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Proceeds, before  
expenses, to General  
Motors Acceptance  
Corporation ..... 97.50%-99.80%           \$4,875,000,000-\$4,990,000,000

(SM) Service Mark of General Motors Acceptance Corporation

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES  
COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF  
THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS  
A CRIMINAL OFFENSE.

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ABN AMRO INCORPORATED

A.G. EDWARDS & SONS, INC.

EDWARD JONES & CO., L.P.

FIDELITY CAPITAL MARKETS  
a division of National Financial  
Services Corporation

PRUDENTIAL SECURITIES INCORPORATED

SALOMON SMITH BARNEY

August 16, 1999