

INSTRUCTIONS FOR COMPLETING THE PROOF OF CLAIM TO PARTICIPATE IN THE CLASS ACTION SETTLEMENT OF THE DELPHI SECURITIES LITIGATION

IMPORTANT: PLEASE READ THE ACCOMPANYING NOTICE AND THESE INSTRUCTIONS CAREFULLY.

GENERAL INSTRUCTIONS

- A. The accompanying Notice of Proposed Settlement with Certain Defendants, Motion for Attorneys' Fees and Reimbursement Hearing ("Notice") contains important information about your rights, defines certain settlement terms and eligibility criteria, and describes the proposed settlement and the manner in which the settlement will be distributed if the settlement is granted final approval by the Court. It is important that you read the Notice.
- B. If you are NOT a member of the Class (as defined in the Notice), or did not suffer harm according to the Plan of Allocation DO NOT submit a Proof of Claim form.
- C. Before completing the enclosed Proof of Claim, it is important to read these instructions carefully. Failure to follow the instructions may result in either your inability to participate in the recovery, or a delay in your receipt of a recovery.
- D. To participate in the settlement, you MUST: (1) complete the Proof of Claim and sign page 10; (2) attach copies of all required documentation; and (3) mail your Proof of Claim so that it is **postmarked by May 30, 2008** to: In re Delphi Corporation Securities Litigation Settlement, c/o The Garden City Group, Inc., Claims Administrator, P.O. Box 9185, Dublin, OH 43017-4185.
- E. When completing your transactional information (**Sections B, C, D, E, and F**), the transaction date is the "trade" or "contract" date not the "settlement" or "payment" date. If you need additional space to list your transactions you must photocopy the correct transaction page and check the box at the bottom of the page. NOTE: If you do not check the box at the bottom of the page, the additional pages may not be reviewed or considered.
- F. NOTE REGARDING SUPPORTING DOCUMENTATION. All eligible transactions must be appropriately documented. Acceptable documentation generally includes periodic brokerage statements or trade confirmation slips. Documentation must include the claimant's name and address and identify the security, trade date, price paid per Delphi Security and total amount of the transaction. Do NOT provide originals or copies of stock certificates as they are not acceptable documentation of the trade date or price. Please send legible photocopies of your periodic brokerage statements or trade confirmation slips. You should keep a copy of the Proof of Claim and all supporting documentation you submit.
- G. NOTE TO INSTITUTIONAL FILERS. Claims with 100 or more transactions, or on behalf of 20 or more different accounts must be submitted electronically and in the required format. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.delphiclasssettlement.com or you may e-mail the Claims Administrator at eClaim@gardencitygroup.com. Any file not completed in accordance with the required electronic filing format will be rejected. Proof of authority to submit a Proof of Claim on behalf of any managed accounts must be submitted with any Proofs of Claim for such accounts.

Step-by-Step Instructions for Completing the Proof of Claim

SECTION A – CLAIMANT INFORMATION – PAGE 2.

****Everyone must complete this section. Failure to complete this section will result in the rejection of your claim.****

- Step 1.** State the name and address of the claimant(s). Name should be provided as you would like it to appear on the check, provided you are eligible to receive payment.
- Step 2.** Provide your daytime and evening telephone numbers, and an email address in the space provided.
- Step 3.** If the Claimant would like the Claims Administrator to contact an agent (e.g. an attorney, a guardian, trustee, custodian, etc.), please provide that information in the space provided.

SECTION B – DELPHI COMMON STOCK – PAGES 3-4.

NOTE: Complete this section ONLY if you had CLASS PERIOD purchases or acquisitions of Delphi Common Stock. Otherwise, you may skip to SECTION C. (Please Note: Class Period transactions include purchases or acquisitions of Delphi common stock between March 7, 2000 and March 3, 2005, inclusive.)

- Step 4.** List the amount of shares of Delphi common stock that you owned at the close of business on March 6, 2000. If you did not own any Delphi common stock at the close of business on March 6, 2000, put a zero (0) in the box.
- Step 5.** If you made **PURCHASES AND ACQUISITIONS of Delphi common stock, you must complete Section B.2.** List all purchases and acquisitions of Delphi common stock made between March 7, 2000 and March 3, 2005, inclusive.

QUESTIONS? CALL TOLL-FREE (800) 918-0998 OR VISIT www.delphiclasssettlement.com

Step 6. For each purchase/acquisition transaction listed in **Section B.2**, you **MUST** provide the date of the purchase/acquisition, the number of shares purchased/acquired, the purchase/acquisition price per share and the total cost of the transaction (including brokerage commissions or other charges).

Step 7. If you **sold** shares of Delphi common stock between March 7, 2000 and March 3, 2005, inclusive, **you must complete Section B.3**. List all sales made between March 7, 2000 and March 3, 2005, inclusive.

Step 8. For each sale transaction you **MUST** provide the date of the sale, the number of shares sold, the sale price per share and the total amount received (after commissions, taxes and fees).

Step 9. List the amount of shares of Delphi common stock that you owned at the close of business on March 3, 2005. If you did not own any Delphi common stock at the close of business on March 3, 2005, put a zero (0) in the box.

SECTIONS C to F – DELPHI NOTES AND PREFERRED SECURITIES – PAGES 5-8.

NOTE: Complete these sections **ONLY** if you had **CLASS PERIOD** purchases or acquisitions of Delphi debt securities that are included. **Otherwise, you may skip to SECTION G.**

Step 10. You **MUST** provide the principal (face) amount of the position you held as of the close of trading on March 6, 2000 (except for the 6.55% Notes) and October 16, 2006 in **Section C.4**, November 6, 2006 in **Section D.5**, December 6, 2006 in **Section E.5** or December 6, 2006 in **Section F.5**. If zero or none, please write "0".

Step 11. If you made **PURCHASES/ACQUISITIONS of Delphi Notes and Preferred Securities, you must complete Sections C.1, D.2, E.2, and/or F.2**. List all purchases of Delphi Notes and Preferred securities made between March 7, 2000 and March 3, 2005, inclusive. Also indicate the face amount of Delphi debt securities you purchased, if any, on or after March 4, 2005 in the space indicated.

Step 12. You **MUST** provide the date of purchase/acquisition, the face amount, amount paid per \$1,000 face amount (except for the 8.25% Trust I Preferred Securities which must be per \$25 face amount), and the total amount or "aggregate cost" (including brokerage commissions or other charges) for all the transactions.

Step 13. If you made **SALES of Delphi Debt Securities you must complete Sections C.3, D.4, E.4, and/or F.4**. List all sales of the appropriate Delphi Notes and Preferred securities in the appropriate "sale" section. You **MUST** list all sales during the dates stated on the Claim Form and for each sale provide the date of sale, the principal amount, amount received per \$1,000 face amount (except for the 8.25% Trust I Preferred Securities which must be per \$25 face amount), and the net amount received on the sale transaction (after broker commissions or other charges).

SECTION G – RELEASE AND SIGNATURE – PAGES 9-10.

*****Everyone must complete this section. Failure to complete this section will result in the rejection of your claim. *****

Step 14. Read the Submission to Jurisdiction of Court and Acknowledgements and the Release carefully.

Step 15. Sign the form in the required area on Page 10. If you are signing on behalf of a Claimant in a representative capacity, please remember to print your name and your title/capacity in the space provided (you must also provide proof of your authority to act for the Claimant). If the claim is being made by Joint Claimants, then each must sign.

COMPLETING YOUR CLAIM FORM

*****YOU ARE ALMOST DONE*****

If you have fully completed your claim form as discussed above, there are only two steps remaining:

Step 16. SUPPLY APPROPRIATE SUPPORTING DOCUMENTATION. Ensure that appropriate documentation is provided. Attaching such back-up documentation is not IN LIEU of completing your claim form – if the claim form is not completed as instructed above, your claim **WILL BE REJECTED**. Attach documentation for all transactions and holdings being claimed.

Step 17. SUBMIT YOUR CLAIM FORM TIMELY. Once all of the above is completed, mail your Proof of Claim and Release form and all necessary back up documentation to the Claims Administrator so that it is **postmarked no later than May 30, 2008**. Keep a copy of your Proof of Claim and Release form and all back up documentation for your records.