

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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GENERAL MOTORS CORP

CIK: **40730** | IRS No.: **380572515** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **001-00143** | Film No.: **94528345**
SIC: **3711** Motor vehicles & passenger car bodies

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004
FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE
- - - -
ACT OF 1934

For the quarterly period ended March 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE
- - - -
ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-143

GENERAL MOTORS CORPORATION

(Exact name of registrant as specified in its charter)

STATE OF DELAWARE

38-0572515

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

767 Fifth Avenue, New York, New York
3044 West Grand Boulevard, Detroit, Michigan

10153-0075
48202-3091

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (313)-556-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

--- ---

As of March 31, 1994, there were outstanding 727,931,585 shares of the issuer's \$1-2/3 par value common stock, 259,346,112 shares of Class E \$0.10 par value common stock, and 91,073,827 shares of Class H \$0.10 par value common stock.

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

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GENERAL MOTORS CORPORATION
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PART I
ITEM 1. FINANCIAL STATEMENTS
STATEMENT OF CONSOLIDATED OPERATIONS

Three Months Ended
March 31,

	1994	1993
	(Dollars in Millions)	
Net Sales and Revenues		
Manufactured products	\$32,798.3	\$30,167.5
Financial services	2,162.9	2,267.8
Computer systems services	1,375.5	1,213.9
Other income (Note 1)	1,158.7	915.0
	-----	-----
Total Net Sales and Revenues	37,495.4	34,564.2
	-----	-----
Costs and Expenses		
Cost of sales and other operating charges, exclusive of items listed below	28,004.1	26,862.0
Selling, general, and administrative expenses	2,704.6	2,726.2
Interest expense	1,202.0	1,535.5
Depreciation of real estate, plants, and equipment	1,696.4	1,580.3
Amortization of special tools	761.0	636.2
Amortization of intangible assets	63.9	74.2
Other deductions (Note 1)	611.3	219.4
	-----	-----
Total Costs and Expenses	35,043.3	33,633.8
	-----	-----
Income before Income Taxes	2,452.1	930.4
United States, foreign, and other income taxes	840.3	417.2
	-----	-----
Income before cumulative effect of accounting change	1,611.8	513.2
Cumulative effect of accounting change (Note 3)	(758.1)	-
	-----	-----
Net Income	853.7	513.2
Dividends on preferred and preference stocks	86.8	94.2
	-----	-----
Income on Common Stocks	\$766.9	\$419.0
	=====	=====

Certain 1993 amounts were reclassified to conform with 1994 classifications.

Reference should be made to the Notes to Financial Statements.

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 GENERAL MOTORS CORPORATION
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	Three Months Ended March 31,	
	----- 1994	1993 -----
	(Dollars in Millions Except Per Share Amounts)	
Earnings Attributable to Common Stocks (Note 5) \$1-2/3 par value before cumulative effect of accounting change	\$1,362.1	\$300.5
Cumulative effect of accounting change (Note 3)	(751.3)	-
	-----	-----
Net earnings attributable to \$1-2/3 par value	\$610.8	\$300.5
	-----	-----
Net earnings attributable to Class E	\$92.1	\$74.1
	-----	-----
Class H before cumulative effect of accounting change	\$70.8	\$44.4
Cumulative effect of accounting change (Note 3)	(6.8)	-
	-----	-----
Net earnings attributable to Class H	\$64.0	\$44.4
	-----	-----
Average number of shares of common stocks outstanding (in millions)		
\$1-2/3 par value	725.3	707.4
Class E	257.9	234.7

Class H	90.6	93.9
Earnings Per Share Attributable to Common Stocks (Note 5)		
\$1-2/3 par value before cumulative effect of accounting change	\$1.86	\$0.42
Cumulative effect of accounting change (Note 3)	(1.05)	-
	----	----
Net earnings attributable to \$1-2/3 par value	\$0.81	\$0.42
	----	----
Net earnings attributable to Class E	\$0.36	\$0.32
	----	----
Class H before cumulative effect of accounting change	\$0.78	\$0.47
Cumulative effect of accounting change (Note 3)	(0.08)	-
	----	----
Net earnings attributable to Class H	\$0.70	\$0.47
	----	----
Cash Dividends Per Share of Common Stocks (Note 5)		
\$1-2/3 par value	\$0.20	\$0.20
Class E	\$0.12	\$0.10
Class H	\$0.20	\$0.18

Reference should be made to the Notes to Financial Statements.

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CONSOLIDATED BALANCE SHEET

	March 31,	Dec. 31,	March 31,
ASSETS	1994	1993	1993

(Dollars in Millions)

Cash and cash equivalents	\$10,710.0	\$13,790.5	\$15,034.5
Other marketable securities	4,756.0	4,172.2	4,036.3
	-----	-----	-----
Total cash and marketable securities	15,466.0	17,962.7	19,070.8
	-----	-----	-----
Finance receivables - net	54,104.7	53,874.7	61,968.8
	-----	-----	-----
Accounts and notes receivable (less allowances)	8,118.4	6,389.2	6,974.3
	-----	-----	-----
Inventories (less allowances) (Note 6)	9,499.8	8,615.1	9,347.9
	-----	-----	-----
Contracts in process (less advances and progress payments)	2,540.5	2,376.8	2,372.6
	-----	-----	-----
Net equipment on operating leases (less accumulated depreciation)	14,444.0	13,095.3	11,620.7
	-----	-----	-----
Deferred income taxes	21,233.5	20,798.1	18,520.7
	-----	-----	-----
Other assets (less allowances)	19,693.8	17,757.3	15,062.5
	-----	-----	-----
Property			
Real estate, plants, and equipment-at cost	67,456.8	67,966.4	68,985.8
Less accumulated depreciation	41,639.0	41,725.5	42,020.1
	-----	-----	-----
Net real estate, plants, and equipment	25,817.8	26,240.9	26,965.7
Special tools - at cost (less amortization)	7,727.5	7,983.9	7,993.8
	-----	-----	-----
Total property	33,545.3	34,224.8	34,959.5
	-----	-----	-----
Intangible assets - at cost (less amortization)	13,081.6	13,106.9	9,398.0
	-----	-----	-----
Total Assets	\$191,727.6	\$188,200.9	\$189,295.8
	=====	=====	=====

Certain March 1993 amounts were reclassified to conform with 1994 classifications.

Reference should be made to the Notes to Financial Statements.

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GENERAL MOTORS CORPORATION
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LIABILITIES AND STOCKHOLDERS' EQUITY	March 31, 1994	Dec. 31, 1993	March 31, 1993

	(Dollars in Millions Except Per Share Amounts)		
Liabilities			
Accounts payable	\$10,577.4	\$10,276.5	\$9,775.1
Notes and loans payable	70,268.9	70,441.2	78,787.2
United States, foreign, and other income taxes - deferred and payable	3,187.4	2,409.3	3,319.4
Postretirement benefits other than pensions (Note 4)	38,063.2	37,920.0	36,172.5
Pensions	21,976.4	22,631.6	14,040.1
Other liabilities and deferred credits	40,267.8	38,474.8	40,146.1
	-----	-----	-----
Total Liabilities	184,341.1	182,153.4	182,240.4
	-----	-----	-----
Stocks Subject to Repurchase (Note 7)	450.0	450.0	450.0
	-----	-----	-----
Stockholders' Equity			
Preferred stocks (\$5.00 series, \$153.0, and \$3.75 series, \$81.4, in March 1993)	-	-	234.4
Preference stocks (E \$0.10 series, \$0.3 in March 1993; Series A Conversion, \$1.8; Series B 9-1/8% Depositary Shares, \$1.1; Series C Depositary Shares, \$0.3; Series			

D 7.92% Depositary Shares, \$0.4; and Series G 9.12% Depositary Shares, \$0.6 in March 1994, December 1993, and March 1993)	4.2	4.2	4.5
Common stocks			
\$1-2/3 par value (issued, 727,990,373, 720,105,471, and 709,110,434 shares)	1,213.3	1,200.2	1,181.9
Class E (issued, 265,732,085, 263,089,320, and 243,878,258 shares)	26.6	26.3	24.4
Class H (issued, 76,702,102, 75,705,433, and 71,342,863 shares)	7.7	7.6	7.1
Capital surplus (principally additional paid-in capital)	12,558.2	12,003.4	11,146.9
Accumulated deficit (Note 8)	(1,430.2)	(2,002.9)	(3,117.4)
	-----	-----	-----
Subtotal	12,379.8	11,238.8	9,481.8
Minimum pension liability adjustment	(5,311.2)	(5,311.2)	(2,925.3)
Accumulated foreign currency translation adjustments and net unrealized gains (losses) on certain investments in debt and equity securities (Notes 3 and 9)	(132.1)	(330.1)	48.9
	-----	-----	-----
Total Stockholders' Equity	6,936.5	5,597.5	6,605.4
	-----	-----	-----
Total Liabilities and Stockholders' Equity	\$191,727.6	\$188,200.9	\$189,295.8
	=====	=====	=====

Certain March 1993 amounts were reclassified to conform with 1994 classifications.

Reference should be made to the Notes to Financial Statements.

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

CONDENSED STATEMENT OF CONSOLIDATED CASH FLOWS

Three Months Ended
March 31,

	1994	1993
	(Dollars in Millions)	
Net Cash Provided by Operating Activities	\$538.5	\$5,660.2
Cash Flows from Investing Activities		
Expenditures for real estate, plants, and equipment	(733.5)	(710.5)
Expenditures for special tools	(467.9)	(651.6)
Other	440.7	58.4
Change in other investing assets		
Investments in other marketable securities - acquisitions	(3,971.2)	(3,840.4)
Investments in other marketable securities - liquidations	3,391.5	3,838.4
Finance receivables - acquisitions	(38,749.1)	(35,499.0)
Finance receivables - liquidations	37,042.9	36,756.5
Finance receivables - other	65.6	(993.6)
Proceeds from sales of finance receivables	1,376.4	4,602.8
Operating leases - net	(2,056.4)	(863.3)
Net Cash Provided by (Used in) Investing Activities	(3,661.0)	2,697.7
Cash Flows from Financing Activities		
Net decrease in short-term loans payable	(545.0)	(3,799.6)
Increase in long-term debt	4,326.6	3,790.5
Decrease in long-term debt	(4,006.6)	(3,877.7)
Cash dividends paid to stockholders	(281.0)	(276.4)
Other	557.2	(236.2)
Net Cash Provided by (Used in) Financing Activities	51.2	(4,399.4)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(9.2)	(2.6)
Net increase (decrease) in cash and cash equivalents	(3,080.5)	3,955.9
Cash and cash equivalents at beginning of the period	13,790.5	11,078.6
Cash and cash equivalents at end of the period	\$10,710.0	\$15,034.5

Certain 1993 amounts were reclassified to conform with 1994 classifications.

Reference should be made to the Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

In the opinion of management, the interim financial statements reflect all adjustments, consisting of only normal recurring items (with the exception of the accounting changes in 1994 to adopt Statement of Financial Accounting Standards (SFAS) No. 112, Employers' Accounting for Postemployment Benefits, SFAS No. 114, Accounting by Creditors for Impairment of a Loan, and SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, as described in Note 3), which are necessary for a fair presentation of the results for the interim periods presented. The results for interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year. These financial statements should be read in conjunction with the consolidated financial statements, the significant accounting policies, and the other notes to the consolidated financial statements included in the Corporation's 1993 Annual Report to the SEC on Form 10-K.

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GENERAL MOTORS CORPORATION
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Note 1.

Other income and other deductions consist of:

	Three Months	
	1994	1993
	-----	-----
	(Dollars in Millions)	
Other Income		
Insurance premiums	\$212.8	\$190.6
Interest	319.5	374.2
Equity in losses of associates, net	(25.6)	(114.3)
Claims, commissions, and grants	101.5	52.4
Gain on the sale of finance receivables	-	173.9
Mortgage servicing revenue	58.8	74.3
Other *	491.7	163.9
	-----	-----
Total Other Income	\$1,158.7	\$915.0
	=====	=====
Other Deductions		
Insurance losses and loss adjustment expenses	\$163.4	\$149.2
Provision for financing losses	64.1	57.0
Other *	383.8	13.2
	-----	-----
Total Other Deductions	\$611.3	\$219.4
	=====	=====

*Other includes gains and losses on the sale of assets. The net impact of

these sales of assets was not material.

Note 2.

Financial data of General Motors Acceptance Corporation (GMAC) and its subsidiaries were as follows:

	Three Months	
	1994	1993
	(Dollars in Millions)	
Net financing revenue and other	\$1,155.2	\$1,267.0
Net income including unfavorable cumulative effect of accounting change of \$7.4 million in three months 1994	\$217.5	\$284.1
Cash dividends paid to GM	\$250.0	\$250.0

Note 3.

Effective January 1, 1994, the Corporation adopted SFAS No. 112, Employers' Accounting for Postemployment Benefits. The Standard requires accrual of the costs of benefits provided to former or inactive employees after employment, but before retirement. The unfavorable cumulative effect of adopting this Standard was \$1,220.1 million (\$758.1 million after tax), or \$751.3 million (\$1.05 per share) attributable to \$1-2/3 par value common stock and \$6.8 million (\$0.08 per share) attributable to GM Class H common stock. The effect at Electronic Data Systems Corporation is not material and there is no effect on GM Class E common stock earnings. The non-cash charge is primarily related to GM's extended-disability benefit program in the U.S. which, under the new accounting Standard, will be accrued on a service-driven basis. The ongoing effect in subsequent periods is not expected to be material.

The Corporation also adopted SFAS No. 114, Accounting by Creditors for Impairment of a Loan, effective January 1, 1994. SFAS No. 114 requires a creditor to evaluate the collectibility of both contractual interest and principal of all receivables when assessing the need for a loss accrual. There was no impact on the consolidated financial position or results of operations as a result of adoption. The Corporation's loans primarily consist of large groups of smaller-balance homogeneous loans which are collectively evaluated for impairment and to which this Standard does not apply. However, certain loans of the Corporation affected by this Standard are currently carried at the lower of book value or the fair value of the collateral. The total of such loans at March 31, 1994 was \$263.2 million net of a \$187.4 million valuation reserve.

Also effective January 1, 1994, the Corporation adopted SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, which resulted in a \$241.0 million after-tax increase in Stockholders' Equity. This Standard requires the recording at fair value of debt securities which are not expected to be held to maturity and equity securities which have a readily determinable fair value. The primary effect of this Standard for the Corporation relates to debt securities held by Motors Insurance Corporation and certain equity securities. The ongoing effect on the first quarter of 1994 resulted in a \$100.7 million after-tax decrease in Stockholders' Equity.

Note 4.

The Corporation has disclosed in the financial statements certain amounts associated with estimated future postretirement benefits other than pensions and characterized such amounts as "accumulated postretirement benefit obligations", "liabilities", or "obligations". Notwithstanding the recording of such amounts and the use of these terms, the Corporation does not admit or otherwise acknowledge that such amounts or existing postretirement benefit plans of the Corporation (other than pensions) represent legally enforceable liabilities of the Corporation.

Note 5.

Earnings per share attributable to common stocks have been determined based on the relative amounts available for the payment of dividends to holders of \$1-2/3 par value, Class E, and Class H common stocks. The allocation of earnings attributable to such common stocks and the calculation of the related amounts per share are computed by considering the weighted average number of common shares outstanding and common stock equivalents, to the extent the effect of such equivalents is not antidilutive. Operations of the incentive plans and the assumed exercise of stock options do not have a material dilutive effect on earnings per share at this time.

Dividends on the \$1-2/3 par value common stock are declared out of the earnings of GM and its subsidiaries, excluding the Available Separate Consolidated Net Income of EDS and GMHE. Dividends on the Class E and Class H common stocks are declared out of the Available Separate Consolidated Net Income of EDS and GMHE, respectively, since the acquisition by GM.

The Available Separate Consolidated Net Income of EDS and GMHE is determined quarterly and is equal to the separate consolidated net income of EDS and GMHE, respectively, excluding the effects of purchase accounting adjustments arising at the time of acquisition, multiplied by a fraction, the numerator of which is the weighted average number of shares of Class E or Class H common stock outstanding during the period and the denominator of which was 481.2 million shares for Class E and 399.9 million shares for Class H during the first quarter of 1994. Comparable denominators for the first quarter of 1993 were 479.7 million shares for Class E and 399.9 million shares for Class H.

The denominators used in determining the Available Separate Consolidated Net Income of EDS and GMHE are adjusted as deemed appropriate by the Board of Directors to reflect subdivisions or combinations of the Class E and Class H common stocks and to reflect certain transfers of capital to or from EDS and

GMHE. In this regard, the Board has generally caused the denominators to decrease as shares are purchased by EDS or GMHE, and to increase as such shares are used, at EDS or GMHE expense, for EDS or GMHE employee benefit plans or acquisitions.

Dividends may be paid on common stocks only when, as, and if declared by the Board of Directors in its sole discretion. The Board's policy with respect to \$1-2/3 par value common stock is to distribute dividends based on the outlook and the indicated capital needs of the business. The current policy of the Board with respect to the Class E and Class H common stocks is to pay cash dividends approximately equal to 30% and 35% of the Available Separate Consolidated Net Income of EDS and GMHE, respectively, for the prior year. Notwithstanding the current dividend policy, the Board of Directors declared a dividend on the Class H common stock for each of the quarters of 1993, which was more than 35% of the Available Separate Consolidated Net Income of GMHE for the prior year.

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GENERAL MOTORS CORPORATION
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Note 6.

Major classes of inventories are as follows:

	March 31, 1994	Dec. 31, 1993	March 31, 1993
	-----	-----	-----
	(Dollars in Millions)		
Productive material, work in process, and supplies	\$5,087.3	\$4,671.9	\$4,882.6
Finished product, service parts, etc.	4,412.5	3,943.2	4,465.3
	-----	-----	-----
Total inventories (less allowances)	\$9,499.8	\$8,615.1	\$9,347.9
	=====	=====	=====

Note 7.

Stocks Subject to Repurchase at March 31, 1994 consist of 15 million shares of Class H common stock subject to put options issued to the Howard Hughes Medical Institute and exercisable under most circumstances at \$30 per share on March 1, 1995. The Corporation holds an option to call the Institute's shares until February 28, 1995 at \$37.50 per share.

Note 8.

At March 31, 1994, December 31, 1993, and March 31, 1993, consolidated net income retained for use in the business (accumulated deficit) attributable to the common stocks was as follows:

	March 31, 1994	Dec. 31, 1993	March 31, 1993
	-----	-----	-----
	(Dollars in Millions)		

\$1-2/3 par value	(\$3,614.5)	(\$4,080.1)	(\$4,862.0)
Class E	1,405.5	1,344.3	1,125.0
Class H	778.8	732.9	619.6
	-----	-----	-----
Total	(\$1,430.2)	(\$2,002.9)	(\$3,117.4)
	=====	=====	=====

The Corporation's capital surplus less accumulated deficit at March 31, 1994, December 31, 1993, and March 31, 1993, as allocated pursuant to GM's Certificate of Incorporation, was as follows:

	March 31, 1994	Dec. 31, 1993	March 31, 1993
	-----	-----	-----
(Dollars in Millions)			
\$1-2/3 par value	\$5,757.7	\$4,870.0	\$3,737.4
Class E	3,398.6	3,243.8	2,657.9
Class H	1,971.7	1,886.7	1,634.2
	-----	-----	-----
Total	\$11,128.0	\$10,000.5	\$8,029.5
	=====	=====	=====

However, consistent with Delaware law, which governs the amount legally available for the payment of dividends on the Corporation's common stock, the Board of Directors has determined that such amount is materially higher than the Corporation's capital surplus less accumulated deficit.

Note 9.

At March 31, 1994, December 31, 1993, and March 31, 1993, accumulated foreign currency translation adjustments were (\$417.1) million, (\$494.4) million, and (\$161.5) million, respectively, and net unrealized gains on marketable equity securities of General Motors' insurance subsidiaries amounted to \$144.7 million, \$164.3 million, and \$210.4 million, respectively. In addition, the favorable cumulative effect of adopting SFAS No. 115 effective January 1, 1994 was \$241.0 million and the unrealized loss incurred during the three months ended March 31, 1994 was \$100.7 million.

Note 10.

The Corporation and its subsidiaries are subject to potential liability under government regulations and various claims and legal actions which are pending or may be asserted against them. Some of the pending actions purport to be class actions. The aggregate ultimate liability of the Corporation and its subsidiaries under these government regulations, and under these claims and actions, was not determinable at March 31, 1994. In the opinion of management, such liability is not expected to have a material adverse effect on the Corporation's consolidated operations or financial position.

* * * * *

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

Results of Operations

The following management's discussion and analysis should be read in conjunction with the management's discussion and analysis included in the Corporation's 1993 Annual Report to the SEC on Form 10-K. The competitive position and environmental matters discussions included in Part I, Item 1 of the 1993 Form 10-K are specifically incorporated by reference herein.

General Motors Corporation reported 1994 first quarter consolidated net income of \$853.7 million, or \$0.81 per share of \$1-2/3 par value common stock. The results include the one-time unfavorable effect of a previously announced mandatory accounting change. Excluding the negative impact of the non-cash \$758.1 million after-tax charge, or \$1.05 per share of \$1-2/3 par value common stock, resulting from the adoption of Statement of Financial Accounting Standards (SFAS) No. 112, Employers' Accounting for Postemployment Benefits, GM's consolidated net income in the first quarter of 1994 totaled \$1,611.8 million, or \$1.86 per share of \$1-2/3 par value common stock. The \$758.1 million after-tax charge is composed of \$707.7 million at GM's North American Automotive Operations (NAO), \$30.4 million at GM Hughes Electronics Corporation (GMHE), and \$20.0 million at other GM operations. In the first quarter of 1993, GM reported consolidated net income of \$513.2 million, or \$0.42 per share of \$1-2/3 par value common stock.

GM's sales and revenues totaled \$37,495.4 million in the first quarter of 1994, an increase of 8.5% compared with the first quarter of 1993. Gross profit margin -- with General Motors Acceptance Corporation (GMAC) on an equity basis -- was 18.2%, compared with 14.6% in the comparable period last year. The net profit margin, before the accounting change, was 4.7% in the first quarter of 1994, compared with 1.6% in the first quarter last year.

Overall, GM's performance in the first quarter was strong, reflecting continued cost-reduction efforts, improved productivity and a strong vehicle market. The performance clearly demonstrates that the continued implementation of GM's plan to rebuild its financial strength is progressing well, but GM realizes that it is not finished. As global industry sales continued to rebound in the first quarter, GM ranked number one in deliveries to North American dealers. GM was number two in new car registrations in Europe, and in Latin America it was number one in trucks and number two in all vehicles.

After preference stock dividend payments and the apportionment of earnings attributable to GM Class E and Class H common stocks, the income attributable to \$1-2/3 par value common stock in the 1994 first quarter including the accounting change amounted to \$610.8 million or \$0.81 per share, compared with first quarter 1993 income of \$300.5 million or \$0.42 per share. Excluding the accounting change, 1994 first quarter earnings improved \$1,061.6 million (\$1.44 per share) over the 1993 quarter.

First quarter 1994 worldwide wholesale vehicle sales totaled 2,080,000 units

as shown in the following table, 5.0% more than the 1993 first quarter level of 1,981,000 units, reflecting higher sales in all regions.

	Three Months	
	1993	1992
Worldwide Wholesale Sales		
	-----	-----
	1993	1992
	-----	-----
	(Units in Thousands)	
United States		
Cars	789	740
Trucks	496	478
	-----	-----
Total United States	1,285	1,218
Other North America	153	131
	-----	-----
Total North America	1,438	1,349
Overseas	642	632
	-----	-----
Total All Sources	2,080	1,981
	=====	=====

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

Following are highlights of 1994 first-quarter financial performance by GM's major business sectors:

	Three Months Ended March 31,	
	1994	1993(1)
Major Business Sector Results		
	-----	-----
	(Dollars in Millions)	
North American Automotive Operations (NAO)		
Income (Loss) Before Accounting Change	\$511	(\$170)
Cumulative Effect of Accounting Change	(708)	-
	-----	---
NAO Loss	(197)	(170)
	-----	---
International Automotive Operations		
Income	425	141
	-----	---
GMAC		
Income Before Accounting Change	224	284
Cumulative Effect of Accounting Change	(7)	-
	-----	---
GMAC Income	217	284

EDS Earnings	----- 172 -----	--- 151 ---
GMHE		
Earnings Before Accounting Change	312	189
Cummulative Effect of Accounting Change	(30)	-
	-----	---
GMHE Earnings	282	189
	-----	---
Other (2)		
Loss Before Accounting Change	(32)	(82)
Cumulative Effect of Accounting Change	(13)	-
	-----	---
Other Loss (82)		(45)
	-----	---
Consolidated Net Income (CNI)	\$854	\$513
	=====	====
CNI Before Accounting Change	\$1,612	\$513
	=====	====

(1) Certain amounts for 1993 were reclassified to conform with sector structure.

(2) Includes Power Products and Defense and purchase accounting adjustments.

In the first quarter of 1994, NAO reported a net loss of \$197.1 million, including the effect of the SFAS No. 112 accounting change. Excluding the one-time \$707.7 million after-tax impact to NAO resulting from the adoption of the SFAS No. 112 accounting change, NAO reported net income of \$510.6 million for the first quarter. This compares with a loss of \$169.7 million in the first quarter of 1993. NAO's net margin before the accounting change was 2.1% in the first quarter of 1994, compared with a loss of 0.8% in the prior year period.

While NAO's net margin is improving, it is short of the superior margins GM is looking for in a strong sales environment. NAO's performance shows it is on track to meet the 1994 objective for North American Operations -- to be profitable at the net income level.

GM's share of the total U.S. vehicle market in the first quarter of 1994 was 33.5%, compared with 33.1% in the first quarter of 1993. GM's share of total U.S. car deliveries was 35.1% in the first quarter, compared with 34.1% in the previous year's first quarter. Capped by the strongest March truck sales period in the Corporation's history, GM truck deliveries in the United States during the first quarter marked the best-ever calendar-year start for GM trucks. Even with this record performance, the Corporation's share of truck deliveries was 31.2% compared with 31.6% in the same period last year, primarily due to capacity constraints. GM set a record in Mexico for total wholesale sales in the first quarter of 1994 with a 24% increase over the same period of 1993. Total retail sales in Mexico were up 18.1% with market penetration reaching 20.5%.

Period to period, earnings increased significantly in GM's international automotive operations. Net income totaled \$425.2 million in the first quarter of 1994, compared with 1993's first quarter earnings of \$140.6 million. The results reflected continued strong results in Latin America and improved profitability in Europe, as period-to-period income more than doubled in each region. International automotive operations' net margin was 6.8% in the 1994 first quarter period, an improvement of 4.6 percentage points from the 2.2% net margin in the year ago period.

GM's car and truck market share in Europe increased to 12.4% in the first quarter of 1994, compared with 11.7% in the first quarter last year. GM's Opel/Vauxhall models remained in the number one position in the Western European car market with a market share of 12.5%. Especially successful was the new Corsa, which has become a trendsetter in the small car market. Designed and engineered in Germany, and adapted for markets around the world, the Corsa is built in Germany, Spain, and Brazil, and sold throughout Europe and Latin America, as well as in China, Mexico, Thailand, and Australia. Production is scheduled to begin this fall of the new Opel/Vauxhall Tigra compact coupe. It will be launched internationally in October at the Paris Motor Show.

GM's market share in Latin America was 17.9% in the first quarter as industry sales in that region continued at a record pace. In Brazil, where total first quarter GM vehicle sales were up 25%, all of this year's Corsa production is sold out and thousands of people have their names on lists waiting to buy. More important, GM has attained the leadership position in customer satisfaction for both cars and trucks.

GMAC reported first quarter 1994 earnings of \$217.5 million, compared with \$206.8 million earned in the fourth quarter of 1993. First quarter 1993 earnings were \$284.1 million. GMAC's first quarter 1994 earnings reflect efforts initiated in late 1992 to reduce asset levels in order to assure a strong liquidity position following credit-rating-agency downgrades for General Motors and GMAC. During 1993, however, GMAC's liquidity position improved significantly putting GMAC in a stronger position to grow its business and support GM dealer marketing efforts in today's strong sales environment. The 1994 results also reflect the nonrecurrence of gains from

sales of retail finance receivables.

Electronic Data Systems Corporation (EDS) reported record earnings for the first quarter of 1994, with net income totaling \$171.7 million, or \$0.36 per share of GM Class E common stock. That compares with earnings of \$151.4 million, or \$0.32 per share of Class E common stock, in the first quarter of 1993. EDS continued to show increased revenue growth in new markets and strong performance in its existing businesses in the first quarter of 1994. Revenue from non-GM sources was \$1,397.6 million, comprising 62.4% of total EDS revenue during the period.

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GMHE earned \$282.1 million in the first quarter of 1994, or \$0.70 per share of GM Class H common stock. Excluding the effect of the SFAS No. 112 accounting change, the first quarter 1994 earnings were \$312.5 million, or \$0.78 per share of Class H common stock -- 65.1% more than the 1993 first quarter earnings of \$189.3 million, or \$0.47 per share of Class H common stock. Revenues increased 12.8% over the year-ago period. The Automotive Electronics, Telecommunications and Space, and Defense Electronics business segments all contributed to GMHE's revenue and earnings increases.

As detailed in the table below, first quarter 1994 worldwide employment averaged 688,000 men and women, a 6.0% decrease from the 732,000 in the first quarter of 1993. Worldwide payrolls were \$7,826.5 million, compared with \$7,459.9 million in the comparable 1993 period.

	Three Months	
	1994	1993
	----	----
	(in thousands)	
Average Worldwide Employment		
GM (excluding units listed below)	516	548
GMAC	19	19
EDS	70	72
GMHE	77	87
NCRS	6	6
	---	---
Average Number of Employees	688	732
	===	===

Selling, general, and administrative expenses, with GMAC on an equity basis, in the first quarter of 1994 of \$2,365.4 million were \$56.8 million above the first quarter 1993 amounts. On a percent of sales basis, selling, general, and administrative expenses were 6.9% in the first quarter of 1994, down from 7.3% in the first quarter of 1993.

General Motors Acceptance Corporation

GMAC serves the financing and insurance needs of GM customers. The GMAC First Quarter 1994 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission is hereby incorporated by reference.

Consolidated net income from GMAC financing and Motors Insurance Corporation insurance operations totaled \$217.5 million for the first quarter of 1994, compared with \$284.1 million earned in the first quarter of 1993. First quarter earnings in 1994 reflect an unfavorable charge of \$7.4 million related to the cumulative effect on income resulting from the implementation of SFAS No. 112.

Net income from financing operations, including mortgage results, totaled \$192.8 million for the first quarter of 1994, \$57.5 million below the same period last year, excluding the impact of SFAS No. 112. The decrease was due to a decline in asset levels and nonrecurrence of gains on receivable sales. During the first quarter of 1994, GMAC financed or leased worldwide 542,000 new passenger cars and trucks, an increase of 35% from the comparable 1993 period. In the United States, GMAC financed or leased 399,000 new vehicles during the first quarter of 1994, 122,000 more than during the first quarter of 1993. During the first quarter of 1994, GMAC financed 30% of new General Motors products delivered in the U.S. during this period, a 5 percentage point increase from the same period last year. The increase in retail and lease unit financing and penetration reflects curtailment of the Company's early 1993 program to reduce volume to address potential liquidity concerns. Outside the United States, GMAC financed or leased 143,000 new vehicles in the first quarter of 1994, up 19,000 units from the first quarter of 1993. An increase in retail volume outside of North America accounted for the majority of the year-to-year increase.

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Net income from insurance operations, excluding the impact of SFAS No. 112, was \$32.1 million for the first quarter of 1994, a \$1.7 million decrease as compared to the first quarter of 1993. The decline in net income reflects lower capital gains which more than offset improved commercial lines underwriting results.

Financing revenue totaled \$2,163.0 million for the first quarter of 1994,

\$104.8 million less than the amounts recorded in the comparable 1993 period. The decrease is primarily attributable to lower earning rates, partially offset by an increase in leasing revenues resulting from continued growth in operating lease activity. As a result of the lower level of interest rates in the United States as well as the lower level of total borrowings, interest and discount expense totaled \$1,010.0 million for the first quarter of 1994, a decrease of 22% from the comparable period in 1993. The average cost of funds worldwide for the first quarter declined to 6.52%, a decrease of 49 basis points from a year ago. Total borrowing costs for United States operations averaged 6.25% for the first quarter compared with 6.54% for 1993.

Other income, including gains on and servicing fees and other income related to sold finance receivables, amounted to \$411.5 million in the first quarter of 1994. This compared with \$653.0 million in the comparable 1993 period. The decrease primarily reflects the nonrecurrence of gains on the sales of retail finance receivables during the current period. Other operating expenses, including salaries and benefits and insurance losses and loss adjustment expenses, totaled \$712.0 million for the first quarter of 1994, \$18.5 million lower than a year ago. The decrease is primarily attributable to lower losses incurred on commercial lines.

The provision for losses on finance receivables, including both retained and sold receivables, totaled \$64.1 million for the first quarter of 1994, compared to \$57.0 million in the same period of 1993, reflecting increased retail volume levels in the 1994 period. Total chargeoffs for the first quarter of 1994 were \$88.8 million compared to \$121.5 million in the first quarter of 1993. Retail losses were 0.54% of total serviced assets during the first quarter of 1994 (including off-balance-sheet sold receivables), as compared to 0.72% for the same period last year.

GMAC's consolidated assets totaled \$81,630.8 million at March 31, 1994, compared to \$80,750.8 million and \$89,867.6 million at December 31, 1993 and March 31, 1993, respectively. Consolidated earning assets totaled \$77,300.9 million at March 31, 1994, compared to \$74,783.8 million and \$80,548.0 million at December 31, 1993 and March 31, 1993, respectively. The decrease from the first quarter of 1993 compared to 1994 is a result of a net decrease in dealers' wholesale financing, primarily reflecting lower dealer stock levels in North America, partially offset by an increase in operating lease assets.

Wholesale receivables financed by GMAC, primarily dealer vehicle inventories, were \$18,901.1 million at March 31, 1994, compared to \$20,673.6 million at December 31, 1993 and \$14,076.3 million at March 31, 1993. Wholesale receivables financed in the first quarter of 1994, as compared to the asset levels at March 31, 1993, reflects the resumption by GMAC of dealer wholesale inventory previously financed by General Motors, partially offset by lower levels of dealer inventory in addition to sales of wholesale receivables.

Operating lease assets, net of depreciation, offered principally under the GMAC SmartLease program, increased to \$12,635.0 million at the end of the first quarter in 1994 from \$11,363.5 million and \$10,101.3 million at December 31, 1993 and March 31, 1993, respectively. The increase primarily reflects

growth in the U.S. and Canadian markets, driven by increasing consumer acceptance of leasing and enhanced manufacturer's subvented programs to capitalize on the trends.

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GMAC's total borrowings were \$62,430.8 million at March 31, 1994, compared with \$70,712.9 million at the comparable date in 1993 and \$62,773.2 million at December 31, 1993. Approximately 82% represented funding for operations in the United States, with the remaining 18% of borrowings being split equally between Canada, Germany, and other countries. Total short-term notes worldwide at March 31, 1994 amounted to \$18,930.2 million, up from \$17,733.8 million at December 31, 1993 and \$17,856.0 million at March 31, 1993.

Summary Financial Data - GMAC

Condensed GMAC Consolidated Statement of Income	Three Months Ended March 31,	
	1994	1993

	1994	1993

	(Dollars in Millions)	
Financing Revenue		
Retail and lease financing	\$737.3	\$988.5
Leasing	1,052.3	940.7
Wholesale and term loans	373.4	338.6
	-----	-----
Total financing revenue	2,163.0	2,267.8
Interest and discount	1,010.0	1,300.0
Depreciation on operating leases	688.7	627.4
	-----	-----
Net financing revenue	464.3	340.4
Insurance premiums earned	279.4	273.6
Other income	411.5	653.0
	-----	-----
Net Financing Revenue and Other Expenses	1,155.2	1,267.0
	794.8	814.3
	-----	-----
Income before income taxes	360.4	452.7
Income taxes	135.5	168.6
	-----	-----
Income before cumulative effect of accounting change	224.9	284.1

Cumulative effect of accounting change	(7.4) *	-
	-----	-----
Net Income	\$217.5	\$284.1
	=====	=====

*Effective January 1, 1994, GMAC adopted SFAS No. 112.

Certain amounts for 1993 have been reclassified to conform with 1994 classifications.

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Condensed GMAC Consolidated Balance Sheet	March 31, 1994	Dec. 31, 1993	March 31, 1993
	-----	-----	-----
	(Dollars in Millions)		
Cash and cash equivalents	\$2,386.0	\$4,028.1	\$7,282.6
Investments in securities	3,533.4	3,449.7	3,394.5
Finance receivables - net	54,430.4	54,134.8	51,572.0
Receivables - General Motors Corporation	1,414.4	1,355.5	11,281.7
Other assets	19,866.6	17,782.7	16,336.8
	-----	-----	-----
Total Assets	\$81,630.8	\$80,750.8	\$89,867.6
	=====	=====	=====
Short-term debt	\$34,551.8	\$35,084.4	\$38,861.2

Accounts payable and other liabilities (including GM and affiliates - \$3,129.7, \$2,487.5, and \$2,604.7)	11,361.6	10,125.3	10,898.6
Long-term debt	27,879.0	27,688.8	31,851.7
Stockholder's equity	7,838.4	7,852.3	8,256.1
	-----	-----	-----
Total Liabilities and Stockholder's Equity	\$81,630.8	\$80,750.8	\$89,867.6
	=====	=====	=====

Certain amounts for March 1993 have been reclassified to conform with 1994 classifications.

Condensed GMAC Consolidated Statement of Cash Flows	Three Months Ended March 31,	
	1994	1993

	(Dollars in Millions)	
Net Cash Provided by Operating Activities	\$2,139.6	\$2,245.7
	-----	-----
Cash Flows from Investing Activities		
Finance receivables-acquisitions	(38,749.1)	(35,499.0)
-liquidations	37,042.9	36,756.5
Notes receivable from General Motors Corporation	(58.9)	281.5
Operating leases-acquisitions	(2,647.1)	(1,512.8)
-liquidations	715.2	643.0
Investments in securities-acquisitions	(3,025.9)	(3,256.5)
-liquidations	2,958.6	3,099.2
Proceeds from sales of receivables	1,376.4	4,602.8
Due and deferred from receivable sales	(973.1)	(231.3)
Other	213.9	449.2
	-----	-----
Net Cash Provided by (Used in) Investing Activities	(3,147.1)	5,332.6
	-----	-----
Cash Flows from Financing Activities		
Debt with original maturities 90 days and over		
-proceeds	14,415.7	9,723.3
-liquidations	(15,353.2)	(13,241.7)
Debt with original maturities less than 90 days		
-net change	554.8	(390.3)
Cash dividends paid to GM	(250.0)	(250.0)
	-----	-----
Net Cash Used in Financing Activities	(632.7)	(4,158.7)
	-----	-----
Effect of exchange rate changes on cash and cash equivalents	(1.9)	(8.1)
	-----	-----
Net increase (decrease) in cash and cash equivalents	(1,642.1)	3,411.5
Cash and cash equivalents at beginning of the period	4,028.1	3,871.1

Cash and cash equivalents at end of the period	----- \$2,386.0 =====	----- \$7,282.6 =====
--	-----------------------------	-----------------------------

Certain amounts for 1993 have been reclassified to conform with 1994 classifications.

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GENERAL MOTORS CORPORATION
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Electronic Data Systems Corporation

Earnings per share attributable to GM Class E common stock are based on the Available Separate Consolidated Net Income of EDS as described in Note 5 to the Financial Statements. Reference should be made to EDS' Management's Discussion and Analysis in Exhibit 99(a) which is incorporated herein by reference.

EDS financial statements do not include the amortization of the \$2,179.5 million initial cost to GM of EDS customer contracts, computer software programs, and other intangible assets, including goodwill, arising from the acquisition of EDS by GM in 1984. This cost, plus the \$343.2 million cost of contingent notes purchased in 1986, less certain income tax benefits, was assigned principally to intangible assets, including goodwill, and is being amortized by GM over the estimated useful lives of the assets acquired. The costs assigned to customer contracts and computer software programs were fully amortized prior to 1992. Such amortization is charged against Other Sector income.

Summary Financial Data - EDS

	Three Months Ended March 31,	
	----- 1994	1993 -----
	(Dollars in Millions Except Per Share Amounts)	
Revenues		
Systems and other contracts		
GM and affiliates	\$841.7	\$845.9
Outside customers	1,375.5	1,213.9
Interest and other income	22.1	13.4
	-----	-----
Total Revenues	2,239.3	2,073.2
Costs and Expenses	1,971.0	1,836.6
Income Taxes	96.6	85.2

Separate Consolidated Net Income	\$171.7	\$151.4
	=====	=====
Available Separate Consolidated Net Income*		
Average number of shares of Class E common stock outstanding (in millions) (Numerator)	257.9	234.7
Class E dividend base (in millions) (Denominator)	481.2	479.7
Available Separate Consolidated Net Income	\$92.1	\$74.1
	=====	=====
Earnings Attributable to Class E Common Stock on a Per Share Basis	\$0.36	\$0.32
	=====	=====
Cash dividends per share of Class E common stock	\$0.12	\$0.10
	=====	=====

* Available Separate Consolidated Net Income is determined quarterly.

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GM Hughes Electronics Corporation

Earnings per share attributable to GM Class H common stock are based on the Available Separate Consolidated Net Income of GMHE as described in Note 5 to the Financial Statements. Reference should be made to GMHE's Management's Discussion and Analysis in Exhibit 99(b) which is incorporated herein by reference.

Summary Financial Data - GMHE

Three Months Ended
March 31,

1994 1993

	----- (Dollars in Millions Except Per Share Amounts)	
Revenues		
Net sales		
Outside customers	\$2,300.9	\$2,109.9
GM and affiliates	1,259.9	1,059.7
Other income-net	26.5	11.6
	-----	-----
Total Revenues	3,587.3	3,181.2
Costs and Expenses	3,110.0	2,901.8
Income Taxes	195.8	121.1
	-----	-----
Income before cumulative effect of accounting change	281.5	158.3
Cumulative effect of accounting change	(30.4) (1)	-
	-----	-----
Net Income	251.1	158.3
Adjustment to exclude the effect of GM purchase accounting adjustments related to Hughes(2)	31.0	31.0
	-----	-----
Earnings Used for Computation of Available Separate Consolidated Net Income	\$282.1	\$189.3
	=====	=====
Available Separate Consolidated Net Income (3)		
Average number of shares of Class H common stock outstanding (in millions) (Numerator)	90.6	93.9
Class H dividend base (in millions) (Denominator)	399.9	399.9
Available Separate Consolidated Net Income	\$64.0	\$44.4
	=====	=====
Earnings Attributable to Class H Common Stock on a Per Share Basis Before cumulative effect of accounting change	\$0.78	\$0.47
Cumulative effect of accounting change	(0.08) (1)	-
	-----	-----
Net earnings attributable to Class H common stock	\$0.70	\$0.47
	=====	=====
Cash dividends per share of Class H common stock	\$0.20	\$0.18
	=====	=====

- (1) Effective January 1, 1994, GMHE adopted SFAS No. 112 (\$30.4 million or \$0.08 per share).
- (2) Amortization of intangible assets arising from GM's acquisition of Hughes.
- (3) Available Separate Consolidated Net Income is determined quarterly.

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Liquidity and Capital Resources

Cash and cash equivalents, including GMAC, at March 31, 1994 amounted to \$10,710.0 million compared with \$13,790.5 million at December 31, 1993 and \$15,034.5 million at March 31, 1993. The decrease in 1994 was due to an excess of net cash used in investing activities over the net cash provided by operating and financing activities. Net cash provided by operating activities was \$538.5 million in the three months of 1994, compared to \$5,660.2 million in the 1993 period, reflecting principally the cash contribution to the U.S. pension plans, purchases of mortgage loans, and the increase in accounts receivable and inventories, partially offset by the income before cumulative effect of accounting change in 1994.

Net cash used in investing activities amounted to \$3,661.0 million in 1994 primarily due to capital expenditures and the increase in equipment on operating leases. Net cash provided by investing activities amounted to \$2,697.7 million in 1993 primarily due to the net reduction in finance receivables (resulting primarily from sales of finance receivables) exceeding capital expenditures and the increase in equipment on operating leases. Total capital expenditures were \$1,201.4 million in the three months of 1994 compared with \$1,362.1 million in the 1993 period. Net cash provided by financing activities of \$51.2 million in the 1994 three-month period reflected the \$557.2 million proceeds from issuing common stock and a \$320.0 million net increase in long-term debt exceeding the net decrease in short-term loans payable and cash dividends paid to stockholders. Net cash used in financing activities of \$4,399.4 million in the 1993 period primarily reflected the net decrease in short-term loans payable of \$3,799.6 million.

During the three months of 1994, notes and loans payable decreased \$172.3 million to \$70,268.9 million at March 31, 1994 from a balance of \$70,441.2 million at December 31, 1993 reflecting a net decrease in short-term loans payable exceeding a net increase in long-term debt. GM's fully consolidated ratio of debt to stockholders' equity (excluding stocks subject to repurchase) was 10.13 to 1 at March 31, 1994 compared to 12.58 to 1 at December 31, 1993 and 11.93 to 1 at March 31, 1993.

On April 19, 1994, Standard & Poor's Corporation (S&P) revised its ratings outlook from negative to positive and reaffirmed its ratings of General Motors Corporation and related entities. S&P currently rates the senior debt of GM, GMAC, and GMHE as BBB+. The commercial paper of GMAC, GMHE, and EDS is currently rated A-2. GM's preference stock is rated BBB.

A security rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.

The Corporation's cash position remained strong and significantly above debt levels. With GMAC on an equity basis, cash and marketable securities totaled \$9,546.6 million at the end of the first quarter, even following a \$1.9 billion cash contribution to GM's U.S. pension plans during the quarter, compared with \$10,485.0 million at December 31, 1993, and \$8,393.7 million at March 31, 1993. GM's cash position continues to strengthen and GM plans to maintain all-important future product programs utilizing improved capital-spending efficiencies, while at the same time improving the balance sheet. Ongoing financial objectives include: restoring profitability to North American Operations, reducing GM's unfunded pension liability, containing health-care costs and improving GM's credit ratings.

GM and certain of its subsidiaries and affiliates maintain various syndicated bank credit facilities which in aggregate provide \$26.8 billion of committed credit availability. Of this amount, \$3.0 billion is directly available to the Corporation and the remainder is available to GMAC and its subsidiaries and affiliates and other GM subsidiaries and affiliates worldwide.

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The Corporation's policy is to distribute dividends on its \$1-2/3 par value common stock based on the outlook and indicated capital needs of the business. With respect to Class E and Class H common stocks, the Corporation's current policy is to pay aggregate annual cash dividends approximately equal to 30% and 35% of the Available Separate Consolidated Net Income of EDS and GMHE, respectively, for the prior year. In February 1994, the Board of Directors increased the quarterly dividends on Class E common stock from \$0.10 per share to \$0.12 per share and on Class H common stock from \$0.18 per share to \$0.20 per share. Notwithstanding the current dividend policy, the Board of Directors declared a dividend on the Class H Common Stock of \$0.18 per share for each of the quarters of 1993, which was more than 35% of the Available Separate Consolidated Net Loss of GMHE for 1992.

A first quarter cash dividend on \$1-2/3 par value common stock of \$0.20

per share was paid on March 10, 1994. On May 2, 1994, the Board of Directors declared a cash dividend of \$0.20 per share on \$1-2/3 par value common stock for the second quarter of 1994 payable June 10, 1994. The dividend continues the level established in the fourth quarter of 1992, and brings 1994 cash dividends to \$0.40 per share, the same as in 1993.

A first quarter cash dividend on Class E common stock of \$0.12 per share was paid on March 10, 1994. On May 2, 1994, the Board of Directors also declared a cash dividend of \$0.12 per share on Class E common stock payable June 10, 1994. This continues the level established in the first quarter of 1994 and brings 1994 cash dividends to \$0.24 per share compared with \$0.20 per share in 1993.

A first quarter cash dividend on Class H common stock of \$0.20 per share was paid on March 10, 1994. On May 2, 1994, the Board of Directors also declared a cash dividend of \$0.20 per share on Class H common stock payable June 10, 1994. This continues the level in effect since the first quarter of 1994 and brings 1994 cash dividends to \$0.40 per share, compared with \$0.36 per share in 1993.

Book value per share of \$1-2/3 par value common stock increased to \$3.30 at the end of the 1994 first quarter from \$1.65 at the end of 1993. Book value per share of Class E common stock increased to \$0.42 from \$0.21 at the end of 1993 and book value per share of Class H common stock increased to \$1.65 from \$0.83 at the end of 1993.

Under SFAS No. 87, *Employers' Accounting for Pensions*, any year-to-year movement in the rate of interest on long-term, high-quality corporate bonds necessitates a change in the discount rate used to calculate the actuarial present value of the plans' obligations. This annual requirement to reset the discount rate in line with movements in market interest rates can result in considerable volatility of the discount rate and consequently in the amount of the plans' obligations under SFAS No. 87. The measurement date on which the Corporation's year-end funded status is based is October 1 for its principal U. S. plans. The Corporation's worldwide unfunded pension liability at December 31, 1993, as calculated under SFAS No. 87, increased by a net of \$8.3 billion, from \$14.0 billion at December 31, 1992 to \$22.3 billion. The single largest cause of this increase in GM's unfunded liability was the general decline in long-term interest rates which in the U.S. were at their lowest level in approximately 20 years. The approximate 90 basis point increase in long-term interest rates in the U.S. which has occurred since the last measurement date of GM's pension plans and March 31, 1994, if maintained, would decrease GM's reported unfunded pension liabilities at year-end 1994 by about \$5 billion. The actual return on pension investments during the year also impacts the unfunded pension liability.

Assuming the foregoing estimated decrease in the unfunded liability occurs, the Corporation estimates that its minimum pension liability adjustment to stockholders' equity would decrease by about \$1.6 billion at

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December 31, 1994, from the \$5.3 billion adjustment reported at year-end 1993 to approximately \$3.7 billion. In addition, long-term interest rates have increased further (roughly, an additional 45 basis points) since March 31, 1994. The trend of rising interest rates indicates that further reductions in GM's unfunded pension liability and adjustment to stockholders' equity may be reported at year-end 1994.

On May 11, 1994, the Corporation reached an agreement with the Pension Benefit Guaranty Corporation (PBGC) which could lead to incremental cash and stock contributions of approximately \$10 billion to its U.S. hourly pension plan in the near term. The funding proposal includes \$4 billion in cash plus a contribution of approximately 177 million shares of Class E common stock. At the May 10 NYSE closing price of \$35.25, 177 million shares of Class E common stock would have a value of \$6.2 billion. GM has already satisfied its 1994 Employee Retirement Income Security Act (ERISA) minimum funding obligation with a cash contribution of \$1.9 billion to its U.S. hourly pension plan in the first quarter of 1994. The funding proposal would be in addition to this ERISA minimum contribution.

GM's ability to make the contribution as planned is contingent upon receiving approval from the U.S. Department of Labor (DOL), and other conditions. GM expects to file its application with the DOL shortly. Under the terms of the agreement with the PBGC, GM will defer the use of funding credits that would result from the incremental cash and stock contributions. Consequently, GM will continue to make regular cash contributions to its pension plans over the next several years. The PBGC agreement also provides flexibility to GM by granting a release of EDS from liability, if any, to the PBGC under GM's U.S. pension plans in the event EDS were to leave the GM corporate group under certain circumstances. In addition, GM will seek relief from the excise tax that can apply when large contributions are made to pension plans. The PBGC reform bill (HR3396) proposes this relief. If GM obtains the necessary government approval, the stock contribution would require approval by the GM Board of Directors. No assurances can be given at this time that the approvals will be obtained.

In a related development, U.S. Trust Company of New York has been selected to serve as the hourly plan's independent trustee with respect to the Class E stock contribution. In this capacity, U.S. Trust has responsibility for the acceptance, valuation and management of the stock contribution.

The increase in long-term interest rates described above similarly impacts the calculation of the Corporation's postretirement health care obligations under SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions. The 90 basis point increase in long-term corporate bond rates that had occurred during the last six months would decrease GM's accumulated

postretirement benefit obligation, which was \$45.6 billion at December 31, 1993, by approximately \$5.0 billion. Further, any change in the accumulated postretirement benefit obligation would have no impact on GM's stockholders' equity in 1994 and no cash impact. Although the same interest rate factors affect the accounting liabilities for pensions and other postretirement benefits, the estimated decrease related to SFAS No. 106 could also be affected by the Clinton Administration's announced initiatives to reform health care. The Corporation has expressed support for a comprehensive reform program which would provide affordable insurance coverage for everyone; control the rate of cost increase; spread costs fairly across the economy; and assure uniform quality health care throughout the system. The impact of national health care reform on the Corporation's health care liability cannot be reasonably estimated until such time as program parameters are finalized.

Neither the estimated decrease in the Corporation's unfunded pension obligations under SFAS No. 87 nor the estimated decrease in the Corporation's postretirement obligations under SFAS No. 106 would have an impact on the earnings to be reported by the Corporation for 1994. However, in accordance with applicable accounting standards, any change in these obligations would impact the Corporation's 1995 and subsequent years' earnings as non-cash increases/decreases in pension and other postretirement benefit expense.

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

GENERAL MOTORS OPERATIONS WITH GMAC ON AN EQUITY BASIS

In order to facilitate analysis, the following financial statements present financial data for the Corporation's manufacturing, wholesale marketing, defense, electronics, and computer service operations with the financing and insurance operations reflected on an equity basis. This is the same basis and format used in years prior to GM's adoption of SFAS No. 94, Consolidation of All Majority-owned Subsidiaries.

Statement of Consolidated Operations With GMAC on an Equity Basis	Three Months Ended March 31,	
	----- 1994	1993 -----
	(Dollars in Millions)	
Net Sales and Revenues (1)		
Manufactured products	\$32,836.1	\$30,193.1
Computer systems services	1,444.6	1,279.6
	-----	-----
Total Net Sales and Revenues	34,280.7	31,472.7

Costs and Expenses	-----	-----
Cost of sales and other operating charges, exclusive of items listed below	28,039.5	26,883.4
Selling, general, and administrative expenses	2,365.4	2,308.6
Depreciation of real estate, plants, and equipment	936.3	941.9
Amortization of special tools	761.0	636.2
Amortization of intangible assets	45.2	47.4
	-----	-----
Total Costs and Expenses	32,147.4	30,817.5
	-----	-----
Operating Income	2,133.3	655.2
Other income less income deductions - net	199.1	322.0
Interest expense	(215.1)	(385.1)
	-----	-----
Income before Income Taxes	2,117.3	592.1
Income taxes	704.8	248.7
	-----	-----
Income after Income Taxes	1,412.5	343.4
Earnings of nonconsolidated affiliates	191.9	169.8
	-----	-----
Income before cumulative effect of accounting change	1,604.4	513.2
Cumulative effect of accounting change (2)	(750.7)	-
	-----	-----
Net Income	\$853.7	\$513.2
	=====	=====

Certain 1993 amounts were reclassified to conform with 1994 classifications.

(1) Includes sales to nonconsolidated affiliates of \$289.8 million and \$253.7 million, respectively, including \$69.1 million and \$65.7 million in computer systems services revenues.

(2) Effective January 1, 1994, the Corporation adopted SFAS No. 112, Employers' Accounting for Postemployment Benefits. Not included is the unfavorable cumulative effect on GMAC earnings of \$7.4 million of adopting SFAS No. 112 because the cumulative effect is included in earnings of nonconsolidated affiliates.

GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

Consolidated Balance Sheet
With GMAC on an Equity Basis

ASSETS	March 31, 1994	Dec. 31, 1993	March 31, 1993

(Dollars in Millions)			
Current Assets			
Cash and cash equivalents	\$8,324.1	\$9,762.5	\$7,751.9
Other marketable securities	1,222.5	722.5	641.8
	-----	-----	-----
Total cash and marketable securities	9,546.6	10,485.0	8,393.7
Accounts and notes receivable			
Trade	6,813.0	5,563.1	16,489.4
Nonconsolidated affiliates	3,642.1	2,955.2	3,101.5
Inventories	9,499.8	8,615.1	9,347.9
Contracts in process	2,540.5	2,376.8	2,372.6
Prepaid expenses and deferred income taxes	8,516.5	8,036.3	7,232.4
	-----	-----	-----
Total Current Assets	40,558.5	38,031.5	46,937.5
Equity in Net Assets of			
Nonconsolidated Affiliates	8,662.7	8,638.5	9,189.6
Deferred Income Taxes	15,307.9	14,874.1	13,416.4
Other Investments and Miscellaneous Assets	13,268.1	12,586.4	9,567.3
Property - Net	33,436.1	34,103.9	34,851.8
Intangible Assets	12,743.6	12,746.1	8,954.1
	-----	-----	-----
Total Assets	\$123,976.9	\$120,980.5	\$122,916.7
	=====	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities			
Accounts payable	\$9,852.9	\$9,546.5	\$8,908.4
Loans payable	1,287.0	1,449.6	1,242.3
Income taxes payable	1,006.5	389.9	888.0
Accrued liabilities and deferred income taxes (including current portion of postretirement benefits other than pensions)	23,274.4	23,823.3	23,964.1
Stocks subject to repurchase	450.0	-	-
	-----	-----	-----
Total Current Liabilities	35,870.8	35,209.3	35,002.8
Long-Term Debt	6,551.1	6,218.4	6,832.0
Payable to GMAC*	1,414.4	1,355.5	11,281.7
Capitalized Leases	160.5	165.2	192.2

Postretirement Benefits Other Than			
Pensions	35,566.3	35,423.6	33,760.4
Pensions	19,973.2	20,583.3	12,353.8
Other Liabilities and Deferred			
Income Taxes	16,248.7	14,739.7	15,037.9
Deferred Credits	1,255.4	1,238.0	1,400.5
Stocks Subject to Repurchase	-	450.0	450.0
Stockholders' Equity	6,936.5	5,597.5	6,605.4
	-----	-----	-----
Total Liabilities and			
Stockholders' Equity	\$123,976.9	\$120,980.5	\$122,916.7
	=====	=====	=====

Certain March 1993 amounts were reclassified to conform with 1994 classifications.

* Reference should be made to the note on the next page.

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

* During 1986 through 1993, for marketing and financial reasons, GM assumed part of the dealer inventory financing previously provided by GMAC. Primarily to support these receivables, GM entered into a financing agreement with GMAC which provided that GMAC would extend loans to GM up to a maximum of \$17 billion which would bear interest at floating market rates. GMAC serviced these receivables for GM for a fee. This financing agreement ensured that GMAC's ongoing funding activities would continue, and returned to GMAC the approximate amount of interest and fees it would have earned had it retained the dealer inventory financing business. As of December 1, 1993, GMAC resumed the financing of wholesale receivables and the amounts previously borrowed under this agreement with GMAC were repaid. This financing agreement has been terminated.

Condensed Statement of Consolidated Cash Flows	Three Months Ended	
With GMAC on an Equity Basis	March 31,	
	-----	-----
	1994	1993
	-----	-----
	(Dollars in Millions)	
Net Cash Provided by (Used in) Operating Activities	(\$610.8)	\$3,970.2
	-----	-----
Cash Flows from Investing Activities		

Expenditures for real estate, plants, and equipment	(705.0)	(689.6)
Expenditures for special tools	(467.9)	(651.6)
Change in other investing assets		
Investments in other marketable securities - acquisitions	(941.3)	(576.8)
Investments in other marketable securities - liquidations	441.3	688.2
Finance receivables	-	(1,512.4)
Other	347.4	84.2
	-----	-----
Net Cash Used in Investing Activities	(1,325.5)	(2,658.0)
	-----	-----
Cash Flows from Financing Activities		
Increase in long-term debt	364.5	654.5
Decrease in long-term debt	(31.8)	(679.0)
Net increase (decrease) in payable to GMAC	58.9	(281.5)
Proceeds from issuing common stocks	557.2	79.0
Cash dividends paid to stockholders	(281.0)	(276.4)
Other	(162.6)	(270.0)
	-----	-----
Net Cash Provided by (Used in) Financing Activities	505.2	(773.4)
	-----	-----
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(7.3)	5.5
	-----	-----
Net increase (decrease) in cash and cash equivalents	(1,438.4)	544.3
Cash and cash equivalents at beginning of the period	9,762.5	7,207.6
	-----	-----
Cash and cash equivalents at end of the period	\$8,324.1	\$7,751.9
	=====	=====

Certain 1993 amounts were reclassified to conform with 1994 classifications.

* * * * *

ITEM 1. LEGAL PROCEEDINGS

Material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Corporation became, or was, a party during the quarter ended March 31, 1994 are summarized below.

Other Matter

With respect to the previously reported matter wherein Jerome Lemelson filed a patent infringement suit against General Motors Corporation, Ford Motor Company, and Chrysler Corporation on August 7, 1992 in the United States District Court for the District of Nevada, the "standstill" agreement entered into between Lemelson and General Motors has resulted in all claims between Lemelson and GM being dismissed with prejudice on March 21, 1994.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS.

Exhibit Number	Exhibit Name	Page No.
11	Computation of Earnings Per Share Attributable to Common Stocks for the Three Months Ended March 31, 1994 and 1993.	28
12	Computation of Ratios of Earnings to Fixed Charges for the Three Months Ended March 31, 1994 and 1993.	30
99(a)	Electronic Data Systems Corporation and Subsidiaries Consolidated Financial Statements and Management's Discussion and Analysis.	31
(b)	GM Hughes Electronics Corporation and Subsidiaries Consolidated Financial Statements and Management's Discussion and Analysis.	37

(b) REPORTS ON FORM 8-K.

One report on Form 8-K, dated December 6, 1993, was filed during the quarter ended March 31, 1994 reporting amendments to the By-Laws under Item 7, Exhibits.

* * * * *

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENERAL MOTORS CORPORATION

(Registrant)

By
s/Leon J. Krain

(Leon J. Krain, Vice President

and Group Executive)

Date May 13, 1994

By
s/Wallace W. Creek

(Wallace W. Creek, Comptroller)

Date May 13, 1994

GENERAL MOTORS CORPORATION
AND SUBSIDIARIESEXHIBIT 11
COMPUTATION OF EARNINGS PER SHARE
ATTRIBUTABLE TO COMMON STOCKS

	Three Months Ended March 31, 1994		
	\$1-2/3 Par Value Common Stock	Class E Common Stock	Class H Common Stock
	(Dollars in Millions Except Per Share Amounts)		
Net income attributable to stocks (before cumulative effect of accounting change)	\$1,448.9	\$92.1	\$70.8
Dividends on preference stocks	86.8	-	-
Earnings attributable to common stocks	1,362.1	92.1	70.8
Dividends on common stocks	145.2	30.9	18.1
Undistributed earnings	1,216.9	61.2	52.7
Adjustments			
Change in earnings attributable to each class of common stock related to the assumed exercise of stock options *	(1.3)	-	1.3
Dividends on assumed common stock transactions	(1.5)	-	(0.3)
Adjusted earnings attributable to common stocks	\$1,214.1	\$61.2	\$53.7
Weighted average shares outstanding (in millions)	725.3	257.9	90.6
Adjustments			
Assumed exercise of dilutive stock options*	7.3	-	1.6
Adjusted weighted average shares outstanding	732.6	257.9	92.2
Per Share Data			
Earnings per share attributable to undistributed earnings on common stocks (before cumulative effect of accounting change)	\$1.66	\$0.24	\$0.58
Cumulative effect of accounting change			

at January 1, 1994	(1.05)	-	(0.08)
Dividends	0.20	0.12	0.20
	----	----	----
Earnings per share attributable to common stocks	\$0.81	\$0.36	\$0.70
	====	====	====

Note: The difference between fully diluted and primary earnings per share is immaterial.

- * The assumed exercise of stock options reflected by these adjustments has no effect on Class E or Class H common stock earnings per share, because to the extent that shares of Class E or Class H common stock deemed to be outstanding would increase, such increased shares would also increase the numerator of the fraction used to determine Available Separate Consolidated Net Income.

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GENERAL MOTORS CORPORATION
AND SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE
ATTRIBUTABLE TO COMMON STOCKS

Three Months Ended
March 31, 1993

	\$1-2/3 Par Value Common Stock	Class E Common Stock	Class H Common Stock
	-----	-----	-----
	(Dollars in Millions Except Per Share Amounts)		
Net income attributable to stocks	\$394.7	\$74.1	\$44.4
Dividends on preferred and preference stocks	94.2	-	-
	-----	-----	-----
Earnings attributable to common stocks	300.5	74.1	44.4
Dividends on common stocks	141.5	23.4	17.3
	-----	-----	-----
Undistributed earnings	159.0	50.7	27.1
Adjustments			

Add-back dividends on assumed conversion of preference stocks	2.3	-	-
Change in earnings attributable to each class of common stock related to the assumed share transactions *	(6.4)	4.1	2.3
Dividends on assumed common stock transactions	(0.1)	(1.3)	(0.8)
	-----	-----	-----
Adjusted earnings attributable to common stocks	\$154.8	\$53.5	\$28.6
	=====	=====	=====
Weighted average shares outstanding (in millions)	707.4	234.7	93.9
Adjustments			
Shares issued on assumed conversion of preference stocks *	-	13.0	-
Assumed repurchase of common stock subject to put options	-	-	4.0
Assumed exercise of dilutive stock options *	0.8	0.1	0.7
	-----	-----	-----
Adjusted weighted average shares outstanding	708.2	247.8	98.6
	=====	=====	=====
Per Share Data			
Earnings per share attributable to undistributed earnings on common stocks	\$0.22	\$0.22	\$0.29
Dividends	0.20	0.10	0.18
	-----	-----	-----
Earnings per share attributable to common stocks	\$0.42	\$0.32	\$0.47
	=====	=====	=====

Note: The difference between fully diluted and primary earnings per share is immaterial.

* The assumed conversion of preference stocks and exercise of stock options reflected by these adjustments has no effect on Class E or Class H common stock earnings per share, because to the extent that shares of Class E or Class H common stock deemed to be outstanding would increase, such increased shares would also increase the numerator of the fraction used to determine Available Separate Consolidated Net Income.

GENERAL MOTORS CORPORATION
AND SUBSIDIARIESEXHIBIT 12
COMPUTATION OF RATIOS OF EARNINGS
TO FIXED CHARGES

	Three Months Ended March 31,	
	1994	1993
	(Dollars in Millions)	
Income before cumulative effect of accounting change	\$1,611.8	\$513.2
United States, foreign, and other income taxes	840.3	417.2
Equity in losses of associates	36.7	44.5
Amortization of capitalized interest	12.6	13.9
	-----	-----
Income before income taxes, undistributed losses of associates, and amortization of capitalized interest	2,501.4	988.8
	-----	-----
Fixed charges included in net income		
Interest and related charges on debt	1,164.5	1,640.0
Portion of rentals deemed to be interest	106.3	113.2
	-----	-----
Total fixed charges included in net income	1,270.8	1,753.2
	-----	-----
Earnings available for fixed charges	\$3,772.2	\$2,742.0
	=====	=====
Fixed charges		
Fixed charges included in net income	\$1,270.8	\$1,753.2
Interest capitalized in the period	9.7	7.3
	-----	-----
Total fixed charges	\$1,280.5	\$1,760.5
	=====	=====
Ratios of earnings to fixed charges	2.95	1.56
	=====	=====

ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS AND
MANAGEMENT'S DISCUSSION AND ANALYSIS

Consolidated Statements of Income

	Three Months Ended March 31,	
	----- 1994	----- 1993
	----- (in millions except per share amounts)	
Revenues		
Systems and other contracts		
GM and affiliates	\$841.7	\$845.9
Outside customers	1,375.5	1,213.9
Interest and other income	22.1	13.4
	-----	-----
Total revenues	2,239.3	2,073.2
	-----	-----
Costs and expenses		
Cost of revenues	1,710.6	1,569.7
Selling, general, and administrative	250.8	257.6
Interest	9.6	9.3
	-----	-----
Total costs and expenses	1,971.0	1,836.6
	-----	-----
Income before income taxes	268.3	236.6
Provision for income taxes	96.6	85.2
	-----	-----
Separate Consolidated Net Income	\$171.7	\$151.4
	=====	=====
Available Separate Consolidated Net Income (Note 1)		
Average number of shares of GM Class E common stock outstanding (in millions) (Numerator)	257.9	234.7
Class E dividend base (in millions)		

(Denominator)	481.2	479.7
Available Separate Consolidated Net Income	\$92.1	\$74.1
	=====	=====
Earnings Attributable to GM Class E Common Stock on a Per Share Basis (Note 1)	\$0.36	\$0.32
	=====	=====

See accompanying notes to consolidated financial statements.

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ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets

	March 31, 1994	December 31, 1993
	-----	-----
	(in millions)	
Assets		
Current assets		
Cash and cash equivalents	\$559.7	\$383.4
Marketable securities	194.2	224.1
Accounts receivable	1,397.3	1,412.5
Accounts receivable from GM and affiliates	88.1	112.6
Inventories	149.9	130.7
Prepays and other	275.9	243.5
	-----	-----
Total current assets	2,665.1	2,506.8
	-----	-----
Property and equipment, at cost less accumulated depreciation of \$2,502.4 at March 31, 1994 and \$2,405.7 at December 31, 1993		

Land	122.1	121.6
Buildings and facilities	529.5	532.0
Computer equipment	1,317.9	1,275.5
Other equipment and furniture	184.0	185.6
	-----	-----
Total property and equipment, net	2,153.5	2,114.7
	-----	-----
Operating and other assets		
Land held for development, at cost	95.8	94.4
Investment in leases and other	1,319.0	1,159.9
Software, goodwill, and other intangibles, net	1,056.2	1,066.3
	-----	-----
Total operating and other assets	2,471.0	2,320.6
	-----	-----
Total Assets	\$7,289.6	\$6,942.1
	=====	=====
Liabilities and Stockholder's Equity		
Current liabilities		
Accounts payable	\$364.1	\$359.8
Accrued liabilities	1,013.7	996.0
Deferred revenue	421.9	429.7
Income taxes	214.5	202.2
Notes payable	124.1	172.7
	-----	-----
Total current liabilities	2,138.3	2,160.4
	-----	-----
Deferred income taxes	679.0	641.5
	-----	-----
Notes payable	710.4	522.8
	-----	-----
Stockholder's equity		
Common stock, without par value; authorized 1,000.0 shares. Issued and outstanding 481.7 shares at March 31, 1994 and 480.9 shares at December 31, 1993	446.3	421.2
Retained earnings	3,315.6	3,196.2
	-----	-----
Total stockholder's equity	3,761.9	3,617.4
	-----	-----
Total Liabilities and Stockholder's Equity	\$7,289.6	\$6,942.1
	=====	=====

See accompanying notes to consolidated financial statements.

ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
	1994	1993
	(in millions)	
Cash Flows from Operating Activities		
Net income	\$171.7	\$151.4
	-----	-----
Adjustments to reconcile net income to net cash provided by operating activities (net of effects of acquired companies)		
Depreciation and amortization	160.7	143.6
(Increase) decrease in accounts receivable	21.9	(36.0)
(Increase) decrease in accounts receivable from GM and affiliates	25.5	(33.6)
Increase in inventories	(18.5)	(28.5)
(Increase) decrease in prepaids and other	(33.2)	1.6
Increase (decrease) in accounts payable and accrued liabilities	5.6	(129.7)
Decrease in deferred revenue	(11.5)	(11.6)
Increase in income taxes	10.5	8.4
Increase in deferred income taxes	35.6	33.8
	-----	-----
Total adjustments	196.6	(52.0)
	-----	-----
Net cash provided by operating activities	368.3	99.4
	-----	-----
Cash Flows from Investing Activities		
Payments for purchase of marketable securities	(38.6)	(44.2)
Proceeds from sale of marketable securities	70.3	33.8
Payments related to land held for development	(1.4)	(2.8)

Payments for investment in leases and other	(257.2)	(77.0)
Proceeds from investment in leases and other	96.8	91.1
Payments for purchase of software, goodwill, and other intangibles	(4.8)	(16.1)
Payments for purchase of property and equipment	(156.3)	(130.6)
Payments related to acquisition of outside companies, net of cash acquired	(0.7)	(30.0)
	-----	-----
Net cash used in investing activities	(\$291.9)	(\$175.8)
	-----	-----

See accompanying notes to consolidated financial statements.

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ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES

	Three Months Ended March 31,	
	1994	1993
	-----	-----
	(in millions)	
Cash Flows from Financing Activities		
Net increase (decrease) in current notes payable with maturities less than 90 days	(\$43.6)	\$144.9
Payments on notes payable	(32.1)	(149.0)
Proceeds from notes payable	205.7	48.9
Proceeds from issuance of common stock	25.1	29.7
Cash dividends paid to GM	(57.7)	(47.9)
	-----	-----
Net cash provided by financing activities	97.4	26.6
	-----	-----

Effect of Exchange Rate Changes on Cash and Cash Equivalents	2.5	(5.5)
	-----	-----
Net Increase (Decrease) in Cash and Cash Equivalents	176.3	(55.3)
Cash and Cash Equivalents at Beginning of Period	383.4	421.9
	-----	-----
Cash and Cash Equivalents at End of Period	\$559.7	\$366.6
	=====	=====

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

In the opinion of management, the interim consolidated financial statements reflect all adjustments, consisting of only normal recurring items (with the exception of the accounting change in 1994 to adopt Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities, as described in Note 2), which are necessary for a fair presentation of the results for the interim periods presented. The results for interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year. These consolidated financial statements should be read in conjunction with the consolidated financial statements, the summary of significant accounting policies, and the other notes to the consolidated financial statements included in General Motors' 1993 Annual Report to the SEC on Form 10-K.

Note 1.

The consolidated financial statements of EDS do not reflect the purchase accounting adjustments arising as a result of the acquisition of EDS by GM.

Earnings Attributable to GM Class E Common Stock on a Per Share Basis have been determined based on the relative amounts available for the payment of dividends to holders of GM Class E common stock. Holders of GM Class E common stock have no direct rights in the equity or assets of EDS, but rather have rights in the equity and assets of GM (which includes 100% of the stock of EDS). Dividends on the GM Class E common stock are declared out of the Available Separate Consolidated Net Income of EDS earned since the acquisition of EDS by GM. The Available Separate Consolidated Net Income of EDS is determined quarterly and is equal to the separate consolidated net income of EDS, excluding the effects of purchase accounting adjustments arising from the acquisition of EDS, multiplied by a fraction, the numerator of which is the weighted average number of shares of GM Class E common stock outstanding during the period and the denominator of which was 481.2 million shares during the first quarter of 1994. The comparable denominator for the first quarter of 1993 was 479.7 million shares.

ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES

The denominator used in determining the Available Separate Consolidated Net Income of EDS is adjusted as deemed appropriate by the GM Board of Directors to reflect subdivisions or combinations of the GM Class E common stock and to reflect certain transfers of capital to or from EDS. In 1988, EDS initiated a program to repurchase 11.0 million shares of GM Class E common stock in order to meet certain future requirements of the Company's employee benefit plans. The GM Board has generally caused the denominator used in calculating the Available Separate Consolidated Net Income of EDS to decrease as shares are purchased and to increase as shares are used for the employee benefit plans.

The current GM Board policy is that the cash dividends on the GM Class E common stock, when, as, and if declared by the GM Board in its sole discretion, will equal approximately 30% of the Available Separate Consolidated Net Income of EDS for the prior year.

Consistent with Delaware law, which governs the amount legally available for payment of dividends on GM's common stock, the GM Board of Directors has determined that such amount is materially higher than GM's capital surplus less accumulated deficit.

Note 2

EDS adopted SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, on January 1, 1994. This statement requires that certain investments in debt and equity securities be classified into one of three categories: held-to-maturity, available-for-sale, or trading. The implementation of this Standard had an immaterial effect on the consolidated financial statements.

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Management's Discussion and Analysis

Results of Operations

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EDS signed \$2.2 billion in new business during the period ended March 31, 1994, compared to \$1.1 billion in new business during the same period of 1993.

Total revenues rose \$166.1 million over the comparable quarter in the prior year to \$2,239.3 million for the quarter ended March 31, 1994. Systems and other contract revenue for the quarter ended March 31, 1994 included \$841.7 million of revenue related to GM contracts.

The growth of non-GM revenue during the first quarter of 1994, when compared to the corresponding period in 1993, was 13.9%. This growth results from several new contracts and improved performance of existing contracts.

GM revenue remained relatively flat for the first quarter of 1994, when compared with the same period in 1993. While it is anticipated that GM will continue to contribute a significant portion of systems revenue, the percentage of revenue from GM and subsidiaries will continue to decline as non-GM revenues continue to increase.

Total costs and expenses as a percentage of systems and other contracts revenue improved from 89.2% to 88.9% for the quarters ended March 31, 1993 and 1994, respectively. This reflects continued productivity improvement programs and cost-reduction efforts.

For the quarter ended March 31, 1994, EDS' separate consolidated net income increased 13.4% to \$171.7 million, compared to \$151.4 million for the same period of last year. Earnings per share of GM Class E common stock rose from \$0.32 to \$0.36, or 12.5%, for the first quarter of 1994 when compared to the period ended March 31, 1993. EDS' effective tax rate remained at 36% for the quarter.

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ELECTRONIC DATA SYSTEMS CORPORATION AND SUBSIDIARIES

Liquidity and Capital Resources

EDS maintained a strong liquidity and capital structure during the first quarter. The current ratio improved to 1.25-to-1 at March 31, 1994 from 1.16-to-1 at December 31, 1993. Return on assets remained relatively flat at 9.7% compared to 9.9% for the periods ended March 31, 1994 and 1993, respectively. Return on equity was 18.6% and 19.4% for the first quarters of 1994 and 1993, respectively. The noncurrent debt-to-capital ratio was 16% at March 31, 1994 and 13% at December 31, 1993. At March 31, 1994, EDS' capital consisted of \$710.4 million in noncurrent notes payable and \$3,761.9 million in stockholder's equity.

Total debt was \$834.5 million at March 31, 1994 and represented a 20% increase from total debt of \$695.5 million at December 31, 1993. Debt, which consists largely of commercial paper, increased primarily to manage working capital needs. The total debt-to-capital ratio (includes current debt as a component of capital) was 18.2% at March 31, 1994 and 16.1% at December 31, 1993.

EDS continued to maintain a strong cash position. Overall cash and cash equivalents increased \$176.3 million to \$559.7 million from the end of 1993 to the end of the quarter. Cash provided by operating activities was \$368.3 million, an increase of \$268.9 million from the first quarter of 1993 to the first quarter of 1994. This increase principally reflects the timing of receipts and disbursements. Cash used in investing activities was \$291.9 and \$175.8 million for the quarters ended March 31, 1994 and 1993, respectively. The increased use of cash during the first quarter of 1994 is due to expenditures supporting the growth of the business. Net cash provided by financing activities was \$97.4 million compared to \$26.6 million for the first quarter of 1994 and 1993, respectively, an increase of \$70.8 million due to the issuance of long-term debt.

During the quarter, EDS made net additions to property and equipment of \$156.9 million and net additions to software, goodwill, and other intangibles of \$10.7 million. EDS paid a cash dividend to GM totaling \$57.7 million and has consistently paid cash dividends since 1974.

* * * * *

EXHIBIT 99(b)

GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES
 CONSOLIDATED FINANCIAL STATEMENTS AND
 MANAGEMENT'S DISCUSSION AND ANALYSIS

 Statement of Consolidated Operations and
 Available Separate Consolidated Net Income

	Three Months Ended March 31,	
	----- 1994	----- 1993
	----- (Dollars in Millions Except Per Share Amounts)	
Revenues		
Net sales		
Outside customers	\$2,300.9	\$2,109.9
General Motors and affiliates	1,259.9	1,059.7
Other income - net	26.5	11.6
	-----	-----
Total Revenues	3,587.3	3,181.2
	-----	-----
Costs and Expenses		
Cost of sales and other operating charges, exclusive of items listed below	2,768.6	2,490.1
Selling, general, and administrative expenses	193.6	229.9
Depreciation and amortization	112.8	136.3
Amortization of GM purchase accounting adjustments related to Hughes	31.0	31.0
Interest expense - net	4.0	14.5
	-----	-----
Total Costs and Expenses	3,110.0	2,901.8
	-----	-----
Income before Income Taxes	477.3	279.4
United States, foreign, and other income taxes	195.8	121.1
	-----	-----
Income before cumulative effect of accounting change	281.5	158.3
Cumulative effect of accounting change (Note 1)	(30.4)	-
	-----	-----
Net Income	251.1	158.3
Adjustments to exclude the effect of		

GM purchase accounting adjustments related to Hughes (Note 2)	31.0	31.0
	-----	-----
Earnings Used for Computation of Available Separate Consolidated Net Income	\$282.1	\$189.3
	=====	=====
Available Separate Consolidated Net Income (Note 2)		
Average number of shares of GM Class H Common Stock outstanding (in millions) (Numerator)	90.6	93.9
Class H dividend base (in millions) (Denominator)	399.9	399.9
Available Separate Consolidated Net Income	\$64.0	\$44.4
	=====	=====
Earnings Attributable to GM Class H Common Stock on a Per Share Basis (Note 2)		
Before cumulative effect of accounting change	\$0.78	\$0.47
Cumulative effect of accounting change (Note 1)	(0.08)	-
	-----	-----
Net earnings attributable to GM Class H Common Stock	\$0.70	\$0.47
	=====	=====

Reference should be made to the Notes to Consolidated Financial Statements.

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheet

ASSETS	March 31, 1994	December 31, 1993
	-----	-----
(Dollars in Millions Except Per Share Amount)		
Current Assets		
Cash and cash equivalents	\$1,347.2	\$1,008.7
Accounts and notes receivable		
Trade receivables (less allowances)	700.3	736.7
General Motors and affiliates	235.3	404.1
Contracts in process, less advances and progress payments	2,540.5	2,376.8
Inventories (less allowances)		
Productive material, work in process,		

and supplies	1,057.1	957.1
Finished product	110.9	103.3
Prepaid expenses, including deferred income taxes	137.7	127.6
	-----	-----
Total Current Assets	6,129.0	5,714.3
Property-Net	2,623.1	2,634.4
Telecommunications and Other Equipment-Net	820.9	767.6
Intangible Assets, net of amortization	3,357.2	3,374.4
Investments and Other Assets, Including Deferred Income Taxes - principally at cost (less allowances)	1,588.0	1,626.4
	-----	-----
Total Assets	\$14,518.2	\$14,117.1
	=====	=====

LIABILITIES AND STOCKHOLDER'S EQUITY

Current Liabilities		
Accounts payable		
Outside	\$951.2	\$717.1
General Motors and affiliates	69.5	117.5
Advances on contracts	601.5	660.6
Notes and loans payable	78.6	77.8
United States, foreign, and other income taxes payable, including deferred income taxes	244.2	102.1
Accrued liabilities	1,779.5	1,874.0
	-----	-----
Total Current Liabilities	3,724.5	3,549.1
	-----	-----
Long-Term Debt and Capitalized Leases	418.0	416.8
	-----	-----
Postretirement Benefits Other Than Pensions (Note 3)	1,469.1	1,446.3
	-----	-----
Other Liabilities, Deferred Income Taxes, and Deferred Credits	1,413.5	1,376.8
	-----	-----
Stockholder's Equity		
Capital stock (outstanding, 1,000 shares, \$0.10 par value) and additional paid-in capital	6,324.2	6,323.1
Net income retained for use in the business	1,309.3	1,138.2
	-----	-----
Subtotal	7,633.5	7,461.3
Minimum pension liability adjustment	(120.4)	(120.4)
Accumulated foreign currency translation adjustments	(20.0)	(12.8)
	-----	-----
Total Stockholder's Equity	7,493.1	7,328.1
	-----	-----
Total Liabilities and Stockholder's Equity	\$14,518.2	\$14,117.1

Reference should be made to the Notes to Consolidated Financial Statements.

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES
Condensed Statement of Consolidated Cash Flows

	Three Months Ended March 31,	
	1994	1993
	(Dollars in Millions)	
Net Cash Provided by Operating Activities	\$561.5	\$599.6
Cash Flows from Investing Activities		
Investment in companies, net of cash acquired	-	(24.1)
Expenditures for property and special tools	(104.1)	(61.8)
Increase in telecommunications and other equipment	(64.6)	(1.3)
Proceeds from disposals of property	15.0	55.5
Other	8.7	10.3
Net Cash Used in Investing Activities	(145.0)	(21.4)
Cash Flows from Financing Activities		
Net increase (decrease) in notes and loans payable	0.8	(70.6)
Increase in long-term debt and capitalized leases	10.4	23.2
Decrease in long-term debt and capitalized leases	(9.2)	(14.7)
Cash dividends paid to General Motors	(80.0)	(72.0)
Net Cash Used in Financing Activities	(78.0)	(134.1)
Net increase in cash and cash equivalents	338.5	444.1
Cash and cash equivalents at beginning of the period	1,008.7	702.7
Cash and cash equivalents at end of the period	\$1,347.2	\$1,146.8

Certain amounts for 1993 have been reclassified to conform with 1994 classifications.

Reference should be made to the Notes to Consolidated Financial Statements.

Notes To Consolidated Financial Statements

In the opinion of management, the interim consolidated financial statements reflect all adjustments, consisting of only normal recurring items (with the exception of the accounting change in 1994 to adopt Statement of Financial Accounting Standards (SFAS) No. 112, Employers' Accounting for Postemployment Benefits, as described in Note 1), which are necessary for a fair presentation of the results for the interim periods presented. The results for interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year. These consolidated financial statements should be read in conjunction with the consolidated financial statements, the summary of significant accounting policies, and the other notes to the consolidated financial statements included in General Motors' 1993 Annual Report to the SEC on Form 10-K.

Note 1.

Effective January 1, 1994, GMHE adopted SFAS No. 112. The Standard requires accrual of the costs of benefits provided to former or inactive employees after employment, but before retirement. The unfavorable cumulative effect of adopting this Standard was \$30.4 million, net of income taxes of \$19.2 million, or \$0.08 per share of GM Class H common stock. The noncash charge is primarily related to Delco Electronics' extended-disability benefit program in the U.S. which, under the new accounting Standard, will be accrued on a service-driven basis. The ongoing effect was not material.

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Note 2.

Earnings attributable to General Motors Class H common stock on a per share basis have been determined based on the relative amounts available for the payment of dividends to holders of the GM Class H common stock. Holders of GM Class H common stock have no direct rights in the equity or assets of GMHE, but rather have rights in the equity and assets of GM (which includes 100% of the stock of GMHE). Dividends on the GM Class H common stock are declared by GM's Board of Directors out of the Available Separate Consolidated Net Income of GMHE since the acquisition of Hughes by GM. The Available Separate Consolidated Net Income of GMHE is determined quarterly and is equal to the separate consolidated net income of GMHE, excluding the effects of GM purchase accounting adjustments arising from the acquisition of Hughes (Earnings Used for Computation of Available Separate Consolidated Net Income), multiplied by a fraction, the numerator of which is the weighted average number of shares of GM Class H common stock outstanding during the period and the denominator of which was 399.9 million shares during the first quarter of 1994 and 1993.

The denominator used in determining the Available Separate Consolidated Net Income of GMHE is adjusted as deemed appropriate by the GM Board of Directors to reflect subdivisions or combinations of the GM Class H common stock and to reflect certain transfers of capital to or from GMHE. In this regard, the GM Board has generally caused the denominator to decrease as shares are purchased by GMHE and to increase as such shares are used, at GMHE expense, for GMHE employee benefit plans or acquisitions.

Dividends may be paid on GM Class H common stock only when, as, and if declared by the GM Board of Directors in its sole discretion. The current policy of the GM Board with respect to GM Class H common stock is to pay cash dividends approximately equal to 35% of the Available Separate Consolidated Net Income of GMHE for the prior year. In February 1994, the GM Board increased the quarterly dividends on Class H common stock from \$0.18 per share to \$0.20 per share. Notwithstanding the current dividend policy, the GM Board declared dividends on the GM Class H Common Stock of \$0.18 per share for each of the quarters of 1993, which was more than 35% of the Available Separate Consolidated Net Income of GMHE for 1992. The GM Board determined that 1992 Available Separate Consolidated Net Income of GMHE used as a basis for 1993 dividends was calculated without giving effect to the special restructuring charge at Hughes.

Consistent with Delaware law, which governs the amount legally available for the payment of dividends on GM's common stock, the GM Board of Directors has determined that such amount is materially higher than GM's capital surplus less accumulated deficit.

Note 3.

GMHE has disclosed in the financial statements certain amounts associated with estimated future postretirement benefits other than pensions and characterized such amounts as "accumulated postretirement benefit obligations", "liabilities", or "obligations". Notwithstanding the recording of such amounts and the use of these terms, GMHE does not admit or otherwise acknowledge that such amounts or existing postretirement benefit plans of GMHE (other than pensions) represent legally enforceable liabilities of GMHE.

GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Management's Discussion and Analysis*

Results of Operations
- - - - -

GMHE reported first quarter earnings, before the effects of purchase accounting adjustments related to General Motors' acquisition of Hughes, of \$282.1 million. Earnings for the first quarter of 1994, excluding the unfavorable cumulative effect of an accounting change related to post-employment benefits of \$30.4 million, increased 65.1% to \$312.5 million from \$189.3 million in the first quarter of 1993. Earnings per share of GM Class H common stock, on the same basis, increased a similar percentage to \$0.78 from \$0.47 per share in the comparable period of 1993.

Revenues for the period were \$3,587.3 million, a 12.8% increase over the \$3,181.2 million recorded in the first quarter of 1993. Costs and expenses as a percentage of revenues decreased to 85.8% from 90.2% in the first quarter of 1993. Income taxes, excluding the cumulative effect of the accounting change, were \$195.8 million, or 38.5% of income before income taxes, for the quarter compared with \$121.1 million, or 39.0% of income before income taxes, in the comparable quarter of 1993.

Operating profit was \$485.8 million for the first quarter, a 55.1% increase from the operating profit of \$313.3 million reported in the first quarter of 1993. The operating profit margin improved to 13.6% for the quarter, compared with 9.9% in the same quarter of 1993. Effective with the first quarter of 1994, calculation of the operating profit margin is based on net sales rather than revenues. First quarter 1993 amounts have been restated on this basis.

The increases in revenues, operating profit, and earnings in the first quarter are largely the result of volume increases and cost reductions in the Automotive Electronics, Telecommunications and Space, and Defense Electronics segments.

The Automotive Electronics segment reported revenues for the quarter of \$1,287.9 million, an increase of 14.6% from revenues of \$1,124.2 million for the same period in 1993. The increase reflects a 5.5% increase in GM vehicles produced in North America and a 12.4% increase in GMHE-supplied electronic content in these vehicles, from \$740 to \$832 per vehicle. Operating profit increased 45.7% to \$223.7 million from \$153.5 million for the comparable period last year reflecting the effects of continued cost reduction initiatives as well as the increased volume discussed above. These factors resulted in an increase in the operating profit margin to 17.5% from 13.7% in the first quarter of 1993.

The Telecommunications and Space segment reported revenues for the quarter of \$599.5 million, an increase of 29.7% from revenues of \$462.1 million in the first quarter of 1993. Operating profit in the first quarter increased to

\$113.5 million from \$25.2 million in the same period of 1993 and the operating profit margin increased to 18.8% from 5.5%. These increases reflect an increase in satellite transponder sales, as well as a decrease in construction costs for replacement of the first Galaxy I-R satellite that was destroyed in August 1992 due to failure of the launch vehicle.

The Defense Electronics segment reported revenues of \$1,558.3 million, an increase of 9.2% from revenues of \$1,426.7 million for the same period of 1993. Operating profit increased 15.8% to \$151.4 million from \$130.7 million in the comparable quarter of 1993 and the operating profit margin improved to 9.9% from 9.2%. The increase in revenues was primarily due to increased effort on the Peace Shield Air Defense program, F/A-18 flight simulation training programs, foreign Light Armored Vehicle programs, and a \$23 million settlement of the European Fighter Aircraft radar arbitration. Continuing cost reduction efforts, combined with the increase in revenues, contributed to the increase in operating profit and the improvement in the operating profit margin.

* The following discussion excludes the purchase accounting adjustments related to General Motors' acquisition of Hughes (see Supplemental Data on page 42).

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Commercial Technologies segment revenues decreased \$26.6 million to \$141.6 million from \$168.2 million in the first quarter of 1993 due primarily to the sale of Hughes Rediffusion Simulation Limited and related entities in December 1993. Operating profit decreased from \$8.6 million in the first quarter of 1993 to a loss of \$0.8 million in the first quarter of 1994. The operating loss reflects a reduction in deliveries of cabin management systems and cable television signal distribution equipment as well as increased development costs for new projects.

Liquidity and Capital Resources

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Cash and cash equivalents at March 31, 1994 amounted to \$1,347.2 million, an increase of \$338.5 million over December 31, 1993. The increase primarily reflects net cash provided by operating activities of \$561.5 million offset by cash dividends paid to General Motors of \$80.0 million, expenditures for property and special tools of \$104.1 million, and the net increase in telecommunications and other equipment of \$64.6 million.

As a measure of liquidity, GMHE's current ratio (ratio of current assets to current liabilities) has increased to 1.65 at March 31, 1994 from 1.61 at December 31, 1993.

Capital expenditures, including expenditures for telecommunications and other equipment, increased \$132.9 million from the comparable period in 1993 due primarily to costs related to DIRECTV.

Long-term debt and capitalized leases increased slightly from \$416.8 million at December 31, 1993 to \$418.0 million at March 31, 1994. The ratio of long-term debt to the total of such debt and proforma stockholder's equity improved to 8.7% at March 31, 1994 from 9.0% at December 31, 1993.

Supplemental Data

The Consolidated Financial Statements reflect the application of purchase accounting adjustments as described in Note 2 to the Consolidated Financial Statements. However, as provided in GM's Certificate of Incorporation, the earnings attributable to GM Class H common stock for purposes of determining the amount available for the payment of dividends on GM Class H common stock specifically excludes such adjustments. More specifically, amortization of purchase accounting adjustments associated with GM's purchase of Hughes was \$31.0 million for the first quarters of 1994 and 1993. Such amounts were excluded from the earnings available for the payment of dividends on GM Class H common stock and were charged against the earnings available for the payment of dividends on GM's \$1-2/3 par value stock. Unamortized purchase accounting adjustments associated with GM's purchase of Hughes were \$3,098.1 million at March 31, 1994 and \$3,129.1 million at December 31, 1993.

In order to provide additional analytical data to the users of GMHE's financial information, supplemental data in the form of unaudited summary pro forma financial data are provided. Consistent with the basis on which earnings of GMHE available for the payment of dividends on GM Class H common stock is determined, the pro forma data exclude the General Motors' purchase accounting adjustments related to the acquisition of Hughes. Included in the supplemental data are certain financial ratios which provide measures of financial returns excluding the impact of purchase accounting adjustments. The pro forma data are not presented as a measure of GM's total return on its investment in GMHE.

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Summary Pro Forma Financial Data*

Pro Forma Condensed Statement of Consolidated Operations

	Three Months Ended March 31,	
	1994	1993
	(Dollars in Millions Except Per Share Amounts)	
Total Revenues	\$3,587.3	\$3,181.2
Total Costs and Expenses	3,079.0	2,870.8
Income before Income Taxes United States, foreign, and other income taxes	508.3	310.4
Income before cumulative effect of accounting change	312.5	189.3
Cumulative effect of accounting change	(30.4)	-
Earnings Used for Computation of Available Separate Consolidated Net Income	\$282.1	\$189.3
Earnings Attributable to General Motors Class H Common Stock on a Per Share Basis		
Before cumulative effect of accounting change	\$0.78	\$0.47
Cumulative effect of accounting change	(0.08)	-
Net earnings attributable to General Motors Class H Common Stock	\$0.70	\$0.47

Pro Forma Condensed Consolidated Balance Sheet

	March 31, 1994	December 31, 1993
ASSETS		
	(Dollars in Millions)	
Total Current Assets	\$6,129.0	\$5,714.3
Property - Net	2,623.1	2,634.4
Telecommunications and Other Equipment - Net	820.9	767.6
Intangible Assets, Investments, and Other Assets	1,847.1	1,871.7
Total Assets	\$11,420.1	\$10,988.0
	LIABILITIES AND STOCKHOLDER'S EQUITY	
Total Current Liabilities	\$3,724.5	\$3,549.1

Long-Term Debt and Capitalized Leases	418.0	416.8
Postretirement Benefits Other Than Pensions, Other Liabilities, Deferred Income Taxes, and Deferred Credits	2,882.6	2,823.1
Total Stockholder's Equity **	4,395.0	4,199.0
	-----	-----
Total Liabilities and Stockholder's Equity **	\$11,420.1	\$10,988.0
	=====	=====

* The summary is unaudited and excludes GM purchase accounting adjustments related to the acquisition of Hughes.

** General Motors' equity in its wholly-owned subsidiary, GMHE. Holders of GM Class H common stock have no direct rights in the equity or assets of GMHE, but rather have rights in the equity and assets of GM (which includes 100% of the stock of GMHE).

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Summary Pro Forma Financial Data* Pro Forma Selected Segment Data

	Three Months Ended March 31,	
	1994	1993
	-----	-----
	(Dollars in Millions)	
AUTOMOTIVE ELECTRONICS		
Revenues		
Amount	\$1,287.9	\$1,124.2
As a percentage of GMHE Revenues	35.9%	35.4%
Net Sales	\$1,280.8	\$1,120.4
Operating Profit (1)	\$223.7	\$153.5
Operating Profit Margin(2)	17.5%	13.7%
Depreciation and Amortization	\$38.6	\$37.6
Capital Expenditures	\$38.5	\$17.2
TELECOMMUNICATIONS AND SPACE		
Revenues		
Amount	\$599.5	\$462.1
As a percentage of GMHE Revenues	16.7%	14.5%
Net Sales	\$603.7	\$459.4
Operating Profit(1)	\$113.5	\$25.2
Operating Profit Margin (2)	18.8%	5.5%
Depreciation and Amortization(3)	\$27.7	\$31.5
Capital Expenditures (4)	\$119.8	\$22.7

DEFENSE ELECTRONICS

Revenues

Amount	\$1,558.3	\$1,426.7
As a percentage of GMHE Revenues	43.4%	44.8%
Net Sales	\$1,535.2	\$1,421.2
Operating Profit(1)	\$151.4	\$130.7
Operating Profit Margin(2)	9.9%	9.2%
Depreciation and Amortization(3)	\$40.7	\$54.7
Capital Expenditures	\$34.4	\$19.4

COMMERCIAL TECHNOLOGIES

Revenues

Amount	\$141.6	\$168.2
As a percentage of GMHE Revenues	4.0%	5.3%
Net Sales	\$141.1	\$168.6
Operating Profit (Loss) (1)	(\$0.8)	\$8.6
Operating Profit (Loss) Margin(2)	(0.6%)	5.1%
Depreciation and Amortization(3)	\$5.8	\$12.5
Capital Expenditures	\$3.9	\$4.4

CORPORATE

Operating Loss (1)	(\$2.0)	(\$4.7)
--------------------	---------	---------

Certain amounts for 1993 have been reclassified to conform with 1994 classifications.

* The summary is unaudited and excludes GM purchase accounting adjustments related to the acquisition of Hughes.

- (1) Net Sales less Total Costs and Expenses other than Interest Expense.
- (2) Operating Profit (Loss) as a percentage of Net Sales.
- (3) Excludes amortization arising from purchase accounting adjustments related to GM's acquisition of Hughes of \$2.7 million for Telecommunications and Space; \$25.7 million for Defense Electronics; and \$2.6 million for Commercial Technologies, in 1994 and 1993.
- (4) Includes expenditures related to telecommunications and other equipment amounting to \$92.5 and \$1.9 million in 1994 and 1993, respectively.

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GM HUGHES ELECTRONICS CORPORATION AND SUBSIDIARIES

Summary Pro Forma Financial Data*

Pro Forma Selected Financial Data

Three Months Ended

	March 31,	
	1994	1993
	(Dollars in Millions Except Per Share Amounts)	
Operating profit	\$485.8	\$313.3
Income before income taxes and cumulative effect of accounting change	\$508.3	\$310.4
Earnings used for computation of available separate consolidated net income	\$282.1 (1)	\$189.3
Average number of GM Class H dividend base shares (2)	399.9	399.9
Stockholder's Equity	\$4,395.0 (1)	\$3,686.2
Dividends per share of GM Class H common stock	\$0.20	\$0.18
Working capital	\$2,404.5	\$1,914.2
Operating profit as a percent of net sales	13.6%	9.9%
Pre-tax income as a percent of revenues	14.2%	9.8%
Net income as a percent of revenues	7.9% (1)	6.0%

* The summary is unaudited and excludes GM purchase accounting adjustments related to the acquisition of Hughes.

(1) Includes unfavorable cumulative effect of accounting change of \$30.4 million.

(2) Class H dividend base shares is used in calculating earnings attributable to GM Class H common stock on a per share basis. This is not the same as the average number of GM Class H shares outstanding, which was 90.6 million for the first quarter of 1994 and 93.9 million for the first quarter of 1993.

* * * * *

