

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
SATURN DISTRIBUTION CORPORATION

Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):
N/A

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):
N/A

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if
more than one, state all):
38-2755764

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more
than one, state all):
N/A

Street Address of Debtor (No. and Street, City, and State):
300 Renaissance Center
Detroit, Michigan
ZIP CODE 48265-3000

Street Address of Joint Debtor (No. and Street, City, and State):
N/A
ZIP CODE

County of Residence or of the Principal Place of Business: Wayne County

County of Residence or of the Principal Place of Business:
N/A

Mailing Address of Debtor (if different from street address):
ZIP CODE

Mailing Address of Joint Debtor (if different from street address):
N/A
ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
ZIP CODE

Type of Debtor (Form of Organization) (Check one box.)
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business (Check one box.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
Other
Distribution Tax-Exempt Entity (Check box, if applicable.)
Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Chapter 7
Chapter 9
Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)
Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
Debts are primarily business debts.

Chapter 11 Debtors
Check one box:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:
Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.

Check all applicable boxes:
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

Table with 3 rows: Statistical/Administrative Information, Estimated Number of Creditors, Estimated Assets, and Estimated Liabilities. Includes checkboxes for various categories and ranges.

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>SATURN DISTRIBUTION CORPORATION</b>
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**All Prior Bankruptcy Case Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>

**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor: <b>See Schedule 1 Attached</b>	Case Number: <b>As filed</b>	Date Filed: <b>June 1, 2009</b>
District: <b>Southern District of New York</b>	Relationship: <b>See Schedule 1 Attached</b>	Judge: <b>Undetermined</b>

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).

X \_\_\_\_\_  
Signature of Attorney for Debtor(s) Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

**SATURN DISTRIBUTION CORPORATION**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Stephen Karotkin  
Signature of Attorney for Debtor(s)

Stephen Karotkin  
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP  
Firm Name

767 Fifth Avenue  
Address

New York, New York 10153

(212) 310-8000  
Telephone Number

June 1, 2009  
Date

\* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Jill A. Lajdziak  
Signature of Authorized Individual

Jill A. Lajdziak  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

June 1, 2009  
Date

**Schedule 1**

**PENDING BANKRUPTCY CASES CONCURRENTLY  
FILED BY AFFILIATES OF THIS DEBTOR**

<b>Company</b>	<b>Affiliation</b>
Chevrolet-Saturn of Harlem, Inc.	Affiliate of Saturn Distribution Corporation
General Motors Corporation	Indirect Parent of Saturn Distribution Corporation
Saturn, LLC	Direct Parent of Saturn Distribution Corporation

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
 :  
 : **Chapter 11 Case No.**  
**SATURN DISTRIBUTION CORPORATION,** : **09- \_\_\_\_\_ ( )**  
 :  
 :  
 : **Debtor.** :  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS<sup>1</sup>**

Following is the consolidated list of the creditors of Saturn Distribution Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), holding the 50 largest noncontingent unsecured claims as of May 31, 2009.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of title 11 of the United States Code.

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<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>1. Wilmington Trust Company</p> <p>Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States</p>	<p><u>Attn:</u> Geoffrey J. Lewis</p> <p>Phone: (302) 636-6438 Fax: (302) 636-4145</p> <p>Rodney Square North 1100 North Market Street Wilmington, DE 19890 United States</p>	Bond Debt		\$22,759,871,912 <sup>1</sup>
<p>2. International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)</p> <p>8000 East Jefferson Detroit, MI 48214 United States</p>	<p><u>Attn:</u> Ron Gettlefinger</p> <p>Phone: (313) 926-5201 Fax: (313) 331-4957</p> <p>8000 East Jefferson Detroit, MI 48214 United States</p>	Employee Obligations		\$20,560,000,000 <sup>2</sup>
<p>3. Deutsche Bank AG, London As Fiscal Agent</p> <p>Theodor-Heuss-Allee 70 Frankfurt, 60262 Germany</p>	<p><u>Attn:</u> Stuart Harding</p> <p>Phone:(44) 207 547 3533 Fax: (44) 207 547 6149</p> <p>Winchester House 1 Great Winchester Street London EC2N 2DB England</p>	Bond Debt		\$4,444,050,000 <sup>3</sup>

<sup>1</sup> This amount consolidates Wilmington Trust Company's claims as indenture trustee under the indentures, dated December 7, 1995 (\$21,435,281,912) and November 15, 1990 (\$1,324,590,000).

<sup>2</sup> This liability is estimated as the net present value at a 9% discount rate of future contributions, as of January 1, 2009, and excludes approximately \$9.4 billion corresponding to the GM Internal VEBA.

<sup>3</sup> The amount includes outstanding bond debt of \$4,444,050,000, based on the Eurodollar exchange rates of \$1.39.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>4. International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communications Workers of America (IUE-CWA)</p> <p>3461 Office Park Drive Kettering, OH 45439 United States</p>	<p><u>Attn:</u> Mr. James Clark</p> <p>Phone: (937) 294-9764 Fax: (937) 298-633</p> <p>2701 Dryden Road Dayton, OH 45439 United States</p>	Employee Obligations		\$2,668,600,000 <sup>4</sup>
<p>5. Bank of New York Mellon</p> <p>One Wall Street New York, NY 10286 United States</p>	<p><u>Attn:</u> Gregory Kinder</p> <p>Phone: (212) 815-2576 Fax: (212) 815-5595</p> <p>Global Corporate Trust, 101 Barclay, 7W New York, NY 10286 United States</p>	Bond Debt		\$175,976,800
<p>6. Starcom Mediavest Group, Inc.</p> <p>35 W. Wacker Drive Chicago, IL 60601 United States</p>	<p><u>Attn:</u> Laura Desmond</p> <p>Phone: (312) 220-3550 Fax: (312) 220-6530</p> <p>35 W. Wacker Drive Chicago, IL 60601 United States</p>	Trade Debt		\$121,543,017
<p>7. Delphi Corp.</p> <p>5725 Delphi Drive Troy, MI 48098 United States</p>	<p><u>Attn:</u> Rodney O'Neal</p> <p>Phone: (248) 813-2557 Fax: (248) 813-2560</p> <p>5725 Delphi Drive Troy, MI 48098 United States</p>	Trade Debt		\$110,876,324

<sup>4</sup> This liability estimated as the net present value at a 9% discount rate.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>8. Robert Bosch GmbH</p> <p>38000 Hills Tech Drive Farmington Hills, MI 48331 United States</p>	<p><u>Attn:</u> Franz Fehrenbach</p> <p>Phone: (49 71) 1 811-6220 Fax: (49 71) 1 811-6454</p> <p>Robert-Bosch-Platz 1 / 70839 Gerlingen-Schillerhoehe, Germany</p>	Trade Debt		\$66,245,958
<p>9. Lear Corp.</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	<p><u>Attn:</u> Robert Rossiter</p> <p>Phone: (248) 447-1505 Fax: (248) 447-1524</p> <p>21557 Telegraph Road Southfield, MI 48033 United States</p>	Trade Debt		\$44,813,396
<p>10. Renco Group, Inc.</p> <p>1 Rockefeller Plaza, 29th Floor New York, NY 10020 United States</p>	<p><u>Attn:</u> Lon Offenbacher</p> <p>Phone: (248) 655-8920 Fax: (248) 655-8903</p> <p>1401 Crooks Road Troy, MI 48084 United States</p>	Trade Debt		\$37,332,506
<p>11. Enterprise Rent A Car</p> <p>6929 N Lakewood Ave Suite 100 Tulsa, OK 74117 United States</p>	<p><u>Attn:</u> Greg Stubblefield</p> <p>Phone: (314) 512 3226 Fax: (314) 512 4230</p> <p>600 Corporate Park Drive St. Louis, MO 63105 United States</p>	Trade Debt		\$33,095,987

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>12. Johnson Controls, Inc.</p> <p>5757 N. Green Bay Avenue Glendale, WI 53209 United States</p>	<p><u>Attn:</u> Stephen A. Roell</p> <p>Phone: (414)-524-2223 Fax: (414)-524-3000</p> <p>5757 N. Green Bay Avenue Milwaukee, WI 53201 United States</p>	Trade Debt		\$32,830,356
<p>13. Denso Corp.</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	<p><u>Attn:</u> Haruya Maruyama</p> <p>Phone: (248) 350-7500 Fax: (248) 213-2474</p> <p>24777 Denso Drive Southfield, MI 48086 United States</p>	Trade Debt		\$29,229,047
<p>14. TRW Automotive Holdings, Corp.</p> <p>12025 Tech Center Dr. Livonia, MI 48150 United States</p>	<p><u>Attn:</u> John Plant</p> <p>Phone: (734) 855-2660 Fax: (734) 855-2473</p> <p>12001 Tech Center Drive Livonia, MI 48150 United States</p>	Trade Debt		\$27,516,189
<p>15. Magna International, Inc.</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	<p><u>Attn:</u> Don Walker</p> <p>Phone: (905) 726-7040 Fax: (905) 726-2593</p> <p>337 Magna Drive Aurora, ON L4G 7K1 Canada</p>	Trade Debt		\$26,745,489
<p>16. American Axle &amp; Mfg Holdings, Inc.</p> <p>One Dauch Drive Detroit, MI 48211-1198 United States</p>	<p><u>Attn:</u> Richard Dauch</p> <p>Phone: (313) 758-4213 Fax: (313) 758-4212</p> <p>One Dauch Drive Detroit, MI 48211 United States</p>	Trade Debt		\$26,735,957

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
17. Maritz Inc.  1375 North Highway Drive Fenton, MO 63099 United States	<u>Attn:</u> Steve Maritz  Phone: (636) 827-4700 Fax: (636) 827-2089  1375 North Highway Drive Fenton, MO 63099 United States	Trade Debt		\$25,649,158
18. Publicis Groupe S.A.  133 Ave des Champs Elysees Paris, 75008 France	<u>Attn:</u> Maurice Levy  Phone: (33 01) 4 443-7000 Fax: (33 01) 4 443-7550  133 Ave des Champs-Elysees Paris, 75008 France	Trade Debt		\$25,282,766
19. Hewlett Packard Co.  3000 Hanover Street Palo Alto, CA 94304 United States	<u>Attn:</u> Mike Nefkens  Phone: (313) 230 6800 Fax: (313) 230 5705  500 Renaissance Center, MC:20A Detroit, MI 48243 United States	Trade Debt		\$17,012,332
20. Interpublic Group of Companies, Inc.  1114 Avenue of the Americas New York, NY 10036 United States	<u>Attn:</u> Michael Roth  Phone: (212) 704-1446 Fax: (212) 704.2270  1114 Avenue of the Americas New York, NY 10036 United States	Trade Debt		\$15,998,270
21. Continental AG  Vahrenwalder Str. 9 D-30165 Hanover, Germany	<u>Attn:</u> Karl-Thomas  Phone: 49-69-7603-2888 Fax: 49-69-7603-3800  Guerickestrasse 7, 60488 Frankfurt 60488 Germany	Trade Debt		\$15,539,456

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
22. Tenneco Inc.  500 North Field Drive Lake Forest, IL 60045 United States	<u>Attn:</u> Gregg Sherrill  Phone: (847) 482-5010 Fax: (847) 482-5030  500 North Field Drive Lake Forest, IL 60045 United States	Trade Debt		\$14,837,427
23. Yazaki Corp.  6801 Haggerty Road Canton, MI 48187 United States	<u>Attn:</u> George Perry  Phone: (734) 983-5186 Fax: (734) 983-5197  6801 Haggerty Road, 48E Canton, MI 48187 United States	Trade Debt		\$13,726,367
24. International Automotive Components  5300 Auto Club Drive Dearborn, MI 48126 United States	<u>Attn:</u> James Kamsickas  Phone: (313) 253-5208 Fax: (313) 240-3270  5300 Auto Club Drive Dearborn, MI 48126 United States	Trade Debt		\$12,083,279
25. Avis Rental Car  6 Sylvan Way Parsippany, NJ 07054 United States	<u>Attn:</u> Robert Salerno  Phone: (973) 496-3514 Fax: (212) 413-1924  6 Sylvan Way Parsippany, NJ 07054 United States	Trade Debt		\$12,040,768
26. FMR Corp.  82 Devonshire St Boston, MA 02109 United States	<u>Attn:</u> Robert J. Chersi  Phone: (617)563-6611 Fax: (617) 598-9449  82 Devonshire St Boston, MA 02109 United States	Trade Debt		\$11,980,946

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
27. AT&T Corp.  208 South Akard Street Dallas, TX 75202 United States	<u>Attn:</u> Richard G. Lindner  Phone: (214) 757-3202 Fax: (214) 746-2102  208 South Akard Street Dallas, TX 75202 United States	Trade Debt		\$10,726,376
28. Union Pacific Corp.  1400 Douglas Street Omaha, NE 68179 United States	<u>Attn:</u> Robert M. Knight, Jr.  Phone: (402) 544-3295 Fax: (402) 501-2121  1400 Douglas Street Omaha, NE 68179 United States	Trade Debt		\$10,620,928
29. Warburg E M Pincus & Co., Inc.  466 Lexington Ave New York, NY 10017 United States	<u>Attn:</u> Joseph P. Landy  Phone: (212) 878-0600 Fax: (212) 878-9351  466 Lexington Ave New York, NY 10017 United States	Trade Debt		\$10,054,189
30. Visteon Corp.  One Village Center Drive Van Buren Township, MI 48111 United States	<u>Attn:</u> Donald J. Stebbins  Phone: (734) 710-7400 Fax: (734) 710-7402  One Village Center Drive Van Buren Twp., MI 48111 United States	Trade Debt		\$9,841,774
31. US Steel  600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	<u>Attn:</u> John Surma  Phone: (412) 433-1146 Fax: (412) 433-1109  600 Grant Street Room 1344 Pittsburgh, PA 15219 United States	Trade Debt		\$9,587,431

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
32. Arcelor Mittal  19, Avenue De La Liberte Luxembourg, L-2930 Luxembourg	<u>Attn:</u> Lakshmi Mittal  Phone: 44 20 7543 1131 Fax: (44 20) 7 629-7993  Berkley Square House, 7th Floor Berkley Square House London, England W1J6DA	Trade Debt		\$9,549,212
33. AK Steel Holding, Corp.  9227 Centre Pointe Drive Westchester, OH 45069 United States	<u>Attn:</u> Jim Wainscott  Phone: (513) 425-5412 Fax: (513) 425-5815  9227 Centre Pointe Drive Westchester, OH 45069 United States	Trade Debt		\$9,116,371
34. CSX Corp.  500 Water Street, 15th Floor Jacksonville, FL 32202 United States	<u>Attn:</u> Oscar Muñoz  Phone: (904) 359-1329 Fax: (904) 359-1859  500 Water Street, 15th Floor Jacksonville, FL 32202 United States	Trade Debt		\$8,884,846
35. Hertz Corporation  14501 Hertz Quail Springs Parkway Oklahoma City, OK 73134 United States	<u>Attn:</u> .Elyse Douglas  Phone: (201) 450-2292 Fax: (866) 444-4763  225 Brae Boulevard Park Ridge, NJ 07656 United States	Trade Debt		\$8,710,291

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>36. Alpha S.A. de C.V.</p> <p>Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico</p>	<p><u>Attn:</u> Manuel Rivera</p> <p>Phone: (52 81) 8 748 1264 Fax: (52 81) 8 748-1254</p> <p>Ave. Gómez Morín No. 1111 Sur Col. Carrizalejo San Pedro Garza García, N. L. C.P. 66254 Mexico</p>	Trade Debt		\$8,209,133
<p>37. Voith AG</p> <p>2200 N. Roemer Rd Appleton, WI United States</p>	<p><u>Attn:</u> Hubert Lienhard</p> <p>Phone: 49 7321 372301</p> <p>St. Poltener Strasse 43 Heidenheim, D-89522 Germany</p>	Trade Debt		\$7,146,187
<p>38. Goodyear Tire &amp; Rubber Co.</p> <p>1144 E Market St Akron, OH 44316-0001 United States</p>	<p><u>Attn:</u> Robert Keegan</p> <p>Phone: (330) 796-1145 Fax: (330) 796-2108</p> <p>1144 East Market Street Akron, OH 44316-0001 United States</p>	Trade Debt		\$6,807,312
<p>39. Manufacturers Equipment &amp; Supply Co.</p> <p>2401 Lapeer Rd Flint, MI 48503-4350 United States</p>	<p><u>Attn:</u> Greg M. Gruizenga</p> <p>Phone: (800) 373-2173 Fax: (810) 239-5360</p> <p>2401 Lapeer Rd Flint, MI 48503 United States</p>	Trade Debt		\$6,695,777
<p>40. Severstal O A O</p> <p>4661 Rotunda Drive P.O. Box 1699 Dearborn, MI 48120 United States</p>	<p><u>Attn:</u> Gregory Mason</p> <p>Phone: (313) 317-1243 Fax: (313) 337-9373</p> <p>14661 Rotunda Drive, P.O. Box 1699 Dearborn, MI 48120 United States</p>	Trade Debt		\$6,687,993

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
41. Exxon Mobil Corp.  5959 Las Colinas Boulevard Irving, TX 75039 United States	<u>Attn:</u> James P. Hennessy  Phone: (703) 846-7340 Fax: (703) 846-6903  3225 Gallows Road Fairfax, VA 22037 United States	Trade Debt		\$6,248,959
42. Hitachi Ltd.  955 Warwick Road P.O. Box 510 Harrodsburg, KY 40330 United States	<u>Attn:</u> Yasuhiko Honda  Phone: (81 34) 564-5549 Fax: (81 34) 564-3415  Akihabara Daibiru Building 18-13, Soto-Kanda, 1-Chome Chiyoda-Ku, Tokyo, 101-8608 Japan	Trade Debt		\$6,168,651
43. Mando Corp.  4201 Northpark Drive Opelika, AL 36801 United States	<u>Attn:</u> Zung Su Byun  Phone: (82 31) 680-6114 Fax: (82 31) 681-6921  343-1, Manho-Ri ,Poseung-Myon, Pyongtaek Kyonggi, South Korea, Korea	Trade Debt		\$5,459,945
44. General Physics Corp.  1500 W. Big Beaver Rd. Troy, MI 48084 United States	<u>Attn:</u> Sharon Esposito Mayer  Phone: (410) 379-3600 Fax: (410) 540-5302  6095 Marshalee Drive, St. 300 Elkridge, MD 21075 United States	Trade Debt		\$5,208,070
45. Sun Capital Partners, Inc.  5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	<u>Attn:</u> Mr. Kevin  Phone: (561) 948-7514 Fax: (561) 394-0540  5200 Town Center Circle, Suite 600 Boca Raton, FL 33486 United States	Trade Debt		\$4,747,353

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
46. Jones Lang Lasalle, Inc.  200 East Randolph Drive Chicago, IL 60601 United States	<u>Attn:</u> Colin Dyer  Phone: (312) 228-2004 Fax: (312) 601-1000  200 East Randolph Drive Chicago, IL 60601 United States	Trade Debt		\$4,651,141
47. McCann Erickson  238 11 Avenue, SE Calgary, Alberta T2G OX8 Canada	<u>Attn:</u> Gary Lee  Phone: (646) 865 2606 Fax: (646) 865 8694  622 3rd Avenue New York, NY 10017 United States	Trade Debt		\$4,603,457
48. Flex-N-Gate Corp.  1306 East University Ave. Urbana, IL 61802 United States	<u>Attn:</u> Shahid Khan  Phone: (217) 278-2618 Fax: (217) 278-2318  1306 East University Urbana, IL 61802 United States	Trade Debt		\$4,490,775
49. Bridgestone Corp.  535 Marriott Drive Nashville, TN 37214 United States	<u>Attn:</u> Shoshi Arakawa  Phone: (81 33) 567 0111 Fax: (81 33) 567 9816  10-1 Kyobashi 1-chome Chuoku, Tokyo, Japan 104 Japan	Trade Debt		\$4,422,763
50. Cap Gemini America Inc.  623 Fifth Avenue, 33 <sup>rd</sup> Floor New York, NY 10022 United States	<u>Attn:</u> Thierry Delaporte  Phone: (212) 314-8327 Fax: (212) 314-8018  623 Fifth Avenue, 33 <sup>rd</sup> Floor New York, NY 10022 United States	\$4,415,936 Trade Debt		\$4,415,936

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: June 1, 2009

/s/ Jill A. Lajdziak

Signature

NAME: Jill A. Lajdziak

TITLE: President

## **SATURN DISTRIBUTION CORPORATION**

### **UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, who comprise all of the members of the Board of Directors of Saturn Distribution Corporation, a Delaware corporation (the "Company"), hereby take the following actions by unanimous written consent:

#### **COMMENCEMENT OF CHAPTER 11 CASE**

**RESOLVED**, that the Company be, and it hereby is, authorized and directed to file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

**RESOLVED**, that each of the Proper Officers (it being understood that, for the purposes of these Resolutions, the "Proper Officers" shall include, without limitation, the President, any Vice President, the Treasurer, the Secretary, or any Assistant Secretary, is hereby authorized and directed to execute, verify, and file all petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as such Proper Officer shall determine;

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Company, each Proper Officer is hereby authorized to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Company to utilize cash collateral on the terms and conditions such Proper Officer or Proper Officers executing the same may consider necessary, proper, or desirable, and to consummate the transactions contemplated by such notes, security and other agreements and instruments on behalf of the Company, subject to Bankruptcy Court approval;

**RESOLVED**, that each Proper Officer is hereby authorized and directed to enter into, execute, deliver, certify, file and/or record, negotiate, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Proper Officer shall be or become necessary, proper, or desirable in connection with the Company's Chapter 11 case;

## **EXECUTION OF MASTER SALE AND PURCHASE AGREEMENT**

**RESOLVED**, that the Board finds that the sale of assets of the Company to Auto Acquisition Corp., a new entity formed by the United States Department of the Treasury, in accordance with the Purchase Agreement (as defined below), is expedient and in the best interests of the Company;

**RESOLVED**, that the form, terms and provisions of the proposed Master Sale and Purchase Agreement (the "Purchase Agreement") by and among the Company, General Motors Corporation, Saturn, LLC, Chevrolet-Saturn of Harlem, Inc., and Auto Acquisition Corp., in substantially the form reviewed by the Board, are hereby approved, and the sale of the assets of the Company set forth in the Purchase Agreement on the terms set forth in the Purchase Agreement is authorized and approved;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to execute and deliver the Purchase Agreement, with such changes therein or revisions thereto as the Proper Officer or Officers executing and delivering the same may in his or their sole and absolute discretion approve, consistent with these Resolutions and with the advice of the Company's Legal Staff, and to cause the Company to carry out the terms and provisions thereof;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to approve, execute and deliver from time to time such amendments, changes or modifications to the Purchase Agreement as any such Proper Officer shall, consistent with these Resolutions and with the advice of the Company's Legal Staff, deem necessary, proper or desirable;

## **EXECUTION OF DIP LOAN FACILITY**

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Company, each of the Proper Officers, or any of them, is hereby authorized to negotiate, execute, deliver and cause the Company to perform its obligations under (i) the secured super priority debtor-in-possession credit agreement (the "Credit Agreement"), among General Motors Corporation, a debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of General Motors Corporation, including the Company, listed therein, as guarantors, the United States Department of the Treasury, as lender, and Export Development Canada, as lender, (ii) the Guaranty and Security Agreement pursuant to which the Company is guaranteeing the Obligations (as defined in the Credit Agreement) and granting a security interest in its assets to secure such guarantee and (iii) the Equity Pledge Agreement, the Environmental Indemnity Agreement, the mortgages, deposit account control agreements and other similar documents and any other agreements or documents executed by the Company in connection with the Credit Agreement, the

documents and transactions contemplated thereby and the Company's grant of a security interest in or pledge of assets as collateral to secure its guarantee of the Obligations (the documents described in this clause (iii) collectively described herein as the "Other Financing Documents");

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized to grant a security interest in and pledge assets as collateral as described in the Guaranty and Security Agreement, the Equity Pledge Agreement and each Other Financing Document to which the Company is party;

#### **APPOINTMENT OF CHIEF RESTRUCTURING OFFICER**

**RESOLVED**, that, pursuant to the Company's Bylaws, the Board hereby designates a new officer of the Company, the Chief Restructuring Officer, with such duties as the Board or any committee thereof to whom appropriate authority has been delegated by the Board in connection with the actions contemplated by these Resolutions shall determine, including working with other senior management of the Company, and other professionals, to assist the Company in connection with the administration of its Chapter 11 case;

**RESOLVED**, that Albert A. Koch is hereby appointed to serve as the Chief Restructuring Officer, effective as of the date hereof;

#### **RETENTION OF ADVISORS**

**RESOLVED**, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as attorneys for the Company under a general retainer in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that the law firm of Jenner & Block LLP is hereby employed as attorneys for the Company under a general retainer in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that the law firm of Honigman Miller Schwartz and Cohn LLP is hereby employed as special counsel for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that the firm of AP Services LLC is hereby employed as restructuring advisor for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that the firm of Evercore Partners, Inc. is hereby employed as financial advisor for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that the firm of The Blackstone Group L.P. is hereby employed as investment banker for the Company in the Company's Chapter 11 case, subject to Bankruptcy Court approval;

**RESOLVED**, that each Proper Officer is hereby authorized and directed to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals, subject to Bankruptcy Court approval, and to perform any and all further acts and deeds the Proper Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's Chapter 11 case;

### **GENERAL AUTHORIZATION AND RATIFICATION**

**RESOLVED**, that each Proper Officer is authorized and directed, consistent with these Resolutions and with the advice of the Company's Legal Staff: (i) to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Proper Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Proper Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Proper Officer may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Proper Officer to constitute evidence of such approval, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Proper Officer deems appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in such Proper Officer's judgment be necessary, proper or desirable, to carry out the intent and effectuate the purposes of the Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

**RESOLVED**, that all actions taken by the Proper Officers prior to the date of the foregoing Resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, approved in all respects as the act and deed of the Company.

The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors of the Company, duly called and constituted pursuant to the laws of the State of Delaware. This Consent may be executed in counterparts, which together will constitute the original.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent of the Board of Directors as of June 1, 2009.

/s/ Jill A. Lajdziak  
Jill A. Lajdziak

/s/ Joseph A. Chrzanowski  
Joseph A. Chrzanowski

/s/ Edward J. Toporzycki  
Edward J. Toporzycki