

Exhibit A

From: Sheehan, John <john.sheehan@delphi.com>
Sent: Monday, January 26, 2009 7:58 PM
To: Corcoran, Sean P <sean.p.corcoran@delphi.com>
Subject: Fw: FW: Delphi DIP Lender Proposal

As requested.....

From: O'Neal, Rodney
To: Miller, Steve (CEO); 'david.resnick@us.rothschild.com'; 'Eisenberg, Randall'; Bertrand, James; Stipp, Keith; 'Butler, Jr., John (Jack) Wm'; Sherbin, David; Sheehan, John; Weber, Mark (Executive Vice President)
Sent: Mon Jan 26 17:29:13 2009
Subject: FW: FW: Delphi DIP Lender Proposal

Fritz's reply. Not surprising.

Rod

From: frederick.henderson@gm.com [mailto:frederick.henderson@gm.com]
Sent: Monday, January 26, 2009 5:27 PM
To: O'Neal, Rodney
Cc: grwj@gm.com; walter.borst@gm.com; fred.fromm@gm.com
Subject: Re: FW: Delphi DIP Lender Proposal

Rod,

Thank you for your candid perspective on the status of the critical ongoing discussions between GM and Delphi. Rather than debate the various points referenced in your note, let me assure you that I have been and continue to be in regular contact with Walter, Rick, and the rest of the GM Team on these matters and that the most recent GM proposals to Delphi and the DIP lenders have both my guidance and full support. As Walter summarized in his note, GM has been very clear from the beginning of these most recent discussions that any additional liquidity support from GM must be part of a complete solution. As you know, both GM and Delphi's situations have changed with both companies facing significant challenges. As such, GM simply cannot and will not settle for anything less than a comprehensive solution that includes the prompt resolution of the status of the U.S. Keep Sites and associated operations.

In the spirit of mutual cooperation that you and I have always enjoyed, I will remain close to these discussions through regular updates from the GM Team and ask that you fully empower your team as I have mine to deal with the current DIP lender proposal and reach an overall final solution, so that this week's discussions can be the most productive as possible and lead to the comprehensive solution that both Delphi and GM need at this juncture.

Best regards,

Fritz

"O'Neal, Rodney" <rodney.o.neal@delphi.com>

To "Fritz Henderson" <Frederick.Henderson@gm.com>

cc

01/26/2009 12:57 AM

Subject FW: Delphi DIP Lender Proposal

110224-041074

Fritz,

I am reaching out to you directly to talk about how we move forward together following our teams' engagements over the past couple of weeks and especially what has transpired over this weekend.

Your team's messages to us have been discouraging. We had understood that GM was committed to helping provide the "liquidity runway" to allow us to work with GM and our stakeholders to reach a consensual path for Delphi to emerge from chapter 11.

Instead, my team has been told that (1) GM would not provide any further interim liquidity support absent Delphi's agreement to transfer the US keep sites back to GM, (2) GM would not assist further with Delphi's legacy obligations, including taking the second tranche of the 414(l) transaction (unless Delphi could meet the GSA conditions as they currently exist) or addressing salaried pension or OPEB, (3) GM would not provide further assistance to Delphi's reorganization other than some unspecified payment for the US keep sites; (4) GM did not see a path for Delphi's emergence from chapter 11 under a reorganization plan and (5) GM had to perform substantial additional due diligence in order to make any proposals to Delphi and did not expect to be able to tell Delphi what GM would do until early February or perhaps even later.

We told your team that their comments were interpreted by Delphi as a departure by GM from our prior consensual discussions. We have made it clear to your team that, while we prefer to retain the US keep sites, Delphi would consider selling them back to GM for a fair price that results in a comprehensive solution allowing Delphi to emerge during the second quarter of this year.

This linkage is critical to Delphi because GM's renewed request to take back GMNA keep sites essentially eliminates the MRA that supported the settlement between GM and Delphi last fall. We estimate the net present value of GM's yet unfunded financial obligations under the MRA to be at least \$1.5 billion. Another data point is the \$200 million in annual cash flow that the US keep sites were to have generated under the business plans reviewed and supported by GM leading up to the Delphi-GM settlement last fall. Therefore, we need to make sure that we have solved for Delphi's consensual emergence from chapter 11.

A similar issue exists in connection with our recent ask to GM to help restore Delphi's liquidity runway through June 30th that was contemplated by the Accommodation Agreement and GM Arrangement amendment approved back on December 1st. The 2009 GMNA volume reductions taken by GM less than ten business days after those agreements were approved have deteriorated Delphi's 2009 revenue by approximately \$400 million and contribution margin by approximately \$150 million – not counting the adverse change in mix. This is in addition to GMNA volume reductions announced between the time our plan was confirmed and the Accommodation Agreement was put into place which had already deteriorated our 2009 revenue by about \$1.45 billion and our contribution margin by almost \$600 million.

We need to get GM and Delphi "back on track" and realigned with each others' interests. We have started that process by facilitating most of GM's new due diligence requests. I met with my team to make sure GM's supplemental due diligence process started smoothly. I need your help in reaffirming our prior personal discussion about GM "being there" for us; both by helping to restore the liquidity lost over the last six weeks based on GM's volume reductions since December 1st and by the two of us

directing our teams to problem solve a consensual emergence path for Delphi.

Delphi has created a proposal that has been agreed to by the DIP Steering Committee that they participate alongside GM in the supplemental liquidity bridge needed to enable Delphi, while on its emergence path, to continue to accept trade and other administrative claim support from employees, suppliers and other administrative creditors. Unfortunately, it is apparent based on Walter's attached response that GM is not willing to participate "without a complete solution involving the US keep sites". I am puzzled at Walter's response and the rejection of an enormous opportunity to provide Delphi with a sufficient liquidity bridge that is present today; for a solution that GM can provide no assurances of a complete resolution time-line or a price for the US Keep Sites (which Delphi prefers to retain). Fritz, I respectfully request that you become personally involved on the liquidity offer that is on the table and reconsider the GM position provided by Walter. We need to restore the "transparent liquidity highway" achieved back on December 1st as soon as possible to address the potential future shortfalls in the liquidity projections.

We then need to turn our attention to Delphi's emergence plan and agree to get a deal in place as soon as possible. That plan has to address the payment of administrative claims and an acceptable resolution of remaining pension and OPEB. We also believe that some form of warrant consideration should be made available to the UCC in order to obtain their support for the solution that GM seeks.

Our administrative creditors have provided the financial support necessary for Delphi to maintain continuity of supply to GM and maximize Delphi's business enterprise value – these third party creditors (not including GM) must be paid in full as applicable law requires.

We must find a pension plan solution in which GM participates. Your team has said that GM will not be permitted to address (or does not intend to address) legacy obligations relating to Delphi's SRP and OPEB or take the second tranche of the HRP. This does not make sense to us because, for example, if there is a distressed pension termination, both GM and Delphi have been told by the PBGC that it will assert liens against Delphi ROW and will sue GM for what the PBGC has told us it views as GM's prior unlawful follow-on plan at the time that the pension plans were split and transferred to Delphi. We will not be able to sort out a solution where GM takes the keep sites and the DIP lenders take the rest of world without a pension solution that, among other matters, eliminates any contingent PBGC claims and related PBGC liens both in the US and in the rest of the world.

As for the federal government's involvement in pension and TARP issues, we must work together here as well. We hope that GM will not seek to use the Presidential Designee review process as the basis for not negotiating with Delphi to a consensual resolution. Rather, we need to work together to problem solve a modified deal and together advocate its rationale to the Presidential Designee.

On a parallel path, we must work together immediately to negotiate and document arrangements between our companies in the event that GM files chapter 11. We must also have clear visibility into GM's out of court and chapter 11 discussions and preparations including reviewing draft pleadings. We raised this to your team in the second week of December, but no progress has been made to date. This visibility is critical if we are to successfully maintain our shared goal of continuity of supply.

Finally, we urge you to quickly come to a decision on Steering. Delphi has expended millions on IT systems separation as required by Platinum and given Platinum somewhat unrestricted access to our non-GM customer base and have been ready to close since the summer, but have been waiting on GM to conclude your negotiations with Platinum.

Fritz, in closing, I believe the proposed DIP Lender/GM liquidity bridge is an opportunity that must be seized now to ensure the runway we all need for Delphi to emerge. It is extremely important that

our respective teams remain aligned and continue working together in order to jointly problem solve the remaining emergence issues.

Take care,

Rod

From: walter.borst@gm.com [mailto:walter.borst@gm.com]
Sent: Sunday, January 25, 2009 10:59 PM
To: Sheehan, John; rick.westenberg@gm.com
Cc: Stipp, Keith ; O'Neal, Rodney
Subject: Re: Delphi DIP Lender Proposal

John,

We will give due consideration to the revised proposal and get back to you in the morning. While I respect your views, I believe GM and its advisors have been very clear that we are not in a position to provide Delphi additional liquidity without a complete solution involving the US keep sites. Unfortunately GM has its own liquidity constraints.

Regards, Walter

From: "Sheehan, John" [john.sheehan@delphi.com]
Sent: 01/25/2009 10:46 PM EST
To: Walter Borst; Rick Westenberg
Cc: "Stipp, Keith" <kcith.stipp@delphi.com>; "O'Neal, Rodney" <rodncy.o.neal@delphi.com>
Subject: RE: Delphi DIP Lender Proposal

Walter and Rick,

I wanted to follow-up with you as we have engaged in further discussions with JPM this evening to seek to reach an agreement to preserve Delphi's liquidity. The DIP Lenders will not entertain a reduction of the Liquidity Covenant in return for a pull ahead by GM of \$50 million of the receivables acceleration that was otherwise to occur in May, 2009. Rather the DIP Lenders may ["may" from the perspective that JPM would need to review with the full DIP Steering Committee] be willing to:

1. Reduce the Liquidity Covenant by \$50 million in return for GM increasing the amount of the GM/Delphi Liquidity Agreement by \$50 million.
2. Permit a new cash collateral basket of up to \$117M to be included in the borrowing base. Delphi will be required to apply the \$117M to pay down the DIP facility on February 27, 2009 unless GM agrees to provide an additional \$100M of GM liquidity under the Additional GM Liquidity Agreement by such date.
3. All of the other provisions in the Accommodation Agreement forwarded to GM today would remain in effect.

Further, I understand that one of the provisions of GM providing Delphi liquidity support was that the DIP Lenders receive no fee for the amendment. The DIP Lenders will not agree to this condition. The DIP Lenders have proposed a 75bps fee – which would amount to approximately \$9 million of fees to consenting lenders, if 100% of the consenting lenders agreed to the amendment. We believe this amendment fee to be reasonable in the circumstances.

Waller and Rick, I believe the foregoing proposal by the DIP Lenders represents both a fair compromise to reach agreement and as much as we are going to be able to get the DIP Lenders to agree to – we have pushed them very hard.

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Accordingly, I very much ask that you give due consideration to this proposal, especially in light of the liquidity disclosure constraints Delphi will face on February 2 – as has been discussed with Rick and your advisors. The foregoing proposal would avoid the impending February 2 Delphi liquidity disclosure event.

Finally, the DIP Lender Steering Committee is not prepared to hold a DIP Lender meeting tomorrow without consensus between Delphi, GM and the DIP Lenders on the terms of the amendment. They are not prepared to repeat the process of changes that took place in Q4 in connection with the Accommodation Agreement. It is therefore necessary to reach agreement between us by noon tomorrow – such that we may hold the Lender Meeting tomorrow afternoon. Absent being able to reach agreement between us, Delphi will be obligated to repay \$90 million on the DIP tomorrow and an opportunity will be lost. This would be very unfortunate.

I appreciate that you will need to review the foregoing with Fritz Henderson. We appreciate your full consideration of the foregoing. I am available anytime to discuss.

John

From: Sheehan, John
Sent: Sunday, January 25, 2009 9:29 PM
To: 'walter.borst@gm.com'
Cc: Stipp, Keith ; 'rick.westenberg@gm.com'; O'Neal, Rodney
Subject: Delphi DIP Lender Proposal
Importance: High

Walter,

I have been in conversation this evening with Keith Stipp on GM's position relative to the Delphi DIP lender proposal. I wanted to follow up with you directly as I am concerned with your position and don't understand why GM would not want to take advantage of the additional Delphi liquidity opportunity presented by the Delphi's DIP lenders. From my perspective, the ability for Delphi to avoid the pay down of the DIP by \$117 million and to instead put the amount into a cash collateral account for use in the future when Delphi's borrowing base expands is a significant opportunity for Delphi to retain liquidity over the next several months while Delphi and GM work through our final discussions on the US sites.

In response to our recent meeting with your team, the Delphi Restructuring and Treasury teams worked our lenders hard to find a liquidity solution that was not 100% GM's responsibility, and having crafted this solution I do not understand why GM would not want to fully participate. The lender proposal to cut the liquidity covenant to \$50 million and defer the DIP paydown is contingent on GM's agreement to provide additional funding in the future. Given the impact of GM's Q1 production cuts on Delphi's liquidity, it is not reasonable to expect that the DIP Lenders will provide Delphi with additional liquidity support without a contaminant contribution from GM.

If we reach agreement on the US sites, you and your advisors have previously told us that GM would provide additional funding support. It would seem to me that the DIP Lender proposal would reduce any future support that you may be willing to provide once we have a US site resolution.

I would really appreciate your reconsideration of your positions. I understand you will be discussing this matter tomorrow morning with Fritz Henderson – I hope that you will take the foregoing thoughts into your review with Fritz. Thanks.

John

110224-041078

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