

For new Demand Notes mail along with Investment form to:

GMAC Demand Notes 154-0510
Mellon Financial Corp.
P.O. Box 535030
Pittsburgh, PA 15253-5030

For Changes to an Existing Corporate Resolution mail to:

GMAC Demand Notes
PO Box 358425
Pittsburgh, PA 15252-8425

GMAC Demand Notes Number _____

NOTE: RETAIN A COPY OF THIS DOCUMENT FOR YOUR RECORDS. ANY MODIFICATION OF THE INFORMATION WILL REQUIRE A NEW COMPLETED FORM. THIS DOCUMENT IS IN FULL FORCE AND EFFECT UNTIL ANOTHER DULY EXECUTED FORM IS RECEIVED BY THE PROCESSING AGENT.

Dated and effective as of _____ New Amendment to Form Dates _____

Name of Registered Owner _____

Business Address _____

City _____ State _____ Zip _____

Registered Owner is a Corporation Trust Partnership Other: _____
(such as non-profit organization, sole proprietorship, investment club, etc.)

The undersigned does hereby certify that (s)he is authorized to furnish this Certificate on behalf of the above named Registered Owner and that the following named persons are currently officers/trustees/general partners/other authorized signatories of the Registered Owner, and any of them ("Authorized Person(s)") is/are currently authorized under the applicable governing documents and law to act for and on behalf of the Registered Owner with respect to GMAC Demand Notes, including without limitation the purchase, sale and redemption thereof and disposition of any proceeds thereof, and to execute and deliver any instrument deemed necessary or appropriate by GMAC or any Processing Agent for GMAC to effectuate the authority hereby conferred or confirmed:

Name	Title	Specimen Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

I, _____ Secretary of the above named Registered Owner, do hereby certify that at a meeting on _____ at which quorum was present throughout, the Board of Directors of the Corporation/Trust/Partnership (others such as LLC) duly adopted a resolution, which is in full force and effect and has not been modified and is in accordance with the Registered Owner's articles/certificate of incorporation and by-laws, which resolution did the following: (1) empowered the above named Authorized Person(s) to effect transactions with respect to GMAC Demand Notes on the terms described above; (2) authorized the Secretary or any Assistant Secretary to certify from time to time the names and titles of the Authorized Person(s) and to notify GMAC and the Processing Agent when changes in office or authority occur; and (3) authorized the Secretary or any Assistant Secretary to certify that such a resolution has been duly adopted and will remain in full force and effect until the Processing Agent receives a duly executed amendment to the Certification Form and has had a reasonable opportunity to act thereon.

Witness my hand on behalf of the Corporation/Trust/
Partnership
this _____ day of _____, 20_____.

Secretary

The undersigned officer hereby certifies that the foregoing instrument has been signed by the Secretary of the Corporation.

SIGNATURE GUARANTEED *

Certifying — Officer of the Corporation
(Other than the Secretary) *

Certifying — Trustee(s)/General Partner(s) Other(s) *

SIGNATURE(S) GUARANTEED *

Certifying — Trustee(s)/General Partner(s) Other(s) *

* SIGNATURE(S) MUST BE GUARANTEED BY AN AUTHORIZED SIGNATORY OF A UNITED STATES COMMERCIAL BANK, TRUST COMPANY OR MEMBER FIRM OF A NATIONAL OR REGIONAL STOCK EXCHANGE. NOTARIZATION IS NOT ACCEPTABLE. A CORPORATE SEAL WILL ONLY BE ACCEPTED WHEN THE RESOLUTION IS BEING SUBMITTED ALONG WITH AN INVESTMENT FORM TO OPEN A DEMAND NOTES ACCOUNT.

GMAC DEMAND NOTES DOES NOT CONSTITUTE AN INVESTMENT OF ANY TYPE WITH THE PROCESSING AGENT. REFERENCE IS HEREBY MADE TO THE PROSPECTUS FOR A FULL DESCRIPTION OF THE PROCESSING AGENT'S DUTIES AND FOR COMPLETE INFORMATION CONCERNING DEMAND NOTES. SUCH PROSPECTUS SHALL PREVAIL OVER THIS FORM TO THE EXTENT OF ANY CONFLICT OR INCONSISTENCY.