Arizona California Connecticut Maine Maryland Massachusetts New Mexico

New York Oregon Pennsylvania Rhode Island Utah Washington

September 12, 2007

G. Richard Wagoner Jr., President & CEO
General Motors Corporation
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Detroit, MI 48232-5170

Alan Mulally, President & CEO
Ford Motor Company
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Carlos Ghosn, President & CEO
Nissan North America Inc.
333 Commerce Street
Nashville, TN 37201

Dear Sirs:

The impact of global warming presents a grave threat to public health, natural resources and our economy. The public is demanding that states, in the absence of federal action, take real and meaningful steps to reduce emissions of greenhouse gases. Ensuring that our automobiles have a lower carbon footprint is an essential piece of our greenhouse gas reduction strategy.

In the United States, the passenger vehicle/light duty truck sector is second only to the electricity sector in the amount of greenhouse gases emitted. In some of our states, including California, the transportation sector is the largest source of emissions. This is why the clean tailpipe standards first adopted by California are already in place in 11 other states. Taken together, these states represent 35 percent of the United States' population. Implementation of clean tailpipe standards in these states will reduce greenhouse gas emissions by nearly 74 million metric tons by 2020. Adoption is under consideration by additional states, which will add substantial emission reductions.

Five Canadian provinces have also committed to adopting these standards in recognition of the fact that they are a critical component in addressing greenhouse gas emissions from vehicles.

In the recent U.S. Supreme Court decision in Massachusetts vs. EPA, the Court found that EPA has the authority to regulate greenhouse gases and that authority is wholly independent of the U.S. Department of Transportation's authority to promote energy efficiency through the setting of vehicle

mileage standards. The Court also held that EPA must exercise that authority if it finds that greenhouse gases may reasonably be anticipated to endanger health or welfare.

In light of this decision, we do not believe it is productive for your industry to continue to fight state implementation of clean tailpipe standards. As Governors committed to addressing the issue of climate change, we ask that you withdraw your legal challenges to clean vehicle standards and begin working with us to meet our joint obligations to begin reversing the threat of global warming

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We would prefer to follow a path that encourages innovation not litigation. You manufacture and sell the automobiles used by the vast majority of drivers in the United States and Canada. You are building and selling clean vehicles in Europe and Japan. It is clear to us that there is a bottom-line upside to this approach. For example, the Ford Escape hybrid was voted North American Truck of the Year in 2005.

Your companies are on record as supporting efforts to combat climate change. Selling cars that meet the clean car standards is a major step in fulfilling your commitment. It is time for us to work together to reduce the transportation sector's contributions to global warming in our states and provinces. In this spirit, we stand ready to meet with you to establish a basis for partnership rather than litigation as we work to meet our joint obligations to reverse global warming.

Sincerely,

Janet Napolitano
Governor of Arizona

Arnold Schwarzenegger
Governor of California

M. Jodi Rell
Governor of Connecticut

John E. Baldacci
Governor of Maine

Martin O'Malley
Governor of Maryland

Deval Patrick
Governor of Massachusetts

Bill Richardson
Governor of New Mexico

Eliot Spitzer
Governor of New York

Theodore R. Kulongoski
Governor of Oregon

Donald L. Carcieri
Governor of Rhode Island

Christine O. Gregoire
Governor of Washington

Edward G. Rendell
Governor of Pennsylvania

Jon M. Huntsman, Jr.
Governor of Utah