

**AGREEMENT FOR APPOINTMENT OF  
TRUSTEE AND TERMINATION OF PLAN**

This is an AGREEMENT between the Pension Benefit Guaranty Corporation ("PBGC") and Delphi Corporation.

**RECITALS:**

- A. PBGC is a United States government agency established by Title IV of the Employee Retirement Income Security Act of 1974, *as amended*, 29 U.S.C. §§1301-1461 ("ERISA").
- B. Delphi Corporation (the "Company") is a Corporation organized under the laws of Delaware, with its principal place of business located in Troy, Michigan.
- C. The Company maintains the Delphi Retirement Program for Salaried Employees ("Plan") to provide retirement benefits for certain of its employees. The Plan was established effective January 1, 1999.
- D. The Plan is an employee pension benefit plan to which 29 U.S.C. § 1321(a) applies and is not exempt under 29 U.S.C. § 1321(b). The Plan is therefore covered by Title IV of ERISA.
- E. Delphi Corporation is the administrator of the Plan within the meaning of 29 U.S.C. §§ 1002(16) and 1301(a)(1).

F. On July 22, 2009, PBGC caused a notice to be published advising Plan participants of PBGC's intent to establish a plan termination date of July 22, 2009. For administrative efficiency reasons and as agreed by the parties below, the plan termination date is established as July 31, 2009.

G. On July 31, 2009, the Company was a contributing sponsor of the Plan within the meaning of 29 U.S.C. § 1301(a)(13).

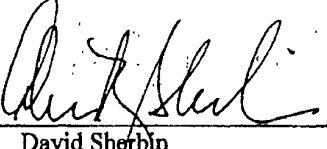
H. PBGC has issued to the Company a Notice of Determination under 29 U.S.C. § 1342(a)(1), (2) and (4) that the Plan has not met the minimum funding standard required under section 412 of the Internal Revenue Code, the Plan will be unable to pay benefits when due, PBGC's possible long-run loss with respect to the Plan may reasonably be expected to increase unreasonably if the Plan is not terminated, and that the Plan should be terminated under 29 U.S.C. § 1342(c).

**NOW THEREFORE, the parties agree:**

1. The Plan is terminated under 29 U.S.C. § 1342(c).
2. The Plan termination date is July 31, 2009, under 29 U.S.C. § 1348.
3. PBGC is appointed trustee of the Plan under 29 U.S.C. § 1342(c).
4. Delphi Corporation and any other person having possession or control of any records, assets or other property of the Plan shall convey and deliver to PBGC any such records, assets or property in a timely manner. PBGC reserves all its rights to pursue such records, assets, and other property by additional means, including but not limited to issuance of administrative subpoenas under 29 U.S.C. § 1303.
5. PBGC will have, with respect to the Plan, all of the rights and powers of a trustee specified in ERISA or otherwise granted by law.

The persons signing this Agreement are authorized to do so. The Agreement will take effect on the date the last person signs below.

**Delphi Corporation, Plan Administrator**

Dated: Aug 7, 2009 By:   
David Sherbin  
General Counsel

**Pension Benefit Guaranty Corporation**

Dated: 8/10/09 By: Victoria Akinjola  
Auditor