

**MEMORANDUM OF UNDERSTANDING
JOB SECURITY
EMPLOYEE PLACEMENT
May 16, 2009**

Job Security

The provision of Appendix K of the 2007 GM-UAW National Agreement – Memorandum of Understanding Job Security (JOBS) Program, as well as any provisions of related Letters of Understanding that limit or proscribe the Corporation's right to lay off employees, are hereby suspended for the duration of this Memorandum.

Employees on Protected Status, including those on 85%, were placed on layoff effective Monday, February 2, 2009.

Employee Placement

Employees on layoff shall be placed into available jobs in accordance with the Memorandum of Understanding – Appendix A of the 2007 GM-UAW National Agreement with the modification concerning volunteers from plants without excess. All existing agreements concerning placement in SPO plants remain in effect. For all other plants, the order shall be as follows:

- A. In Plant Movement
 - o Recall
 - o Rehire
- B. Area Hire
 - o GM closed plants – volunteers in seniority order
 - o Other GM plants and Delphi (volunteers from a combined list in seniority order) GM laid off, active from plants with excess, return to former community and all Delphi (with 10/18/99 and earlier seniority dates)
 - o Non-volunteers in inverse seniority order (laid off employees)
- C. Extended Area Hire
 - o Volunteers from GM closed plants and Delphi (with 10/18/99 and earlier seniority dates)
 - o GM –closed plant return
 - o All other volunteers in seniority order from plants with excess
- D. Employees from plants without excess
 - o Area hire active volunteers in seniority order
 - o Extended area hire active volunteers in seniority order
 - Backfills for active volunteers from plants without excess shall come first from closed plants laid off volunteers in seniority order and then laid off non-volunteers in inverse order

76

TA 5/16/09
MAG

After exhausting the Placement Process per Appendix A above, job offers will be made as follows:

- E. Laid off skilled trades employees within the Area Hire will be made job offers in inverse seniority order. This employee must select one of the following:
 - o Accept the job offer and report to work.
 - o Decline the job offer and be placed on Formal Leave of Absence without Corporate-paid benefits with a recall right to his/her home plant.
 - Skilled trades employees may be placed into production jobs regardless of whether or not they have previously held production jobs with GM.
 - Skilled trades employees placed into production jobs shall be paid the applicable wage rate for their skilled trades classification.
 - Skilled trades employees placed into production jobs shall retain their rights to return to skilled trades jobs for which they are qualified by previously held classifications.
- F. The lowest seniority laid off traditional production employee from a closed plant within the Region as defined in Attachment A will be made a job offer in inverse seniority order. This employee must select one of the following:
 - o Accept the job offer and report to work.
 - o Decline the job offer and be placed on Formal Leave of Absence without Corporate-paid benefits with a recall right to his/her home plant.
- G. The lowest seniority laid off traditional production employee from the balance of plants within the Region as defined in Attachment A will be made a job offer in inverse seniority order. This employee must select one of the following:
 - o Accept the job offer and report to work.
 - o Decline the job offer and be placed on Formal Leave of Absence without Corporate-paid benefits with a recall right to his/her home plant.
- H. The lowest seniority laid off traditional production employee from a closed plant within the next closest region will be made a job offer on the same conditions as F. above followed by the lowest seniority laid off traditional production employee from the balance of plants within the next closest region. The order of placement across the regions is defined in Attachment A.
- I. Hire in a 50/50 Ratio
 - o Volunteers in seniority order from pool of 1) Delphi (post 10/18/99 seniority but prior to 10/8/05), 2) Guide SEPO volunteers and 3) IUE SEPO volunteers
 - o New Hires at the Entry Level

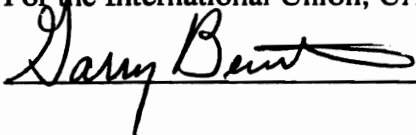
77

TA 5/16/09
AMS MRG.

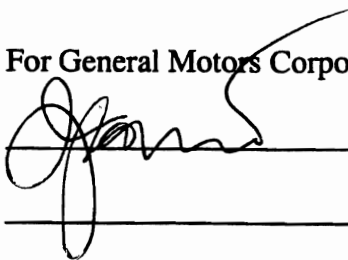
In the event that there is a layoff of traditional employees in an Area Hire where Entry Level employees are employed, the traditional employees will be placed into Entry Level jobs, thus bumping Entry Level employees to layoff.

If an employee fails to respond to notification of a job offer or fails to elect one of the options listed above, the employee shall be terminated and the employee's recall rights shall cease.

For the International Union, UAW:



For General Motors Corporation:



78

TA 5/16/09
AMS m.c.c.

Attachment A

Regions

Southern/Western U.S.

Arlington
Shreveport
Fairfax
Wentzville
Spring Hill
Bowling Green
Oklahoma City*
Doraville*

Midwest U.S

Michigan Plants
Ohio Plants
Indiana Plants
Pittsburgh*
Janesville*
Grand Rapids*
Lansing Craft*

Eastern U.S.

Powertrain Baltimore
Baltimore Assembly*
Wilmington
Fredericksburg
Tonawanda
Linden*
Massena*
Tarrytown*

Region to Region Placement Order

Southern/Western to Midwest to Eastern
Midwest to Southern/Western to Eastern
Eastern to Midwest to Southern/Western

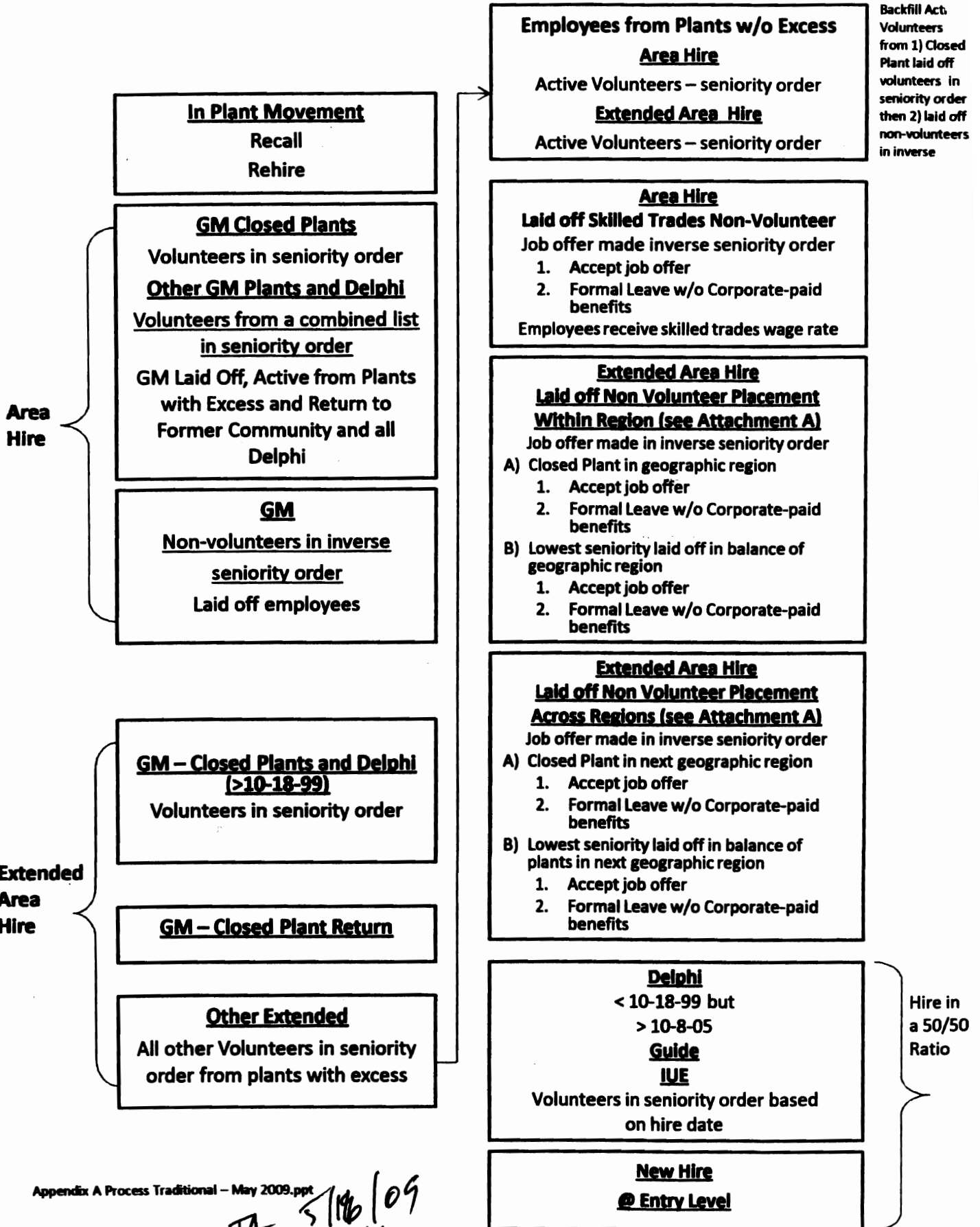
*Closed plant. Plant status on this list will be adjusted as required per National Agreement.

TA 5/18/09
ARS MRG.

79

APPENDIX A PLACEMENT PROCESS TRADITIONAL PRODUCTION JOB OPENING

Backfill Act
Volunteers
from 1) Closed
Plant laid off
volunteers in
seniority order
then 2) laid off
non-volunteers
in inverse



20