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GENERAL MOTORS CORP  
Form 8-K  
October 26, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549-1004

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) October 25, 2004

GENERAL MOTORS CORPORATION

-----  
(Exact Name of Registrant as Specified in its Charter)

|                                                                   |                             |                                         |
|-------------------------------------------------------------------|-----------------------------|-----------------------------------------|
| STATE OF DELAWARE                                                 | 1-143                       | 38-0572515                              |
| -----                                                             | -----                       | -----                                   |
| (State or other jurisdiction of<br>Incorporation or Organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| 300 Renaissance Center,<br>Detroit, Michigan                      |                             | 48265-3000<br>(Zip Code)                |
| -----                                                             |                             |                                         |
| (Address of Principal Executive Offices)                          |                             |                                         |

Registrant's telephone number, including area code (313) 556-5000  
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the

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Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### ITEM 8.01. OTHER EVENTS

On October 25, 2004, Dominion Bond Rating Service Limited (DBRS) confirmed short-term ratings at R-1 (low) and downgraded long-term ratings to BBB (high), all with stable trends, for General Motors Corporation (GM) and General Motors Acceptance Corporation (GMAC). Their press release follows:

Date of Release: October 25, 2004

Downgrades Long-Term Debt to BBB (high), Confirms at R-1 (low), Removed from Under Review - Negative

Current Date: Monday, October 25, 2004

| Issuer                                                   | Debt Rated                       | Rating Action | Rating    | Trend |
|----------------------------------------------------------|----------------------------------|---------------|-----------|-------|
| General Motors Acceptance Corporation                    | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| General Motors Acceptance Corporation (N.Z.) Limited     | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| General Motors Acceptance Corporation (U.K.) plc         | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| General Motors Acceptance Corporation of Canada, Limited | Commercial Paper (guar. by GMAC) | Confirmed     | R-1 (low) | Stb   |
| General Motors Acceptance Corporation, Australia         | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| General Motors Corporation                               | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| General Motors of Canada Limited                         | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| GMAC Bank GmbH                                           | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| GMAC Commercial Mortgage Bank Europe, plc                | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| GMAC Commercial Mortgage Japan, K.K.                     | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |
| GMAC International Finance B.V.                          | Commercial Paper                 | Confirmed     | R-1 (low) | Stb   |

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|                                                          |                                                                                         |            |              |     |
|----------------------------------------------------------|-----------------------------------------------------------------------------------------|------------|--------------|-----|
| GMAC, Australia (Finance) Limited                        | Commercial Paper                                                                        | Confirmed  | R-1 (low)    | Stb |
| General Motors Acceptance Corporation                    | Senior Long-Term Debt                                                                   | Downgraded | BBB (high)   | Stb |
| General Motors Acceptance Corporation (N.Z.) Limited     | Medium & Long-Term Debt                                                                 | Downgraded | BBB (high)   | Stb |
| General Motors Acceptance Corporation of Canada, Limited | Notes & Debentures (guar. by GMAC)                                                      | Downgraded | BBB (high)   | Stb |
| General Motors Acceptance Corporation, Australia         | Medium & Long-Term Debt                                                                 | Downgraded | BBB (high)   | Stb |
| General Motors Corporation                               | Long-Term Debt                                                                          | Downgraded | BBB (high)   | Stb |
| General Motors Corporation                               | Convertible Debentures                                                                  | Downgraded | BBB (high) y | Stb |
| General Motors Corporation                               | Ind. Dev. Empower. Zone Rev. Bds., S2004 (Issued by NYC Ind. Dev. Agency, Guar. by GMC) | Downgraded | BBB (high)   | Stb |
| General Motors of Canada Limited                         | Long-Term Debt                                                                          | Downgraded | BBB (high)   | Stb |
| GMAC Bank GmbH                                           | Medium & Long-Term Debt                                                                 | Downgraded | BBB (high)   | Stb |
| GMAC Commercial Mortgage Funding, plc                    | Long-Term Debt                                                                          | Downgraded | BBB (high)   | Stb |
| GMAC Commercial Mortgage Japan, K.K.                     | Medium & Long-Term Debt                                                                 | Downgraded | BBB (high)   | Stb |
| GMAC International Finance B.V.                          | Medium & Long-Term Debt                                                                 | Downgraded | BBB (high)   | Stb |

Note: General Motors Acceptance Corporation of Canada, Limited; General Motors Acceptance Corporation (N.Z.) Limited; General Motors Acceptance Corporation, Australia; GMAC Bank GmbH, GMAC Commercial Mortgage Funding, plc; GMAC Commercial Mortgage Japan, K.K.; and GMAC International Finance B.V. debt is guaranteed by General Motors Acceptance Corporation.

DBRS has downgraded the long-term debt ratings of the General Motors group of companies ("GM" or the "Group") to BBB (high) from A (low), all with Stable trends. With these rating actions, the Company has been removed from "Under Review With Negative Implications".

In the past, the Group's rating has been influenced by two key factors: (1) the long-term decline in GM's market share, and (2) high sales incentives, which were impacting margins. However, three other key factors are influencing the ratings, which resulted in the downgrades: (1) Rising health care costs. The inability to drive health care cost increases down from GM's initial health care cost inflation rate of 8.5% to its ultimate health care cost inflation rate of

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5%. An upward revision to the initial trend rate (as recently indicated by management) would cause an increase in the size of the net unfunded other post-employment benefits (OPEB) liability (\$57 billion as at December 31, 2003, excluding Medicare subsidy of \$4 billion). (2) Problems in GM Europe. The problems in GM Europe are worse than expected and will be costly to remedy. The Company's plan to lay off 12,000 personnel in Europe, particularly the 10,000 workers in Germany, will be costly and not without execution risk. (3) Rising energy and material prices. High gasoline prices could impact the demand for GM's highly profitable SUVs and pickup trucks. In addition, rising material costs (steel and plastics) place further pressure on the already thin automotive margins.

Nevertheless, the BBB (high) rating is still well supported by GM's favourable balance sheet and good liquidity. DBRS expects that a solid introduction of new vehicles should help stabilize market share over the next five years. Price incentives have shown some evidence of moderating, which together with the Company's long track record on cost reductions should help stabilize earnings. Furthermore, General Motors Acceptance Corporation has a relatively liquid portfolio of auto receivables, strong asset quality, and continues to generate solid income. Thus, DBRS has assigned Stable trends to the long-term debt.

Dominion Bond Rating Service (DBRS) will publish a full report shortly that will provide additional analytical detail on this rating action. If you are interested in receiving this report, please contact us at: [info@dbrs.com](mailto:info@dbrs.com).

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the

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undersigned hereunto duly authorized.

Date: October 26, 2004

GENERAL MOTORS CORPORATION  
(Registrant)  
By: /s/PETER R. BIBLE  
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(Peter R. Bible,  
Chief Accounting Officer)