

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

GENERAL MOTORS CORP
Form 11-K
June 27, 2003

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, 2002

OR

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

ACT OF 1934

For the transition period from _____ to _____

Commission file number 33-19551

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS

(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	Page No.

Saturn Individual Savings Plan for Represented Members:	
Independent Auditors' Report.	3
Statements of Net Assets Available for Benefits as of December 31, 2002 and 2001.	4
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2002 and 2001.	5
Notes to Financial Statements	6
Supplemental schedules have been omitted due to the absence of the conditions under which they are required.	
(b) EXHIBIT	

Exhibit 23 - Independent Auditors' Consent.	16
Exhibit 99.1 - Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	17
Exhibit 99.2 - Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	18

SIGNATURE

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

Saturn Individual Savings Plan
for Represented Members

(Name of plan)

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

Date June 27, 2003

By:

/s/G. Richard Wagoner, Jr.

(G. Richard Wagoner, Jr., Chairman
of the Board of Directors)

- 2 -

INDEPENDENT AUDITORS' REPORT

Saturn Individual Savings Plan
for Represented Members:

We have audited the accompanying statements of net assets available for benefits of the Saturn Individual Savings Plan for Represented Members (the "Plan") as of December 31, 2002 and 2001, 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, 2002 and 2001, 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.

/s/DELOITTE & TOUCHE LLP

Nashville, Tennessee
June 20, 2003

- 3 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2002 AND 2001

	2002 -----	2001 -----
ASSETS:		
Investment in the General Motors Savings Plan Master Trust (Notes A,C and D)	\$263,915,971 -----	\$277,841,148 -----
Total assets	263,915,971 -----	277,841,148 -----
NET ASSETS AVAILABLE FOR BENEFITS	\$263,915,971 =====	\$277,841,148 =====

Reference should be made to the Notes to Financial Statements.

- 4 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

	2002 -----	2001 -----
ADDITIONS:		
Participants contributions:		
After-tax	\$ 6,304,792	\$ 5,347,638
Tax-deferred	22,464,222	20,736,761
Rollover	162,852	390,410

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

Total contributions	28,931,866	26,474,809
Total additions	28,931,866	26,474,809
DEDUCTIONS:		
Net investment loss from the General Motors Savings Plan Master Trust (Note D)	(35,429,490)	(26,217,209)
Benefits paid to participants	(7,427,553)	(12,031,231)
Total deductions	(42,857,043)	(38,248,440)
NET DECREASE	(13,925,177)	(11,733,631)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	277,841,148	289,614,779
End of year	\$263,915,971	\$277,841,148

Reference should be made to the Notes to Financial Statements.

- 5 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS

NOTES TO FINANCIAL STATEMENTS

A. PLAN DESCRIPTION

Saturn Corporation ("Saturn"), a wholly-owned subsidiary of General Motors

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

Corporation (the "Corporation"), has established a defined contribution plan, the Saturn Individual Savings Plan for Represented Members (the "Plan"). The Finance Committee of the Board of Directors of the Corporation acts as the Plan fiduciary and, along with various officers, employees, and committees with authority delegated by the Plan fiduciary, controls and manages the operation and administration of the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). General Motors Investment Management Corporation ("GMIMCo") acts as the Plan fiduciary for investment purposes. State Street Bank and Trust Company (the "Trustee") acts as the trustee of the Plan. The Plan provides eligible represented members with tax-deferred and after-tax voluntary savings opportunities. The following brief description of the Plan is provided for general information purposes only. Refer to the Plan document for a comprehensive description of the Plan's provisions.

Participation

Eligibility in the Plan is restricted to regular employees of Saturn compensated fully or partly by salary who are represented by the United Auto Workers ("UAW") or other labor organizations which have adopted the Plan. Employees who are classified as contract or leased employees are not eligible to participate. Eligible employees may participate in the Plan and accumulate savings as of the first day of employment. Employees on approved disability leaves of absence, or certain special leaves of absence, remain eligible to accumulate savings for a period of one year while on such leaves.

Participant Contributions

Participants direct the investment of their contributions (as well as Saturn matching contributions prior to January 1, 1992) into various investment options offered by the Plan. Participants may elect to contribute to the Plan in several ways:

- o Participants may contribute up to 40% of eligible earnings on an after-tax basis whereby the contributions are included in the participant's taxable income in the period of contribution ("After-Tax Savings").
- o Participants may contribute up to 40% of eligible earnings, not to exceed the annual Internal Revenue Service ("IRS") maximum deferral amount, on a tax-deferred basis, whereby the contributions are excluded from the participant's taxable income until such amounts are distributed to the participant from the Plan ("Tax-Deferred Savings").
- o Participants may elect to combine the above contribution methods, provided the contribution limitations noted above are not exceeded.
- o Participants who have transferred to Saturn from another unit of the Corporation are allowed to transfer assets into the Plan from the General Motors Corporation Personal Savings Plan Trust.
- o Newly hired employees are permitted to make a rollover contribution equal to the taxable portion of cash proceeds received from a previous employer's qualified savings plan ("Rollover Contributions").

Investment Options

The participants must direct how their contributions are to be invested. A description of each investment option offered under the Plan follows:

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

FOR REPRESENTED MEMBERS NOTES TO FINANCIAL STATEMENTS - Continued

General Motors ("GM") Corporation Common Stock Funds \$1-2/3 Par Value and Class H, \$0.10 Par Value - Under these investment options, contributions are invested by the Trustee primarily in the respective General Motors common stock. Assets held in these funds are expressed in terms of units and not shares of stock. Each unit represents a proportionate interest in all of the assets of the respective GM Common Stock Funds. The number of units credited to each participant's account within the Plan is determined by the amount of the participant's contributions and the purchase price of a unit in the respective GM Common Stock Fund. The value of each participant's account is determined each business day on which the New York Stock Exchange is open ("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 respective GM common stock, the amount of any dividends paid thereon, and by interest earned on short-term investments held by each fund.

Each participant directs the Trustee how to vote common stock shares allocated to his or her account. The Trustee will not exercise voting rights with respect to those shares for which a direction has not been received by the required deadline.

Raytheon Class A Common Stock Fund - Effective December 17, 1997, the Corporation spun-off the defense electronics business of Hughes Electronics Corporation, a subsidiary of the Corporation ("Hughes Defense"), to holders of GM \$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 the GM \$1-2/3 par value and Class H common stocks.

Such distribution required the addition of the Raytheon Class A Common Stock Fund as an investment option. The Raytheon Class A Common Stock Fund was an investment option through December 31, 2002. No new contributions or exchanges from any other investment options into the Raytheon Class A Common Stock Fund are permitted. Dividends, if any, paid on Raytheon Class A common stock held by the Plan will be invested in the Promark Income Fund investment option prior to allocation to participants' 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 of the 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 Raytheon Class A common stock, and by interest earned on short-term investments held by the fund.

Delphi Common Stock Fund - On May 28, 1999, the Corporation completed the spin-off of Delphi Corporation ("Delphi"). In connection with that spin-off, Delphi common stock was distributed to holders of GM \$1-2/3 par value common stock. Such distribution required the addition of the Delphi Common Stock Fund as an investment option. Plan participants holding units in the GM \$1-2/3 Par Value Common Stock Fund were allocated approximately 70 units in the Delphi Common Stock Fund for each unit held in the GM \$1-2/3 Par Value Common Stock Fund. Such distribution was recorded as a stock dividend, in which a total of \$887 million of Delphi common stock was distributed to GM \$1-2/3 par value common stockholders.

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

The Delphi Common Stock Fund will remain as an investment option; however, no further contributions or exchanges from any other investment option into the Delphi Common Stock Fund will be permitted.

Assets held in this fund are expressed in terms of units and not shares of stock. Each unit represents a proportionate interest in all of the 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 Delphi common stock and by interest earned on short-term investments held by the fund.

The Corporation has chosen to invest the General Motors Common Stock Funds, the Raytheon Class A Common Stock Fund, and the Delphi Common Stock Fund in commingled funds managed by the Trustee. The Trustee is responsible for anticipating liquidity needs and maintaining sufficient cash levels to process participant transactions, determining the daily number of shares of each individual common stock to be purchased or sold, and obtaining the best prices for any purchases or sales.

Promark Large Cap Index Fund - Under this investment option, contributions are invested in a portfolio of common stocks managed by the SSgA Funds Management, Inc. ("SSgA"). SSgA maintains a portfolio which is designed to match the performance of the Standard and Poor's 500 Index ("S&P Index"). The S&P Index is a broad-based index of large companies which operate in a wide variety of industries and market sectors and which represent over two-thirds of the market capitalization of all publicly traded common stocks in the United States.

Assets invested in the fund are expressed in terms of units. The number of units credited to a participant's account within the Plan is determined by the amount of participant's contributions and the current value of each unit in the 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.

- 8 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

Promark Funds - There are seventeen Promark Funds as investment options for participants in the Plan. These funds have a variety of investment strategies, and the funds are managed by General Motors Trust Company ("GMTC"), a wholly-owned subsidiary of the Corporation, and a party-in-interest. GMTC selects and monitors investment advisors for each fund. Participants should refer to the prospectus for further information about the investment strategy of each fund, and the risks associated with each fund.

Assets invested in the Promark funds are expressed in terms of units. The number of units credited to a participant's account within the Plan is determined by the amount of participant's contributions and the current value of each unit in the respective Promark 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 value.

Mutual Funds - This option is comprised of fifty-two mutual funds managed by Fidelity Investments, Neuberger Berman, Domini Social Investment LLC and SSgA Funds Management, Inc. (See Note C). Each mutual fund has a different objective and investment strategy. To pursue their objectives, the mutual fund managers invest in a wide variety of investments. Participants should refer to the prospectus for each mutual fund for further information about the investment strategy of each mutual fund, and the risks associated with each mutual fund.

Participant Loans - Participants may borrow once per calendar year from both their tax-deferred and after-tax savings assets. The amount and term of the loans are limited under the Plan. Loans bear a rate of interest equal to the prime lending rate as of the last business day of the calendar quarter immediately preceding the date the participant gives appropriate direction for a loan to the Plan recordkeeper (interest rates for outstanding loans at December 31, 2002 ranged from 4.25% to 9.5%). Interest paid on the loans is credited back to the borrowing participant's account in the Plan. No earnings accrue to the assets liquidated for the loan. At December 31, 2002 and 2001, loans to participants were \$14,884,418 and \$15,006,514, respectively. Repayment of loans is generally made through after-tax payroll deductions and are invested in the same discretionary investment options that the participant selected for their savings contributions. Partial and total repayment of loans is permitted at any time, without penalty. Loans not repaid within the loan term are deemed to be distributions from the participant's account.

Vesting

Participant contributions vest immediately. Saturn matched participant contributions were made through January 1, 1992 and earnings thereon vest fully upon the attainment of five years of service, death, total and permanent disability, or retirement. Effective January 1, 1992, matching of participant contributions by Saturn was discontinued.

- 9 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

Distributions

Participants may generally withdraw their Tax-Deferred Savings after they reach age 59-1/2 or prior to age 59-1/2 for Financial Hardship, as defined in the Plan document. After-Tax Savings, vested Saturn matched contributions, and related earnings may be withdrawn any time upon a participant's request. Upon termination of employment, a final distribution of assets is made unless termination is by retirement or the participant's account exceeds \$1,000. In those instances, the distribution may be deferred until April 1 of the year after the participant reaches the age of 70-1/2. Participants who continue working beyond reaching the age of 70-1/2 are not required to begin distribution.

There were no distributions payable to participants included in net assets available for benefits as of December 31, 2002 and 2001.

Transfers

Participants may transfer assets between investment options at any time, with certain limitations.

Termination of the Plan

Although it has not expressed any intent to do so, Saturn has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination, partial termination, or complete discontinuance of contributions, the administrator may direct the Trustee to:

- o continue to administer the Plan and pay account balances in accordance with the Plan's distribution policy described above, or
- o distribute the assets remaining in the Plan in a lump sum to participants and beneficiaries in proportion to their respective account balances.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed in the preparation of the Plan's financial statements are as follows:

- o The financial statements of the Plan are prepared under accounting principles generally accepted in the United States of America using the accrual method of accounting.
- o Investments are stated at fair value, except for investment contracts, which are stated at contract value which approximates fair value, and loans to participants, which are stated at cost which approximate fair value. Fair values are calculated by reference to published market quotations, where available; where not available for certain investments, various bases, including cost, are used in determining estimates of fair values. Contract value represents contributions made under the investment contracts, plus interest, less withdrawals and administrative expenses charged by the issuer of the contract.

- o Securities transactions are recorded on the date the trades are executed.

- 10 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

- o Investment income is recognized as earned based on the terms of the investments and the periods during which the investments are owned by the Plan.
- o The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.
- o Certain costs of Plan administration are paid by Saturn.

- 11 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

C. INVESTMENTS

All of the investments in the Plan are held in the General Motors Savings Plan Master Trust (the "Master Trust") as more fully described in Note D.

The guaranteed investment contracts ("contracts") owned by the Plan and held in the Master Trust matured during 2002 and no additional contracts were purchased during 2002. The average annualized yield on the contracts for the period held during 2002 and for the year ended December 31, 2001 was 6.86% and 5.61%, respectively.

The table below details the investment managers, the investment types (and interest rates, where applicable) and the Plan's carrying value of investments as of December 31, 2002 and 2001.

Investment Manager	Investment Type	2002	2001
State Street Bank and Trust	General Motors \$1-2/3 Par Value Common Stock	\$21,388,321*	\$16,262,418*
State Street Bank and Trust	General Motors Class H, \$0.10 Par Value Common Stock	2,985,156	4,128,925
State Street Bank and Trust	Delphi Common Stock	564,022	1,060,492
State Street Bank and Trust	Raytheon Class A Common Stock	169,151	197,711
State Street Bank and Trust	Promark Large Cap Index Fund	42,815,083*	56,769,396*
GMTC	Promark Funds	6,202,486	4,762,052
Neuberger Berman	Socially Responsible Trust	5,028	1,970
Domini	Social Equity Fund	8,192	9,357
	Total common/collective funds	74,137,439	83,192,321
Fidelity	Magellan	15,971,998*	21,239,792*
Fidelity	Contrafund	28,858,583*	31,732,299*
Fidelity	Other Mutual Funds	61,170,454**	69,441,558**
	Total mutual funds	106,001,035	122,413,649
GMTC	Promark Income Fund II	68,893,079*	51,014,147*

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

		-----	-----
Loans to Participants	4.25% to 9.5%	14,884,418*	15,006,514*
		-----	-----
New York Life	Investment Contract, 6.86%	-	6,214,517
		-----	-----
Total Investment Contracts		-	6,214,517
		-----	-----
TOTAL		\$263,915,971	\$277,841,148
		=====	=====

* Represents 5% or more of Plan assets.

** Represents the total of forty-nine (fifty as of December 31, 2001) individual mutual funds managed by Fidelity Investments, none of which exceed 5% or more of Plan assets.

- 12 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

D. THE MASTER TRUST

The Corporation established the Master Trust pursuant to a trust agreement among the Corporation, Saturn Corporation, and State Street Bank and Trust, as trustee of the funds, in order to permit the commingling of trust assets of several employee benefit plans for investment and administrative purposes. The assets of the Master Trust are held by State Street Bank and Trust.

Employee benefit plans participating in the Master Trust as of December 31, 2002 include the following:

- o General Motors Savings-Stock Purchase Program for Salaried Employees in the United States
- o General Motors Personal Savings Plan for Hourly-Rate Employees in the United States
- o Saturn Individual Savings Plan for Represented Members
- o General Motors Income Security Plan for Hourly-Rate Employees

Each participating employee benefit plan has an undivided interest in the net assets and changes therein of the Master Trust investment options in which the respective plan participates.

The net investment income of the common and commingled Master Trust investment funds (the GM Common Stock Funds, the EDS Common Stock Fund, the Raytheon Class A Common Stock Fund, the Delphi Common Stock Fund, the Promark Large Cap Index Fund, the Promark Funds, the Socially Responsible Trust and the Social Equity Fund) is allocated by the trustee to each participating plan based on that plan's interest in each commingled Master Trust investment fund, as compared with the total interest in each commingled Master Trust investment fund of all the participating plans at the beginning of the month. For all other investment options, the net investment income is separately earned by the respective employee benefit plan, and is thus recorded separately in the accounting records of the respective plan.

As of December 31, 2002 and 2001, the Plan had approximately a 1.51% and 1.37% interest in the Master Trust, respectively.

- 13 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Continued

The net assets available for benefits of all participating plans in the Master Trust at December 31, 2002 and 2001 are summarized as follows (dollars in thousands):

ASSETS:	2002	2001
	-----	-----
Investments:		
General Motors Corporation \$1-2/3 Par Value Common Stock	\$2,799,227	\$3,276,889
General Motors Corporation Class H \$0.10 Par Value Common Stock	444,377	641,826
Electronic Data Systems Common Stock	52,182	213,904
Delphi Corporation Common Stock	172,688	323,553
Raytheon Class A Common Stock	79,089	92,154
	-----	-----
Total Common Stock	3,547,563	4,548,326
	-----	-----
Mutual funds	4,954,961	6,360,525
Common and collective trusts	8,336,148	7,244,303
Guaranteed investment contracts	-	886,307
Loan funds	681,457	723,272
Fixed income fund	-	447,355
Other	40	25,961
	-----	-----
Total investments	17,520,169	20,236,049
	-----	-----
Receivables:		
Accrued investment income	25	316
	-----	-----
Total receivables	25	316

Edgar Filing: GENERAL MOTORS CORP - Form 11-K

Total assets	17,520,194	\$20,236,365
	=====	=====
LIABILITIES:		
Due to broker for securities purchased	1,331	1,322
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$17,518,863	\$20,235,043
	=====	=====

The total investment earnings of all participating plans in the Master Trust for the years ended December 31, 2002 and 2001 are summarized as follows (dollars in thousands):

	2002	2001
	-----	-----
Interest	\$ 49,170	\$ 61,216
Dividends	145,357	137,147
Net (depreciation) appreciation in fair value of investments:		
General Motors Corporation \$1-2/3 Par Value Common Stock	(760,290)	(103,711)
Mutual funds	(1,140,939)	(1,106,317)
Common and collective trusts	(501,491)	(368,087)
Other	(110,426)	176,067
	-----	-----
Total net depreciation	(2,513,146)	(1,402,048)
	-----	-----
Total investment losses	\$ (2,318,619)	\$ (1,203,685)
	=====	=====

- 14 -

SATURN INDIVIDUAL SAVINGS PLAN
FOR REPRESENTED MEMBERS
NOTES TO FINANCIAL STATEMENTS - Concluded

E. FEDERAL INCOME TAXES

The IRS has determined and informed Saturn by a letter dated February 6, 1998, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

F. RELATED PARTY TRANSACTIONS

The Plan and Master Trust enter into certain related party transactions. These generally include investments with trustees, fund managers, the Corporation and its subsidiaries. Such transactions are within the scope of the investment guidelines.

* * * * *