

SECOND AMENDMENT TO
AGREEMENT FOR PAYMENT IN LIEU OF REAL ESTATE TAXES

This sets forth a Second Amendment to Agreement for Payment in Lieu of Real Estate Taxes dated as of August 1, 2007 between GENERAL MOTORS CORPORATION, a corporation organized under the laws of the State of Delaware, with an office at River Road, Tonawanda, New York 14150 (the "Company") and the ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a corporate governmental agency, duly organized and existing under the laws of the State of New York, having its principal office at 275 Oak Street, Buffalo, New York 14203 (the "Agency").

WITNESSETH:

WHEREAS, on or about April 22, 2002, the Agency acquired title to a certain 12.4+/- acre parcel of land located at River Road, Tonawanda, New York, and designated as SBL # 65.18-1-1.111 (the "Premises") and leased the Premises to the Company pursuant to an Agency Lease Agreement dated as of April 1, 2002 (the "2002 Lease"); and

WHEREAS, the 2002 Lease provided for the demolition by the Company of existing structures located on the Premises and the construction of buildings aggregating 600,000+/- square feet and renovations to existing structures and related site improvements and the acquisition and installation of machinery and equipment in connection therewith (the "2002 Project"); and

WHEREAS, contemporaneously with the execution and delivery of the 2002 Lease, the Company and the Agency entered into an Agreement for Payment in Lieu of Real Estate Taxes dated as of April 1, 2002 which provided for the making of payments in lieu of real estate taxes with respect to the Premises to Erie County, the Town of Tonawanda and the Kenmore-Town of Tonawanda Union Free School District (collectively the "Taxing Jurisdictions"), which agreement was amended by a letter agreement between the Company and the Agency dated June 11, 2003 (collectively, as amended, the "PILOT"), copies of which are attached hereto as Schedule A; and

WHEREAS, pursuant to its inducement resolution dated December 11, 2006, as amended by a resolution adopted on May 21, 2007, the Agency approved the interior renovation and modernization of the existing 600,000+/- square foot building constructed on the Premises to accommodate new equipment and the refurbishment of 170,000-200,000 square feet of space in such building to accommodate a new diesel engine line and the acquisition and installation of additional machinery and equipment and, in connection therewith, approved an amendment to the schedule of percentages applicable for the calculation of payments in lieu of taxes under the PILOT; and

WHEREAS, pursuant to Section 4(1)(e) of the PILOT, if the Company satisfied certain requirements, the term of the PILOT would be extended and the percentages applicable for the calculation of the payments in lieu of taxes thereunder would be as shown on Schedule B attached to the PILOT and made a part thereof; and

WHEREAS, such requirements have been satisfied and the Company is currently making payments in lieu of taxes to the Taxing Jurisdictions calculated in accordance with Schedule B attached to the PILOT and made a part of thereof; and

WHEREAS, the Company and the Agency wish to further amend the PILOT to provide for the calculation of the payments in lieu of taxes in accordance with the schedule attached to the Agency's December 11, 2006 resolution subject, however, to the terms and conditions set forth in such resolution and in this Agreement.

NOW, THEREFORE, in consideration of mutual covenants and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Company and the Agency agree as follows:

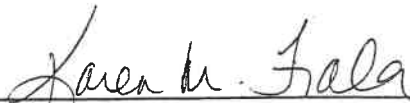
1. Schedule A to the PILOT is deleted in its entirety. Schedule B attached to and made a part of the 2002 PILOT is hereby deleted in its entirety and replaced with Schedule B attached hereto and made a part hereof.

2. Except as modified herein and as modified in the June 11, 2003 letter, the PILOT shall remain unchanged and is hereby ratified and confirmed.


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IN WITNESS WHEREOF, the Company and the Agency have executed this Second Amendment to Agreement for Payment in Lieu of Real Estate Taxes as of the date first set forth above.

ERIE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Karen M. Fiala
Assistant Treasurer

GENERAL MOTORS CORPORATION

By: 
DEBRA HOMIC HOGE
DIRECTOR
WORLDWIDE REAL ESTATE

STATE OF NEW YORK)
) SS.:
COUNTY OF ERIE)

On the 6th day of ~~August~~ September, in the year 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared Karen M. Fiala, personally known to me or provided to me on the basis of satisfactory evidence to by the individual whose name is subscribed to the within instrument and acknowledged to me that s/he executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed this instrument.

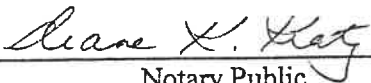


Notary Public

DIANE K. CHURCH
Notary Public, State of New York
Qualified in Orleans County
My Commission Expires 01/31/2010

STATE OF MICHIGAN)
) SS.:
COUNTY OF WAYNE)

On the 30th day of August, in the year 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared Debra H. Hoge, personally known to me or provided to me on the basis of satisfactory evidence to by the individual whose name is subscribed to the within instrument and acknowledged to me that s/he executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed this instrument.



Notary Public

DIANE K. KRATZ
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Nov 28, 2011
ACTING IN COUNTY OF WAYNE

SCHEDULE A

2002 PILOT Agreement and the Amending Letter

Erie County Industrial
Development Agency
275 Oak Street, Suite 150
Buffalo, New York 14203

phone: 716-856-6525
fax: 716-856-6754
www.ecidany.com
e-mail: info@ecidany.com



A member
of the



June 11, 2003

General Motor Corporation
300 Renaissance Center
P.O. Box 300
Mail Code: 482-C15-C6
Detroit, Michigan 48265-3000
Attention: Mr. George Schneider

RE: Agreement for Payment in Lieu of Real Estate Taxes
Dated as of April 1, 2002 (the "PILOT Agreement") between
Erie County Industrial Development Agency (the "Agency")
and General Motors Corporation (the "Company")

Dear Mr. Schneider:


With regard to the above-referenced PILOT Agreement, this letter shall confirm that Section 4(1)(e) of such PILOT Agreement is hereby modified by (a) deleting the term "(i)" on the first line thereof and (b) deleting the words "and (ii) overall employment at the Company's Town of Tonawanda facilities on May 10, 2005 is at least 90% of the level of employment as of May 10, 2000" starting on the seventh line thereof.

The balance of the PILOT Agreement remains unmodified, and in full force and effect.

Please sign the copy of this letter enclosed, and return same to the undersigned, to confirm your agreement with the foregoing.

Sincerely yours,

ERIE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
David W. Kerchoff,
Assistant Treasurer

Accepted and agreed to as of this
11th day of June, 2003

GENERAL MOTORS CORPORATION

By: 

Officers and Board of Directors • Kevin J. Clarke, Chairman of the Board • John J. Kaczorowski, Vice-Chairman • Robert P. Fine, Secretary • Joseph F. Winter, Treasurer • Thomas S. Kulaszewski • Albert DeBenedetti • James F. Doherty • Dennis H. Gabryszak • Joel A. Giambra • Susan J. Grelick • Mark E. Hamister • Patrick P. Lee • Edward N. Marlette, Jr. • Anthony M. Masiello • Susan A. McCartney • Lawrence M. Meckler • Frank B. Mesiah • Ronald H. Moline • James W. Pitts • Michael H. Ranzenhofer • Andrew J. Rudnick • Fred B. Saia

SCHEDULE B

MODIFIED SCHEDULE

<u>TAX FISCAL YEAR</u>			<u>APPLICABLE PERCENTAGE</u>
<u>Town</u>	<u>County</u>	<u>School</u>	
2003	2003	2002-2003	20%
2004	2004	2003-2004	20%
2005	2005	2004-2005	20%
2006	2006	2005-2006	20%
2007	2007	2006-2007	20%
2008	2008	2007-2008	0%
2009	2009	2008-2009	0%
2010	2010	2009-2010	0%
2011	2011	2010-2011	0%
2012	2012	2011-2012	0%
2013	2013	2012-2013	10%
2014	2014	2013-2014	10%
2015	2015	2014-2015	10%
2016	2016	2015-2016	10%
2017	2017	2016-2017	10%
2018	2018	2017-2018	20%
2019	2019	2018-2019	20%
2020	2020	2019-2020	20%
2021	2021	2020-2021	20%
2022	2022	2021-2022	20%
2023	2023	2022-2023	30%
2024	2024	2023-2024	30%
2025	2025	2024-2025	30%
2026	2026	2025-2026	30%
2027	2027	2026-2027	30%
2028	2028	2027-2028	40%
2029	2029	2028-2029	40%
2030	2030	2029-2030	40%
2031	2031	2030-2031	40%
2032	2032	2031-2032	40%