

DECISION N° 2000-MC-1018

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO,
QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND,
NEWFOUNDLAND,
THE YUKON TERRITORY, THE NORTHWEST TERRITORIES
AND NUNAVUT

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR
EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
GENERAL MOTORS CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland, the Yukon Territory, the Northwest Territories and Nunavut (the "Jurisdictions") has received an application (the "Application") from General Motors Corporation ("GM") for a decision pursuant to the securities legislation (the "Legislation") that, in connection with the proposed purchase by GM of a portion of its outstanding Common Stock, U.S.\$1 2/3 par value per share (the "\$1 2/3 Common Shares") pursuant to an issuer bid (the "Exchange Offer"), the distribution of shares of Class H Common Stock, U.S.\$0.10 par value per share, of GM (the "Class H Shares") in exchange for \$1 2/3 Common Shares be exempt from the registration and prospectus requirements of the Legislation;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Commission des valeurs mobilières du Québec is the Principal Regulator for the Application;

AND WHEREAS GM has represented to the Decision Makers as follows:

1. GM is incorporated under the laws of the State of Delaware.
2. GM is a reporting issuer in Ontario and Quebec but is not a reporting issuer in any of the other Jurisdictions. It is not in default of the requirements of the Legislation in Ontario or Quebec.
3. As of January 31, 2000, there were approximately 619,079,537 \$1 2/3 Common Shares and 137,521,554 Class H Shares outstanding.

4. The \$1 2/3 Common Shares are listed for trading on, among other exchanges, The Toronto Stock Exchange (the "TSE") and the New York Stock Exchange (the "NYSE"). The Class H Shares are listed for trading on the NYSE.

5. As of January 31, 2000, there were approximately 5,302 holders of record of the \$1 2/3 Common Shares having addresses in Canada (collectively, the "Canadian Registered Holders") holding, in the aggregate, 1,395,505 \$1 2/3 Common Shares representing approximately 0.23% of the outstanding \$1 2/3 Common Shares.

6. GM proposes to make the Exchange Offer in the United States and other jurisdictions outside the United States, including the Jurisdictions. Pursuant to the Exchange Offer, GM will offer to exchange a certain number of Class H Shares for each \$1 2/3 Common Share accepted for purchase under the Exchange Offer pursuant to an exchange ratio that will be fixed on, or shortly before, the commencement of the Exchange Offer.

7. The Exchange Offer will be made in compliance with the Securities Act of 1933 (United States) (the "1933 Act"), the Securities Exchange Act of 1934 (United States) (the "1934 Act") and the rules of the Securities and Exchange Commission pursuant to the 1933 Act and 1934 Act (collectively, the "Applicable U.S. Securities Laws").

8. All material relating to the Exchange Offer and any amendment thereto that is sent by or on behalf of GM to holders of shares of \$1 2/3 Common Shares resident in the United States (collectively, the "U.S. Shareholders") also will be sent concurrently to all Canadian Registered Holders whose last address, as shown on GM's books, is in any Jurisdiction, and filed with each of the Decision Makers.

AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that:

(1) the distribution of Class H Shares pursuant to the Exchange Offer is exempt from the registration and prospectus requirements of the Legislation; and

(2) the first trade in Class H Shares acquired by a resident in any Jurisdiction pursuant to the Exchange Offer shall be subject to the prospectus requirements of the Legislation unless such first trade is executed through the facilities of a stock exchange outside of Canada,

in each case, provided that:

(i) the Exchange Offer and any amendment thereto is made in compliance with the Applicable U.S. Securities Laws;

(ii) all material relating to the Exchange Offer and any amendment thereto that is sent by or on behalf of GM to U.S. Shareholders is also sent concurrently to all Canadian Registered Holders whose last address, as shown on GM's books, is in any Jurisdiction and filed with each of the Decision Makers; and

(iii) GM must prepare in French, a summary of the Exchange Offer, as provided in pages 6 to 11 of the latter document and send copies of the French summary concurrently with all documents outlined in paragraph 2 (ii) to registered holders of shares of \$1 2/3 Common Shares whose last address is in Québec.

"March 29, 2000"