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GENERAL MOTORS CORP
Form 11-K
June 25, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004
FORM 11-K

X ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE

ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE

ACT OF 1934

For the transition period from _____ to _____

Commission file number 33-10665

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

(Full title of the plan)

General Motors Corporation
300 Renaissance Center, Detroit, Michigan 48265-3000

(Name of issuer of the securities held pursuant to
the plan and the address of its principal
executive offices)

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

Notices and communications from the Securities and Exchange Commission
relative to this report should be forwarded to:

Peter R. Bible
Chief Accounting Officer
General Motors Corporation
300 Renaissance Center
Detroit, Michigan 48265-3000

FINANCIAL STATEMENTS AND EXHIBIT

(a) FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

| | Page No. ----- |
|---|-------------------|
| The GMAC Mortgage Group Savings Incentive Plan: | |
| Independent Auditors' Report | 3 |
| Statements of Net Assets Available for Benefits | 4 |
| Statements of Changes in Net Assets Available for Benefits | 5 |
| Notes to Financial Statements | 6 |
| Supplemental schedule as of and for the year ended, December 31, 2001 | |
| Schedule H, Item 4i - Schedule of Assets Held for Investment Purposes..... | 20 |

Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are omitted because of the absence of the conditions under which such schedules are required or because such schedules have been previously submitted to the Department of Labor.

(b) EXHIBIT

| | |
|---|----|
| Exhibit 23 - Independent Auditors' Consent..... | 23 |
|---|----|

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE GMAC MORTGAGE GROUP
SAVINGS INCENTIVE PLAN

(Name of Plan)

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Date June 25, 2002

By

/s/David C. Walker

(David C. Walker,
Chief Financial Officer,
GMAC Mortgage Group, Inc.)

- 2 -

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
The GMAC Mortgage Group Savings Incentive Plan
Horsham, Pennsylvania

We have audited the accompanying statements of net assets available for benefits of The GMAC Mortgage Group Savings Incentive Plan (the "Plan") as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2001 is presented for the purpose of

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additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/DELOITTE & TOUCHE LLP
DELOITTE & TOUCHE LLP

Detroit, Michigan
May 23, 2002

- 3 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS, DECEMBER 31, 2001 and 2000.

| | 2001 | 2000 |
|-----------------------------------|---------------|---------------|
| | ----- | ----- |
| Assets: | | |
| Investments (Note 7) | \$261,266,443 | \$242,490,271 |
| Loans Receivable | 5,709,390 | 5,905,859 |
| | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$266,975,833 | \$248,396,130 |
| | ===== | ===== |

See notes to financial statements.

-4-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE
YEAR ENDED DECEMBER 31, 2001 and 2000.

| | 2001 | 2000 |
|--|---------------|---------------|
| | ----- | ----- |
| Interest and dividends | \$7,215,689 | \$20,029,238 |
| Net depreciation in fair value of investments (Note 7) | (25,706,045) | (46,456,195) |
| Contributions: | | |
| Employee | 36,008,825 | 27,525,210 |
| Employer - net | 15,381,460 | 13,058,243 |
| | ----- | ----- |
| Total contributions | 51,390,285 | 40,583,453 |
| Distributions to participants | (19,450,712) | (20,380,531) |
| Plan Transfers from acquisitions | - | 3,394,343 |
| Rollovers | 5,130,486 | 5,249,524 |
| | ----- | ----- |
| Increase in net assets available for benefits during the year | 18,579,703 | 2,419,832 |
| Net assets available for benefits, beginning of year | 248,396,130 | 245,976,298 |
| | ----- | ----- |
| Net assets available for benefits, end of year | \$266,975,833 | \$248,396,130 |
| | ===== | ===== |

See notes to financial statements.

- 5 -

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THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

1. INFORMATION CONCERNING THE PLAN

The GMAC Mortgage Group Savings Incentive Plan (the "Plan") was adopted by action of the Board of Directors of GMAC Mortgage Group, Inc. (the "Group") on April 30, 1986. The Plan was restated effective January 1, 1998. The Plan was amended as of November 29, 1999 and December 15, 2000 with an effective date of January 1, 1999 for both amendments. The Plan was amended and restated effective January 1, 2001. The plan was amended primarily to clarify existing plan features and to effect administrative changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

The Plan is a defined contribution plan with a cash or deferred arrangement for employees of the Group, its participating subsidiaries and any related entities electing to adopt the Plan. The employees may elect to participate and must meet certain eligibility requirements. Subsidiaries or related entities participating in the Plan include:

- GMAC Residential Holding Corporation ("GMAC Residential")
- Residential Funding Corporation ("RFC")
- GMAC Commercial Holding Corporation ("GMAC Commercial Mortgage")

The Plan is sponsored and administered by the Group. At December 31, 2001 and 2000, all assets were held in trust at Fidelity Management Trust Company. A general description of the Plan provisions is incorporated in the notes that follow. The Plan document includes a complete description of the Plan provisions.

- 6 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Acquisitions by the Group and subsidiaries affecting the Plan:

| Entity Acquired | Acquisition Date | Acquisition Type | Number of Employees | Type of Transfer (1,2,3) | Amount (4) |
|-----------------|------------------|------------------|---------------------|--------------------------|------------|
|-----------------|------------------|------------------|---------------------|--------------------------|------------|

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| | | | | | |
|---------------------------------|------------|------------|-----|----------------|-----------|
| GMAC Residential Holding Corp. | | | | | |
| Koenig & Strey | 08/12/1999 | Stock | 200 | Trust to Trust | 2,094,000 |
| Pacific Union Real Estate Group | | | | | |
| | 03/01/2000 | Stock | 150 | Trust to Trust | 1,300,000 |
| Hammond Residential Real Estate | | | | | |
| | 03/13/2000 | Net Assets | 37 | Rollover | |
| GHS New York Metro Inc. | 04/17/2000 | Net Assets | 72 | Rollover | |
| Johnson & Johnson | 07/17/2000 | Net Assets | 10 | Rollover | |
| Solomon Wilmington & Associates | | | | | |
| | 09/15/2000 | Net Assets | 4 | Rollover | |
| Siery & Kiem | 10/24/2000 | Net Assets | 10 | Rollover | |
| RFC | | | | | |
| ULG (CA) | 04/01/2000 | Net Assets | 177 | Rollover | |
| GMAC Commercial Holding Corp. | | | | | |
| CSC Cypress Financial, Inc. | | | | | |
| | 12/01/2000 | Net Assets | 6 | Rollover | |

See notes on page 9.

-7-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Acquisitions by the Group and subsidiaries affecting the Plan:

| Entity Acquired | Acquisition Date | Acquisition Type | Number of Employees | Type of Transfer (1,2,3) | Amount (4) |
|--------------------------------|------------------|------------------|---------------------|--------------------------|------------|
| ----- | | | | | |
| GMAC Residential Holding Corp. | | | | | |
| Clayton National, Inc | 03/31/2001 | Net Assets | 86 | Rollover | |
| GMAC Commercial Holding Corp. | | | | | |
| Univest Financial | | | | | |

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| | | | | |
|---------------------------------|------------|------------|-----|----------|
| Services, LLC | 01/09/2001 | Net Assets | 68 | Rollover |
| Keystone Mortgage Partners, LLC | 02/02/2001 | Net Assets | 42 | Rollover |
| Paramount Financial Group, LLC | 03/12/2001 | Net Assets | 135 | Rollover |
| FASRE Field Services Inc | 04/06/2001 | Net Assets | 11 | Rollover |
| Carey Kramer Company | 08/09/2001 | Net Assets | 11 | Rollover |
| FCC Health Capital Group | 10/01/2001 | Net Assets | 18 | Rollover |

See notes on page 9.

-8-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Notes:

- (1) Trust to Trust transfers involve mapping the funds from the former entity's plan to the Group's current plan. Funds are directly transferred from the former entity's trustee to the Group's trustee.
- (2) Rollovers afford the former entity's plan participants the opportunity to roll their funds into the Group's Plan. Participants are eligible to rollover to the Group's Plan as of the entity's acquisition date.
- (3) In all types of transfers, employees of the former entity are vested in accordance with the Plan's vesting schedule and their original dates of hire, except where noted.
- (4) Approximate amount of assets to be transferred in a Trust to Trust transfer is noted above. No amount is disclosed for Rollovers as participants are not required to roll funds over to the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (specifically, the fair value of plan assets) that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

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The financial statements of the plan are prepared on the accrual method of accounting. The significant accounting policies followed in the preparation of the accompanying financial statements are as follows:

- . Investment transactions are recorded on the trade date and investment balances are stated at fair value. Assets are invested in common stocks, mutual funds and pooled separate accounts and are carried at quoted market price.
- . Net appreciation in fair value of investments is computed based on the fair value of investments at the beginning of the Plan year compared with the fair value of investments at the end Plan year.
- . Dividends and interest are included in income when earned based on the term of the investments and the periods during which the investments are owned by the Plan.
- . Participant loans are valued at cost, which approximates fair value. Balances in the loan fund are carried at the principal balance outstanding.
- . Distributions are recorded when paid.

-9-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

3. CONTRIBUTIONS TO THE PLAN

Annual additions to a participant's account are subject to certain limitations imposed by the Plan and the Internal Revenue Code of 1986, as amended ("the Code"). Employees may elect to contribute to the Plan on a pre-tax basis, in even multiples of 1% of base compensation, up to 12% of compensation (subject to a limit of \$10,500 for the years ended December 31, 2001 and 2000). The participant contribution limitation is evaluated annually by the Internal Revenue Service to determine if an adjustment for cost of living increases is necessary to the extent permitted by the Code. The Group will match a participant's contribution in cash up to 6% of compensation, to an annual matching limit of \$3,000. Employer contributions are made to the General Motors Unitized Stock Fund. Based on the participant's election, participant contributions can be directed to any of several investment funds or options (see Note 7). Participants may elect to change contribution elections daily and are permitted to change allocations among funds or transfer balances between funds, in 1% increments daily.

4. VESTING

Two pre-tax basis accounts are maintained for each participant. The Salary Reduction Account consists of a participant's contributions and is fully vested. The Matching Account consists of the Group's contributions. A participant's Matching Account vested balance is 20% after one year of credited service and increases 20% per year thereafter until fully vested.

Although it has not expressed any intent to do so, the Group has the right

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under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, each participant's Matching Account becomes fully vested to the extent of the amount in the participant's Matching Account.

5. DISTRIBUTIONS

A participant may withdraw his or her vested accrued benefit at any time after termination of employment, subject to an excise tax penalty if withdrawn prior to age 59 1/2. Prior to termination of employment, the participants vested accrued benefit may only be withdrawn because of disability or financial hardship. A participant may elect to receive his or her withdrawal in either a lump-sum payment, by purchase of various annuities or over various periods of time. A participant may also elect a distribution of shares of stock to the extent that a participant's accrued benefit is invested in employer stock.

6. FORFEITURES

Upon termination, the non-vested portion of the participant's Matching Account is forfeited. Participant forfeitures are used to reduce subsequent Group contributions.

- 10 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

7. INVESTMENT FUNDS OR OPTIONS

Participants may direct the plan trustee to make investments of participant contributions in the investment options described below:

Fidelity Growth & Income Fund - The fund seeks long-term capital growth, current income, and growth of income consistent with reasonable investment risk. It invests in common stocks, securities convertible into common stocks, preferred stocks, and fixed income securities.

Fidelity Magellan Fund - The fund seeks long-term capital appreciation by investing in stocks of both well-known and lesser-known companies with potentially above-average growth potential and a correspondingly higher level of risk. Securities may be of foreign, domestic, and multinational companies.

Fidelity Contrafund - The fund seeks long-term capital appreciation by investing mainly in the securities of companies believed to be out of favor or undervalued. The fund invests in common stocks and securities convertible into common stock, but it may purchase other securities that may produce capital appreciation.

Fidelity Managed Income Fund - The fund seeks to preserve capital and provide a competitive level of income over time. It purchases high-quality, short- and long-term investment contracts issued by insurance companies, banks, and other approved financial institutions.

Fidelity Asset Manager Fund - The fund seeks a high total return with

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reduced risk over the long term by allocating its assets among domestic and foreign equities, bonds, and short-term instruments.

Fidelity Retirement Government Money Market Fund - The fund seeks as high a level of current income as is consistent with the preservation of principal and liquidity. It invests in obligations issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities, and in repurchase agreements secured by the obligations.

-11-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Fidelity OTC Portfolio Fund - The fund seeks capital appreciation by investing mainly in equity securities traded on the over-the-counter market.

Fidelity Overseas Fund - The fund seeks long-term capital growth primarily through investments in foreign securities. Investments may include common stock, securities convertible to common stock, and debt instruments. Due to currency fluctuations and the political and economic uncertainties associated with foreign investments, the risks and potential rewards relating to this fund are greater than funds which purchase U.S. investments.

Fidelity Blue Chip Fund - This fund seeks long-term capital appreciation. The fund normally invests at least 65% of assets in common stocks issued by blue-chip companies. These companies are defined as companies with market capitalizations of at least \$200 million, if the company's stock is included in the S&P 500 or the Dow Jones Industrial Average, or \$1 billion if not included in either index.

Fidelity Small Cap Stock Fund - The fund seeks capital appreciation by investing mainly in equity securities of companies with small market capitalization believed to be undervalued compared to others in their industry. The fund may also invest in all types of equity securities and may invest a portion of its assets in the stock of companies with larger capitalization.

Fidelity Aggressive Growth Fund - This fund seeks capital appreciation by investing primarily in common stocks of domestic and foreign issuers that offer the potential for accelerated earning or revenue growth. The fund focuses on investments in medium-sized companies, but may also invest substantially in larger or smaller companies.

Fidelity Spartan U.S. Equity Index Fund - This fund seeks to provide investment results that correspond to the total return (i.e., the combination of capital changes and income) performance of common stocks of companies publicly traded in the United States of America. The fund invests at least 80% of assets in common stocks included in the S&P 500, which broadly represents the performance of stocks publicly traded in the United States of America. The fund may also lend securities to earn income for the fund.

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Fidelity Puritan Fund - The fund seeks high income with preservation of capital and the potential for growth of capital. It invests in a broadly diversified portfolio of high-yielding equity and debt securities.

Fidelity Ginnie Mae Fund - The fund seeks a high level of current income by investing primarily in Government National Mortgage Association (Ginnie Mae) securities and other securities that are guaranteed by the full faith and credit of the U.S. Government and private issuers. Assets not invested in Ginnie Maes may be invested in any type of U.S. or foreign debt or other income producing investments.

- 12 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Fidelity U.S. Bond Index Fund - This fund seeks to provide investment results that correspond to the total return of the bonds in the Lehman Brothers Aggregate Bond Index. Under normal conditions, the fund will invest at least 80% of its total assets in bonds included in the Aggregate Bond Index.

Fidelity Low-Price Stock Fund - The fund seeks capital appreciation and normally invests at least 65% of total assets in low-priced common stocks (\$35 or less at time of purchase), which can lead to investments in small and medium-sized companies.

Fidelity Equity Income Fund - This fund seeks reasonable income and will also consider the potential for capital appreciation. The fund seeks a yield that exceeds the yield on the securities comprising the Standard & Poor's 500 Index. Normally, this fund will invest at least 65% of total assets in income-producing equity securities and potentially invests in other types of equity securities and debt securities, including lower-quality debt securities.

Fidelity Freedom Funds - These funds provide investment diversity based on the projected years to retirement. A participant can choose the fund tailored to their retirement specification. These funds eliminate the need for the investor to determine the asset allocation. Six Fidelity Freedom Funds are included in the plan. Fidelity Freedom Income Fund, Fidelity Freedom 2000, Fidelity Freedom 2010, Fidelity Freedom 2020, Fidelity Freedom 2030, and Fidelity Freedom 2040.

Fidelity Value Fund - The fund seeks capital appreciation by investing in common stocks of companies believed to possess valuable fixed assets or to be undervalued.

Fidelity Diversified International Fund - The fund seeks capital growth by investing primarily in foreign securities. The fund invests primarily in common stocks.

Fidelity Strategic Income Fund - The fund seeks a high level of current income and may also seek capital appreciation. The fund invests primarily in debt securities, including lower-quality debt securities, allocated among four general investment categories: high yield securities, U.S. Government and investment grade securities, emerging market securities, and foreign-developed market securities.

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General Motors Unitized Common Stock Fund - The objective is to provide a General Motors stock investment option that can be traded and accessed with the same frequency and timeliness as a Fidelity mutual fund. This fund is primarily comprised of GM Common Stock and a small percentage of cash and/or other liquid investments (usually 1-3%). The availability of the cash makes it possible to trade shares of GM Common Stock without waiting the mandatory five-day settlement period. During 2001 and 2000, contributions to each participant's Matching Account were initially invested in the GM Unitized Common Stock Fund.

- 13 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Delphi Automotive Unitized Common Stock Fund - Effective May 28, 1999 GM declared a special dividend which provided participants 0.70 shares of common stock of Delphi Automotive Systems (Delphi) for every share held of the GM \$1-2/3 common stock. Since the Plan holds shares of the GM \$1-2/3 common stock through its GM Unitized Common Stock Fund, Plan participants were eligible to receive shares of Delphi Automotive Common Stock. Such exchange to the Plan was recorded as a stock dividend and totaled approximately \$6.9 million.

This exchange required the addition of Delphi Automotive Unitized Common Stock Fund, which will remain as an investment option through May 28, 2002; however, no further contributions or exchanges from any other investment options into the Delphi Automotive Unitized Common Stock Fund will be permitted during that time. Dividends, if any, paid on Delphi Automotive Common Stock held will be transferred into the Fidelity Retirement Government Money Market Fund.

Assets held in this fund are expressed in terms of units and not shares of stock. Each unit represents a proportionate interest in all assets of this fund. The value of each participant's account is determined each business day by the number of units to the participant's credit, multiplied by the current unit value. The return on a participant's investment is based on the value of units, which, in turn, is determined by the market price of the Delphi Automotive Common Stock, the amount of any dividends paid thereon, and any interest earned on short-term investments held by the fund.

General Motors Class H Common Stock Fund - Effective April 24, 2000, GM offered to exchange a prorated percentage of approximately 25% of GM Class H common stock for each share of \$1-2/3 par value common stock that was validly tendered and accepted by GM. All plan participants holding \$1-2/3 par value common stock were eligible to participate in the exchange offer. The prorated percentage (approximately 25%) was based on the number of \$1-2/3 par value shares tendered in the offer of approximately 335.8 million shares. The exchange was voluntary and expired on May 16, 2000. This exchange required the addition of GM Class H Common Stock Fund, which will remain as an investment option indefinitely; however, no further contributions or exchanges from any other investment options into the GM Class H Common Stock Fund will be permitted. Dividends, if any, paid on GM Class H Common Stock held will be reinvested back into the GM H Stock

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Fund.

Assets held in this fund are expressed in terms of units and not shares of stock. Each unit represents a proportionate interest in all assets of this fund. The value of each participant's account is determined each business day by the number of units to the participant's credit, multiplied by the current unit value. The return on a participant's investment is based on the value of units, which, in turn, is determined by the market price of the GM Class H Common Stock, the amount of any dividends paid thereon, and any interest earned on short-term investments held by the fund.

First Union Financial Corp. Common Stock - Activity is limited to the reinvestment of earnings and participant distributions. See information regarding Wachovia Corporation Stock Fund.

- 14 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Wachovia Corporation Stock Fund - Effective September 4, 2001, First Union Corporation and Wachovia Corporation merged and created the new Wachovia Corporation. The First Union shares were converted to Wachovia Shares on a one-for-one basis.

Raytheon Class A Common Stock Fund - Effective December 17, 1997, GM spun-off the defense electronics business of Hughes Electronics, a GM subsidiary (Hughes Defense), to holders of \$1-2/3 par value and Class H common stock, which was immediately followed by the merger of Hughes Defense with Raytheon Company. In connection with the above transaction, Raytheon Class A common stock was distributed to holders of GM \$1-2/3 par value and Class H common stocks. Plan participants holding Class H Common Stock Fund units were allocated approximately .81 units of Raytheon Class A units for each unit of GM Class H held. Plan participants holding GM \$1-2/3 par value Common Stock Fund units were allocated approximately .08 units of Raytheon Class A unit for each unit of GM \$1-2/3 held. The determination of the allocation ratio for units was based on the number of units held in the Plan. Such exchange was recorded as a stock dividend and totaled approximately \$314 million of which \$172 million and \$142 million were distributed to \$1-2/3 par value common stockholders and Class H common stockholders, respectively.

This exchange required the addition of Raytheon Unitized Common Stock Fund, which will remain as an investment option through December 31, 2002; however, no further contributions or exchanges from any other investment options into the Raytheon Unitized Common Stock Fund will be permitted during that time. Dividends, if any, paid on Raytheon Class A Common Stock held will be invested in an income fund investment option prior to allocation to participant's accounts.

Assets held in this fund are expressed in terms of units and not shares of stock. Each unit represents a proportionate interest in all assets of this fund. The value of each participant's account is determined each business day by the number of units to the participant's credit, multiplied by the current unit value. The return on a participant's investment is based on the value of units, which, in turn, is determined by the market price of

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the Raytheon Class A Common Stock, the amount of any dividends paid thereon, and any interest earned on short-term investments held by the fund.

Raytheon Common Stock Fund - Effective May 15, 2001, shares of Raytheon Class A Common Stock Fund underwent a one-for-one stock swap and were replaced by shares of Raytheon Common Stock.

- 15 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

The number of participants in each Investment Fund or Option as of December 31, 2001 and 2000 is shown below. The sum of participation by Investment Fund or Option is greater than the total number of Plan participants because participation is allowed in more than one fund or option.

| Option ----- | 2001 ---- | 2000 ---- |
|--|--------------|--------------|
| Fidelity Growth & Income Fund | 4,122 | 4,134 |
| Fidelity Magellan Fund | 4,195 | 4,167 |
| Fidelity Contrafund | 2,649 | 2,763 |
| Fidelity Managed Income Fund | 1,388 | 1,328 |
| Fidelity Asset Manager Fund | 1,342 | 1,339 |
| Fidelity Retirement Government Money Market Fund | 5,294 | 5,538 |
| Fidelity OTC Portfolio Fund | 2,102 | 2,258 |
| Fidelity Overseas Fund | 1,861 | 1,884 |
| Fidelity Blue Chip Fund | 2,124 | 1,890 |
| Fidelity Small Cap Stock Fund | 1,107 | 1,033 |
| Fidelity Aggressive Growth Fund | 1,360 | 1,116 |
| Fidelity Spartan U.S. Equity Index Fund | 902 | 726 |
| Fidelity Puritan Fund | 1,052 | 845 |
| Fidelity Ginnie Mae Fund | 860 | 609 |
| Fidelity U.S. Bond Index Fund | 811 | 367 |
| Fidelity Low-Priced Stock Fund | 683 | 150 |
| Fidelity Equity Income Fund | 382 | 118 |
| Fidelity Freedom Income Fund | 136 | 84 |
| Fidelity Freedom 2000 Fund | 115 | 104 |
| Fidelity Freedom 2010 Fund | 320 | 284 |
| Fidelity Freedom 2020 Fund | 505 | 470 |
| Fidelity Freedom 2030 Fund | 666 | 649 |
| Fidelity Freedom 2040 Fund | 66 | 21 |
| Fidelity Value Fund | 360 | 0 |
| Fidelity Diversified International Fund | 139 | 0 |
| Fidelity Strategic Income Fund | 0 | 0 |
| General Motors Unitized Common Stock Fund | 8,318 | 7,649 |
| Delphi Automotive Unitized Common Stock Fund | 3,637 | 4,172 |
| General Motors Class H Common Stock Fund | 580 | 670 |
| First Union Financial Corp. Common Stock | 0 | 21 |
| Wachovia Corporation Stock Fund | 17 | 0 |
| Raytheon Common Stock Fund | 1,874 | 0 |
| Raytheon Class A Common Stock Fund | 0 | 2,069 |

8. LOANS RECEIVABLE FROM PARTICIPANTS

Active participants in the Plan are generally eligible to borrow from the

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Plan up to the lesser of \$50,000 or 50% of the participant's vested account balance. Interest on participant loans is determined by the Plan Administrator based on rates offered by commercial lenders for similar type loans. Loan repayments are in level monthly installments over a term not to exceed five years. Loans are funded through the liquidation of the participant's related investments. Repayments of principal are reinvested based upon the participant's current investment options. During the year ended December 31, 2001, there were approximately \$3,147,000 and \$2,796,000 of new borrowings and principal repayments, respectively. During the year ended December 31, 2000, there were approximately \$4,180,000 and \$2,906,000 of new borrowings and principal repayments, respectively. At December 31, 2001, there were 1,194 loans outstanding

- 16 -

with an average balance and interest rate of \$4,782 and 8.63%, respectively. At December 31, 2000, there were 1,107 loans outstanding with an average balance and interest rate of \$5,287 and 9.21%, respectively.

Two employees of the Group who serve on the Pension Committee also have outstanding loans receivable. Loan activity for these individuals for the years ended December 31, 2001 and 2000 is as follows:

| | 2001 | 2000 |
|--------------------------------|--------|----------|
| | ---- | ---- |
| New Loans | - | \$11,500 |
| Principal Repayments | 12,015 | 14,316 |
| Average Balance at December 31 | 16,837 | 15,581 |
| Average Rate | 9.00% | 9.040% |

9. TAX STATUS

The Plan obtained its latest determination letter on July 13, 1995 in which the Internal Revenue Service ("IRS") stated that the Plan, subject to the adoption of several technical amendments, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan adopted the technical amendments on August 9, 1995 to comply with the requirements noted in the letter. Therefore, no provision for income taxes has been included in the Plan's financial statements. The plan has submitted an application for a determination letter request to the IRS on December 14, 2001 based on the plan's complete restatement effective January 1, 2001.

10. RELATED PARTY TRANSACTIONS

Advisory, auditing and accounting services are paid for by the Group on behalf of the Plan. Costs for such outside services amounted to approximately \$223,000 and \$282,000 during the years ended December 31, 2001 and 2000, respectively. The administrative expenses relating to the funds are paid directly by the participants from the fund's assets and are factored into the net asset value.

The Plan has invested in common stock of General Motors Corporation ("GM"), the indirect parent of the Group. See Note 12 for more detailed financial information. During the years ended December 31, 2001 and 2000, the Plan had the following GM stock transactions:

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| | 2001 ---- | 2000 ---- |
|----------------------------------|--------------|--------------|
| Total dollar amount of purchases | \$21,641,714 | \$21,915,096 |
| Total dollar amount of sales | 8,948,748 | 13,089,496 |

-17-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

11. SCHEDULE OF INVESTMENTS EXCEEDING 5% OF NET ASSETS

| Identity of Issue | December 31, | |
|---|--------------|--------------|
| | 2001 ---- | 2000 ---- |
| Fidelity Management Trust Company: | | |
| Growth and Income Fund (1,130,466 and 1,063,464 shares, respectively) | \$42,256,822 | \$44,771,817 |
| Magellan Fund (303,929 and 269,566 shares, respectively) | 31,675,539 | 32,159,193 |
| Contrafund (505,003 and 475,305 shares, respectively) | 21,598,983 | 23,370,751 |
| Managed Income Fund (21,143,313 and 19,810,524 shares, respectively) | 21,143,313 | 19,810,524 |
| Retirement Government Money Market (145,410,539 shares) | 15,410,539 | - |
| Asset Manager Fund (804,322 shares) | - | 13,528,701 |
| General Motors Unitized Common Stock Fund* (4,004,296 and 3,120,101 shares, respectively) | 46,249,623 | 36,380,378 |

* Nonparticipant-directed

-18-

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

12. NONPARTICIPANT-DIRECTED INVESTMENTS

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| | At December 31, | |
|---|-----------------------|--------------|
| | 2001 | 2000 |
| | ---- | ---- |
| Net Assets - | | |
| Common stock | \$49,887,958 | \$39,748,173 |
| | | |
| | Year End December 31, | |
| | 2001 | 2000 |
| | ---- | ---- |
| Interest and dividends | 1,805,871 | \$1,425,473 |
| Net depreciation in fair value of investments | (2,214,292) | (15,491,901) |
| Contributions: | | |
| Employee | 1,710,152 | 1,143,694 |
| Employer - gross | 15,532,348 | 13,337,947 |
| | ----- | ----- |
| Total contributions | 17,242,500 | 14,481,641 |
| Distributions to participants | (3,038,150) | (3,308,137) |
| Rollovers | 209,142 | 207,932 |
| Transfers among investment options | (3,865,286) | (4,998,157) |
| | ----- | ----- |
| Increase (decrease) in net assets available for benefits; during the year | 10,139,785 | (7,683,149) |
| Net assets available for Benefits, beginning of Year; | 39,748,173 | 47,431,322 |
| | ----- | ----- |
| Net assets available for Benefits, end of year | 49,887,958 | \$39,748,173 |
| | ===== | ===== |

- 19 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Schedule H, Item 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2001

| Identity of Issue | Description of Investment | Cost |
|-------------------|---------------------------|-------|
| ----- | ----- | ----- |

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| | | |
|---|--|-------------|
| | Participant Loans (Interest rates from 6.00% to 10.75%) | \$5,709,390 |
| Fidelity Management Trust Company Growth & Income Fund (2) | Growth & Income Fund | 43,057,203 |
| Fidelity Management Trust Company Magellan Fund (2) | Growth Fund | 33,605,377 |
| Fidelity Management Trust Company Contrafund (2) | Growth Fund | 25,405,628 |
| Fidelity Management Trust Company Managed Income Fund (2) | Stable Value Fund | 21,143,313 |
| Fidelity Management Trust Company Asset Manager Fund | Asset Allocation Fund | 14,267,708 |
| Fidelity Management Trust Company Retirement Government Money Market Fund (2) | Money Market Fund | 15,410,539 |
| Fidelity Management Trust Company OTC Portfolio Fund | Growth Fund | 16,055,195 |
| Fidelity Management Trust Company Overseas Fund | International Growth Fund | 9,769,119 |
| Fidelity Management Trust Company Blue Chip Growth Fund | Growth & Income Fund | 10,433,028 |
| Fidelity Management Trust Company Small Cap Stock Fund | Growth Fund | 4,484,121 |
| Fidelity Management Trust Company Aggressive Growth Fund | Growth Fund | 6,817,274 |
| Fidelity Management Trust Company Spartan U.S. Equity Index Fund | Growth Fund | 5,118,362 |

-20 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Schedule H, Item 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2001

| Identity of Issue | Description of Investment | Cost |
|-----------------------------------|---------------------------|-------|
| ----- | ----- | ----- |
| Fidelity Management Trust Company | | |

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| | | |
|---|---------------------------|-----------|
| Puritan Fund | Balanced Fund | 4,711,374 |
| Fidelity Management Trust Company Ginnie Mae Fund | Income Fund | 3,611,941 |
| Fidelity Management Trust Company U.S. Bond Index | Bond Fund | 3,387,664 |
| Fidelity Management Trust Company Low-Price Stock Fund | Growth Fund | 2,486,523 |
| Fidelity Management Trust Company Equity Income Fund | Growth Fund | 990,364 |
| Fidelity Management Trust Company Freedom Income Fund | Asset Allocation Fund | 372,265 |
| Freedom 2000 Fund | Asset Allocation Fund | 634,182 |
| Freedom 2010 Fund | Asset Allocation Fund | 2,674,462 |
| Freedom 2020 Fund | Asset Allocation Fund | 3,596,971 |
| Freedom 2030 Fund | Asset Allocation Fund | 3,505,789 |
| Freedom 2040 Fund | Asset Allocation Fund | 115,336 |
| Fidelity Management Trust Company Value Fund | Growth Fund | 975,547 |
| Fidelity Management Trust Company Diversified International Fund | International Growth Fund | 309,878 |
| Fidelity Management Trust Company Strategic Income Fund | Bond Fund | 1,049 |

- 21 -

THE GMAC MORTGAGE GROUP SAVINGS INCENTIVE PLAN

Schedule H, Item 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2001

| Identity of Issue | Description of Investments | Cost |
|---|----------------------------|------------|
| Fidelity Management Trust Company General Motors Unitized Common Stock Fund (1) (2) | Common Stock Fund | 48,857,142 |
| Fidelity Management Trust Company Delphi Automotive Unitized Common Stock Fund (1) | Common Stock Fund | 2,994,801 |

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| | | |
|--|-------------------|---------------------------------|
| Fidelity Management Trust Company GM Class H Common (1) | Common Stock Fund | 817,913 |
| Wachovia Wachovia Corporation Stock Fund | Common Stock Fund | 277,655 |
| Raytheon Corp Raytheon Common Stock (1) | Common Stock Fund | 600,212 |
| | TOTAL | ----- \$292,197,326 ===== |

(1) Party in interest.

(2) Individual investment represents 5% or more of the Plan's net assets.