

VERDICT

We, the jury, unanimously find by a preponderance of the evidence the following:

I. GM Settlement Transaction

Concerning the \$237 million payment Delphi made to General Motors (GM) pursuant to a September 22, 2000 settlement agreement, we find:

1. That one or more of the defendants listed below violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 (Fraud Violations). (See Instruction Nos. 2, 3 and 6-9)

J.T. Battenberg	____ YES	<input checked="" type="checkbox"/> NO
Paul Free	____ YES	<input checked="" type="checkbox"/> NO

2. That one or more of the defendants listed below violated Section 17(a)(2) of the Securities Act of 1933 (Fraud Violations). (See Instruction Nos. 2, 3 and 9-14)

J.T. Battenberg	____ YES	<input checked="" type="checkbox"/> NO
Paul Free	____ YES	<input checked="" type="checkbox"/> NO

3. That one or more of the defendants listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1, 13a-13 and 12b-20 (Reporting Provisions). (See Instruction Nos. 2, 3, 9, 15-18 and 21-22)

J.T. Battenberg	____ YES	<input checked="" type="checkbox"/> NO
Paul Free	____ YES	<input checked="" type="checkbox"/> NO

4. That one or more of the defendants listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(A) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9, 15-17, 19 and 21-22)

J.T. Battenberg	____ YES	<input checked="" type="checkbox"/> NO
Paul Free	____ YES	<input checked="" type="checkbox"/> NO

5. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(B) of the Securities Exchange Act of 1934 (Internal Controls). (See Instruction Nos. 2, 3, 9, 15-17 and 20-22)

Paul Free YES ✓ NO

6. That one or more of the defendants listed below violated Section 13(b)(5) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 23)

J.T. Battenberg ✓ YES NO
Paul Free ✓ YES NO

7. That one or more of the defendants listed below violated Rule 13b2-1 promulgated under the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 24)

J.T. Battenberg ✓ YES NO
Paul Free ✓ YES NO

8. That one or more of the defendants listed below violated Rule 13b2-2 promulgated under the Securities Exchange Act of 1934 (Misrepresentations to Accountants). (See Instruction No. 2, 3 and 25)

J.T. Battenberg ✓ YES NO
Paul Free ✓ YES NO

II. Bank One - Precious Metals (PGM) Transaction

Concerning the precious metals transaction between Delphi and Bank One, we find:

9. That the defendant listed below violated Section 10(b) of the Securities Exchange Act, and Rule 10b-5 (Fraud Violations). (See Instruction Nos. 2, 3 and 6-9)

Paul Free ☒ YES ☐ NO

10. That the defendant listed below violated Section 17(a)(2) of the Securities Act of 1933 (Fraud Violations). (See Instruction Nos. 2, 3 and 9-14)

Paul Free ☒ YES ☐ NO

11. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1, 13a-13 and 12b-20 (Reporting Provisions). (See Instruction Nos. 2, 3, 9, 15-18 and 21-22)

Paul Free ☒ YES ☐ NO

12. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(A) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9, 15-17, 19 and 21-22)

Paul Free ☒ YES ☐ NO

13. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(B) of the Securities Exchange Act of 1934 (Internal Controls) (See Instruction Nos. 2, 3, 9, 15-17 and 20-22)

Paul Free ☒ YES ☐ NO

14. That the defendant listed below violated Section 13(b)(5) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 23)

Paul Free ☒ YES ☐ NO

15. That the defendant listed below violated Rule 13b2-1 promulgated under the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 24)

Paul Free

☒ YES ☐ NO

16. That the defendant listed below violated Rule 13b2-2 promulgated under the Securities Exchange Act of 1934 (Misrepresentations to Accountants). (See Instruction No. 2, 3 and 25)

Paul Free

☒ YES ☐ NO

III. BBK — Cores and Batteries Transaction

Concerning the cores and batteries transaction between Delphi and BBK, we find:

17. That the defendant listed below violated Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 (Fraud Violations). (See Instruction Nos. 2, 3 and 6-9)

Paul Free ☒ YES ☐ NO

18. That the defendant listed below violated Section 17(a)(2) of the Securities Act of 1933 (Fraud Violations). (See Instruction Nos. 2, 3 and 9-14)

Paul Free ☒ YES ☐ NO

19. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1, 13a-13 and 12b-20 (Reporting Provisions). (See Instruction Nos. 2, 3, 9, 15-18 and 21-22)

Paul Free ☒ YES ☐ NO

20. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(A) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9, 15-17, 19 and 21-22)

Paul Free ☒ YES ☐ NO

21. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(B) of the Securities Exchange Act of 1934 and (Internal Controls). (See Instruction Nos. 2, 3, 9, 15-17 and 20-22)

Paul Free ☒ YES ☐ NO

22. That the defendant listed below violated Section 13(b)(5) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 23)

Paul Free ☒ YES ☐ NO

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23. That the defendant listed below violated Rule 13b2-1 promulgated under the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 24)

Paul Free ✓ YES NO

24. That the defendant listed below violated Rule 13b2-2 promulgated under the Securities Exchange Act of 1934 (Misrepresentations to Accountants). (See Instruction No. 2, 3 and 25)

Paul Free ✓ YES NO

IV. EDS - \$20 Million Transaction

Concerning the accounting for the December 2001 \$20 million payment EDS made to Delphi, we find:

25. That the defendant listed below violated Section 10(b) of the Securities Exchange Act, and Rule 10b-5 (Fraud Violations). (See Instruction Nos. 2, 3 and 6-9)

Paul Free ☒ YES ☐ NO

26. That the defendant listed below violated Section 17(a)(2) of the Securities Act of 1933 (Fraud Violations). (See Instruction Nos. 2, 3, and 9-14)

Paul Free ☒ YES ☐ NO

27. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1, 13a-13 and 12b-20 (Reporting Provisions). (See Instruction Nos. 2, 3, 9, 15-18 and 21-22)

Paul Free ☒ YES ☐ NO

28. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(A) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9, 15-17, 19 and 21-22)

Paul Free ☒ YES ☐ NO

29. That the defendant listed below violated Section 20(e) of the Securities Exchange Act of 1934 by aiding and abetting a violation by Delphi Corporation of Section 13(b)(2)(B) of the Securities Exchange Act of 1934 (Internal Controls) (See Instruction Nos. 2, 3, 9, 15-17 and 20-22)

Paul Free ☒ YES ☐ NO

30. That the defendant listed below violated Section 13(b)(5) of the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 23)

Paul Free ☒ YES ☐ NO

31. That the defendant listed below violated Rule 13b2-1 promulgated under the Securities Exchange Act of 1934 (Books and Records). (See Instruction Nos. 2, 3, 9 and 24)

Paul Free ☒ YES ☐ NO

32. That the defendant listed below violated Rule 13b2-2 promulgated under the Securities Exchange Act of 1934 (Misrepresentations to Accountants). (See Instruction No. 2, 3 and 25)

Paul Free ☒ YES ☐ NO

The jury reached the above answers unanimously.

Signed: _____

Foreperson

Dated: _____

1-13-11