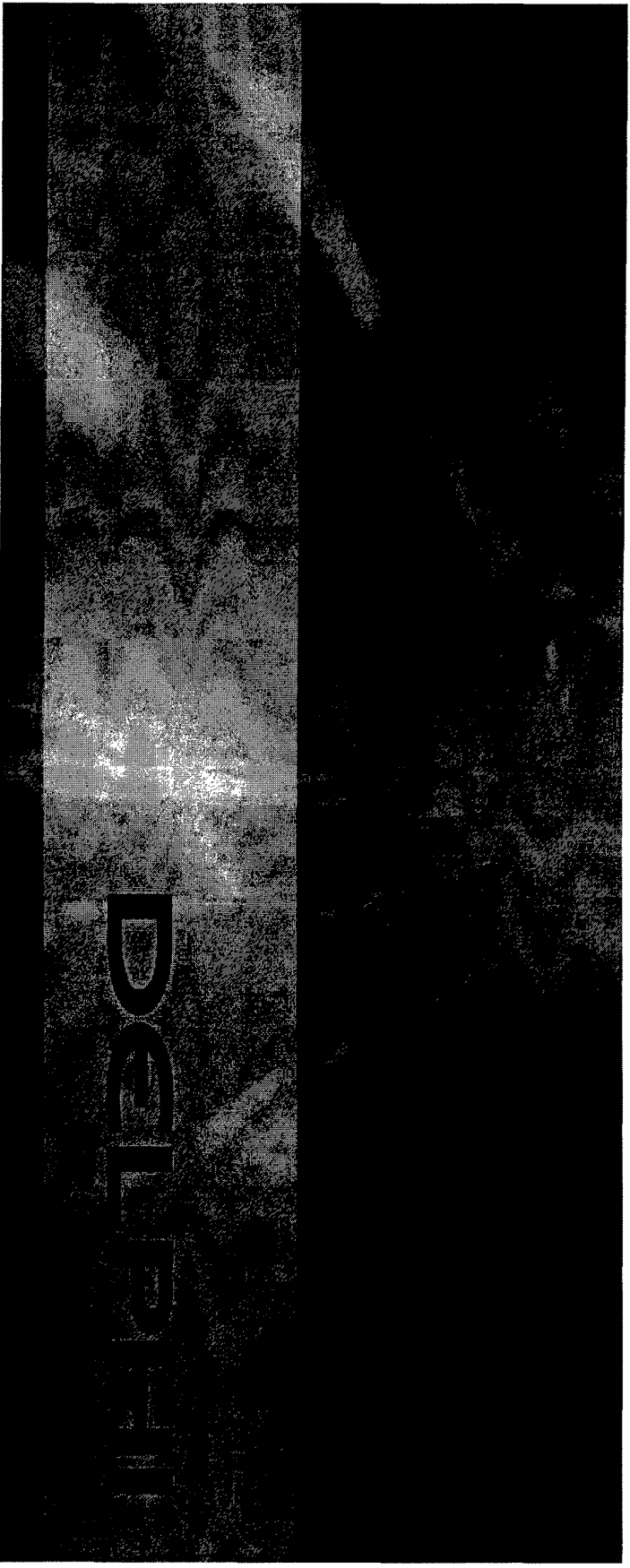


Exhibit D



Key Emergence Issues

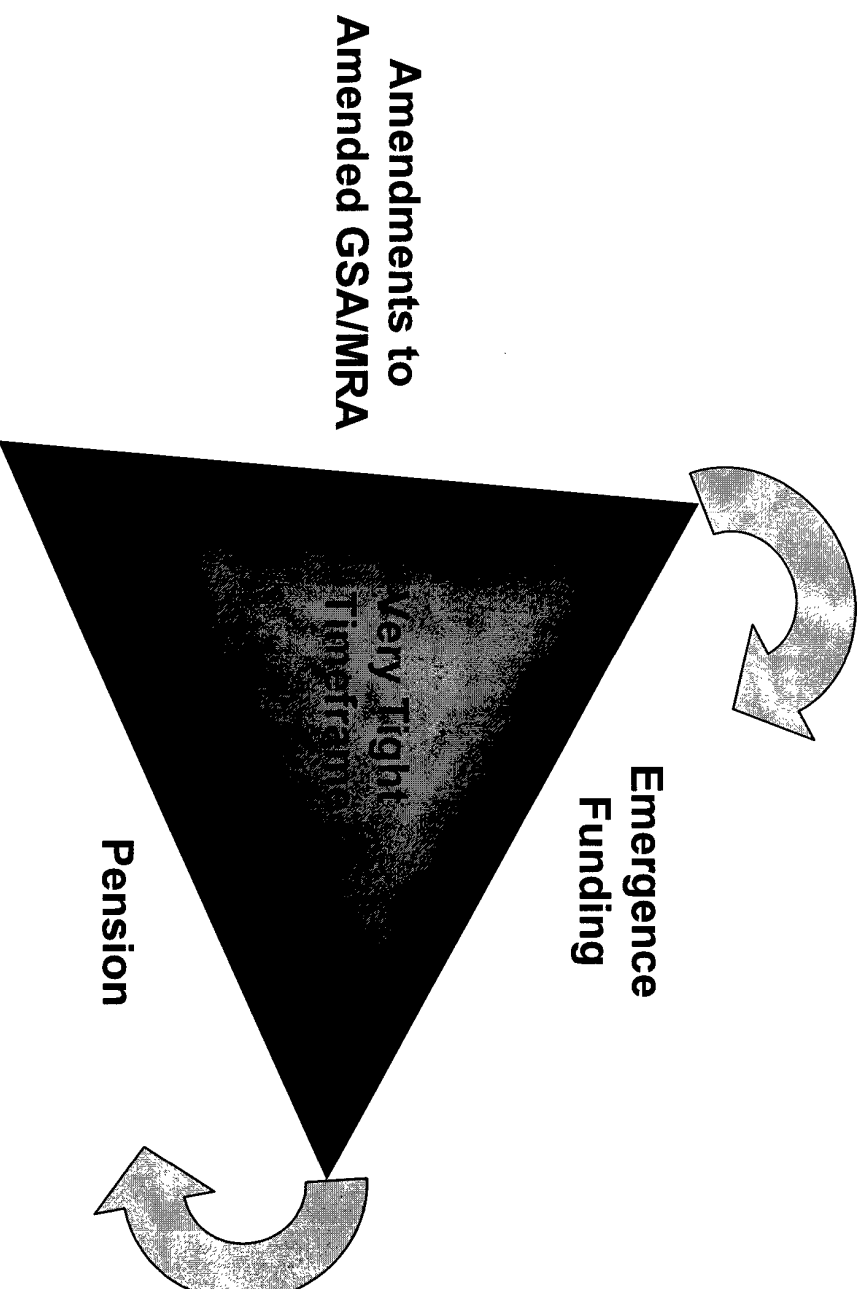
March 20, 2009

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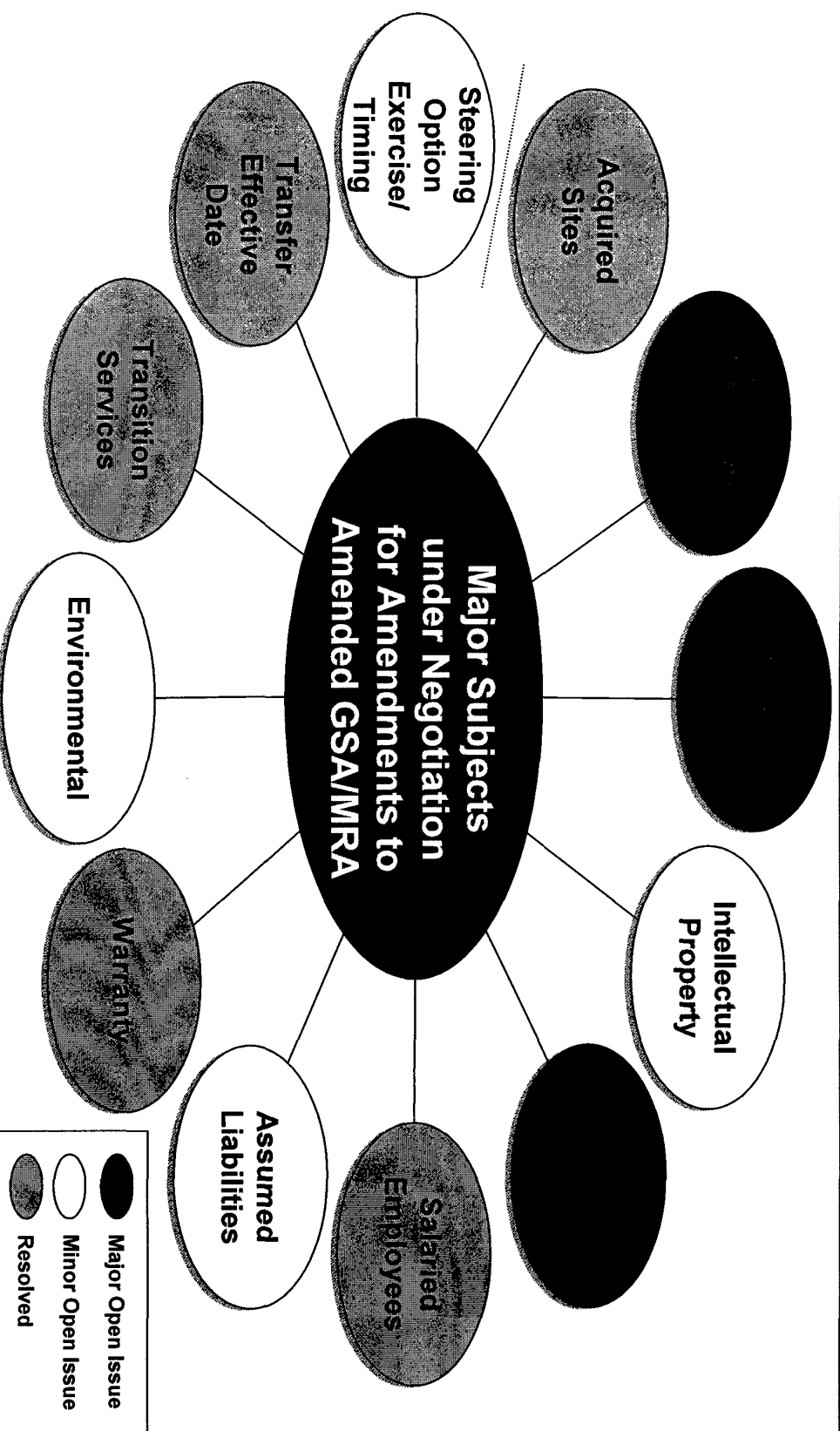
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Key Issues To Resolve



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Amended GSA/MRA Issues



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Major Amended GSA/MRA Issues

Original GM Position	Original Delphi Position	Current Status: Resolution/Open Issues
Acquired Sites		
GM to buy all North American sites, including Mexican sites	Delphi to retain all North American sites and parties to adopt cash-flow break-even structure	Resolved: -GM to purchase all four UAW sites -Delphi to retain balance of North American sites, including Mexican sites -No cash-flow break-even structure
-Net working capital after implementing GM \$300M PTAP -Liquidation value for real property/ fixed assets	"Fill the hole" approach where GM provides funding necessary for Delphi to emerge	Open Issue: Purchase price to be resolved following discussions among Delphi, GM and DIP lender representatives
GM to receive "bulletproof" access rights for all non-purchased N/A sites, including Mexican sites	GM to receive "limited" access rights at retained U.S. sites pursuant to Amended MRA	Resolved: GM to receive "moderated" access rights for retained U.S. sites Open Issues: (i) Protection of GM Mexican supply in lieu of access rights (i.e., through IP rights, product pricing) and (ii) ownership of tooling for GM and other customers

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Major Amended GSA/MRA Issues

Original GM Position		Original Delphi Position	Current Status: Resolution/Open Issues
Intellectual Property			
REDACTED		REDACTED	REDACTED
Pension			
GM not to assume pension liability unless terms of Amended MRA met	GM to assume HRP and SRP		Open Issue: Pension unresolved (see slide 9 below)
Salaried Employees			
GM to have sole discretion on who to hire and does not pay severance	GM to have sole discretion on who to hire but must pay severance to those not hired		Resolved: -GM has sole discretion on who to hire and will not pay severance -Severance costs to be addressed through purchase price.

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Major Amended GSA/MRA Issues

Original GM Position		Original Delphi Position	Current Status: Resolution/Open Issues
Assumed Liabilities			
GM to assume liabilities as per Amended MRA	GM to assume all Retained Liabilities (defined in Amended MRA) for all North American sites	Resolved: - Assumption of liabilities pursuant to Amended MRA plus supplemental liabilities (e.g., environmental, cure costs, warranty, salaried employees and workers' comp.) - Cost of retained liabilities to be reflected in purchase price Open Issues: (i) Hedging obligations at acquired sites and (ii) party responsible for cancellation costs for contracts not assumed by GM	
Warranty			
GM to take only post-closing warranty liability for products made at acquired sites	GM to take pre- and post-closing warranty liability for all products made at acquired sites	Resolved: GM to take (i) pre- and post-closing warranty liability for GM products made at UAW Sites and sold to GM and (ii) post-closing warranty liabilities for products made at UAW Sites and sold by GM to non-GM customers	

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Major Amended GSA/MRA Issues

Original GM Position		Original Delphi Position		Current Status: Resolution/Open Issues
Environmental				
GM to take only post-closing environmental liability for acquired sites	GM to take pre- and post-closing environmental liability for acquired sites			Resolved: GM to take pre-and post-closing environmental liability for UAW Sites Open Issue: Saginaw environmental liability
Transition Services				
Delphi to provide reasonable and customary transition services to GM at cost for 18 months and at cost plus a premium for an additional 6 months	Same			Resolved: Structure maintained with 12/31/2012 end date and IT transition services at cost throughout
Transfer Effective Date				
Closing to occur pursuant to § 363 sale prior to POR effective date	Closing to occur at effective date of POR confirmed pursuant to § 1129			Resolved: Closing occurs at effective date of POR confirmed pursuant to § 1129
Steering Option Exercise And Timing				
GM to exercise call option for \$1 immediately (upon cessation of marketing activities)	GM to exercise call option for adjusted pricing at emergence (and following cessation of marketing activities)			Resolved: GM Option Exercise Agreement executed 3/3/09 Open Issues: (i) Definitive documentation due 3/23, (ii) actual amount of borrowing base payment and (iii) treatment of alleged PBGC liens on Steering assets

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Anticipated Sources Of Emergence Funding

Emergence
Revolver from
Tranche A and B
DIP Lenders

Plan Investor
Settlement

GM Payments
and Assumption
of Liabilities
(through revisions
to Amended
GSA/MRA)

Support from
U.S. Treasury
(directly or
indirectly)

Resolution of DIP
Lender and
Administrative
Claims
(cash, roll-over debt
and conversion
to equity)

Financial Support Needed To Implement Plan Modifications:

- \$2.8 billion in emergence funding,
including \$800 million unfunded
revolver

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Pension

**Hourly and Salaried
Pension Plans:
Likely Outcomes**

Preferred

GM

PBGC

**Consensual Agreement
By GM To Assume
Delphi's Hourly And
Salaried Pension
Assets And Liabilities**

Negotiated Termination*

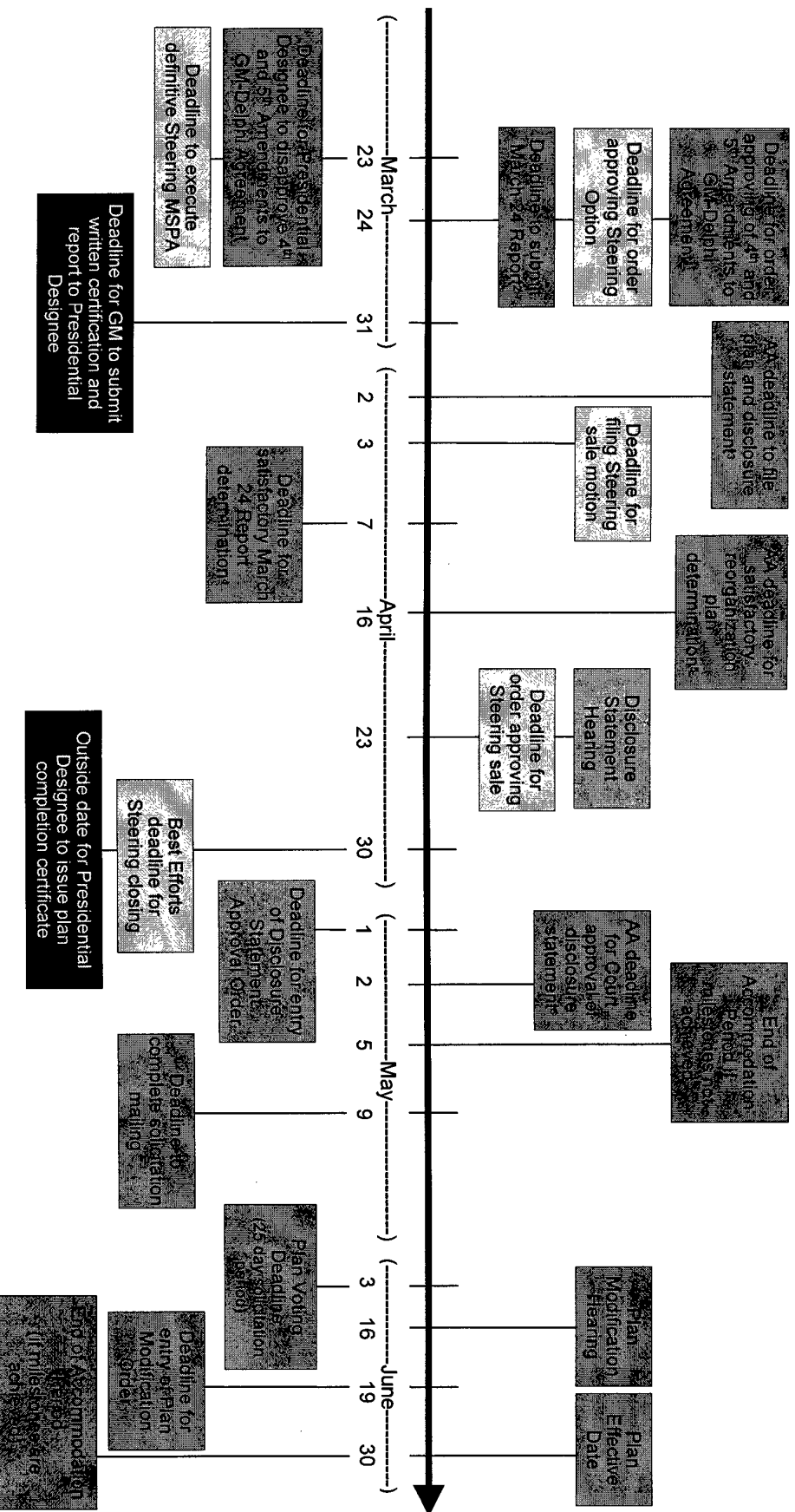
- Resolution of GM benefit guaranty
- Resolution of GM follow-on plan issues
- Release of PBGC asserted liens on non-U.S. assets

* Note: Delphi-initiated "distressed termination" assumed not feasible due to timing issues

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Event Timeline Assuming June 30, 2009 Emergence*

*Please see the notes on the following page



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Event Timeline Assuming June 30, 2009 Emergence – Notes To Event Timeline

1. If an amendment to GM-Delphi Agreement increasing GM commitment to \$450 million is not effective, on March 24 Delphi shall repay Tranche A and B loans with any remaining Incremental Borrowing Base Collateral
2. If Delphi fails to deliver the March 24 report, on March 25 Delphi shall repay Tranche A and Tranche B loans with any remaining Incremental Borrowing Base Collateral
3. If Delphi fails to file a plan by April 2, (i) the Accommodation Period ends on May 5 instead of June 30, and (ii) on April 3 Delphi shall repay Tranche A and B loans with any remaining Incremental Borrowing Base Collateral
4. If the requisite percentage of the DIP Lenders directs the Administrative Agent to notify Delphi that the March 24 Report is not satisfactory, within one Business Day of receipt of such notice, Delphi shall repay Tranche A and B loans with any remaining Incremental Borrowing Base Collateral
5. If the requisite percentage of the DIP Lenders directs the Administrative Agent to notify Delphi that the Plan of Reorganization is not satisfactory, (i) within one Business Day of receipt of such notice, Delphi shall repay Tranche A and B loans with any remaining Incremental Borrowing Base Collateral, and (ii) the Accommodation Period ends on May 5 instead of June 30
6. If Court fails to approve disclosure statement by May 2, the Accommodation Period ends on May 5 instead of June 30