

GENERAL MOTORS ACCEPTANCE CORP

Form 10-Q/A

March 28, 2006

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549-1004
FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005, or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 1-3754

GENERAL MOTORS ACCEPTANCE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

38-0572512

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

**200 Renaissance Center
P.O. Box 200 Detroit, Michigan
48265-2000**

(Address of principal executive offices)
(Zip Code)

(313) 556-5000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) 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 No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of September 30, 2005, there were outstanding 10 shares of the issuer's \$.10 par value common stock.

Reduced Disclosure Format

The registrant meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form with the reduced disclosure format.

INDEX

General Motors Acceptance Corporation

Explanatory Note

General Motors Acceptance Corporation (the Company) hereby amends the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005, filed with the Securities and Exchange Commission on November 9, 2005. This amendment on Form 10-Q/A restates the Company's Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2005 and 2004 to correct the classification of certain amounts as more fully discussed in Note 1 to the accompanying Condensed Consolidated Financial Statements. In addition, the Company has amended Item 4, Controls and Procedures, to update the disclosure regarding disclosure controls and procedures and internal control over financial reporting.

All of the information in this Form 10-Q/A is as of November 9, 2005, the filing date of the original report on Form 10-Q and does not reflect events occurring since this date. However, all prior references to the 2004 Annual Report on Form 10-K, in the original report on Form 10-Q, have been modified in this report to reference the Company's most recent information which is filed in its 2005 Annual Report on Form 10-K.

Except for the matters discussed above, no other information included in the original report on Form 10-Q is amended by this Form 10-Q/A.

	Page
Part I Financial Information	
Item 1.	
Financial Statements (unaudited)	
<u>Condensed Consolidated Statement of Income for the Third Quarter and Nine Months Ended September 30, 2005 and 2004 (as restated)</u>	3
<u>Condensed Consolidated Balance Sheet as of September 30, 2005 and December 31, 2004</u>	4
<u>Condensed Consolidated Statement of Changes in Stockholder's Equity for the Nine Months Ended September 30, 2005 and 2004 (as restated)</u>	5
<u>Condensed Consolidated Statement of Cash Flows for the Nine Months Ended September 30, 2005 (as restated) and 2004 (as restated)</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7
Item 2.	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	20
Item 3.	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	*
Item 4.	
<u>Controls and Procedures</u>	42
Part II Other Information	
Item 1.	
<u>Legal Proceedings</u>	43
Item 2.	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	*
Item 3.	
<u>Defaults Upon Senior Securities</u>	*
Item 4.	
<u>Submission of Matters to a Vote of Security Holders</u>	*
Item 5.	
<u>Other Matters</u>	43
Item 6.	
<u>Exhibits</u>	43
Signatures	44
Index of Exhibits	45
<u>Computation of Ratio of Earnings to Fixed Charges</u>	
<u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)</u>	

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Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)

Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350

* Item is omitted pursuant to the Reduced Disclosure Format, as set forth on the cover page of this filing.

Table of ContentsCondensed Consolidated Statement of Income (unaudited)
General Motors Acceptance Corporation

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	(As restated See Note 1) 2004	2005	(As restated See Note 1) 2004
Revenue				
Consumer	\$2,448	\$2,604	\$7,438	\$7,643
Commercial	638	549	2,009	1,601
Loans held for sale	451	280	1,179	918
Operating leases	1,787	1,615	5,202	4,878
Total revenue	5,324	5,048	15,828	15,040
Interest and discount expense	3,320	2,398	9,370	6,874
Net revenue before provision for credit losses	2,004	2,650	6,458	8,166
Provision for credit losses	385	548	915	1,445
Net revenue	1,619	2,102	5,543	6,721
Insurance premiums and service revenue earned	975	907	2,822	2,643
Mortgage banking income	809	501	1,929	1,474
Investment income	264	160	918	640
Other income	1,240	913	3,244	2,549
Total net revenue	4,907	4,583	14,456	14,027
Expense				
Depreciation expense on operating lease assets	1,329	1,208	3,888	3,613
Compensation and benefits expense	845	723	2,428	2,185
Insurance losses and loss adjustment expenses	593	578	1,779	1,774
Other operating expenses	1,089	1,140	2,995	2,966
Total noninterest expense	3,856	3,649	11,090	10,538
Income before income tax expense	1,051	934	3,366	3,489
Income tax expense	376	314	1,147	1,259
Net income	\$675	\$620	\$2,219	\$2,230

The Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Table of ContentsCondensed Consolidated Balance Sheet (unaudited)
General Motors Acceptance Corporation

<i>(in millions)</i>	September 30, 2005	December 31, 2004
Assets		
Cash and cash equivalents	\$21,317	\$22,718
Investment securities	16,400	14,960
Loans held for sale	17,581	19,934
Reporting segment held for sale	18,748	
Finance receivables and loans, net of unearned income		
Consumer	137,832	150,449
Commercial	42,555	53,210
Allowance for credit losses	(3,237)	(3,422)
Total finance receivables and loans, net	177,150	200,237
Investment in operating leases, net	29,824	26,072
Notes receivable from General Motors	5,356	4,921
Mortgage servicing rights, net	3,763	3,890
Premiums and other insurance receivables	1,889	1,763
Other assets	22,166	29,644
Total assets	\$314,194	\$324,139
Liabilities		
Debt		
Unsecured	\$141,753	\$177,003
Secured	104,977	91,957
Total debt	246,730	268,960
Interest payable	2,916	3,394
Liabilities related to reporting segment held for sale	12,319	
Unearned insurance premiums and service revenue	5,081	4,727
Reserves for insurance losses and loss adjustment expenses	2,571	2,505
Accrued expenses and other liabilities	17,889	18,382
Deferred income taxes	3,861	3,754
Total liabilities	291,367	301,722
Stockholder s equity		
Common stock, \$.10 par value (10,000 shares authorized, 10 shares issued and outstanding) and paid-in capital	5,760	5,760
Retained earnings	16,210	15,491
Accumulated other comprehensive income	857	1,166
Total stockholder s equity	22,827	22,417
Total liabilities and stockholder s equity	\$314,194	\$324,139

The Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

Condensed Consolidated Statement of Changes in
 Stockholder's Equity (unaudited)
 General Motors Acceptance Corporation

Nine months ended September 30, <i>(in millions)</i>	2005	(As restated See Note 1) 2004
Common stock and paid-in capital		
Balance at beginning of year	\$5,760	\$5,641
Increase in paid-in capital		129
Balance at September 30,	5,760	5,770
Retained earnings		
Balance at beginning of year	15,491	14,078
Net income	2,219	2,230
Dividends paid	(1,500)	
Balance at September 30,	16,210	16,308
Accumulated other comprehensive income		
Balance at beginning of year	1,166	517
Other comprehensive (loss) income	(309)	97
Balance at September 30,	857	614
Total stockholder's equity		
Balance at beginning of year	22,417	20,236
Increase in paid-in capital		129
Net income	2,219	2,230
Dividends paid	(1,500)	
Other comprehensive (loss) income	(309)	97
Total stockholder's equity at September 30,	\$22,827	\$22,692
Comprehensive income		
Net income	\$2,219	\$2,230
Other comprehensive (loss) income	(309)	97
Comprehensive income	\$1,910	\$2,327

The Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Table of ContentsCondensed Consolidated Statement of Cash Flows (unaudited)
General Motors Acceptance Corporation

Nine months ended September 30, <i>(in millions)</i>	(As restated See Note 1) 2005 (a)	(As restated See Note 1) 2004
Operating activities		
Net cash (used in) provided by operating activities	(\$10,895)	\$5,438
Investing activities		
Purchases of available for sale securities	(14,100)	(7,602)
Proceeds from sales of available for sale securities	3,899	2,338
Proceeds from maturities of available for sale securities	6,800	4,819
Net maturities of held to maturity securities	42	3
Net increase in finance receivables and loans	(68,483)	(91,196)
Proceeds from sales of finance receivables and loans	95,596	79,430
Purchases of operating lease assets	(12,372)	(10,521)
Disposals of operating lease assets	4,846	5,942
Change in notes receivable from General Motors	(435)	(1,280)
Purchases of mortgage servicing rights, net	(100)	(276)
Acquisitions of subsidiaries, net of cash acquired		9
Other, net (b)	(838)	575
Net cash provided by (used in) investing activities	14,855	(17,759)
Financing activities		
Net change in short-term debt	(6,572)	3,065
Proceeds from issuance of long-term debt	49,097	56,659
Repayments of long-term debt	(50,813)	(44,750)
Other financing activities	5,020	3,763
Dividends paid	(1,500)	
Net cash (used in) provided by financing activities	(4,768)	18,737
Effect of exchange rate changes on cash and cash equivalents	(84)	25
Net decrease in cash and cash equivalents	(892)	6,441
Cash and cash equivalents at beginning of year	22,718	17,976
Cash and cash equivalents at September 30	\$21,826	\$24,417

(a) Includes \$509 of cash and cash equivalents classified as reporting segment held for sale as described in Note 1 of the Condensed Consolidated Financial Statements.

(b) Includes \$767 and \$754 for the nine months ended September 30, 2005 and 2004, respectively, related to securities lending transactions where cash collateral is received and a corresponding liability is recorded, both of which are presented in investing activities.

The Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

1 Basis of Presentation

General Motors Acceptance Corporation (GMAC or the Company) is a wholly-owned subsidiary of General Motors Corporation (General Motors or GM). The Condensed Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries and those variable interest entities (VIEs) where GMAC is the primary beneficiary, after eliminating all significant intercompany balances and transactions.

The Condensed Consolidated Financial Statements as of September 30, 2005 and for the third quarter and nine months ended September 30, 2005 and 2004 are unaudited but, in management's opinion, include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. Certain prior period amounts have been reclassified to conform to the current period presentation. The most significant reclassification relates to gains on disposals of operating leases, which were previously netted against depreciation expense on operating lease assets and now are reflected as a separate component of other operating expenses.

The interim period Consolidated Financial Statements, including the related notes, is condensed and in accordance with interim generally accepted accounting principles in the United States of America (GAAP). These interim period Condensed Consolidated Financial Statements should be read in conjunction with the Company's audited Consolidated Financial Statements, which are included in GMAC's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the United States Securities and Exchange Commission (SEC).

On August 3, 2005, the Company announced that it had entered into a definitive agreement to sell a sixty percent equity interest in GMAC Commercial Holding Corp. (GMAC Commercial Mortgage). The transaction is intended to allow GMAC Commercial Mortgage increased access to capital for continued growth of its business and GMAC to retain a significant economic interest. While the transaction received GMAC Board of Directors approval on August 2, 2005, it is expected that the transaction will be completed near the end of 2005, subject to all necessary conditions and approvals. For the third quarter and nine months ended September 30, 2005, GMAC Commercial Mortgage's earnings and cashflows are fully consolidated in GMAC's Condensed Consolidated Statement of Income and Statement of Cash Flows. However, as a result of the agreement to sell a sixty percent equity interest, the assets and liabilities of GMAC's Commercial Mortgage segment have been classified as held for sale separately in GMAC's Condensed Consolidated Balance Sheet at September 30, 2005. The following table presents GMAC Commercial Mortgage's major classes of assets and liabilities classified as held for sale and presented as of September 30, 2005.

(in millions)

September 30, 2005

Assets

Cash and cash equivalents	\$509
Investment securities	2,217
Loans held for sale	8,448
Finance receivables and loans, net of unearned income	3,382
Mortgage servicing rights, net	603
Other assets	3,589
Total assets of reporting segment held for sale	\$18,748

Liabilities	
Unsecured debt	\$2,395
Secured debt	4,501
Total debt	6,896
Accrued expenses and other liabilities	5,423
Total liabilities related to reporting segment held for sale	\$12,319

Restatements of Condensed Consolidated Financial Statements

GMAC's quarterly information for the third quarter and nine months ended September 30, 2004 has been restated from previously reported results to adjust for certain amounts that were recognized in the incorrect 2004 quarterly period. These adjustments did not impact GMAC's 2004 annual results, financial condition as of December 31, 2004 or cash flows for the year ended December 31, 2004 (see 2005 Annual Report on Form 10-K for restated 2004 Consolidated Statement of Cash Flows and also see restated cash flow information elsewhere in this Note), nor were the adjustments individually material to GMAC's quarterly Consolidated Financial Statements. Most of the adjustments related to items detected and recorded in the fourth quarter of 2004 at GMAC's residential mortgage businesses (GMAC Residential and GMAC-RFC) that related to earlier 2004 quarters. More specifically, certain of the

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

General Motors Acceptance Corporation

adjustments were identified and corrected through internal control remediation that occurred in connection with GMAC's Corporate Sarbanes-Oxley Section 404 program. The most significant of these adjustments involved the valuation of certain interests in securitized assets, accounting for deferred income taxes related to certain secured financing transactions and the income statement effects of consolidating certain mortgage transfers previously recognized as sales. The effects of the restatements are as follows:

Period ended September 30, 2004 (in millions)	Third Quarter		Nine Months	
	As previously reported (a)	As restated	As previously reported (a)	As restated
Total revenue	\$4,974	\$5,048	\$14,843	\$15,040
Interest and discount expense	2,367	2,398	6,801	6,874
Provision for credit losses	537	548	1,361	1,445
Total net revenue	4,662	4,583	14,220	14,027
Net income	\$656	\$620	\$2,302	\$2,230
Net income by reporting segment (b)				
North American Operations	\$133	\$133	\$745	\$745
International Operations	108	108	357	357
GMAC Residential	98	105	214	207
GMAC-RFC	145	101	539	473
GMAC Commercial Mortgage	59	59	135	135
Insurance Operations	95	95	261	261
Other	18	19	51	52
Net income	\$656	\$620	\$2,302	\$2,230

(a) Certain amounts have been reclassified to conform to the annual presentation, refer to Note 1 to GMAC's 2005 Annual Report on Form 10-K.

(b) Refer to Note 10 to the Condensed Consolidated Financial Statements for a description of GMAC's reporting segments.

Subsequent to the issuance of the Company's Condensed Consolidated Financial Statements as of and for the nine months ended September 30, 2005, the Company discovered that cash outflows related to certain mortgage loan originations and purchases were not appropriately classified as either operating cash flows or investing cash flows consistent with the original designation as loans held for sale or loans held for investment. In addition, proceeds from sales and repayments related to certain mortgage loans, which initially were classified as mortgage loans held for investment and subsequently transferred to mortgage loans held for sale, were reported as operating cash flows instead of investing cash flows in the Condensed Consolidated Statement of Cash Flows, as required by Statement of Financial Accounting Standards No. 102 *Statement of Cash Flows - Exemption of Certain Enterprises and Classification of Cash Flows from Certain Securities Acquired for Resale*. Finally, certain non-cash proceeds and transfers were not appropriately presented in the Condensed Consolidated Statement of Cash Flows.

The Company has restated its Condensed Consolidated Statement of Cash Flows for these amounts. The restatement of this information does not change total cash and cash equivalents. Furthermore, the restatement has no effect on the

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Company's Condensed Consolidated Statement of Income, Condensed Consolidated Balance Sheet or Condensed Consolidated Statement of Changes in Stockholder's Equity. The effect of the restatement on the Company's previously reported Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2005 and 2004 is as follows:

<i>(in millions)</i>	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Net cash (used in) provided by operating activities:		
As previously reported	(\$220)	\$8,039
As restated	(10,895)	5,438
Net cash provided by (used in) investing activities:		
As previously reported	\$4,180	(\$20,360)
As restated	14,855	(17,759)
Net cash (used in) provided by financing activities:		
As previously reported	(\$4,768)	\$18,737
As restated	(4,768)	18,737

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

General Motors Acceptance Corporation

Recently Issued Accounting Standards

Statement of Position 03-3 In December 2003, the American Institute of Certified Public Accountants issued Statement of Position 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer* (SOP 03-3), that addresses accounting for differences between contractual cash flows and cash flows expected to be collected from an investor's initial investment in loans or debt securities acquired in a transfer if those differences are attributable, at least in part, to credit quality. SOP 03-3 does not apply to loans originated by the entity. SOP 03-3 limits the accretible yield to the excess of the investor's estimate of undiscounted expected principal, interest and other cash flows (expected at acquisition to be collected) over the investor's initial investment in the loan and it prohibits carrying over or creating a valuation allowance for the excess of contractual cash flows over cash flows expected to be collected in the initial accounting of a loan acquired in a transfer. SOP 03-3 and the required disclosures were effective for loans acquired in fiscal years beginning after December 15, 2004. Adoption of SOP 03-3 did not have a material impact on the Company's financial condition or results of operations.

Statement of Financial Accounting Standards No. 154 In May 2005, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards 154, *Accounting Changes and Error Corrections* (SFAS 154), that addresses accounting for changes in accounting principle, changes in accounting estimates, changes required by an accounting pronouncement in the instance that the pronouncement does not include specific transition provisions and error correction. SFAS 154 requires retrospective application to prior periods' financial statements of changes in accounting principle and error correction unless impracticable to do so. SFAS 154 states an exception to retrospective application when a change in accounting principle, or the method of applying it, may be inseparable from the effect of a change in accounting estimate. When a change in principle is inseparable from a change in estimate, such as depreciation, amortization or depletion, the change to the financial statements is to be presented in a prospective manner. SFAS 154 and the required disclosures are effective for accounting changes and error corrections in fiscal years beginning after December 15, 2005.

Emerging Issues Task Force No. 04-5 In July 2005, the Emerging Issues Task Force released Issue 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-5). EITF 04-5 provides guidance in determining whether a general partner controls a limited partnership by determining the general partner's substantive ability to dissolve (liquidate) the limited partnership as well as assessing the substantive participating rights of the general partner within the limited partnership. EITF 04-5 states that if the general partner has substantive ability to dissolve (liquidate) or has substantive participating rights then the general partner is presumed to control that partnership and would be required to consolidate the limited partnership. EITF 04-5 is effective for all new limited partnerships and existing partnerships for which the partnership agreements are modified on June 29, 2005. This EITF is effective in fiscal periods beginning after December 15, 2005 for all other limited partnerships. The Company is currently reviewing the potential impact of EITF 04-5. It is not anticipated that adoption will have a material impact on the Company's financial condition or results of operations.

2 Mortgage Banking Income

The following table presents the components of mortgage banking income.

Period ended September 30 (in millions)	Third Quarter		Nine Months	
	2005	2004	2005	2004

Mortgage servicing fees	\$402	\$375	\$1,201	\$1,095
Amortization and impairment of mortgage servicing rights (a)	(95)	(367)	(594)	(866)
Net gains (losses) on derivatives related to MSRs (b)	(1)	208	92	253
Net loan servicing income	306	216	699	482
Gains from sales of loans	360	143	890	628
Mortgage processing fees	95	36	147	98
Other	48	106	193	266
Mortgage banking income (c)	\$809	\$501	\$1,929	\$1,474

(a) Includes additions to the valuation allowance representing impairment considered to be temporary.

(b) Includes Statement of Financial Accounting Standards 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133) hedge ineffectiveness, amounts excluded from the hedge effectiveness calculation and the change in value of derivative financial instruments not qualifying for hedge accounting.

(c) Excludes net gains realized upon the sale of investment securities used to manage risk associated with mortgage servicing rights, which are reflected as a component of investment income.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

3 Other Income

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	2004	2005	2004
Automotive receivable securitizations and sales				
Gains (losses) on sales:				
Wholesale securitizations	\$117	\$106	\$400	\$350
Retail automotive portfolio sales transactions	22	(1)	(27)	40
Retail automotive securitizations			(19)	12
Interest on cash reserves deposits	32	12	81	43
Service fees	37	14	81	41
Other	5	11	47	97
Total automotive receivable securitizations and sales	213	142	563	583
Real estate services	202	145	527	357
Interest and service fees on transactions with GM	118	102	350	271
Other interest revenue	119	63	314	208
Interest on cash equivalents	176	74	344	151
Full service leasing fees	44	35	131	111
Insurance service fees	9	34	85	100
Late charges and other administrative fees	42	41	123	120
Factoring commissions	19	19	56	58
Specialty lending fees	17	16	46	47
Fair value adjustment on certain derivatives (a)	(17)	15	(20)	(25)
Other	298	227	725	568
Total other income	\$1,240	\$913	\$3,244	\$2,549

(a) Refer to Note 8 to the Condensed Consolidated Financial Statements for a description of the Company's derivative and hedging activities.

4 Other Operating Expenses

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	2004	2005	2004
Insurance commissions	\$247	\$250	\$715	\$695
Technology and communications	155	141	437	398

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Advertising and marketing	71	191	282	337
Professional services	112	120	316	334
Premises and equipment depreciation	70	71	210	212
Rent and storage	66	61	198	186
Full service leasing vehicle maintenance costs	60	53	179	156
Lease and loan administration	54	47	148	132
Auto remarketing and repossession	51	42	131	99
Amortization of intangible assets	3	3	9	8
Operating lease disposal gain	(83)	(53)	(297)	(193)
Other	283	214	667	602
Total other operating expenses	\$1,089	\$1,140	\$2,995	\$2,966

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

5 Finance Receivables and Loans

The composition of finance receivables and loans outstanding was as follows:

<i>(in millions)</i>	September 30, 2005			December 31, 2004		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Consumer						
Retail automotive	\$60,324	\$18,220	\$78,544	\$73,911	\$18,829	\$92,740
Residential mortgages	55,763	3,525	59,288	54,643	3,066	57,709
Total consumer	116,087	21,745	137,832	128,554	21,895	150,449
Commercial						
Automotive:						
Wholesale	12,488	7,230	19,718	19,154	8,752	27,906
Leasing and lease financing	463	843	1,306	466	1,000	1,466
Term loans to dealers and other	2,636	730	3,366	2,890	787	3,677
Commercial and industrial	13,477	2,059	15,536	12,019	2,184	14,203
Real estate construction	2,543	86	2,629	2,658	152	2,810
Commercial mortgage (a)				2,024	1,124	3,148
Total commercial	31,607	10,948	42,555	39,211	13,999	53,210
Total finance receivables and loans (b)	\$147,694	\$32,693	\$180,387	\$167,765	\$35,894	\$203,659

(a) At September 30, 2005, \$3,409 (\$2,270 domestic and \$1,139 foreign) in GMAC Commercial Mortgage finance receivables and loans were transferred to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details.

(b) Total is net of unearned income of \$6,494 and \$7,621 as of September 30, 2005 and December 31, 2004, respectively.

The following table presents an analysis of the activity in the allowance for credit losses on finance receivables and loans.

Third Quarter ended September 30, <i>(in millions)</i>	2005			2004		
	Domestic	Commercial	Total	Consumer	Commercial	Total
Allowance at beginning of period	\$2,752	\$468	\$3,220	\$2,661	\$454	\$3,115
Provision for credit losses (a)	375	10	385	545	3	548

Charge-offs						
Domestic	(351)	(3)	(354)	(372)	(3)	(375)
Foreign	(50)	(5)	(55)	(57)	(4)	(61)
Total charge-offs	(401)	(8)	(409)	(429)	(7)	(436)
Recoveries						
Domestic	47		47	24	1	25
Foreign	11	2	13	21	1	22
Total recoveries	58	2	60	45	2	47
Net charge-offs	(343)	(6)	(349)	(384)	(5)	(389)
Transfers to reporting segment held for sale (b)		(27)	(27)			
Impacts of foreign currency translation	6	(1)	5	10	1	11
Securitization activity	1	2	3		1	1
Allowance at September 30,	\$2,791	\$446	\$3,237	\$2,832	\$454	\$3,286

- (a) Includes approximately \$160 for credit losses directly related to Hurricane Katrina. This provision was established based on management's best estimate of Hurricane Katrina's impact on the finance receivables and loan portfolio using currently available information. Because it is too early to determine with certainty the full extent of the impact, the estimate is based on judgment and subject to change as management continues to assess the matter.
- (b) At September 30, 2005, \$3,409 in GMAC Commercial Mortgage finance receivables and loans and the related allowance of \$27 were transferred to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

Nine Months ended September 30, <i>(in millions)</i>	2005			2004		
	Consumer	Commercial	Total	Consumer	Commercial	Total
Allowance at beginning of period	\$2,951	\$471	\$3,422	\$2,533	\$509	\$3,042
Provision for credit losses (a)	854	61	915	1,427	18	1,445
Charge-offs						
Domestic	(1,020)	(27)	(1,047)	(1,104)	(88)	(1,192)
Foreign	(148)	(18)	(166)	(178)	(6)	(184)
Total charge-offs	(1,168)	(45)	(1,213)	(1,282)	(94)	(1,376)
Recoveries						
Domestic	126	4	130	78	4	82
Foreign	35	3	38	65	3	68
Total recoveries	161	7	168	143	7	150
Net charge-offs	(1,007)	(38)	(1,045)	(1,139)	(87)	(1,226)
Transfers to reporting segment held for sale (b)		(27)	(27)			
Impacts of foreign currency translation	(6)	(18)	(24)	8		8
Securitization activity	(1)	(3)	(4)	3	14	17
Allowance at September 30,	\$2,791	\$446	\$3,237	\$2,832	\$454	\$3,286

- (a) Includes approximately \$160 for credit losses directly related to Hurricane Katrina. This provision was established based on management's best estimate of Hurricane Katrina's impact on the finance receivables and loan portfolio using currently available information. Because it is too early to determine with certainty the full extent of the impact, the estimate is based on judgment and subject to change as management continues to assess the matter.
- (b) At September 30, 2005, \$3,409 in GMAC Commercial Mortgage finance receivables and loans and the related allowance of \$27 were transferred to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details.

6 Mortgage Servicing Rights

The following table summarizes mortgage servicing rights activity and related amortization.

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	2004	2005	2004

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Balance at beginning of period	\$4,703	\$5,163	\$4,819	\$4,869
Originations and purchases	513	336	1,296	1,151
Amortization	(282)	(210)	(823)	(628)
Sales	(208)		(208)	
SFAS 133 hedge valuation adjustments	320	(467)	(18)	(230)
Transfers to reporting segment held for sale (a)	(603)		(603)	
Other than temporary impairment	(17)	(13)	(37)	(353)
Balance at September 30, Valuation allowance	4,426 (663)	4,809 (1,034)	4,426 (663)	4,809 (1,034)
Carrying value at September 30,	3,763	3,775	3,763	3,775
Estimated fair value at September 30,	\$3,763	\$3,882	\$3,763	\$3,882

(a) At September 30, 2005, \$603 in GMAC Commercial Mortgage mortgage servicing rights, net were transferred to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

General Motors Acceptance Corporation

The following table summarizes the change in the valuation allowance for mortgage servicing rights.

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	2004	2005	2004
Valuation allowance at beginning of period	\$867	\$890	\$929	\$1,149
Additions (deductions) (a)	(187)	157	(229)	238
Other than temporary impairment	(17)	(13)	(37)	(353)
Valuation allowance at September 30,	\$663	\$1,034	\$663	\$1,034

(a) Changes to the valuation allowance are reflected as a component of mortgage banking income.

For a description of mortgage servicing rights and the related hedging strategy, refer to Notes 1 and 10 to GMAC's 2005 Annual Report on Form 10-K.

7 Debt

The presentation of debt in the following table is classified between domestic and foreign based on the location of the office recording the transaction.

<i>(in millions)</i>	September 30, 2005			December 31, 2004		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Short-term debt						
Commercial paper	\$674	\$576	\$1,250	\$4,330	\$4,065	\$8,395
Demand notes	7,318	173	7,491	8,802	354	9,156
Bank loans and overdrafts	1,447	6,260	7,707	4,555	7,294	11,849
Repurchase agreements and other (a)	22,523	3,726	26,249	23,569	2,058	25,627
Total short-term debt	31,962	10,735	42,697	41,256	13,771	55,027
Long-term debt						
Senior indebtedness:						
Due within one year	32,084	10,229	42,313	26,757	10,537	37,294
Due after one year	138,329	22,888	161,217	152,680	22,685	175,365
Total long-term debt	170,413	33,117	203,530	179,437	33,222	212,659
Fair value adjustment (b)	478	25	503	1,205	69	1,274
Total debt (c)	\$202,853	\$43,877	\$246,730	\$221,898	\$47,062	\$268,960

- (a) Repurchase agreements consist of secured financing arrangements with third parties at the Company's Mortgage operations. Other primarily includes non-bank secured borrowings.
- (b) To adjust designated fixed rate debt to fair value in accordance with SFAS 133.
- (c) At September 30, 2005, \$6,896 in GMAC Commercial Mortgage debt was transferred to liabilities related to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Of the \$6,896, \$4,244 was domestic and \$2,652 was foreign; \$5,246 was short-term and \$1,650 was long-term. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details. Includes secured debt, as depicted by asset class in the following table.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

General Motors Acceptance Corporation

The following summarizes assets that are restricted as collateral for the payment of the related debt obligation primarily arising from securitization transactions accounted for as secured borrowings and repurchase agreements.

<i>(in millions)</i>	September 30, 2005		December 31, 2004	
	Assets	Related secured debt (a)	Assets	Related secured debt (a)
Loans held for sale	\$14,323	\$13,854	\$13,536	\$11,213
Mortgage assets held for investment	66,079	56,922	60,796	57,304
Retail automotive finance receivables	19,821	18,543	18,163	17,474
Investment securities	2,905	3,450	4,522	3,597
Investment in operating leases, net	11,225	9,962	1,098	1,032
Real estate investments and other assets	4,418	2,246	2,204	1,337
Total	\$118,771	\$104,977	\$100,319	\$91,957

(a) Included as part of secured debt are repurchase agreements of \$9,860 and \$9,905 where GMAC has pledged assets as collateral for approximately the same amount of debt at September 30, 2005 and December 31, 2004, respectively. Of the total amount of secured debt, approximately \$85,796 and \$75,230 at September 30, 2005 and December 31, 2004, respectively, represents debt from securitization transactions that is accounted for on-balance sheet as secured financings. As of September 30, 2005, \$4,250 and \$268 in GMAC Commercial Mortgage Repurchase Agreements and on-balance sheet debt from secured financings, respectively were transferred to liabilities related to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 to the Condensed Consolidated Financial Statements for details.

Liquidity Facilities

Liquidity facilities represent additional funding sources, if required. The financial institutions providing the uncommitted facilities are not legally obligated to fund such amounts. The following table summarizes the liquidity facilities maintained by the Company.

<i>(in billions)</i>	Committed facilities		Uncommitted facilities		Total liquidity facilities		Unused liquidity facilities	
	Sep 30, 2005	Dec 31, 2004	Sep 30, 2005	Dec 31, 2004	Sep 30, 2005	Dec 31, 2004	Sep 30, 2005	Dec 31, 2004
Automotive operations:								
Syndicated multi-currency global credit facility (a)	\$7.4	\$8.9	\$	\$	\$7.4	\$8.9	\$7.4	\$8.9
U.S. Mortgage operations (b)	3.5		3.6	7.6	7.1	7.6	4.0	3.9

Other:

U.S. asset-backed commercial paper liquidity and receivables facilities (c)	21.5	22.9			21.5	22.9	21.5	22.9
Other foreign facilities (d)	3.4	5.0	9.4	15.0	12.8	20.0	2.7	8.4
Total bank liquidity facilities (e)	35.8	36.8	13.0	22.6	48.8	59.4	35.6	44.1
Secured funding facilities (f)	111.0	47.3	11.8	12.0	122.8	59.3	76.5	30.9
Total	\$146.8	\$84.1	\$24.8	\$34.6	\$171.6	\$118.7	\$112.1	\$75.0

- (a) The entire \$7.4 is available for use by GMAC in the U.S., \$0.8 is available for use by GMAC (UK) plc and \$0.8 is available for use by GMAC International Finance B.V. in Europe.
- (b) In July 2005, the holding company for GMAC's residential mortgage business, Residential Capital Corporation, closed a \$3.5 syndication of its bank facilities, consisting of a \$1.75 syndication term loan, a \$875 million syndication line of credit committed through July 2008 and a \$875 million syndicated line of credit committed through July 2006.
- (c) Relates to New Center Asset Trust (NCAT) and Mortgage Interest Networking Trust (MINT), which are special purpose entities administered by GMAC for the purpose of funding assets as part of GMAC's securitization and mortgage warehouse funding programs. These entities fund assets primarily through the issuance of asset-backed commercial paper and represent an important source of liquidity to the Company. At September 30, 2005, NCAT commercial paper outstandings are \$5.5 and are not consolidated in the Company's Condensed Consolidated Balance Sheet. At September 30, 2005, MINT had commercial paper outstandings of \$2.9, which is reflected as secured debt in the Company's Condensed Consolidated Balance Sheet.
- (d) Consists primarily of credit facilities supporting operations in Canada, Europe, Latin America and Asia-Pacific.
- (e) The decline in total bank liquidity facilities from December 31, 2004 to September 30, 2005 is primarily the result of (i) reductions by facility providers in response to the series of negative ratings actions taken by rating agencies on GMAC's unsecured debt ratings and (ii) the strengthening of the U.S. dollar during the first nine months of 2005.
- (f) Consists of committed and uncommitted secured funding facilities with third-parties, including commitments with third-party asset-backed commercial paper conduits, as well as forward flow sale agreements with third-parties and repurchase facilities. Amounts include a five year commitment that GMAC entered into in July 2005 to sell up to \$55 of retail automotive receivables to a third-party purchaser. Under this arrangement, an initial sale of \$5 was completed in July 2005, with an ability to sell up to \$10 annually through June 2010.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

General Motors Acceptance Corporation

The syndicated multi-currency global credit facility includes a \$4.35 billion five-year facility (expires June 2008) and a \$3.0 billion 364-day facility (expires June 2006). The 364-day facility includes a term loan option, which, if exercised by GMAC prior to expiration, carries a one-year term. Additionally, a leverage covenant in the liquidity facilities and certain other funding facilities restricts the ratio of consolidated unsecured debt to total stockholder's equity to no greater than 11.0:1, under certain conditions. More specifically, the covenant is only applicable on the last day of any fiscal quarter (other than the fiscal quarter during which a change in rating occurs) during such times as the Company has senior unsecured long-term debt outstanding, without third-party enhancement, which is rated BBB+ or less (by Standard & Poor's), or Baa1 or less (by Moody's). GMAC's leverage ratio covenant was 7.3:1 at September 30, 2005, and the Company was, therefore, in compliance with this covenant. The leverage covenant calculation excludes from debt those securitization transactions accounted for as on-balance sheet secured financings.

8 Derivative Instruments and Hedging Activities

GMAC enters into interest rate and foreign currency futures, forwards, options and swaps in connection with its market risk management activities. In accordance with SFAS 133, as amended, GMAC records derivative financial instruments on the balance sheet as assets or liabilities at fair value. Changes in fair value are accounted for depending on the use of the derivative financial instrument and whether it qualifies for hedge accounting treatment. Refer to GMAC's 2005 Annual Report on Form 10-K for a more detailed description of GMAC's use of and accounting for derivative financial instruments.

The following table summarizes the pre-tax earnings effect for each type of accounting hedge classification, segregated by the asset or liability being hedged.

Period ended September 30, (in millions)	Third Quarter		Nine Months		Income Statement Classification
	2005	2004	2005	2004	
Fair value hedge ineffectiveness gain (loss):					
Debt obligations	(\$15)	\$49	\$19	\$47	Interest and discount expense
Mortgage servicing rights	26	5	35	47	Mortgage banking income
Loans held for sale	(13)	(4)	(28)	(11)	Mortgage banking income
Cash flow hedge ineffectiveness gain (loss):					
Debt obligations	5	2	3	(12)	Interest and discount expense
Economic hedge change in fair value:					
Off-balance sheet securitization activities:					
Financing operations	(17)	15	(20)	(25)	Other income
Mortgage operations		7	1	34	Mortgage banking income
Foreign currency debt (a)	7	5	(156)	(51)	Interest and discount expense
Loans held for sale or investment	56	(44)	16	(59)	Mortgage banking income
Mortgage servicing rights	(35)	180	4	51	Mortgage banking income

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Mortgage related securities	1	10	(32)	(72)	Investment income
Other	20	(86)	2	(47)	Other income
Total gain (loss)	\$35	\$139	(\$156)	(\$98)	

(a) Amount represents the difference between the changes in the fair values of the currency swap, net of the revaluation of the related foreign denominated debt.

In addition, net gains on fair value hedges excluded from assessment of effectiveness totaled \$8 million and \$23 million for the third quarter of 2005 and 2004, respectively, and \$53 million and \$155 million for the nine months ended 2005 and 2004, respectively.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

9 Transactions with Affiliates

As a wholly-owned subsidiary, GMAC enters into various operating and financing arrangements with its parent GM. An intercompany operating agreement governs the nature of these transactions to ensure that they are done on an arm's-length basis and in accordance with commercially reasonable standards. In addition, GM and GMAC agree that GMAC's total stockholder's equity as reflected in its consolidated financial statements at the end of any quarter will be maintained at a commercially reasonable level appropriate to support the amount, quality and mix of GMAC's assets.

Balance Sheet

A summary of the balance sheet effect of transactions with GM and affiliated companies is as follows:

<i>(in millions)</i>	September 30, 2005	December 31, 2004
Assets:		
Dealer receivables due from GM (a)	\$68	\$125
Operating lease assets, net of depreciation (b)	111	121
Notes receivable from GM and affiliates (c)	5,356	4,921
Advances to improve GM leased properties (d)	960	919
Liabilities:		
Accounts payable to GM and affiliates, net (e)	1,192	1,506
Stockholder's equity:		
Dividends paid (f)	1,500	1,500

- (a) Represents wholesale financing and term loans to certain dealerships wholly-owned by GM or in which GM has a controlling interest. In addition, GMAC provides financing to dealerships in the amount of \$1,604 and \$2,455 at September 30, 2005 and December 31, 2004, respectively, in which GM has an ownership interest in the dealership. All of these amounts are included in finance receivables and loans.
- (b) Includes net balance of buildings and other equipment classified as operating lease assets that are leased to GM affiliated entities.
- (c) Includes borrowing arrangements with GM Opel and GM of Canada and arrangements related to GMAC's funding of GM company-owned vehicles, rental car vehicles awaiting sale at auction, GMAC's funding of the sale of GM vehicles through the use of overseas distributors and amounts related to GM trade supplier finance program. In addition, GMAC provides wholesale financing to GM for vehicles in which GM retains title while the vehicles are consigned to GMAC or dealers in the UK. The financing to GM remains outstanding until the title is transferred to the dealers. The amount of financing provided to GM under this arrangement varies based on inventory levels.
- (d) During 2000, GM entered into a 16-year lease arrangement, under which GMAC agreed to fund and capitalize improvements to three Michigan properties leased by GM totaling \$1.2 billion. In 2004, the lease arrangement was increased to \$1.3 billion.
- (e) Includes wholesale settlements payable to GM, subvention receivables due from GM and notes payable, which are included in accrued expenses, other liabilities and debt, respectively.
- (f) The 2004 amount represents the total dividend payment to GM during the year, all of which was paid during the fourth quarter. The 2005 amount represents quarterly dividends of \$500 in each of

the first three quarters.

Retail and lease contracts acquired by GMAC that included rate and residual subvention from GM, payable directly to GMAC or indirectly through GM dealers, as a percent of total new retail and lease contracts acquired were as follows:

Nine months ended September 30,	2005	2004
GM and affiliates subvented contracts acquired:		
North American operations	77%	67%
International operations	57	58

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

Income Statement

A summary of the income statement effect of transactions with GM and affiliated companies is as follows:

Period ended September 30, <i>(in millions)</i>	Third Quarter		Nine Months	
	2005	2004	2005	2004
Net revenue:				
Wholesale subvention and service fees from GM	\$53	\$43	\$164	\$129
Interest paid on loans from GM	(11)	(13)	(30)	(29)
Consumer lease payments from GM (a)	37	63	149	245
Other income:				
Interest on notes receivable from GM and affiliates	51	48	163	114
Interest on wholesale settlements (b)	36	22	100	71
Interest on dealer receivables (c)	1	1	5	4
Revenues from GM leased properties	20	19	57	53
Insurance premiums earned from GM	97	111	300	339
Service fee income:				
Operating lease administration (d)	5	9	17	23
Rental car repurchases held for resale (e)	5	4	15	10
Expense:				
GM and affiliates lease residual value support	(136)	(137)	(390)	(410)
Employee retirement plan costs allocated by GM	36	30	124	102
Off-lease vehicle selling expense reimbursement (f)	(9)	(13)	(12)	(41)
Payments to GM for services, rent and marketing expenses	14	128	105	162

- (a) GM sponsors lease pull-ahead programs whereby consumers are encouraged to terminate lease contracts early in conjunction with the acquisition of a new GM vehicle, with the customer's remaining payment obligation waived. For certain programs, GM compensates GMAC for the waived payments, adjusted based on the remarketing results associated with the underlying vehicle.
- (b) The settlement terms related to the wholesale financing of certain GM products are at shipment date. To the extent that wholesale settlements with GM are made prior to the expiration of transit, interest is received from GM.
- (c) Represents interest on wholesale outstandings at dealerships in which GM owns or has a controlling interest. In addition, GMAC received interest of \$16 in both the third quarter 2005 and 2004 and \$54 and \$49 for the first nine months of 2005 and 2004, respectively, for wholesale outstandings at dealerships in which GM has an ownership interest.
- (d) GMAC of Canada, Limited administers operating lease assets on behalf of GM of Canada Limited and receives a servicing fee, which is included in other income.
- (e) GMAC receives a servicing fee from GM related to the resale of rental car repurchases.
- (f) An agreement with GM provides for the reimbursement of certain selling expenses incurred by GMAC on off-lease vehicles sold by GM at auction.

GM and GMAC have historically entered into various financing arrangements. Currently such arrangements include a \$4 billion revolving line of credit from GMAC to GM entered into in September of 2003 that expires in September of 2006. Separately, GM extended a \$6 billion revolving line of credit to GMAC in October of 2002 that expires in December of 2005. These credit lines are used for general operating and seasonal working capital purposes and reduce external liquidity requirements, given the differences in the timing of GM and GMAC's peak funding requirements. The maximum amount drawn under these facilities during the quarter ended September 30, 2005 was \$1.4 billion by GM. Similar amounts drawn by GM during the third quarter of 2004 were \$3.5 billion. Interest income recognized by GMAC (on amounts drawn by GM) during the quarter ended September 30, 2005 totaled \$2 million, compared to \$13.9 million for the same period in 2004. Interest is payable on amounts advanced under the arrangements based on market interest rates, adjusted to reflect the credit rating of GM or GMAC in its capacity as borrower. On August 2, 2005, GM borrowed \$1.4 billion from GMAC under its revolving credit line in order to meet cash flow needs arising during the annual two-week shut-down of its vehicle assembly operations. GM repaid the \$1.4 billion on August 12, 2005, and in September 2004, GM repaid \$3.5 billion to GMAC that it borrowed under the same credit line during the third quarter of 2004.

In addition, GM provides payment guarantees on certain commercial loans and receivables GMAC has outstanding with certain third-party customers. As of September 30, 2005 and December 31, 2004, GM's exposure under these guarantees were \$1,349 million and \$1,285 million, respectively.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

10 Segment Information

Financial results for GMAC's reporting segments are summarized below.

Third Quarter ended September 30, (in millions)	Financing operations (a)		Mortgage operations					Consolidated
	North		GMAC		GMAC			
	American Operations (b)	International Operations (c)	Residential	GMAC- RFC	Commercial Mortgage (d)	Insurance operations	Other (e)	
2005								
Net revenue before provision for credit losses	\$1,036	\$377	(\$3)	\$304	\$34	\$	\$256	\$2,000
Provision for credit losses	(183)	(27)	(2)	(160)	(12)			(384)
Other revenue	767	183	629	407	419	1,064	(181)	3,289
Total net revenue	1,619	533	624	551	441	1,064	75	4,900
Noninterest expense	1,527	396	422	280	255	922	54	3,856
Income before income tax expense	92	137	202	271	186	142	21	1,054
Income tax expense	31	34	84	108	58	53	8	377
Net income	\$61	\$103	\$118	\$163	\$128	\$89	\$13	\$677
Total assets	\$173,722	\$30,226	\$20,739	\$81,736	\$18,748	\$12,489	(\$23,466)	\$314,190
2004								
Net revenue before provision for credit losses	\$1,458	\$374	\$72	\$541	\$2	\$	\$203	\$2,650
Provision for credit losses	(237)	(29)	3	(279)	2		(8)	(548)
Other revenue	529	178	368	201	317	1,011	(123)	2,486
Total net revenue	1,750	523	443	463	321	1,011	72	4,588
Noninterest expense	1,553	370	294	272	242	876	42	3,649
Income before income tax expense	197	153	149	191	79	135	30	939
Income tax expense	64	45	44	90	19	40	12	314
Net income	\$133	\$108	\$105	\$101	\$60	\$95	\$18	\$625
Total assets	\$188,923	\$28,464	\$15,853	\$77,801	\$14,385	\$11,163	(\$24,803)	\$311,789

Nine Months ended September 30, (in millions)	Financing operations (a)		Mortgage operations					Consolidated
	North		GMAC		GMAC		Other (c)	
	Operations	Operations	Residential	RFMortgage	Commercial	Insurance		
2005								
Net revenue before provision for credit losses	\$3,420	\$1,137	\$46	\$1,040	\$83	\$	\$732	\$6,458
Provision for credit losses	(350)	(89)		(440)	(32)		(4)	(915)
Other revenue	2,017	577	1,519	1,223	946	3,147	(516)	8,913
Total net revenue	5,087	1,625	1,565	1,823	997	3,147	212	14,456
Noninterest expense	4,428	1,194	1,076	860	673	2,717	142	11,090
Income before income tax expense	659	431	489	963	324	430	70	3,366
Income tax expense	206	120	206	348	95	146	26	1,147
Net income	\$453	\$311	\$283	\$615	\$229	\$284	\$44	\$2,219
2004								
Net revenue before provision for credit losses	\$4,510	\$1,153	\$202	\$1,632	\$46	\$	\$623	\$8,166
Provision for credit losses	(626)	(103)	1	(696)	(5)		(16)	(1,445)
Other revenue	1,632	529	1,042	732	794	2,971	(394)	7,306
Total net revenue	5,516	1,579	1,245	1,668	835	2,971	213	14,027
Noninterest expense	4,342	1,093	886	861	644	2,581	131	10,538
Income before income tax expense	1,174	486	359	807	191	390	82	3,489
Income tax expense	429	129	152	334	56	129	30	1,259
Net income	\$745	\$357	\$207	\$473	\$135	\$261	\$52	\$2,230

- (a) Financing operations in the MD&A also includes the Commercial Finance Group, which is a separate operating segment and is included in Other above.
- (b) North American Operations consist of automobile financing in the U.S. and Canada. International Operations consist of automotive financing and full service leasing in all other countries and Puerto Rico.
- (c) At September 30, 2005, \$18,748 in GMAC Commercial Mortgage assets were transferred to reporting segment held for sale on the Condensed Consolidated Balance Sheet. Refer to Note 1 of the Condensed Consolidated Financial Statements for further details.
- (d) Represents the Company's Commercial Finance Group, certain corporate activities related to the Mortgage operations and reclassifications and eliminations between the reporting segments. At September 30, 2005, total assets were \$7,940 for the Commercial Finance Group, \$2,177 for the corporate activities of the Mortgage operations and (\$33,583) in eliminations between the reporting segments.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)
General Motors Acceptance Corporation

11 Subsequent Events

On October 17, 2005, in GM's earnings press release filed as an 8-K under Item 2.02, GM announced that it is exploring options to further enhance GMAC's liquidity position and its ability to support GM/ GMAC synergies. In a separate 8-K filed under Item 8.01, GM stated that GM is exploring the possible sale of a controlling interest in GMAC to a strategic partner, with the goal of restoring GMAC's investment grade rating and renewing its access to low-cost financing. In addition, GMAC will continue to evaluate strategic and structural alternatives to help ensure that its residential mortgage business, Residential Capital Corp. retains its investment grade credit ratings .

On November 7, 2005, GMAC's Insurance operations segment announced that it had entered into a definitive agreement to acquire the personal lines operations of ProAssurance Corporation, or MEEMIC Insurance Company, which is based in Auburn Hills, Michigan. MEEMIC Insurance Company is a leading provider of personal auto coverage in Michigan and its business is therefore complementary to that of GMAC Insurance. The proposed transaction is subject to regulatory approval and is expected to be completed some time in the first quarter of 2006. The proposed acquisition is not expected to have a material impact on GMAC's financial condition, results of operations, cash flows or liquidity.

Table of ContentsManagement's Discussion and Analysis
General Motors Acceptance Corporation**Overview**

General Motors Acceptance Corporation (GMAC or the Company) is a leading global financial services firm with over \$300 billion of assets and operations in 41 countries. Founded in 1919 as a wholly-owned subsidiary of General Motors Corporation, GMAC was established to provide GM dealers with the automotive financing necessary to acquire and maintain vehicle inventories and to provide retail customers means by which to finance vehicle purchases through GM dealers. GMAC products and services have expanded beyond automotive financing, and GMAC currently operates in three primary lines of business—Financing, Mortgage and Insurance operations. Refer to GMAC's 2005 Annual Report on Form 10-K for a more complete description of the Company's business activities, along with the products and services offered and the market competition.

Net income for GMAC's businesses is summarized as follows:

Period ended September 30, (\$ in millions)	Third Quarter		Nine Months	
	2005	2004	2005	2004
Financing (a)	\$178	\$259	\$804	\$1,154
Mortgage (b)	408	266	1,131	815
Insurance	89	95	284	261
Net income	\$675	\$620	\$2,219	\$2,230
Return on average equity (annualized)	11.9%	11.1%	13.1%	13.8%

(a) Includes North America and International Automotive Finance segments, separately identified in Note 10 to the Condensed Consolidated Financial Statements, as well as the Company's Commercial Finance Group.

(b) Includes GMAC Residential, GMAC-RFC and GMAC Commercial Mortgage segments, separately identified in Note 10 to the Condensed Consolidated Financial Statements, as well as certain corporate activities related to the Mortgage operations.

GMAC earned \$675 million in the third quarter of 2005, representing an increase of \$55 million from third quarter 2004 earnings of \$620 million. Third quarter 2005 earnings represent a record third quarter for GMAC and were achieved despite the unfavorable impact of Hurricane Katrina and continued negative credit rating agency actions. The increase in third quarter earnings was due to the strong performance of GMAC's Mortgage operations which more than offset lower earnings from financing and a modest decline in insurance earnings as compared to the prior year. As a result of Hurricane Katrina, GMAC's third quarter earnings were negatively impacted by approximately \$161 million with the majority of the impact related to credit losses in our lending businesses—both auto finance and mortgage—with less significant losses in the insurance business. In addition to strong quarterly earnings, GMAC continued to maintain adequate liquidity, with cash reserve balances at September 30, 2005 of \$24.3 billion, comprised of \$21.8 billion in cash and cash equivalents and \$2.5 billion invested in marketable securities. GMAC also provided a significant source of cash flow to GM through the payment of a \$500 million dividend in the third quarter, bringing total year to date dividends paid to its parent to \$1.5 billion.

Net income from Financing operations totaled \$178 million in the third quarter of 2005, as compared with \$259 million earned in the same period of the prior year. The decrease reflects the unfavorable impact of reserves for Hurricane Katrina and lower net interest margins as a result of increased borrowing costs. The reserves for Hurricane Katrina and the decline in net interest margins were somewhat mitigated by the impact of improved used vehicle

prices on terminating leases and favorable consumer credit provision primarily as a result of lower asset levels in the third quarter of 2005 as compared to the third quarter of 2004.

Mortgage operations earned record quarterly earnings of \$408 million in the third quarter of 2005, an increase of 53% from the \$266 million earned in the third quarter of the prior year, reflecting increases in both the residential and commercial mortgage operations. GMAC's residential mortgage businesses benefited from increased gains on sales of mortgages and certain investment securities. In addition, improved servicing results net of hedging activities contributed to the increase in third quarter earnings. GMAC Commercial Mortgage also experienced an increase in third quarter earnings as compared to the prior year largely due to increases in fee and investment income. In August 2005 GMAC entered into a definitive agreement to sell a sixty percent interest in GMAC Commercial Mortgage with the transaction expected to close around year-end.

GMAC's Insurance operations earned \$89 million in the third quarter of 2005, consistent with \$95 million earned in the third quarter of 2004. Earnings were strong despite the unfavorable impact of reserves for Hurricane Katrina. Strong net underwriting revenue and favorable non-weather related loss experience contributed to the strength in earnings. In addition, GMAC Insurance maintained a strong investment portfolio, with a market value of \$7.8 billion at September 30, 2005, including net unrealized gains of \$563 million.

Table of Contents**Management's Discussion and Analysis****General Motors Acceptance Corporation**

The quarterly results presented in this MD&A for the third quarter and nine months ended September 30, 2004 have been restated to adjust for certain amounts that were recognized in the incorrect quarterly period during 2004. Refer to Note 1 to the Condensed Consolidated Financial Statements for further details.

In addition, On October 17, 2005, GM announced that it is exploring options to further enhance GMAC's liquidity position and its ability to support GM/ GMAC synergies. GM stated that GM is exploring the possible sale of a controlling interest in GMAC to a strategic partner, with the goal of restoring GMAC's investment grade rating and renewing its access to low-cost financing. In addition, GMAC will continue to evaluate strategic and structural alternatives to help ensure that its residential mortgage business, Residential Capital Corp. retains its investment grade credit ratings.

Financing Operations

GMAC's Financing operations offer a wide range of financial services and products (directly and indirectly) to retail automotive consumers, automotive dealerships and other commercial businesses. The Company's Finance operations comprise two separate reporting segments—North American Automotive Finance Operations and International Automotive Finance Operations and one operating segment—Commercial Finance Group. The products and services offered by GMAC's Financing operations include the purchase of retail installment sales contracts and leases, extension of term loans, dealer floor plan financing and other lines of credit, fleet leasing and factoring of receivables. Refer to of the Company's 2005 Annual Report on Form 10-K for further discussion of the business profile of GMAC's Financing operations.

Results of Operations

The following table summarizes the operating results of the Company's Financing operations for the periods indicated. The amounts presented are before the elimination of balances and transactions with the Company's other reporting segments.

Period ended September 30, (\$ in millions)	Third Quarter				Nine Months			
	2005	2004	Change	%	2005	2004	Change	%
Revenue								
Consumer	\$1,605	\$1,687	(\$82)	(5)	\$4,991	\$5,073	(\$82)	(2)
Commercial	409	428	(19)	(4)	1,391	1,258	133	11
Operating leases	1,788	1,616	172	11	5,206	4,880	326	7
Total financing revenue	3,802	3,731	71	2	11,588	11,211	377	3
Interest and discount expense	(2,281)	(1,799)	(482)	(27)	(6,708)	(5,253)	(1,455)	(28)
Provision for credit losses	(211)	(274)	63	23	(443)	(745)	302	41
Net financing revenue	1,310	1,658	(348)	(21)	4,437	5,213	(776)	(15)
Other income	907	685	222	32	2,471	2,096	375	18
	(1,329)	(1,208)	(121)	(10)	(3,888)	(3,613)	(275)	(8)

Depreciation expense on operating leases								
Operating lease disposal gain	69	34	35	103	238	157	81	52
Noninterest expense	(706)	(790)	84	11	(2,105)	(2,111)	6	
Income tax expense	(73)	(120)	47	39	(349)	(588)	239	41
Net income	\$178	\$259	(\$81)	(31)	\$804	\$1,154	(\$350)	(30)
Total assets	\$202,642	\$217,112	(\$14,470)	(7)				

Net income at GMAC's Financing operations decreased 31% and 30% for the third quarter and first nine months of 2005, respectively, primarily as a result of significantly lower net interest margins due to increased borrowing costs and the impact of \$70 million after-tax charges for loss reserves recorded in the third quarter of 2005 related to Hurricane Katrina in the U.S. Lower credit loss provisions in the consumer and commercial portfolio (on the non-Katrina impacted portfolio), continued strong remarketing performance on off-lease vehicles and a decrease in advertising expenses related to joint marketing programs with General Motors helped to reduce the adverse effects of lower net interest margins and Hurricane Katrina.

Total financing revenue increased moderately in the third quarter and first nine months of 2005, as compared to the same periods in the prior year. Consumer financing revenue decreased slightly as a result of lower asset levels. Consumer assets have declined since December 2004 primarily as a result of an increase in the amount of retail automotive whole loan sales transactions executed in the first nine months of 2005. Through September 2005, the Company executed \$9 billion in whole loan sales, a \$5 billion increase from the

Table of Contents

Management's Discussion and Analysis

General Motors Acceptance Corporation

comparable period in the prior year. Commercial assets at September 30, 2005 declined since December 2004 as a result of lower dealer inventory levels due to the success of GM's Employee Discount for Everyone campaign which was offered from June 2005 through September 2005. The lower asset levels resulted in the reduction in commercial revenue from the third quarter of 2004 despite higher interest rates. However, revenue from the commercial portfolio increased for the first nine months of 2005 as compared to the first nine months of 2004 as a result of higher average short-term interest rates in the comparable periods. The annual increase in operating lease revenue is consistent with the increase in the annual average size of the operating lease portfolio as a result of increased lease volume.

The increase in interest and discount expense of \$482 million and \$1,455 million for the third quarter and first nine months of 2005, respectively, is the direct result of higher funding costs experienced by GMAC due to an increase in market interest rates compounded by wider credit spreads experienced over the past few years due to the Company's deteriorating credit rating. The increased cost of borrowings is reflected in the Company's current funding portfolio, despite lower debt levels, and thereby continues to negatively impact GMAC's net interest margins. Refer to the Funding and Liquidity section of this MD&A for further discussion.

The provision for credit losses decreased by 23% and 41% in the third quarter and first nine months of 2005, respectively. The lower level of loss provisions reflects a decline in consumer asset levels from December 2004 primarily as a result of GMAC's use of retail automotive whole loan sales transactions as a funding source. Somewhat mitigating the favorable impact of lower asset levels was the negative impact of \$114 million in pre-tax reserves recorded in September 2005 at GMAC's North American Automotive Finance operations due to Hurricane Katrina. Refer to the Consumer and Commercial Credit sections of this MD&A for further discussion of the credit experience of the Company's financing portfolio.

GMAC's Financing operations continue to benefit from the improvement in the remarketing results of off-lease vehicles, particularly in the United States. Reduced supply of used vehicles and lower initial residual values in the lease assets contributed to an increase in the average gain per vehicle from \$459 for the third quarter of 2004 to an average gain per vehicle of \$1,017 for the third quarter of 2005. The number of lease terminations in the third quarter of 2005 was 69,406 as compared to 97,792 in the third quarter of 2004. As a result, the total operating lease disposal gain for the third quarter of 2005 was higher than that experienced in the third quarter of 2004, which is consistent with the year to date increase.

Other income increased \$222 million and \$375 million for the third quarter and first nine months of 2005, respectively. The increase is the result of several factors, including higher investment income on cash and other investments and an increase in interest income related to borrowings to affiliates as a result of an increase in interest rates during the year. In addition, service fee income also increased as a result of the Company's increased use of securitizations and whole loan sales transactions. Noninterest expense for GMAC's Financing operations decreased for the third quarter of 2005, as compared to the same period in 2004 as a result of a decline of \$112 million in advertising expenses related to joint marketing programs with General Motors.

Total income tax expense declined by \$47 million and \$239 million in the third quarter and first nine months of 2005, respectively, as compared to the same periods in 2004. The decrease is primarily the result of a reduction in taxable income, as well as the impact of favorable tax items in the Company's International Automotive Finance Operations.

Table of Contents

Management's Discussion and Analysis
General Motors Acceptance Corporation

Financing Volume

The following table summarizes GMAC's new vehicle consumer financing volume, the Company's share of GM retail sales, and GMAC's wholesale financing of new vehicles and related share of GM sales to dealers in markets where GMAC operates.

Period ended September 30, (units in thousands)	Third Quarter				Nine Months			
	GMAC volume		Share of GM sales		GMAC volume		Share of GM sales	
	2005	2004	2005	2004	2005	2004	2005	2004
New vehicle consumer financing								
GM vehicles								
North America								
Retail contracts	249	393	24%	35%	838	923	29%	31%
Leases	137	127	14%	11%	449	379	15%	13%
Total North America	386	520	38%	46%	1,287	1,302	44%	44%
International (retail contracts and leases)	129	109	25%	29%	398	391	27%	34%
Total GM units financed	515	629	34%	42%	1,685	1,693	38%	41%
Non-GM units financed	21	18			57	58		
Total consumer automotive financing volume	536	647			1,742	1,751		
Wholesale financing of new vehicles								
GM vehicles								
North America	899	950	81%	76%	2,790	3,093	80%	79%
International	598	515	83%	90%	1,803	1,591	85%	90%
Total GM units financed	1,497	1,465	82%	80%	4,593	4,684	82%	83%
Non-GM units financed	48	46			139	149		
Total wholesale volume	1,545	1,511			4,732	4,833		

GMAC's consumer financing volume and penetration levels are significantly impacted by the nature, timing and extent of GM's use of rate, residual and other financing incentives for marketing purposes on consumer retail contracts and leases. Late in 2004 and through the early part of 2005, GM reduced its use of special rate financing programs and utilized marketing programs that provided cash incentives to customers that

use GMAC to finance their purchase of a new GM vehicle. As a result, GMAC's North America penetration levels were positively impacted in the first quarter of 2005 as compared to 2004. However, GM's Employee Discount for Everyone marketing program that was introduced in June 2005 and ran through September 2005 had a negative impact on GMAC's penetration levels. Although GM benefited from an increase in sales, GMAC's penetration levels decreased as the program did not provide consumers with additional incentives to finance with GMAC. As such, GMAC's penetration levels for the third quarter of 2005 are lower than what was experienced in the third quarter of 2004. In GMAC's International Automotive Finance Operations, consumer penetration levels declined in the third quarter and nine months ended 2005, as compared to the same periods of 2004. This decline was principally a result of a reduction in GM incentives on new vehicles in Brazil during the third quarter of 2005, as well as the inclusion of GM vehicle sales in China in the penetration calculation, where GMAC has only recently commenced operations.

GMAC's wholesale financing continues to be the primary funding source for GM dealer inventories, as 2005 penetration levels in North America remained relatively consistent with 2004 levels, and continue to reflect traditionally strong levels. The decrease in the Company's share of GM sales to dealers for the International portfolio is primarily due to a decline in several countries in Europe as a result of the increase in GM direct programs where GMAC does not provide financing to dealers, and the inclusion of Daewoo, which has a comparably lower level of financings as a percentage of GM sales to dealers than other GM brands.

Consumer Credit

The following tables summarize pertinent loss experience in the consumer managed and on-balance sheet automotive retail contract portfolio. In general, the credit quality of the off-balance sheet portfolio is representative of GMAC's overall managed consumer automotive retail contract portfolio. The off-balance sheet portfolio includes receivables securitized and sold that the Company continues to service and in which GMAC retains an interest or risk of loss, but excludes securitized and sold finance receivables that GMAC continues to service but in which GMAC retains no interest or risk of loss. However, the process of creating a pool of retail finance receivables for securitization or sale typically excludes accounts that are greater than 30 days delinquent at such time. In addition, the process involves selecting from a pool of receivables that are currently outstanding and, therefore, represent seasoned accounts. A seasoned portfolio that excludes delinquent accounts historically results in better credit performance in the managed portfolio than in the on-balance sheet portfolio of retail

Table of Contents

Management's Discussion and Analysis

General Motors Acceptance Corporation

finance receivables. In addition, the current off-balance sheet transactions are comprised mainly of subvented rate retail finance receivables, which generally attract higher quality customers (or otherwise cash purchasers) than customers typically associated with non-subvented receivables.

The managed portfolio includes retail receivables held on-balance sheet for investment and the off-balance sheet receivables portfolio. GMAC believes that the disclosure of the credit experience of the managed portfolio presents a more complete presentation of GMAC's credit exposure because the managed basis reflects not only on-balance sheet receivables, but also securitized assets as to which GMAC retains a risk of loss in the underlying assets (typically in the form of a subordinated retained interest). Consistent with the presentation in the Condensed Consolidated Balance Sheet, retail contracts presented in the table represent the principal balance of the finance receivable discounted for any unearned rate support received from GM.

	Average retail contracts	Charge-offs, net of recoveries		Annualized net charge-off rate	
Third Quarter Ended September 30, (<i>\$ in millions</i>)	2005	2005	2004	2005	2004
Managed					
North America	\$70,809	\$199	\$229	1.12%	1.14%
International	14,588	34	32	0.93%	0.94%
Total managed	\$85,397	\$233	\$261	1.09%	1.11%
On-balance sheet					
North America	\$64,066	\$195	\$225	1.22%	1.21%
International	14,588	34	32	0.93%	0.94%
Total on-balance sheet	\$78,654	\$229	\$257	1.16%	1.17%
	Average retail contracts	Charge-offs, net of recoveries		Annualized net charge-off rate	
Nine months ended September 30, (<i>\$ in millions</i>)	2005	2005	2004	2005	2004
Managed					
North America	\$75,940	\$566	\$691	0.99%	1.12%
International	14,809	103	96	0.93%	0.93%
Total managed	\$90,749	\$669	\$787	0.98%	1.09%
On-balance sheet					
North America	\$70,463	\$556	\$673	1.05%	1.20%
International	14,809	103	96	0.93%	0.93%

Total on-balance sheet	\$85,272	\$659	\$769	1.03%	1.16%
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The following table summarizes pertinent delinquency experience in the consumer automotive retail contract portfolio.

September 30,	Percent of retail contracts 30 days or more past due (a)			
	Managed		On-balance sheet	
	2005	2004	2005	2004
North America	2.14%	2.08%	2.29%	2.28%
International	2.68%	2.85%	2.68%	2.85%
Total	2.28%			