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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.

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