

Must be Postmarked
No Later Than
January 15, 2008

In re Delphi Corporation Securities Litigation Settlement
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9185
Dublin, OH 43017-4185
1 (800) 918-0998

DLI



CLAIMANT IDENTIFICATION:

Claim Number:

Control Number:

PROOF OF CLAIM

YOU MUST COMPLETE THIS CLAIM FORM BY JANUARY 15, 2008 TO BE ELIGIBLE TO SHARE IN THE \$295 MILLION SETTLEMENT.

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IMPORTANT: Before Completing This Proof of Claim, Please Carefully
Read the Enclosed Yellow Instruction Sheet.



SECTION A - CLAIMANT INFORMATION

Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

Last 4 digits of Claimant Social Security Number/Taxpayer ID Number:

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above):

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Street Address:

City:

State and Zip Code:

Country (Other than U.S.):

Daytime Telephone Number: () -

Evening Telephone Number: () -

Email Address:

(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

IF YOU FAIL TO SUBMIT A COMPLETE CLAIM BY JANUARY 15, 2008 YOUR CLAIM IS SUBJECT TO REJECTION
OR YOUR PAYMENT MAY BE DELAYED.



**SECTION B - SCHEDULE OF TRANSACTIONS IN DELPHI COMMON STOCK
PURCHASES**

1. **BEGINNING HOLDINGS:** Number of shares of Delphi common stock held at the close of business on **March 6, 2000**. (If none, write 0), (Must be documented):
2. **PURCHASES/ACQUISITIONS:** Purchases/Acquisitions of Delphi common stock during the period of **March 7, 2000** through and including **March 3, 2005**. (Must be documented):

Date(s) of Purchase or Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/Acquisition Price (including commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST
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**SECTION B - SCHEDULE OF TRANSACTIONS IN DELPHI COMMON STOCK
SALES**

3. **SALES:** Sales of Delphi common stock during the period from **March 7, 2000** through and including **March 3, 2005**. *(Must be documented):*

Sale Date(s) (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Sold	Sale Price Per Share	Total Sale Price (after commissions, transfer taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

4. **UNSOLD HOLDINGS:** Number of shares of Delphi common stock held at the close of business on **March 3, 2005**. *(If none, write 0), (Must be documented):*

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SECTION C - SCHEDULE OF TRANSACTIONS IN DELPHI 6.55% NOTES DUE 2006

1. **PURCHASES/ACQUISITIONS:** Purchases/Acquisitions of Delphi 6.55% Notes during the period from **March 7, 2000** through and including **March 3, 2005**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Purchase/Acquisition Price (per \$1,000 face amount)	Total Purchase/ Acquisition Price (including commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

2. **PURCHASES/ACQUISITIONS:** Total Face Amount of Delphi 6.55% Notes purchased or acquired during the period from **March 4, 2005** through and including **October 16, 2006**.
(If none, write 0):

3. **SALES:** Sales of Delphi 6.55% Notes during the period from **March 7, 2000** through and including **October 16, 2006**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Sale Price (per \$1,000 face amount)	Total Sale Price (after commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

4. **UNSOLD HOLDINGS:** Face amount of Delphi 6.55% Notes held as of the close of business on **October 16, 2006**. (If none, write 0), (Must be documented):

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**SECTION D - SCHEDULE OF TRANSACTIONS IN DELPHI 6.5% NOTES DUE 2013**

1. **BEGINNING HOLDINGS:** Face amount of Delphi 6.5% Notes held at the close of business on **March 6, 2000**. (If none, write 0), (Must be documented):
2. **PURCHASES/ACQUISITIONS:** Purchases/Acquisitions of Delphi 6.5% Notes during the period from **March 7, 2000** through and including **March 3, 2005**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Purchase/Acquisition Price (per \$1,000 face amount)	Total Purchase/Acquisition Price (including commissions, taxes, or other fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

3. **PURCHASES/ACQUISITIONS:** Total Face Amount of Delphi 6.5% Notes purchased or acquired during the period from **March 4, 2005** through and including **November 6, 2006**. (If none, write 0):
4. **SALES:** Sales of Delphi 6.5% Notes during the period from **March 7, 2000** through and including **November 6, 2006**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Sale Price (per \$1,000 face amount)	Total Sale Price (after commissions, taxes, or other fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

5. **UNSOLD HOLDINGS:** Face amount of Delphi 6.5% Notes held as of the close of business on **November 6, 2006**. (If none, write 0), (Must be documented):

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**SECTION E - SCHEDULE OF TRANSACTIONS IN DELPHI 8.25% TRUST I PREFERRED
SECURITIES DUE 2033**

1. **BEGINNING HOLDINGS:** Face amount of Delphi 8.25% Trust I Preferred Securities held at the close of business on **March 6, 2000**. (If none, write 0), (Must be documented):
2. **PURCHASES/ACQUISITIONS:** Purchases/Acquisitions of Delphi 8.25% Trust I Preferred Securities during the period from **March 7, 2000** through and including **March 3, 2005**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Purchase/Acquisition Price (per \$25 face amount)	Total Purchase/Acquisition Price (including commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

3. **PURCHASES/ACQUISITIONS:** Total Face Amount of Delphi 8.25% Trust I Preferred Securities purchased or acquired during the period from **March 4, 2005** through and including **December 6, 2006**. (If none, write 0):
4. **SALES:** Sales of Delphi 8.25% Trust I Preferred Securities during the period from **March 7, 2000** through and including **December 6, 2006**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Sale Price (per \$25 face amount)	Total Sale Price (after commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

5. **UNSOLD HOLDINGS:** Face amount of Delphi 8.25% Trust I Preferred Securities held as of the close of business on **December 6, 2006**. (If none, write 0), (Must be documented):

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SECTION F - SCHEDULE OF TRANSACTIONS IN DELPHI ADJUSTABLE RATE TRUST II PREFERRED SECURITIES DUE 2033

1. **BEGINNING HOLDINGS:** Face amount of Delphi Trust II Preferred Securities held at the close of business on **March 6, 2000**. (If none, write 0), (Must be documented):
2. **PURCHASES/ACQUISITIONS:** Purchases/Acquisitions of Delphi Trust II Preferred Securities during the period from **March 7, 2000** through and including **March 3, 2005**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Purchase/Acquisition Price (per \$1,000 face amount)	Total Purchase/Acquisition Price (including commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

3. **PURCHASES/ACQUISITIONS:** Total Face Amount of Delphi Trust II Preferred Securities purchased or acquired during the period from **March 4, 2005** through and including **December 6, 2006**. (If none, write 0):
4. **SALES:** Sales of Delphi Trust II Preferred Securities during the period from **March 7, 2000** through and including **December 6, 2006**. (If none, write 0), (Must be documented):

Trade Date(s) (List Chronologically) (Month/Day/Year)	Face Amount	Sale Price (per \$1,000 face amount)	Total Sale Price (after commissions, taxes, or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

5. **UNSOLD HOLDINGS:** Face amount of Delphi Trust II Preferred Securities held as of the close of business on **December 6, 2006**. (If none, write 0), (Must be documented):

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SECTION G - RELEASE AND SIGNATURE



I. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement with Certain Defendants dated as of August 31, 2007, ("Stipulation") described in the Notice. I also submit to the jurisdiction of the United States District Court for the Eastern District of Michigan, with respect to my claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Delphi Securities Action. I agree to furnish additional information to Co-Lead Counsel to support this claim if required to do so. I have not submitted any other claim covering the same purchases or acquisitions of Delphi Securities during the Class Period and know of no other Person having done so on my behalf.

II. RELEASE

I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge, all of the Settled Claims against each and all of the Defendants and the Released Parties, defined below.

"Released Parties" means (i) any and all of the Settling Defendants, Thomas Wyman, and Shoichiro Irimajiri, their past or present subsidiaries, parents, principals, affiliates, general or limited partners or partnerships, successors and predecessors, heirs, assigns, officers, directors, agents, employees, attorneys, advisors, investment advisors, investment bankers, underwriters (including but not limited to Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Incorporated, Citigroup Global Markets, Credit Suisse Securities (USA) LLC (f/k/a Credit Suisse First Boston Corporation), Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Securities LLC, and Wachovia Capital Markets, LLC), insurers, co-insurers, re-insurers, consultants, administrators, estates, executors, trustees, personal representatives, immediate family members and any person, firm, trust, partnership, corporation, officer, director or other individual or entity in which any Settling Defendant has a controlling interest or which is related to or affiliated with any of the Settling Defendants, and the legal representatives, heirs, executors, administrators, trustees, successors in interest, assigns, or bankruptcy estates of Delphi and its affiliates in the Bankruptcy Case; and (ii) General Motors Corporation, its past or present subsidiaries, parents, principals, affiliates, general or limited partners or partnerships, successors and predecessors, heirs, assigns, officers, directors, agents, employees, attorneys, advisors, investment advisors, investment bankers, underwriters, insurers, co-insurers, re-insurers, accountants, auditors, consultants, administrators, executors, trustees, personal representatives, immediate family members and any person, firm, trust, partnership, corporation, officer, director or other individual or entity in which General Motors Corporation has a controlling interest or which is related to or affiliated with General Motors Corporation, and the legal representatives, heirs, executors, administrators, trustees, successors in interest, or assigns of General Motors Corporation. Notwithstanding the foregoing, the definition of Released Parties shall not include any of the Non-Settling Defendants and Electronic Data Systems Corporation ("EDS"). In addition, the inclusion of General Motors as a Released Party shall not be construed to release any claims asserted in *Deka Investment GmbH, et al. v. General Motors Corporation, et al.*, No. 2:06-cv-12258 (GER) (E.D. Mich.).

"Settled Claims" means any and all claims, debts, demands, rights or causes of action, suits, matters, and issues or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims (as defined herein), (i) that have been asserted in the Delphi Securities Action against any of the Released Parties, or (ii) that could have been asserted in any forum by the Class Members or any of them or the successors and assigns of any of them against any of the Released Parties which arise out of, are based upon, or relate to the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Delphi Securities Action and related to the purchase, acquisition, or holding of Delphi Securities.

"Unknown Claims" means any and all Settled Claims which any of the Lead Plaintiffs or Class Members does not know or suspect to exist in his, her or its favor as of the Effective Date and any Settled Defendants' Claims which any Settling Defendant does not know or suspect to exist in his, her or its favor as of the Effective Date, which if known by him, her or it might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Settled Claims and Settled Defendants' Claims, the parties stipulate and agree that upon the Effective Date, the Lead Plaintiffs and the Settling Defendants shall expressly waive, and each Class Member shall be deemed to have waived, and by operation of the Judgments shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state of the United States, or principle of common law or otherwise, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs and Settling Defendants acknowledge, and Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Settled Claims and Settled Defendants' Claims was separately bargained for and was a key element of the Settlement.



I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.
(Month/Year) (City) (State/Country)

(Sign your name here)

(Type your name here)

Capacity of Person(s) Signing, e.g.,
Beneficial Purchaser, Executor
or Administrator



**ACCURATE CLAIM PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

REMINDER CHECKLIST

1. Please sign the Certification section of the Proof of Claim form.
2. If this claim is made on behalf of joint claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim form and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 30 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 30 days, please call the Claims Administrator toll free at 1 (800) 918-0998.
7. If you move, please send us your new address.
8. **Do not use highlighter on the Proof of Claim form or supporting documentation.**

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
JANUARY 15, 2008 AND MUST BE MAILED TO:**

In re Delphi Corporation Securities Litigation Settlement
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9185
Dublin, OH 43017-4185
1 (800) 918-0998

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