participant who was qualified, eligible to participate, and receiving benefits under the Plan as of July 10, 2009. Nothing in this Article II, Section 1 is intended to render “eligible” any Participant who was not qualified or eligible to participate in the Plan as of July 10, 2009.

Article II, Section I. (i)

(i) Notwithstanding the above, to be eligible for a benefit under Section II or III of this Article (without regard to the benefit formulas of the Delphi plan), payable upon separation from service, an executive employee of GM Global Steering Holdings LLC or GM Components Holdings must:

(1) Be a Regular Active or Flexible Service U.S. executive employee of GM or U.S. International Service Personnel executive employee of GM as of October 7, 2009; and

(2) Be a Regular Active or Flexible Service U.S. executive employee of Delphi or GM (including their wholly owned subsidiaries), or U.S. International Service Personnel executive employee of Delphi or GM; and

(3) Be employed by Delphi as of October 6, 2009 and been eligible to retain a frozen Delphi SERP benefit had the executive remained at Delphi; and

(4) Be a U.S. executive employee of Delphi as of December 31, 2006; and

(5) Be vested at age 55 or older with at least 10 years of service (including Delphi service) at the time service ends. In case of the sale of an operation, service shall end on the closing date of the sale of the operation at which an executive works. In the case of the sale of an operation, eligibility is determined on the date of the sale. Age, service, and accruals end on the closing date of the sale.

Article II, Section II. DB ERP -
<u>Calculation of Regular Formula SERP Benefits for Credited Service Accrued Prior to January 1, 2007</u>

(a) Regular Formula SERP benefits determined under this Section II as in effect prior to January 1, 2007, shall be frozen as of December 31, 2006. The amount of the frozen Regular Formula SERP benefits shall be calculated using the following factors:

(1) Part B or Part C Retirement Program credited service accrued as of December 31, 2006.

(2) Average monthly base salary for the highest 60 of the 120 months immediately preceding January 1, 2007, as described in Article II, Section II (f).

(3) The sum of all frozen accrued monthly benefits determined under the Retirement Program as of December 31, 2006, prior to reduction for the cost of any survivor coverage.

(4) Two percent (2%) of the maximum monthly Primary Social Security benefit payable in 2007 (regardless of actual receipt) multiplied by the executive's years of Part A or Part C credited service, determined as of December 31, 2006, under the Retirement Program.

(b) Regular Formula SERP benefits under this Article II, Section II shall be determined for all executive employees on the active rolls as of December 31, 2006. Those appointed to executive positions on or after January 1, 2007 are ineligible for SERP benefits under this Section.

(c) Executives must meet the eligibility and vesting requirements as set forth in Article II, Section I to be eligible for SERP benefits under this Article II, Section II.

Article II, Section II. (d)

(d) The frozen monthly benefit determined under this Article II, Section II shall be an amount equal to two percent (2%) of average monthly base salary for the highest 60 of the 120 months immediately preceding January 1, 2007 (as described in Article II, Section II (f) below), multiplied by the years of credited service, determined as of December 31, 2006, used to determine the frozen Part B Supplementary benefit or the frozen benefit under the Account Balance Plan feature under Part C under the Retirement Program (hereinafter referred to as the “ABP”), less the sum of (1) all frozen accrued monthly benefits determined under the Retirement Program, prior to reduction for the cost of any survivor coverage, and BEP (if any), including the annuitized value of the frozen accrued ABP benefit (as described in Article II, Section II (g) below), (2) two percent (2%) of the monthly maximum Primary Social Security benefit payable in 2007 (regardless of actual receipt) multiplied by the executive's years of Part A or Part C credited service, determined as of December 31, 2006, under the Retirement Program, and (3) any benefits payable under certain other GM-provided benefit programs, such as Extended Disability Benefits.

(e) The “Special Benefit" provided under the GM Health Care Program is not taken into account in determining the amount of any monthly SERP benefit payable under this Article II, Section II.

(f) For purposes of this Article II, Section II, average monthly base salary means the monthly average of base salary for the highest 60 of the 120 months immediately preceding January 1, 2007. For executives with less than 60 months of base salary history prior to January 1, 2007, the executive's starting monthly base salary will be imputed for the number of months less than 60.

(g) For purposes of determining the SERP benefits under this Article II, Section II for executives with a length of service date on and after January 1, 2001 who participate in the ABP, the frozen ABP amount accrued as of December 31, 2006 shall be converted to an annuity for the purpose of offsetting this amount from the target SERP using the following methodology:

Article II, Section II. (g) (1)

(1) First, credit the December 31, 2006 ABP account balance with interest credits until Normal Retirement Age (age 65) using the ABP crediting rate in effect as of December 31, 2006 to calculate a projected lump sum value at NRA.

(2) Second, convert the amount determined under (1) above to an annuity using the Retirement Program mortality table and the same ABP crediting rate used in Article II, Section II (g) (1) above as the discount rate.

a) Both the mortality table and the crediting rate will be those that were in effect under the Retirement Program as of December 31, 2006.

(3) Third, offset target frozen SERP with the annuitized amount determined under (2) above.

(h) For purposes of calculating the SERP benefits under this Article II, Section II, the SERP benefit amounts will not be increased due to any election regarding commencement of Retirement Program benefits on a reduced for early receipt basis.

(i) The monthly Social Security offset amount used in paragraph (d) of this Section shall be based upon the maximum 2007 monthly Primary Social Security benefit, regardless of the executive's age as of January 1, 2007 or availability to him/her of a U. S. Social Security benefit. This Social Security offset amount shall not be changed for any subsequent Social Security increase.

(j) Any post-retirement increase under the Retirement Program does not reduce any monthly benefit payable under the Plan. For purposes of this subsection, adjustments to the IRC Section 415 limits are not considered post-retirement increases.

Article II, Section III. DB ERP -
Calculation of Alternative Formula SERP Benefits for Credited Service Accrued Prior to January 1, 2007

(a) Alternative Formula SERP benefits determined under this Article II, Section III as in effect prior to January 1, 2007, shall be frozen as of December 31, 2006. The amount of the frozen benefits shall be calculated using the following factors:

(1) Part B or Part C Retirement Program credited service accrued as of December 31, 2006 (maximum 35 years).

(2) Average total direct compensation is the total of:

a) Average monthly base salary for the highest 60 of the 120 months immediately preceding January 1, 2007, as described in Article II, Section III (g) below, plus

b) Average monthly incentive compensation determined by dividing the total of the highest five of the ten years of annual incentive awards received for the period 1997 through 2006, as described in Article II, Section III (h) below, by 60.

(3) The sum of all frozen accrued monthly benefits determined under the Retirement Program as of December 31, 2006, prior to reduction for the cost of any survivor coverage.

(4) One hundred percent (100%) of the maximum monthly Primary Social Security benefit payable in 2007 (regardless of actual receipt).

(b) Alternative Formula SERP benefits under this Article II, Section III shall be determined for all executive employees on the active rolls as of December 31, 2006. Those appointed to executive positions on or after January 1, 2007 are ineligible for frozen Alternative Formula SERP benefits.

(c) Executives must meet the eligibility and vesting requirements as set forth in Article II, Section I to be eligible for SERP benefits under this Article II, Section III.

Article II, Section III. (d)

(d) The frozen monthly benefit determined under this Article II, Section III for an eligible retiring executive shall be the greater of the monthly benefit, if any, determined under either (1) the formula set forth in this Article II Section III or (2) the formula described in Article II, Section II.

(e) The frozen monthly benefit determined under this Article II, Section III will equal 1.5% of average total direct compensation (monthly base salary plus average monthly annual incentive compensation, as defined in Article II, Section III (g) and Article II, Section III (h) below), multiplied by the executive's years of credited service (35-year maximum), determined as of December 31, 2006, used to determine the frozen Part B Supplementary benefits or the frozen ABP benefits, less the sum of (1) all frozen accrued monthly benefits determined under the Retirement Program, prior to reduction for the cost of any survivor coverage, and BEP (if any), including the annuitized value of any frozen accrued ABP benefit, (as described in Article II, Section III (i) below), (2) 100% of the maximum monthly Primary Social Security benefit payable in 2007 (regardless of executive's age in January 2007 or availability to him/her of a U.S. Social Security benefit), and (3) any benefits payable under certain other GM-provided programs, such as Extended Disability.

(f) The “Special Benefit" provided under the GM Health Care Program is not taken into account in determining the amount of any monthly benefits payable under this Article II, Section III.

(g) For purposes of this Article II, Section III, average monthly base salary means the monthly average of base salary for the highest 60 of the 120 months immediately preceding January 1, 2007. For executives with less than 60 months of base salary history prior to January 1, 2007, the executive's starting monthly base salary will be imputed for the number of months less than 60.

Article II, Section III. (h)

(h) For purposes of this Article II, Section III, average monthly incentive compensation means an amount determined by dividing the total of the highest five of the ten years of annual incentive awards received for the period 1997 through 2006, by 60. For executives with less than five years of service as of December 31, 2006 or those appointed to executive status within the last five years, the average of annual incentive compensation awards paid for service through December 31, 2006 divided by the number of years since date of hire or date of appointment to December 31, 2006 shall be imputed for the number of years less than five. Each annual incentive award amount is the final award amount related to the performance period year for which it was awarded. For purposes of clarity, “annual incentive awards” means those payments under the Annual Incentive Plan. Moreover, neither Stock Performance Program awards, Stock Incentive Plan grants, Cash-Based Restricted Stock Unit awards nor any other form of incentive payment, are eligible for inclusion in determining a benefit under this Article II, Section III. Non-consecutive years within the 1997 through 2006 period may be used for determining the blended amount of average monthly (1) base salary, and (2) incentive compensation.

(i) For purposes of calculating the benefits under this Article II, Section III for executives with a length of service date on and after January 1, 2001 who participate in the ABP, the frozen ABP account balance accrued as of December 31, 2006 shall be converted to an annuity for the purpose of offsetting this amount from the frozen target Alternative Formula SERP using the following methodology:

(1) First, credit the December 31, 2006 ABP account balance with interest credits until Normal Retirement Age (age 65) using the ABP crediting rate in effect as of December 31, 2006 to calculate a projected lump sum value at NRA.

Article II, Section III. (i) (2)

(2) Second, convert the amount determined under (1) above to an annuity using the Retirement Program mortality table and the same ABP crediting rate used in Article II, Section II (g) (1) as the discount rate.

a) Both the mortality table and the crediting rate will be those that were in effect under the Retirement Program as of December 31, 2006.

(3) Third, offset frozen target Alternative Formula SERP with the amount determined under (2) above.

(a) For purposes of calculating the SERP benefits under this Article II, Section III, the SERP benefit amounts will not be increased due to any election regarding commencement of Retirement Program benefits on a reduced for early receipt basis.

(b) The monthly Social Security offset amount used in paragraph (e) of this Section shall be based upon the maximum 2007 Primary Social Security benefit, regardless of the executive's age as of January 1, 2007 or availability to him/her of a U. S. Social Security benefit. This Social Security offset amount shall not be changed for any subsequent Social Security increase.

(c) Any post-retirement increase under the Retirement Program does not reduce any monthly frozen Alternative Formula benefit that may become payable. For purposes of this subsection, adjustments to the IRC Section 415 limits are not considered post-retirement increases.

(d) General Motors Asset Management executives who on or after August 4, 2003 are transferred to GMAM or hired or promoted into executive status are ineligible for benefits under this Article II, Section III.

Article II, Section IV. DB ERP -
Calculation of 1.25% Career Average Pay Benefits for Credited Service Accrued on and after January 1, 2007 through September 30, 2012 for Executives With a Length of Service date Prior to January 1, 2001

(a) Effective for service on and after January 1, 2007 through September 30, 2012, ERP benefits under this Article II, Section IV for GM or Corporation Regular Active or Flexible Service U.S. executives, or U.S. International Service Personnel executives, with a length of service date prior to January 1, 2001 will be calculated using a 1.25% Career Average Pay formula as set forth in this Article II, Section IV. The 1.25% Career Average Pay benefits determined under this Section IV shall be frozen as of September 30, 2012.

(b) To be eligible for a 1.25% Career Average Pay benefit, an executive employee must:

(1) Be a GM or Corporation Regular Active or Flexible Service U.S. executive, or U.S. International Service Personnel executive, on and after January 1, 2007, with a length of service date prior to January 1, 2001; and

(2) Be at work for GM or the Corporation on and after January 1, 2007; and

(3) Meet the eligibility and vesting requirements as set forth in Article II, Section I.

(c) Eligible executives will accrue benefits under this Article II, Section IV with respect to actual base salary received between January 1, 2007 and September 30, 2012 and either Annual Incentive Plan or Short Term Incentive Plan final awards received between January 1, 2007 and September 30, 2012 equal to 1.25% of the total of base salary plus either Annual Incentive Plan or Short Term Incentive Plan final awards received in excess of the compensation limit under IRC 401(a)(17) in effect for the Retirement Program. As benefits are specified on a career average pay basis, subsequent base salary increases will not impact the value of previously accrued benefits.

Article II, Section IV. (c) (1)

(1) Annual Incentive Plan final awards shall include only those paid with respect to performance periods commencing on and after January 1, 2007 and ending before 2010. Short Term Incentive Plan final awards shall include only those paid with respect to performance periods commencing on and after January 1, 2010 through December 31, 2011.

(2) Pro-rata Annual Incentive Plan or Short Term Incentive Plan final awards attributable to the year of retirement will not be used in the calculation of benefits under this Section.

(3) General Motors Asset Management executives who on or after August 4, 2003 are transferred to GMAM or hired or promoted into executive status are ineligible for 1.25% Career Average Pay ERP benefits calculated with respect to annual incentive compensation.

Article II, Section V. DC ERP -
Calculation of Defined Contribution Benefits for Service on and after January 1, 2007

(a) Effective for service on and after January 1, 2007 and through September 30, 2012, ERP benefits under this Article II, Section V for GM and Corporation Regular Active or Flexible Service U.S. executives, or U.S. International Service Personnel executives, with a length of service date on and after January 1, 2001 will be accumulated using a 4% defined contribution formula.

(b) Effective for service on and after October 1, 2012, benefits under this Article II, Section V for GM Regular Active, Flexible Service, International Service Personnel U.S. executives, and U.S. classified 9th level salaried employees, with a length of service date prior to January 1, 1993, will be accumulated using a 6% defined contribution formula, and those with a length of service date on or after January 1, 1993, will be accumulated using a 4% defined contribution formula.

(c) To be eligible for defined contribution benefits under this Section, an employee must:

(1) Be a GM or Corporation Regular Active, Flexible Service, or International Service Personnel U.S. executive or be a 9th level GM Regular Active, Flexible Service, or International Service Personnel U.S. salaried employee; and

(2) Be at work for GM or the Corporation on or after January 1, 2007; and

(3) Meet the eligibility and vesting requirements as set forth in Article II, Section I.

Article II, Section V. (d)

(d) Eligible U.S. 9th level salaried employees and U.S. executives will accrue benefits under this Article II, Section V with respect to actual base salary and Enhanced Variable Pay or either Annual Incentive Plan or Short Term Incentive Plan final awards received while an executive for service on and after January 1, 2007 equal to 4% or 6%, as provided for in Article II Section V (a) and (b), of the total of base salary plus Enhanced Variable Pay or either Annual Incentive Plan or Short Term Incentive Plan final awards received in excess of the annual compensation limit under IRC 401(a)(17) in effect for the RSP. Once the total of base salary and Enhanced Variable Pay or either eligible Annual Incentive Plan or Short Term Incentive Plan final awards received in any Plan Year exceed the compensation limit under IRC 401(a)(17) in effect for the RSP for that year, notional contributions shall be allocated each pay period into an unfunded defined contribution account maintained for each eligible employee on a book reserve basis.

(1) Annual Incentive Plan final awards shall include only those paid with respect to performance periods commencing on and after January 1, 2007 and ending before 2010. Short Term Incentive Plan final awards shall include only those paid with respect to performance periods commencing on and after January 1, 2010.

(2) Pro-rata Annual Incentive Plan or Short Term Incentive Plan final awards attributable to the year of retirement will not be used in the calculation of benefits under this Section.

(3) General Motors Asset Management executives who on or after August 4, 2003 are transferred to GMAM or hired or promoted into executive status are ineligible for the 4% benefits calculated with respect to annual incentive compensation.

Article II, Section V. (e)

(e) The individual amounts for each eligible Participant shall be allocated each pay period to an unfunded defined contribution account that will be credited with earnings based on investment options as selected by the Participant. Effective July 15, 2011, the investment options shall be the same as provided under the RSP.

Also effective July 15, 2011, until such time a Participant makes an affirmative investment option election, the Participant's account will be credited with notional earnings based on the Pyramis Active Lifecycle commingled pools (previously, the Pyramis Strategic Balanced Commingled Pool). Specifically, Participants who do not have an investment election on file will have future notional contributions defaulted to one of twelve (12) Pyramis Active Lifecycle pools with a target retirement date (specified in the pool's name) closest to the year that a Participant will attain the age of 65. In the event any of the funds are discontinued, absent an election by the Participant (if any), the notional amounts in such funds and future contributions that were designated for such funds will be transferred to the fund that such option is mapped to by the RSP as determined by the Administrator.

Article II, Section VI. <u>Payment of Benefits</u>

(a) Payment of benefits accrued prior to October 1, 2012 pursuant to Article II, Section II, III, IV or V of the Plan, are payable in accordance with the provisions of Article II, Section VI (c) below effective the first day of the month following the employee's separation from service. Payment of benefits accrued on or after October 1, 2012, pursuant to Article II, Section V of the Plan, are payable in accordance with the provisions of Article II, Section VI (d) below following the employee's separation from service.

(1) In the event of disability, as defined under IRC Section 409A, payment of benefits will commence from the first day of the month following twelve months of a Company approved disability leave of absence.

(2) Payment of benefits will commence not later than 90 days following separation from service or termination of disability leave of absence.

(3) In the case where a separate legal entity (e.g. a wholly owned subsidiary) is sold and an eligible employee remains employed with the entity, payment of vested Plan benefits shall begin only when such employee terminates employment from the sold entity.

(4) In the case where an eligible employee works for an operation that is not a separate legal entity (e.g., a plant), and such operation is sold and the employee remains employed at such operation, payment of vested Plan benefits shall begin following the date of sale.

(b) Prior to an eligible employee's separation from service, at the discretion of the Plan Administrator, benefits accrued pursuant to Article II, Section II, III, IV or V of the Plan may be reduced, in an amount up to $5,000 per year, as repayment of amounts that such eligible employee owes GM or any subsidiary, for any reason, including but not limited to benefit overpayments, wage overpayments, and amounts due under all incentive compensation plans. Following an eligible employee's separation from service, there shall be no limitation to the amount benefits may be reduced. The eligible employee will be relieved of liability in the amount of the reduction.

Article II, Section VI. (c)

(c) Prior to payment, all vested Plan benefits accrued prior to October 1, 2012, including any SERP, 1.25% Career Average Pay benefits, and Defined Contribution benefits, if applicable, will be converted to a five year monthly annuity form of payment.

(1) For retirements or death in service at or after age 60, the monthly value of benefits under the Plan shall be unreduced for early age receipt.

(2) For retirements commencing at age 55 to age 59 and 11 months, or death in service at or after age 55 and prior to age 60, the monthly value of any Plan benefits determined under Article II, Section IV, and any frozen SERP benefits determined under Article II, Section II or III for executives with a length of service date prior to January 1, 2001, shall be reduced for early age receipt prior to conversion to a five year monthly annuity form of payment. The defined contribution individual account plan benefits under Article II, Section V (a) will be converted to a five year monthly annuity form of payment without applying an early age reduction.

Article II, Section VI. (c) (3)

(3) In the event of disability as defined in Article II, Section VI (a) (1) above, the monthly value of benefits under Article II of the Plan shall be unreduced for early age receipt and converted to a five year monthly annuity using the following methodology:

a) First, offset the lifetime monthly annuity value of benefits under this Article II by the amount of any Extended Disability Benefits (EDB) payable to age 65 to determine the amount of monthly ERP and frozen SERP payable to age 65, if any.

- For this purpose, the conversion of any Article II, Section V ERP to a lifetime monthly annuity will use the discount rate specified in Article II, Section VI (c) (5) below in effect at the date of total and permanent disability retirement.

b) Second, convert the monthly value of benefits determined in Article II, Section VI (c) (3) a) above to a five year monthly annuity using age at effective date of total and permanent disability retirement.

c) Third, convert the lifetime monthly annuity value of benefits under this Article II payable from age 65 to a five year annuity using age 65 as the effective date of payment.

d) Fourth, add the five year annuity values calculated in Article II, Section VI (c) (3) (b) plus Article II, Section VI (c) (3) (c) above to determine the total amount of the five year annuity payment.

(4) Early receipt reduction factors will be identical to those used under the terms of the Retirement Program.

Article II, Section VI. (c) (5)

(5) The conversion of the monthly value of any benefits determined under Article II, Section II, III and IV (after applying any reduction for early age receipt) to a five year annuity form of payment, shall be made using the July average of the 30-year U.S. Treasury Securities rate and the same mortality tables applicable under the Retirement Program at date of separation from service. The discount rate will be redetermined each year as the average of the 30-year U.S. Treasury Securities rate for the month of July and be effective for retirements commencing October 1 following each redetermination through September 30 of the succeeding year. The defined contribution benefits under Article II, Section V (a), will not use a mortality table for the conversion to a five year annuity form of payment.

(6) Should the executive die during the five year annuity payment period, the remaining five year annuity payments will be converted to a one-time lump sum and paid to a beneficiary named at date of retirement. If the executive is married at date of retirement spousal consent will be required to name a beneficiary other than the spouse. If the primary beneficiary has predeceased the executive, any contingent beneficiaries designated for the executive's Basic Group Life Insurance (as referred to herein, “Basic Group Life Insurance” includes any successor life insurance plan, including Group Variable Universal Life) will receive the lump sum payment. If more than one person is named as the eligible beneficiary for the executive's Basic Group Life Insurance at date of death, the lump sum will be paid at the percentages designated for their respective interests as eligible beneficiaries of the executive's Basic Group Life Insurance. If their respective interests are not specified, their interests shall be several and equal. If a non-living entity such as a trust is named as beneficiary, or the executive should have no living beneficiary, any remaining five year annuity payments will be converted to a one-time lump sum for final payment.

Article II, Section VI. (c) (7)

(7) Should an executive who is vested pursuant to the provisions of Article II, Section I die during active service with GM, any five year annuity benefits payable under Article II, Section VI (c) (1) and Article II, Section VI (c) (2) will be converted to a one-time lump sum and paid to the executive's surviving spouse. If the executive is not married at date of death, the person designated as primary beneficiary for the executive's Basic Life Insurance will receive the lump sum payment. If the primary beneficiary has predeceased the executive any contingent beneficiaries designated for the executive's Basic Group Life Insurance will receive the lump sum payment. If more than one person is named as the eligible beneficiary for the executive's Basic Group Life Insurance at date of death, the lump sum will be paid at the percentages designated for their respective interests as eligible beneficiaries of the executive's Basic Group Life Insurance. If their respective interests are not specified, their interests shall be several and equal. If a non-living entity such as a trust is named as beneficiary, or the executive should have no living beneficiary, the five year annuity payments will be converted to a lump sum for final payment.

(8) The obligation to provide benefits under this Article II shall cease at the end of the five year annuity period or upon payment of a present value lump sum to multiple named beneficiaries, a trust or to the executive's estate as described in Article II, Section VI (c) (6) and Article II, Section VI (c) (7) above.

Article II, Section VI. (c) (9)

(9) The Plan benefits under this Article II for active executives who were age 62 and above as of December 31, 2004 with a minimum of 10 years Part B or Part C credited service under the Retirement Program are grandfathered for benefit amounts accrued and vested through December 31, 2004, in accordance with IRC Section 409A, under the terms of the Plan in effect prior to January 1, 2007. Benefit amounts accrued and vested after December 31, 2004 for such grandfathered executives are payable only as a lifetime monthly annuity. Such grandfathered executives are not eligible for the five year annuity form of payment.

(d) All Plan benefits accrued on or after October 1, 2012, pursuant to Article II Section V of the Plan, will be paid in a single lump sum at a time determined by the Plan Administrator within 90 days following the employee's separation from service, death, or disability (to the extent required under IRC 409A).

Article III. DC ERP - Excess Benefits

(Formerly Known as the Benefit Equalization Plan (BEP))

Article III, Section I. Eligibility and Vesting

(a) Eligibility to participate in this Article III shall be limited solely to those Regular Active, Flexible Service, or International Service Personnel U.S. executive level employees or such separated U.S. executive level employees and, effective October 1, 2012, those active U.S. classified 9th level employees or separated U.S. classified 9th level employees, or the designated beneficiaries of such employees, whose aggregate contributions and benefits under the RSP are in excess of the maximum limitations on compensation, contributions and benefits imposed by Sections 401(a)(17) and/or 415 of the Code.

(b) For purposes of this Article III, the terms "designated beneficiary" or "designated beneficiaries" shall include surviving spouses and contingent beneficiaries.

(c) Eligible executives are immediately vested in any benefits accrued under Article III, Section II (a) prior to January 1, 2007.

(d) Eligible executives become vested in any benefits accrued on and after January 1, 2007 through September 30, 2012 under Article III Section II (a) upon their attainment of age 55 with a minimum of 10 years' credited service. For this purpose, credited service is as defined in the RSP.

(e) Eligible classified 9th level employees and executive level employees become vested in any benefits accrued on and after October 1, 2012, under Article III Section II (a) upon their attainment of three years of credited service as defined in the RSP.

Article III, Section II. **Amount of Benefits**

(a) An executive or classified 9th level employee who is eligible to participate in this Article III, or the designated beneficiary of such a deceased executive or 9th level employee who was eligible to participate in this Article III, shall be eligible to receive the value of the assets that would have been purchased with, if any, GM RSP matching contribution amounts, plus related earnings on such assets, set forth in Article III, Section II (b) below, but for the maximum benefit limitations imposed under Section 415(c) of the Code and the maximum compensation limits imposed under Section 401(a)(17) of the Code. The portion of the Plan that provides benefits in the event the maximum compensation limits under Section 401(a)(17) of the Code apply is an unfunded plan for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The value of assets described in this Article III, Section II (a) shall be separately accounted for each employee or designated beneficiary.

Article III, Section II. (b)

(b) The individual notional amounts for each eligible Participant shall be allocated each pay period to an unfunded defined contribution account that will be credited with earnings based on investment options as selected by the Participant. Effective July 15, 2011, the investment options shall be the same as provided under the RSP.

Also effective July 15, 2011, until such time a Participant makes an affirmative investment option election, the Participant's account will be credited with notional earnings based on the Pyramis Active Lifecycle commingled pools (previously, the Pyramis Strategic Balanced Commingled Pool). Specifically, Participants who do not have an investment election on file will have future notional contributions defaulted to one of twelve (12) Pyramis Active Lifecycle pools with a target retirement date (specified in the pool's name) closest to the year that a Participant will attain the age of 65. In the event any of the funds are discontinued, absent an election by the Participant (if any), the notional amounts in such funds and future contributions that were designated for such funds will be transferred to the fund that such option is mapped to by the RSP as determined by the Administrator.

Article III, Section III. Payment of Benefits

(a) For account balance notional amounts accrued and vested on or before December 31, 2004, the amount determined pursuant to Article III, Section II (a) for separations prior to January 1, 2007, shall be payable to the Participant in a lump-sum amount on the earlier of the Participant's request or as soon as practicable following such Participant's total distribution of their RSP account. Such distributions will be based on the market value on the Business Day on which the request is received or the day in which the Participant's RSP account is totally distributed, as confirmed by the GM Benefits & Services Center provided that the request is received or the RSP account is totally distributed before the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. (EST). A withdrawal request received and confirmed by the GM Benefits & Services Center after the close of business of the NYSE, or on a weekend or holiday observed by the NYSE, will be based on the market value on the next Business Day.

(b) For separations on and after January 1, 2007, payment of vested plan benefits accrued through September 30, 2012, in the amount determined pursuant to Article III, Section II (a) will be converted to a five year monthly annuity form of payment.

(1) Conversion of the account value at date of separation to a five year annuity will use the same discount rate applicable under Article II, Section VI (c) (5) at date of separation from service.

(2) If the separated executive is eligible for payment of ERP benefits under Article II, payable as a five year annuity, payment of benefits as a five year annuity under this Article III will be combined with and paid coincident with ERP payments under Article II.

(c) Payment of vested plan benefits accrued on or after October 1, 2012, in the amount determined pursuant to Article III, Section II (a) will be paid in a single lump sum at a time determined by the Plan Administrator within 90 days following the employee's separation from service, death, or disability (to the extent required under IRC 409A).

Article III, Section III. (d)

(d) Prior to an eligible Participant's separation from service, at the discretion of the Plan Administrator, the account balance notional amounts accrued under Article III, Section III (a), (b), and (c) above may be reduced in an amount up to $5,000 per year as repayment of amounts that a Participant owes GM or any subsidiary, for any reason, including benefit overpayments, wage overpayments, and amounts due under all incentive compensation plans. Following an eligible Participant's separation from service, there shall be no limitation to the amount benefits may be reduced. The Participant will be relieved of liability in the amount of the reduction.

Article IV. DC ERP - Discretionary Awards

(a) The Company, by and through the Executive Compensation Committee of the General Motors Company Board of Directors or its delegate, may, from time-to-time in its sole discretion, grant individual awards to selected executives under the Plan.

(1) The terms of an award granted under this Article IV shall be set forth in the award agreement delivered to such executive or group of executives.

(2) Conditions related to the award must comply with IRC 409A.

(b) Amounts of awards granted under this Article IV shall be separately accounted for in an unfunded individual defined contribution account for the benefit of each Participant.

(c) Upon separation from service, if the Participant is otherwise eligible for ERP (other than the ten year service requirement), the account balance amount of any vested discretionary awards granted through September 30, 2012 will be converted to a five-year monthly annuity form of payment. The account balance amount of any vested discretionary awards granted on or after October 1, 2012 will be paid in a single lump sum at a time determined by the Plan Administrator within 90 days following the employee's separation from service, death or disability (to the extent required by IRC 409A).

(1) Conversion of the account balance amount of the vested award at date of separation to a five year annuity will use the same discount rate applicable under Article II, Section VI (c) (5) at date of separation from service.

(2) If the separated Participant is eligible for payment of any ERP benefits under Article II or Article III, payable as a five year annuity, payment of any vested Discretionary Award as a five-year annuity will be combined with and paid coincident with ERP payments under Article II or Article III.

Article IV. (c) (3)

(3) Prior to an eligible Participant's separation from service, at the discretion of the Plan Administrator, the payment of any award under Article IV may be reduced in an amount up to $5,000 per year as repayment of amounts that a Participant owes GM or any subsidiary, for any reason, including benefit overpayments, wage overpayments, and amounts due under all incentive compensation plans. Following an eligible Participant's separation from service, there shall be no limitation to the amount any award under Article IV may be reduced. The Participant will be relieved of liability in the amount of the reduction.

(4) Any unvested Award shall be forfeited upon separation from service.

(5) Should the Participant die during the five year annuity payment period, the remaining five year annuity payments will be converted to a one-time lump sum and paid to the Participant's designated beneficiary. If the Participant is married at date of separation from service, spousal consent will be required to name a beneficiary other than the spouse. If an entity (such as a trust or charitable organization) is named as beneficiary, or the Participant should have no living beneficiary, any remaining five year annuity payments will be converted to a one-time lump sum for final payment to such entity or to the Participant's estate.

(6) Should a Participant who is vested pursuant to Article IV (c) die during active service with GM, any benefits payable under this Article IV will be paid in a single lump sum to the Participant's surviving spouse or other designated beneficiary. If an entity (such as a trust or charitable organization) is named as beneficiary, or the Participant should have no living beneficiary, the benefits will be paid in a single lump sum to such entity or to the Participant's estate.

Article V. Other Matters

Article V, Section I. Amendment, Modification, Suspension, or Termination by Company

(a) The Company reserves the right, by and through the Executive Compensation Committee of the General Motors Company Board of Directors or its delegate, to amend, modify, suspend, or terminate the Plan in whole or in part, at any time. No oral statements can change the terms of the Plan. The Plan can only be amended, in writing, by the Board of Directors, the Executive Compensation Committee, or an appropriate individual or committee as designated by the Board of Directors or Executive Compensation Committee. The Company shall not terminate the Plan if such termination would result in tax and penalties under Section 409A of the Code, unless the Company acknowledges in writing that one of the results of a termination will be tax and penalties under the Code. Absent an express delegation of authority from the Board of Directors or the Executive Compensation Committee, no one has the authority to commit the Company to any benefit or benefits provision not provided for under the Plan or to change the eligibility criteria or other provisions of the Plan.

(b) The Company may, from time-to-time and in its sole discretion, adopt limited early retirement provisions to provide retirements (i) during a specified period of time, (ii) at a specified level of benefits, and (iii) for identified executive employees. Any such early retirement provisions relating to the Plan that may be adopted by the Company are made a part of the Plan as though set out fully herein.

(c) The Company may, from time-to-time and in its sole discretion, adjust the amount of an executive's credited service used to determine the benefits under the Plan, or the amount of benefits payable to an executive under the Plan.

Article V, Section II. Special Rules

(a) Notwithstanding any provision of the Plan, no elections, modifications or distributions will be allowed or implemented if they would cause an otherwise eligible Participant to be subject to tax (including interest and penalties) under Section 409A of the Code, unless the Committee specifies in writing that such elections, modifications or distributions shall be made notwithstanding the impact of such tax (e.g. court order, adverse business conditions).

(b) Specified employees, as defined by IRC 409A, will have a six month waiting period (or, if earlier, the date of death) before commencement of payment of any Plan benefits payable on account of a separation from service. During the six month waiting period, all amounts payable under the Plan will accumulate without interest and be paid effective with the seventh monthly payment.

(c) If at the time of separation from service the present value of all benefits under the Plan is less than the dollar limit under Section 402(g) of the Code as adjusted by the Secretary of the Treasury ($17,000 in 2012) such amount shall be paid in a lump sum within 90 days of such separation.

(d) Notwithstanding the provisions of the Plan to the contrary, under the provisions of Treasury Regulation Section 1.409A-3(j) benefits may be paid prior to the applicable payment date in the following events:

(1) Pursuant to the terms of a Qualified Domestic Relations Order, as defined in Section 414(p) of the Code;

(2) To comply with an ethics agreement with the federal government, or to avoid a violation any domestic or foreign ethics law or conflicts law;

(3) To satisfy any Federal Insurance Contributions Act (FICA) tax obligations;

(4) To pay the Participant an amount required to be included in income due to a failure of the Plan to comply with Section 409A of the Code;

(5) Upon termination of the Plan;

(6) To pay state, local or foreign taxes arising from participation in the Plan; and

Article V, Section II. (d) (7)

(7) To settle a bona fide dispute as to a Participant's right to a Plan distribution.

(e) Effective May 1, 2009 monthly benefits payable under Article II, Section VI shall be reduced by 10% on a temporary basis;

(1) For Participants receiving lifetime monthly annuity benefits, including those retired prior to January 1, 2007 and grandfathered executives referred to in Article II Section VI (c) (9), the 10% reduction shall be applied to the amount of monthly benefits in pay status as of April 2009.

(2) For Participants receiving five year monthly annuity benefits under this subsection (e), 10% of the life annuity value prior to its conversion to a five year annuity will be subtracted from the five year annuity that would otherwise be payable.

(f) Effective June 1, 2009 the amount of monthly benefits payable is limited to $8,000, on a temporary basis.

(1) For Participants receiving lifetime monthly annuity benefits, the $8,000 monthly limit is applied to the amount of monthly benefits payable after imposition of the 10% reduction referred to in subsection (f).

(2) For Participants receiving five year monthly annuity benefits, first reduce the life annuity prior to conversion to a five year annuity by 10% as referred to in Article V, Section II, (e) (2). Next, if the remaining life annuity exceeds $8,000 per month, further reduce the five year annuity that would be otherwise payable by the difference between the 10% reduced life annuity and $8,000.

Article V, Section II. (g)

(g) In the event of a sale of assets under Section 363 the Bankruptcy Code and the assumption of the Plan by General Motors LLC, the temporary 10% reduction under subsection (e) shall become permanent. In addition, for executive retirees who have a combined tax-qualified SRP plus non-qualified benefit under the Plan in excess of $100,000 per annum on a life annuity basis, the amount of benefits under the Plan over the combined $100,000 per annum threshold shall be reduced by 2/3rds.

(1) For the purpose of determining the $100,000 threshold for Participants receiving monthly life annuity benefits, such determination shall be made after the reduction of the monthly benefit for the cost of any survivor option.

(2) For the purpose of determining the $100,000 threshold convert any five year annuity form of payment to a life annuity. After application of any reduction described in Article V Section II (g) above, convert the remaining life annuity back to a five year annuity for continued payment using the same five year annuity conversion factors as applied at original benefit commencement date.

(h) In the event of a sale of assets under Section 363 the Bankruptcy Code and the assumption of the Plan by General Motors LLC as of the date of such sale, the monthly benefits accrued by active executive employees under Article II, Sections II, III and IV shall be frozen and reduced by 10%. Future benefit accruals for executive employees following the date of sale shall be determined under Article II, Sections IV and V.

Notwithstanding the above, other than suspension or forfeiture as set forth in Article I, Section IV (b) with respect to any benefits that are vested or in payment pursuant to the terms of the Plan, the prior Benefit Equalization Plan or the prior Supplemental Executive Retirement Program (SERP), no amendment, modification, suspension, or termination may reduce the vested rights or benefits of Participants under the Plan, including benefits being provided to current executive retirees or their surviving spouse, without the Participant's, retiree's, or surviving spouse's written permission, unless such amendment, modification, suspension or termination is required by law.

Article V, Section III. Claim Denial Procedures

This sets forth the mandatory, exclusive appeal procedure. The Plan Administrator will provide adequate notice, in writing, to any Participant or beneficiary whose claim for benefits under the Plan has been denied, setting forth the specific reasons for such denial. The Participant or beneficiary will be given an opportunity for a full and fair review of a decision by the Plan Administrator denying a claim for benefits. An appeal may be filed with the Executive Compensation Committee of the Board of Directors, which has been delegated final discretionary authority to construe, interpret, apply, and administer the Plan. Such appeal to the Executive Compensation Committee must be filed, in writing, within 60 days from the date of the written decision from the Plan Administrator denying the claim for benefits. Such an appeal may be initiated by forwarding the request to General Motors LLC, 300 Renaissance Center, Mail Code 482-C32-C61, P.O. Box 300, Detroit, Michigan 48265-3000. As a part of this review, the Participant or beneficiary must submit any written comments that may support their position. The Executive Compensation Committee shall be the final review authority with respect to appeals, and its decision shall be final and binding upon the Company and the participant or beneficiary.

Article V, Section IV. Service of Legal Process

Service of legal process on General Motors LLC may be made at any office of the CT Corporation. The CT Corporation, which maintains offices in 50 states, is the statutory agent for services of legal process on General Motors LLC. The procedure for making such service generally is known to practicing attorneys. Services of legal process also may be made upon General Motors LLC, 400 Renaissance Center, Mail Code 482-038-210, Detroit, Michigan 48265-4000.

Article V, Section V. Named Fiduciary

The Executive Compensation Committee of the General Motors Company Board of Directors shall be the Named Fiduciary with respect to the Plan. The Executive Compensation Committee may delegate authority to carry out such of its responsibilities, as it deems proper, to the extent permitted by ERISA.

Article V, Section VI. Non-Assignability

It is a condition of the Plan, and all rights of each Participant shall be subject thereto, that to the full extent permissible by law no right or interest of any Participant in the Plan or in his or her account shall be assignable or transferable, in whole or in part, either directly or by operation of law or otherwise, including, but not by way of limitation, execution, levy, garnishment, attachment, pledge, bankruptcy, or in any other manner, and further excluding devolution by death or mental incompetence. No right or interest of any Participant in the Plan or in their account shall be liable for, or subject to, any obligation or liability of such Participant except as provided in Article II, Section VI (b).

Exhibit 10.2

GENERAL MOTORS COMPANY
SALARY STOCK PLAN
As amended March 30, 2012

Section 1. *Purpose.* The purpose of the General Motors Company Salary Stock Plan is to compensate participating Employees in a manner that is consistent with the Company's obligations under the ARRA and under the terms of the Treasury Agreement. Capitalized terms used in the Plan shall have the definitions set forth in Section 9 of the Plan.

Section 2. *Administration.* The Plan shall be administered by the Committee. The Committee shall have full discretionary power and authority, subject to such orders or resolutions not inconsistent with the provisions of the Plan as may from time to time be adopted by the Board, to (i) select the Employees to whom Awards may be granted hereunder; (ii) determine the amount of base salary and other compensation to be delivered in the form of an Award hereunder; (iii) determine whether, to what extent and under what circumstances Awards may be settled in cash, Shares or other property, and (iv) interpret and administer the Plan, and establish such rules and regulations and appoint such agents as it shall deem appropriate for the proper administration of the Plan. The Committee may delegate to an appropriate Executive Officer of the Company responsibility for determining, within the limits established by the Committee, individual Awards for Employees who are not Executive Committee members or Executive Officers of the Company.

Section 3. *Shares Subject to the Plan.*

(a) Subject to the provisions of Section 3(c) below, the aggregate number of Shares with respect to which Awards may be granted under this Plan shall not exceed 25,000,000 Shares minus the number of Shares granted under the Short Term Incentive Plan and the Long-Term Incentive Plan. Awards granted under the Plan that are settled in cash will not count against the approved Share reserve.

(b) Any Shares delivered in settlement of Awards hereunder may consist, in whole or in part, of authorized and unissued Shares, treasury Shares or Shares purchased in the open market or otherwise.

(c) In the event of any merger, reorganization, consolidation, re-capitalization, stock split or reverse stock split, stock dividend, extraordinary cash dividend, or other change in corporate structure affecting the Company's Shares, the Committee shall make such adjustments in the aggregate number of Shares which may be delivered under this Plan and the number of Shares subject to Awards granted under this Plan (provided the number of Shares subject to any Award shall always be a whole number), as may be determined to be appropriate by the Committee in order to prevent unintended enhancement or diminution of the benefits or potential benefits intended to be conferred on Participants pursuant to Awards granted hereunder.

(d) For avoidance of doubt, Shares which are tendered or withheld to pay tax withholding obligations arising from the grant, or settlement of an Award will not again become available for grant under the terms of this Plan.

Section 4. *Eligibility.* Any Employee shall be eligible to be selected as a Participant.

Section 5. *Restricted Stock Units.*

(a) *Salary Stock*. The Committee has the power to grant Restricted Stock Unit Awards to Participants on each Issue Date. Units are valued by reference to a designated number of Shares. An RSU Award shall be subject to the terms and conditions set forth in this Section 5.

(b) *Vesting*. All Awards granted hereunder shall be vested and nonforfeitable upon grant thereof.

(c) *Form of Settlement*. Each RSU shall be settled by delivery of the Fair Market Value of one Share as of the applicable anniversary date of grant in cash.

(d) *Settlement*. (i) Except as set forth in Section 5(d)(iii), one third of the RSUs granted on any Issue Date will be settled on each of the first, second and third anniversaries of the Issue Date thereof, if permitted under Section 409A of the Code.

(ii) If a Participant's employment terminates as a result of his or her death or Disability prior to the settlement date(s) applicable to his or her Award, all Awards then held by such Participant will be settled as soon as is practicable after the date of termination of employment. The form of settlement shall be as provided in Section 5(c).

(iii) Notwithstanding any other provision of this Section, the Committee may grant Awards hereunder with different settlement schedules, as long as such different schedules do not contravene the instructions of the Special Master and do not violate ARRA.

(e) *No Rights of a Shareholder*. No holder of any Award shall have any rights to dividends or any other rights of a stockholder with respect to Shares subject to the Award prior to becoming the record owner of such Shares.

Section 6. *Amendments, Termination and Recoupment.*

(a) The Board may amend, alter, suspend, discontinue or terminate the Plan or any portion thereof at any time; provided, however; that no such amendment, alteration, suspension, discontinuation or termination shall be made without (i) stockholder approval if such approval is necessary to comply with the rules of the New York Stock Exchange or such other exchange as may constitute from time to time the principal trading market for the Company's Shares, and (ii) the consent of the affected Participant, if such action would materially impair the rights of such Participant under any outstanding Award. The Board has delegated to the Vice President, Global Human Resources authority to approve non-material amendments necessary or advisable with the advice of the Company's Legal Staff.

(b) The Committee has the authority to take any action consistent with the terms of the Plan, either before or after an Award has been granted, that it deems necessary or advisable to comply with any government laws or regulatory requirements of a foreign country, including, but not limited to, modifying or amending the terms and conditions governing any Awards, or establishing any local country plans as sub-plans to this Plan. In addition, under all circumstances, the Committee or Officer of the Company may make non-substantive administrative changes to the Plan so as to conform with or take advantage of governmental requirements, statutes or regulations.

(c) The Committee may amend the terms of any Award theretofore granted, prospectively or retroactively, but no such amendment shall materially impair the rights of any Participant without his or her consent.

(d) If any provision of the Plan or any Award is invalid or unenforceable in any jurisdiction, (i) such provision shall be modified or eliminated, but only to the extent necessary to eliminate such invalidity or unenforceability and (ii) such invalidity, unenforceability, modification or elimination shall not affect the validity or enforceability of such provision in any other jurisdiction and shall not affect the validity or enforceability of any other provision of the Plan or any Award.

Section 7. *General Provisions.*

(a) An Award may not be sold, exercised, pledged, assigned, hypothecated, transferred, or disposed of in any manner. For the avoidance of doubt, upon settlement of any Award, the cash or Shares delivered will not be subject to this restriction.

(b) Neither the Award nor any benefits arising out of this Plan shall constitute part of a Participant's employment or service contract with the Company or any Subsidiary and, accordingly, except as provided in Section 6(a) and (c) above, this Plan and the benefits hereunder may be terminated at any time in the sole discretion of the Company without giving rise to liability on the part of the Company or any Subsidiary for severance payments.

(c) No Employee shall have any claim to be granted any Award under the Plan, and there is no obligation for uniformity of treatment of Participants under the Plan.

(d) Nothing in the Plan or any Award granted under the Plan shall be deemed to constitute an employment or service contract or confer or be deemed to confer on any Employee or Participant any right to continue in the employ or service of, or to continue any other relationship with, the Company or any Subsidiary or limit in any way the right of the Company or any Subsidiary to terminate an Employee's employment or a Participant's service at any time, with or without cause.

(e) All Shares delivered under the Plan pursuant to any Award shall be subject to such stock-transfer orders and other restrictions as the Committee may deem advisable under the rules, regulations and other requirements of the Securities and Exchange Commission, any stock exchange upon which the Shares may be then listed, and any applicable federal or state securities law, and the Committee may cause a legend or legends to be put on any certificates or other indicia of ownership of such Shares to make appropriate reference to such restrictions.

(f) No Award granted hereunder shall be construed as an offer to sell securities of the Company, and no such offer shall be outstanding, unless and until the Committee in its sole discretion has determined that any such offer, if made, would comply with all applicable requirements of the U.S. federal securities laws and any other laws to which such offer, if made, would be subject.

(g) The Company and its Subsidiaries shall be authorized to withhold from any Award granted or payment due under the Plan the amount of withholding taxes due in respect of an Award or payment hereunder and to take such other action as may be necessary in the opinion of the Company or its Subsidiaries to satisfy all obligations for the payment of such taxes. The Committee shall be authorized to establish procedures for election by Participants to satisfy such obligation for the payment of such taxes by delivery of or transfer of Shares to the Company (to the extent the Participant has owned the surrendered Shares for more than six months if such a limitation is necessary to avoid a charge to the Company for financial reporting purposes), or by directing the Company to retain Shares (up to the minimum required tax withholding rate to the extent such limitation is necessary to avoid a charge to the Company for financial reporting purposes) otherwise deliverable in connection with the Award.

(h) Nothing contained in the Plan shall prevent the Board from adopting other or additional compensation arrangements, subject to stockholder approval if such approval is required; and such arrangements may be either generally applicable or applicable only in specific cases.

(i) The provisions of the Plan shall be construed, regulated and administered according to the laws of the State of Delaware without giving effect to principles of conflicts of law, except to the extent superseded by any controlling Federal statute.

(j) Awards may be granted to Participants who are foreign nationals or employed outside the United States, or both, on such terms and conditions different from those applicable to Awards to Employees employed in the United States as may, in the judgment of the Committee, be necessary or desirable in order to recognize differences in local law or tax policy; provided, however, that amendments deemed necessary under this Section 7(j) may not be made without stockholder approval or Participant approval, if such approval is required by Section 6. The Committee also may impose conditions on the exercise or vesting of Awards in order to minimize the Company's obligation with respect to tax equalization for Employees on assignments outside their home country.

(k) If the Company shall have any unpaid claim against the Participant arising out of or in connection with such Participant's employment with the Company, such claim may be offset against Awards delivered under this Plan. Such claim may include, but is not limited to, unpaid taxes or corporate business credit card charges.

(l) Notwithstanding any provision of this Plan, no Plan elections, modifications or distributions will be allowed or implemented if they would cause the Participant to be subject to tax (including interest and penalties) under Section 409A of the Code. The settlement of Awards hereunder may be delayed up to six months following a Participant's termination of employment if the Participant is a “specified employee” for purposes of such Section 409A, and such delay is necessary to avoid the imposition of tax (including interest and penalties) under Section 409A.

Section 8. *Term of Plan.* The Plan shall terminate on the day after the date when all Awards hereunder are settled in accordance with the terms of the Plan, unless sooner terminated by the Board pursuant to Section 6.

Section 9. *Definitions.* As used in the Plan, the following terms shall have the meanings set forth below:

(a) "ARRA" shall mean the American Recovery and Reinvestment Act of 2009.

(b) "Award" shall mean an award hereunder of Restricted Stock Units.

(c) "Board" shall mean the Board of Directors of the Company.

(d) "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, and any successor thereto, and any reference to any section of the Code shall also include any successor provision thereto.

(e) "Committee" shall mean the Executive Compensation Committee of the Board, its named successor, or such other persons or committee to whom the Board has delegated any authority, as may be appropriate.

(f) "Company" shall mean General Motors Company, a Delaware Company, or its successor.

(g) "Disability" shall mean the Participant is unable to engage in any gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months

(h) "Employee" shall mean any individual who is employed by the Company or any Subsidiary who is classified by the Company as an executive or who is in the group of employees whose compensation structure or compensation is subject to approval by the Special Master.

(i) "Executive Officer" shall mean any Participant required to provide periodic statements of beneficial ownership of Company equity securities as an executive officer of the Company under Section 16(a) of the Securities Exchange Act of 1934.

(j) "Fair Market Value" shall mean the value of a Share, determined as follows: prior to the establishment of when-issued trading of the Shares on a national securities exchange, as determined by the Committee in its discretion; and after the establishment of when-issued trading of the Shares on a national securities exchange, the average of the high and low trading (or when-issued trading) prices for the Shares as reported on such national securities exchange for the applicable date or, if no such prices are reported for that date, the average of the high and low trading (or when-issued trading) prices on the immediately preceding date for which such prices were reported.

(k) "Issue Date" shall mean the last business day of each calendar quarter or any other date designated as an Issue Date by the Committee.

(l) “Participant” shall mean an Employee who is selected by the Committee to receive an Award under the Plan.

(m) “Plan” shall mean this General Motors Company Salary Stock Plan.

(n) “Restricted Stock Unit” or “RSU” shall mean any unit granted pursuant to and described in Section 6.

(o) “Shares” shall mean shares of the common stock of the Company, $0.01 par value.

(p) “Special Master” shall mean the Office of the Special Master for TARP Executive Compensation, established by the Secretary of the U.S. Treasury under the ARRA or any other office or agency which succeeds to the powers thereof.

(q) “Subsidiary” shall mean (i) a company of which capital stock having ordinary voting power to elect a majority of the board of directors of such company is owned, directly or indirectly, by the Company or (ii) any unincorporated entity in respect of which the Company can exercise, directly or indirectly, comparable control to that described in clause (i).

(r) “Unit” shall mean a Restricted Stock Unit or RSU.

(s) “U.S. Treasury” shall mean the United States Department of the Treasury.

(t) “Treasury Agreement” shall mean the Secured Credit Agreement among the Company, the U.S. Treasury, and the guarantors named therein dated July 10, 2009 as it may be subsequently restated or amended.

Exhibit 31.1

CERTIFICATION

I, Daniel F. Akerson, certify that:

1. I have reviewed this quarterly report for the period ended March 31, 2012 on Form 10-Q of General Motors Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ DANIEL F. AKERSON
Daniel F. Akerson
Chairman and Chief Executive Officer

Date: May 3, 2012

Exhibit 31.2

CERTIFICATION

I, Daniel Ammann, certify that:

1. I have reviewed this quarterly report for the period ended March 31, 2012 on Form 10-Q of General Motors Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ DANIEL AMMANN
Daniel Ammann
Senior Vice President and Chief Financial Officer

Date: May 3, 2012

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of General Motors Company (the "Company") on Form 10-Q for the period ended March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel F. Akerson, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DANIEL F. AKERSON
Daniel F. Akerson
Chairman and Chief Executive Officer

Date: May 3, 2012

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of General Motors Company (the "Company") on Form 10-Q for the period ended March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Ammann, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DANIEL AMMANN
Daniel Ammann
Senior Vice President and Chief Financial Officer

Date: May 3, 2012