



2005 Third Quarter Results

In the presentation that follows and in related comments by General Motors management, our use of the words “expect”, “anticipate”, “design,” “estimate”, “forecast”, “initiative,” “objective”, “plan”, “goal”, “project”, “outlook”, “priorities,” “targets”, “intend”, “evaluate,” “seek” and similar expressions is intended to identify forward looking statements. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, actual results may differ materially due to numerous important factors that are described in GM’s most recent report on SEC Form 10-K which may be revised or supplemented in subsequent reports on SEC Forms 10-Q and 8-K. Such factors include, among others, the following: the ability of GM to complete a transaction with a strategic investor regarding a controlling interest in GMAC while maintaining a significant stake in GMAC, securing separate credit ratings and low cost funding to sustain growth for GMAC and ResCap and maintaining the mutually beneficial relationship between GMAC and GM; changes in relations with unions and employees/retirees and the legal interpretations of the agreements with those unions with regard to employees/retirees; changes in economic conditions, currency exchange rates or political stability; shortages of and price increases for fuel, labor strikes or work stoppages; health care costs; market acceptance of the corporation’s new products; pace of product introductions; significant changes in the competitive environment; changes in laws, regulations and tax rates; and, the ability of the corporation to achieve reductions in cost and employment levels to realize production efficiencies and implement capital expenditures at levels and times planned by management.

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Additionally, in accordance with Regulation G, supplemental financial disclosure is included which provides a quantitative reconciliation of non-GAAP financial disclosures addressed in the context of the following chart set to GM’s GAAP financial results and provides definition around non-GAAP terminology addressed.

Agenda

- Turnaround Actions
- Q3 Earnings Review

Aggressive GM Turnaround Actions

- Tentative GM/UAW agreement, subject to ratification and final documents, to significantly reduce GM's health care costs
 - Projected \$15B reduction to health care liability
 - Annual health care expense reduction of approximately \$3B
 - Annual cash savings of approximately \$1B
 - A new independent Defined Contribution VEBA will be partially funded by GM contributions of \$1B in each of three years – currently expected to be 2006, 2007 and 2011
- Significant progress in developing manufacturing restructuring plan
- GM structural cost reduction run rate of \$5B by end of 2006
 - 2006 CY impact dependent on timing of final approvals
- Projected GMNA \$2B gross material cost savings in 2006
 - \$1B net savings after new product enhancements, but before any possible impact of Delphi
- GM plans to take action intended to provide GMAC separate credit ratings
 - GM exploring the possible sale of a controlling interest in GMAC to a strategic partner
 - Also, GMAC continues to evaluate strategic and structural alternatives to help ensure that ResCap retains its investment-grade credit rating

Revenue Growth Initiatives Also Important

- Intense focus on our goal of improving both revenue and contribution margin
- Intend to maintain our product-related capital spending
- Continue to improve the execution of our new products
- Reallocated capital and engineering to support more fuel efficient vehicles
 - Further applications of displacement on demand engines and six-speed transmissions
 - Growing family of hybrid and flex fuel vehicles for U.S.
- Committed to Total Value Promise as way of doing business
 - Accelerate transition to more simplified and compelling pricing across vehicle portfolio
- Pursue improved contribution margin through improved profitability on fleet and leasing business, focus on higher margin products

More Detail on GMNA Cost Actions – Health Care

- Changes to hourly and salaried health care plans an important step in reducing our competitive cost gap
- Tentative GM/UAW agreement, subject to ratification and final documents, to significantly reduce GM's health care costs
 - Projected financial impact: \$15B reduction in OPEB liability, annual health care expense reduction of approximately \$3B and annual cash savings of approximately \$1B. Impact in 2006 CY dependent on final approvals
 - A new independent Defined Contribution VEBA will be partially funded by GM contributions of \$1B in each of three years – currently expected to be 2006, 2007 and 2011. Additional modest funding opportunities under discussion, contingent on improved GM financial performance
 - The tentative agreement expanded the number of Delphi employees potentially covered by the Benefit Guarantee between GM and the UAW – range of exposure increased from \$0-11B range to \$0-12B range
 - Further details will be disclosed after union membership has been informed and the changes have been presented for ratification
- In-line with practice of last 12 years, salaried health care program modified for 2006, raising cost sharing to 31%

More Detail on GMNA Cost Actions – Manufacturing Restructuring

- Continue progress in defining specifics of manufacturing restructuring plans
 - Will address excess capacity and excess manning levels
- GM goal remains to reduce manufacturing employment levels in the U.S. by 25,000 or more from 2005-08
- Plan to achieve 100% capacity utilization by 2008 or sooner
- Further details to be announced by the end of the year

More Detail on GMNA Cost Actions - Other

- Other Structural Cost Reductions
 - Further salaried headcount reductions planned
 - No bonuses or enhanced variable pay planned for executive and salaried group for 2005 performance
 - Manufacturing, engineering and sales and marketing efficiencies
- Material Cost
 - Project \$2B gross material cost reduction in 2006; \$1B net savings after significant level of new product enhancements
 - Supplier footprint optimization single largest opportunity
 - Globalization of product development provides further opportunity through increased commonality of systems and parts
 - Delphi's Chapter 11 creates near and medium term risk, but longer term opportunity to reduce/eliminate \$2B cost penalty

GMAC Strategic Alternatives

- GM plans to take action intended to provide GMAC separate credit ratings
 - GM exploring the possible sale of a controlling interest in GMAC to a strategic partner
 - Transaction intended to:
 - Restore GMAC's investment-grade credit rating
 - Renew GMAC's access to low-cost funding
 - Improve GMAC's ability to provide GM with cost-effective auto financing
 - Sustain GMAC's diversified earnings growth
 - Retain GM participation in GMAC earnings stream
 - GMAC continues to evaluate further strategic and structural alternatives to help ensure that ResCap retains its investment-grade credit rating

2005 Third Quarter Highlights

- Adjusted EPS (\$1.92), (\$1,083) million Net Loss, \$47.2 billion Revenue – excludes special items
 - Reported EPS (\$2.89), (\$1,633) million Net Loss
- Significant loss at GMNA highlights need for acceleration of turnaround plan
- Restructuring efforts continue to improve GME performance versus last year
- Solid performance at GMAP and GMLAAM
- Completed sale of equity stake in FHI
- GMAC profitability increases despite challenging environment
- Operating cash outflow of \$2.2B, total cash* of \$19.2B down \$1.0B compared to Q2

* Cash, Mkt. Securities & ST VEBA (excluding financing operations)
Refer to Supplemental Chart 1 for reconciliation to GAAP figures

Third Quarter Adjusted Results – Net Income

	<u>2004</u>	<u>2005</u>	2005 Fav/(Unfav) <u>2004</u>
	-----	\$ Millions	-----
GMNA	(\$88)	(\$1,627)	(\$1,539)
GME	(236)	(150)	86
GMLAAM	27	25	(2)
GMAP	78	176	98
Total Automotive	(219)	(1,576)	(1,357)
GMAC	620	675	55
Corporate Other	(86)	(182)	(96)
Total Net Income	315	(1,083)	(1,398)
EPS (excl. special items)	0.56	(1.92)	(2.48)
Worldwide Production (000)	2,119	2,174	55
Global Market Share	15.4%	14.6%	(0.8) p.p.

Refer to Supplemental Chart 1 for reconciliation to GAAP figures

Third Quarter Adjustments to Income

	<u>\$ Mils.</u>	<u>EPS</u>
Adjusted Net Income	(1,083)	(\$1.92)
<i><u>Special Items (after-tax)</u></i>		
Asset Impairments	(805)	(\$1.42)
GME Restructuring	(56)	(\$0.10)
Tax Rate Normalization*	311	\$0.55
Total Special Items	<u>(550)</u>	<u>(\$0.97)</u>
Reported Net Income	<u>(1,633)</u>	<u>(\$2.89)</u>

* Normalizing our tax rate to be in line with the 15% effective tax rate assumed in our original earnings guidance.

North America

Third Quarter Results

	<u>2004</u>	<u>2005</u>	2005 Fav/(Unfav) <u>2004</u>
	-----	\$ Millions	-----
Pre-Tax Income/(Loss)	(\$198)	(\$1,945)	(\$1,747)
Net Income/(Loss)	(88)	(1,627)	(1,539)
Net Margin	(0.3%)	(6.6%)	(6.3) p.p.
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North America:			
- Production Volume (000)	1,209	1,144	(65)
- Market Share	28.5%	25.6%	(2.9) p.p.
United States:			
- Industry SAAR (Mil.)	17.5	18.5	1.0
- Market Share	29.3%	26.1%	(3.2) p.p.
- Dealer Inventory (000)	1,137	818	319

Europe

Third Quarter Results

2005
Fav/(Unfav)

	<u>2004</u>	<u>2005</u>	<u>2004</u>
	-----	\$ Millions	-----
Pre-Tax Income/(Loss)	(\$439)	(\$254)	\$185
Net Income/(Loss)	(236)	(150)	86
Net Margin	(3.4%)	(2.1%)	1.3 p.p.
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Total Europe:			
- Production Volume (000)	411	412	1
- Industry SAAR (Mil.)	20.3	20.9	0.6
- Market Share	9.5%	9.3%	(0.2) p.p.
Germany:			
- Industry SAAR (Mil.)	3.5	3.6	0.1
- Market Share	10.1%	10.5%	0.4 p.p.
UK:			
- Industry SAAR (Mil.)	2.9	2.8	(0.1)
- Market Share	14.2%	13.7%	(0.5) p.p.
Saab – Global Sales (000)	28.9	32.1	3.2

Latin America, Africa & Middle East

Third Quarter Results

	<u>2004</u>	<u>2005</u>	2005 Fav/(Unfav) <u>2004</u>
	-----	\$ Millions	-----
Pre-Tax Income/(Loss)	\$45	\$36	(\$9)
Net Income/(Loss)	27	25	(2)
Net Margin	1.2%	0.8%	(0.4) p.p.
Total LAAM:			
- Production Volume (000)	185	207	22
- Industry SAAR (Mil.)	4.2	5.0	0.8
- Market Share	17.2%	17.5%	0.3 p.p.
Brazil:			
- Industry SAAR (Mil.)	1.6	1.7	0.1
- Market Share	21.8%	21.1%	(0.7) p.p.
Argentina:			
- Industry SAAR (000)	336	397	61
- Market Share	16.8%	18.0%	1.2 p.p.
South Africa:			
- Industry SAAR (000)	462	584	122
- Market Share	12.5%	13.1%	0.6 p.p.

Asia Pacific

Third Quarter Results

	<u>2004</u>	<u>2005</u>	2005 Fav/(Unfav) <u>2004</u>
	-----	\$ Millions	-----
Pre-Tax Income	(\$18)	\$82	\$100
Equity/Minority Interest	87	109	22
Net Income/(Loss)	78	176	98
Net Margin	4.9%	4.7%	(0.2) p.p.
<hr/>			
Total Asia-Pacific:			
- Industry SAAR (Mil.)	16.7	18.1	1.4
- Market Share	5.1%	5.9%	0.8 p.p.
China:			
- Industry SAAR (Mil.)	5.0	5.8	0.8
- Market Share	9.1%	11.7%	2.6 p.p.
Australia:			
- Industry SAAR (Mil.)	1.0	1.0	0.0
- Market Share	19.2%	17.5%	(1.7) p.p.
GM- DAT:			
- Production (Complete Build Units)	111	145	34

GMAC

Third Quarter Results

	Net Income		2005 Fav/(Unfav)
	<u>2004</u>	<u>2005</u>	<u>2004</u>
	-----	\$ Millions	-----
Financing	\$259	\$178	(\$81)
Mortgage	266	408	142
Insurance	<u>95</u>	<u>89</u>	<u>(6)</u>
Total	\$620	\$675	\$55

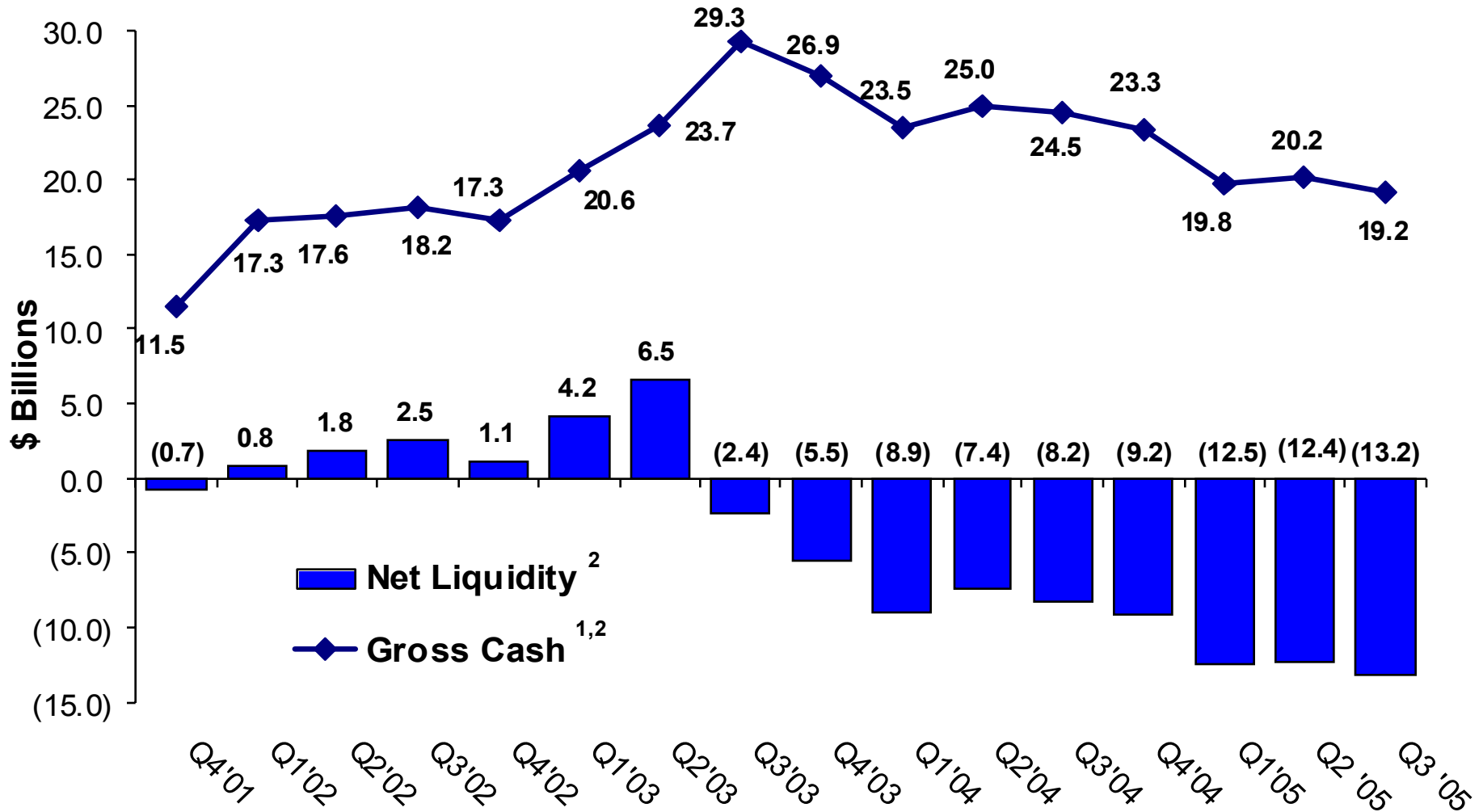
Memo: \$161M impact in Q3 '05 from Hurricane Katrina

GMAC Global Liquidity

- Strong global liquidity position
 - 3Q 2005 cash balance of \$24.3 B*
 - Over \$100 B of unutilized bank lines, auto whole loan and conduit capacity
 - 2005 U.S. term funding completed
- Executed five year agreement to sell up to \$55 billion of automotive whole loans with Bank of America
 - \$5 billion sold in July
- Executed definitive binding agreement to sell majority stake in GMAC Commercial Mortgage
 - Will provide \$5 billion of funding at closing

* Includes cash of \$21.8 billion and marketable securities of \$2.5 billion

Gross / Net Liquidity



¹ Cash, Mkt. Securities & ST VEBA

² Excluding Financing Operations

Managerial Cash Flow Summary

(Excludes GMAC)

\$ Billions

	Q3	Memo: YTD 2005
<u>Operating Related</u>		
Net Income (Automotive & Corp/Other)	(2.3)	(6.0)
Depreciation & Amortization	3.2	7.4
Capital Expenditures	(2.1)	(4.9)
Change in Receivables, Payables & Inventory	1.2	(1.0)
Pension/OPEB expense (net of payments)	0.9	2.5
Accrued Expenses & Other	<u>(3.1)</u>	<u>(4.6)</u>
Total Operating	(2.2)	(6.6)
VEBA Withdrawals	1.0	2.0
GMDAT Consolidation	-	1.5
FIAT	-	(2.0)
GME Restructuring Charge	(0.2)	(0.7)
Total Operating including other items	(1.4)	(5.8)
<u>Non-Operating Related</u>		
Dividends	(0.3)	(0.9)
Change in Debt	-	0.1
GMAC Dividends	0.5	1.5
Change in ST VEBA	(0.1)	0.6
Other	<u>0.3</u>	<u>0.4</u>
Total Non-Operating Related	0.4	1.7
Net Change in Cash and Cash-related	(1.0)	(4.1)

Supplemental Charts

The following supplemental charts are provided to reconcile adjusted financial data comprehended in the primary chart set with GAAP-based data (per GM's financial statements) and/or provide clarification with regard to definition of non-GAAP terminology

Reconciliation to Adjusted Net Revenue, Net Income / EPS

Q3 – 2004 & 2005

\$ Millions

	<u>GMNA</u>	<u>GME</u>	<u>GMLAAM</u>	<u>GMAP</u>	<u>Total Auto Operations</u>	<u>GMAC</u>	<u>Other</u>	<u>Total Operations</u>
Q3 2005								
Total Net Sales & Revenue	24,788	7,149	2,991	3,752	38,680	8,754	(208)	47,226
Net Income	(2,095)	(382)	(74)	114	(2,437)	675	129	(1,633)
EPS								(\$2.89)
<u>Adjustments (after-tax):</u>								
Plant & Facility Impairments	(468)	(176)	(99)	(62)	(805)			(805)
Restructuring Items	-	(56)	-	-	(56)	-		(56)
Tax Items	-	-	-	-	-	-	311	311
Total Adjust. - Net Income	(468)	(232)	(99)	(62)	(861)	-	311	(550)
Adjusted Net Revenue	24,788	7,149	2,991	3,752	38,680	8,754	(208)	47,226
Adjusted Net Income	(1,627)	(150)	25	176	(1,576)	675	(182)	(1,083)
Adjusted EPS								(\$1.92)
Q3 2004								
Total Net Sales & Revenue	26,306	6,935	2,166	1,601	37,008	7,691	200	44,899
Net Income	(88)	(236)	27	78	(219)	620	(86)	315
EPS								\$0.56
Total Adjust. - Net Income	-	-	-	-	-	-	-	-
Adjusted Net Revenue	26,306	6,935	2,166	1,601	37,008	7,691	200	44,899
Adjusted Net Income	(88)	(236)	27	78	(219)	620	(86)	315
Adjusted EPS								\$0.56

Reconciliation of Operating Cash Flow

Automotive & Other

\$ Billions

Q3 2005

Net Cash Provided By Operating Activities (GAAP) (0.3)

Reclassifications to/ (from) U.S. GAAP

- Expenditures for PPE & Special Tools (2.1)

- VEBA Withdrawal (1.0)

- GME Restructuring 0.2

- Net Other 1.0

Total Reconciling Items (1.9)

Total Operating Related (shown on Chart 17) (2.2)