Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1940

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GENERAL MOTORS LLC

300 RENAISSANCE CENTER
MC 482-C16-D25
DETROIT, MI 48265-3000

300 RENAISSANCE CENTER
MC 482-C16-D25
DETROIT, MI 48265-3000

2b Employer Identification Number (EIN) 27-0383222

2c Sponsor's telephone number 313-665-4085

2d Business code (see instructions) 336100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2011	KEVIN COBB
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

GENERAL MOTORS LLC

300 RENAISSANCE CENTER
MC 482-C16-D25
DETROIT, MI 48265-3000

3b Administrator's EIN: 27-0383222

3c Administrator's telephone number: 313-665-4085

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	183696
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	26547
b	Retired or separated participants receiving benefits	**6b**	95796
c	Other retired or separated participants entitled to future benefits	**6c**	29330
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	151673
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	28560
f	Total. Add lines **6d** and **6e**	**6f**	180233
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	56
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1C 1E 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		___ **A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
GENERAL MOTORS LLC

D Employer Identification Number (EIN)
27-0383222

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 10 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		29374034000
b	Actuarial value	**2b**		30601187000
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	126000	25337577000
b	For terminated vested participants	**3b**	28905	740165000
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		634696000
	(2) Vested benefits	**3c(2)**		2793576000
	(3) Total active	**3c(3)**	29021	3428272000
d	Total	**3d**	183926	29506014000
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.67 %
6	Target normal cost	**6**		147428000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	07/12/2011
Signature of actuary	Date
MARY GIBBON	11-06921
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON	703-258-8163
Firm name	Telephone number (including area code)
901 NORTH GLEBE ROAD ARLINGTON, VA 22203-1808	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	9991105000	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	146383000	
9	Amount remaining (Item 7 minus item 8)	9844722000	
10	Interest on item 9 using prior year's actual return of 7.81 %	768381000	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of ____ %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections		0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	10613103000	0

Part III Funding percentages

14	Funding target attainment percentage	14	67.74 %
15	Adjusted funding target attainment percentage	15	131.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	113.31 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/01/2010	1333333333				
01/13/2011	742222215				
		Totals ► 18(b)		2075555548	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1919779053

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 63

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [ ] Prescribed - separate [X] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... [ ] Yes [X] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29**

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 147428000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) **34** 147428000

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	129400000	0	129400000

36 Additional cash requirement (item 34 minus item 35) **36** 18028000

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 1919779053

38 Interest-adjusted excess contributions for current year (see instructions) **38** 1901751053

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan	**B** Three-digit plan number (PN) ▶
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
GENERAL MOTORS LLC	27-0383222

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SEE PDF ATTACHEMENT FOR
COMPETE SCH C
COVERING ALL PARTS, MI 00000

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS LLC

D Employer Identification Number (EIN)
27-0383222

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM INVESTMENT FUNDS TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-3160892-001	C	9553395363

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST III

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-6231432-001	M	1475431264

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST I

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0719298-001	C	2599260022

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST II

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0615827-001	C	2165988564

a Name of MTIA, CCT, PSA, or 103-12 IE: GM SALARIED EMPLOYEES PENSION TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-6369844-001	C	846942575

a Name of MTIA, CCT, PSA, or 103-12 IE: GM SALARIED EMPLOYEES PENSION TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6388249-001	C	7295639678

a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6295264-001	C	3004646867

a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST II

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN 26-6389533-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3328482300

a Name of MTIA, CCT, PSA, or 103-12 IE: WHITE PLAZA TRUST GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN 11-3317084-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 464177846

a Name of MTIA, CCT, PSA, or 103-12 IE: GM HOURLY-RATE EMPLOYEES TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN 13-6369845-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 707179

a Name of MTIA, CCT, PSA, or 103-12 IE: GM HOURLY-RATE EMPLOYEES TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS LLC

c EIN-PN 25-6013833-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135996

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS LLC

D Employer Identification Number (EIN)
27-0383222

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		2075555548
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	85000012	72812893
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	29427495784	29259376390
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		1475431264
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		17863189

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	29512495796	32901039284
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	37161575	52292681
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	85000000	1170076
k	Total liabilities (add all amounts in lines 1g through1j)	1k	122161575	53462757
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	29390334221	32847576527

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1333333333	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)	742222215	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2075555548
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3974125345
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		216702551
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		6266383444
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2687362825	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2687362825
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	121778313	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		121778313
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2809141138
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3457242306
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP (2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		150000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan
GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GENERAL MOTORS LLC

D Employer Identification Number (EIN)
27-0383222

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-3275867

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 1118

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 31% Investment-Grade Debt: 31.9% High-Yield Debt: 14.1% Real Estate: 5.5% Other: 17.4%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☒ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Deloitte.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
General Motors Retirement Program for Salaried Employees:

We have audited the accompanying financial statements of General Motors Retirement Program for Salaried Employees (the "Plan") as of September 30, 2010 and 2009, and for the year ended September 30, 2010, listed in the Table of Contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial status of the Plan as of September 30, 2010 and 2009, and the changes in its financial status for the year ended September 30, 2010, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 5 to the financial statements, the financial statements include investments valued at $12 billion (38% of net assets) and $14 billion (48% of net assets) as of September 30, 2010 and 2009, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on the methods described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

July 21, 2011

Deloitte & Touche LLP

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

General Motors Retirement Program for Salaried Employees

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

General Motors LLC

D Employer Identification Number (EIN)

27-0383222

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 10 Day 1 Year 2009

2 Assets:

a	Market value	2a	29,374,034,000
b	Actuarial value	2b	30,601,187,000

3 Funding target/participant count breakdown

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	126,000	25,337,577,000
b	For terminated vested participants	3b	28,905	740,165,000
c	For active participants:			
	(1) Non-vested benefits	3c(1)		634,696,000
	(2) Vested benefits	3c(2)		2,793,576,000
	(3) Total active	3c(3)	29,021	3,428,272,000
d	Total	3d	183,926	29,506,014,000

4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	

5	Effective interest rate	5	6.67 %
6	Target normal cost	6	147,428,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Mary E Gibbon — Signature of actuary

7/12/11 — Date

Mary Gibbon — Type or print name of actuary

11-06921 — Most recent enrollment number

Towers Watson — Firm name

(703)258-8163 — Telephone number (including area code)

901 North Glebe Road

Arlington VA 22203-1808 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	9,991,105,000	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	146,383,000	0
9	Amount remaining (Item 7 minus item 8)	9,844,722,000	0
10	Interest on item 9 using prior year's actual return of 7.81%	768,381,000	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of ____%		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (Item 9 + item 10 + item 11d - item 12)	10,613,103,000	0

Part III Funding percentages

14	Funding target attainment percentage	14	67.74 %
15	Adjusted funding target attainment percentage	15	131.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	113.31 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/01/2010	1,333,333,333				
01/13/2011	742,222,215				
			Totals ► 18(b)	2,075,555,548	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a	Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,919,779,053

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates: 1st segment: % | 2nd segment: % | 3rd segment: % | [X] N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 63

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [ ] Prescribed - separate [X] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ..... [ ] Yes [X] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 147,428,000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33** 0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) **34** 147,428,000

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	129,400,000	0	129,400,000

36 Additional cash requirement (item 34 minus item 35) **36** 18,028,000

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 1,919,779,053

38 Interest-adjusted excess contributions for current year (see instructions) **38** 1,901,751,053

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	General Motors LLC
EIN/PN	27-0383222 / 001
Plan Name	General Motors Retirement Program for Salaried Employees
Valuation Date	October 1, 2009
Enrolled Actuary	Mary Gibbon
Enrollment Number	11-06921

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Schedule SB, Line 19 – Discounted Employer Contributions
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

Date of Contribution	Amount of Contribution	Year Applied To	Effective Interest Rate	Interest-Adjusted Contribution
12/01/2010	$1,333,333,333	10/1/2009 Plan Year	6.67%	$1,236,581,445
01/13/2011	$ 742,222,215	10/1/2009 Plan Year	6.67%	$ 683,197,608
	$2,075,555,548			$1,919,779,053

Schedule SB, Line 22 – Description of Weighted Average Retirement Age
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

For each active and transferred employee, an average retirement age for each possible decrement is calculated as the probability of decrementing in each year multiplied by the percentage of the employee not previously decremented.

The weighted average retirement age is calculated as the average of these individual employee ages, per decrement, weighted by the total number expected to leave due to each decrement. These decrements are disability retirement, 30 years of service, years of service and age totaling 85, 55 years of age and 10 years of service, and normal retirement.

Representative retirement rates are found in the attachment Schedule SB, Part V – Statement of Actuarial Assumptions/Methods.

Schedule SB, Line 23 – Information on Use of Substitute Mortality Tables
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

The IRS has approved GM's use of plan-specific mortality tables based on GM's own mortality experience for funding purposes. These tables are also used for ASC 960 purposes.

GM Specific Salaried Male Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy mortality for males for current valuation (changed from the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option).

GM Specific Salaried Female Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy mortality for females (changed from the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option).

General Motors LLC

General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

Actuarial Valuation as of October 1, 2009*

Attachment to 2009 Schedule SB of Form 5500

Line 26 - Schedule of Active Participant Data

	YEARS OF CREDITED SERVICE																					
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Up		Total**	
Attained Age	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.
Under 25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 to 29	-	-	-	-	20	69,535	3		-	-	-	-	-	-	-	-	-	-	-	-	23	70,871
30 to 34	2		5		587	74,931	525	80,352	3		-	-	-	-	-	-	-	-	-	-	1,122	77,652
35 to 39	4		14		575	82,588	1,397	85,374	446	95,858	4		-	-	-	-	-	-	-	-	2,440	86,654
40 to 44	1		16		467	86,415	1,121	89,401	1,092	96,844	852	104,877	26	88,554	-	-	-	-	-	-	3,575	95,031
45 to 49	3		17		345	91,948	875	93,890	857	96,719	1,741	105,812	1,383	113,309	120	92,931	-	-	-	-	5,341	103,142
50 to 54	2		17		220	89,074	429	95,412	536	93,886	887	101,970	1,379	105,174	1,921	108,180	83	96,319	-	-	5,474	103,137
55 to 59	-	-	7		116	92,579	165	94,162	195	90,787	305	96,289	387	98,893	795	106,341	481	108,440	72	113,540	2,523	101,836
60 to 64	-	-	2		44	91,364	67	98,938	59	96,131	100	96,908	104	93,076	128	102,357	112	108,666	155	101,662	771	99,554
65 & up	-	-	3		5		10		8		19		8		11		17		35	92,755	116	85,584
Total**	12		81	93,216	2,379	83,999	4,592	88,956	3,196	95,747	3,908	103,527	3,287	107,300	2,975	106,723	693	106,813	262	103,736	21,385	98,153

* Reflects 2009 Paycap of $245,000

** Note that these counts differ from the totals on line 3(c)(3) because they exclude 7,636 transfers

Schedule SB, Part V – Summary of Plan Provisions

Plan Sponsor

General Motors LLC

Plan

General Motors Retirement Program for Salaried Employees

Effective Date and Most Recent Amendment

The plan was originally effective October 1, 1950 (as amended through October 1, 2009).

Plan Year

The twelve-month period ends September 30, 2010.

Coverage and Participation

Employees hired prior to January 1, 2001 are eligible to participate in the Retirement Program for Salaried Employees.

Employees hired on or after January 1, 2001 but prior to January 1, 2007 are eligible to participate in the Account Balance Plan under the Retirement Program for Salaried Employees.

Credited Service

Credited Service is computed for each month worked, a proportionate credit is given to the nearest 1/12 of a year.

Vesting Service

3 years of Vesting Service for Account Balance Plan and 5 years of Vesting Service for all others.

Eligibility Requirements:

Normal retirement: age 65.

Voluntary Early Retirement: any age with 30 years of service or ages 55-59 with 85 points if hired prior to 1988 or age 55 with 10 years of service.

Automatic Retirement: age 65 for executives.

Total and Permanent Disability Retirement: 10 years of service and totally and permanently disabled prior to age 65.

Vested Deferred Benefit: 3 years of service for the Account Balance Plan and 5 years of service for all others.

Pre-Retirement Survivor Benefit: 3 years of service for ABP and 5 years of service for all others

Monthly Retirement Benefits (other than Account Balance Plan)

(a) Part A basic benefit rate per year of credited service prior to December 31, 2006:

Benefit Class Code	Basic Benefit Rate
A	$51.90
B	51.15
C	51.40
D	51.65

(b) Part B supplementary benefit of 1% of final 5-year average pay over $5,165 per year of credited service prior to December 31, 2006.

(c) Part B primary benefit of 1.25% of pay over $3,800 prior to December 31, 2006.

(d) Temporary benefit payable to age 62; rate per year of credited service is $ 49.80 up to a maximum benefit of $1,494 for credited service prior to December 31, 2006.

(e) Early retirement and interim supplements for credited service prior to December 31, 2006:

(i) The early retirement supplement payable to age 62 for employees retiring with 30 or more years of service is equal to $3,020 minus the Part A basic and Part B supplementary benefits after reduction for early retirement but prior to any reduction for the survivor option and after reduction for any temporary benefit which might be payable for current plan.

(ii) The interim supplement payable to age 62, to employees retiring age 60 with 10 years or after age 55 with 85 points but less than 30 years of service if hired prior to 1988, is equal to the rate shown below per year of credited service:

Age at Retirement	Benefit Rate
55	$ 21.90
56	25.85
57	31.25
58	36.60
59	40.85
60	47.30
61	47.30

The interim supplement is offset by any Part B supplementary benefit.

(f) Career Average benefit of 1.25% of post-2006 pay for credited service post December 31, 2006.

(g) Level Benefit

All retirees and/or surviving spouses are eligible for an additional $300 monthly benefit (Level Benefit) if they are eligible for GM paid retiree medical benefits and age 65 and over.

This level benefit is payable at the latest of the effective date of January 1, 2009, actual retirement date and age 65. It is paid in the form of a joint and 100% survivor option for all pre-2009 retirees and all post-2008 retirees who elect a joint and survivor option for any portion of their primary pension.

Annual Retirement Benefits for Account Balance Plan

Account balance is the sum of Pay Credit and Interest Credit for Credited Service up to December 31, 2006. As of January 1, 2007, Pay Credit ceases; Interest Credit continues.

Pay Credit: employee will receive a percentage of base salary for each pay period based on the following schedule for Credited Service up to December 31, 2006

Age	Pay Credit Percentage
Under 30	4.0%
30 - 39	5.5%
40 - 49	7.0%
50 and over	10.0%

Interest Credits: The account balance as of the end of the previous month times Monthly Interest Credit Percentage. The account balance as of the end of the previous month shall be determined after pay credits and interest credits have been credited for such previous month.

Monthly Interest Credit Percentage: Based on an annual rate of the greater of 3.25% or 30-year Treasury rate for month of July preceding the valuation date.

Normal Retirement Benefit

Sum of unreduced Part A Basic, Part B Supplementary, Part B Primary benefits, and Career Average benefits.

Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.

Early Retirement Benefit

Ages 62-65: unreduced benefits. May be eligible for Level Benefit.

Ages 60-62 with less than 85 points: benefit reduced by table from age 62 plus Interim Supplement.

Prior to age 62 with 30 years of service or age 55 with 85 points and hired prior to 1988: Benefits reduced by table from age 62 plus early retirement or interim supplement. Part A basic benefit re-determined at age 62 without reduction. May be eligible for Level Benefit.

Age 55-59 with less than 85 points: benefit reduced by table from age 65.

Disability Benefit

Unreduced benefits plus temporary benefit. May be eligible for early retirement supplement and Level Benefit.

Vested Benefits Upon Termination of Service

Benefits payable at age 65 (employee may elect a reduced pension starting as early as age 55).

Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.

Death Benefits for Participants in Active Service

Part A basic benefit determined as if the employee had retired voluntarily on date of death without rejection of surviving spouse option. If the employee is not eligible to retire, 50% of the accrued Part A basic benefit as of date of death is paid to the surviving spouse. 65% of accrued Part B supplementary and B primary benefits are payable to the surviving spouse for current plan. The surviving spouse may elect to begin receiving these benefits following the employee's 65th birthday or to begin receiving reduced benefits as early as the employee's 55th birthday.

Vested account balance or a monthly annuity based on vested account balance for designated beneficiary in Account Balance Plan.

Surviving Spouse Coverage:

(a) Applies to Part A basic, B supplementary, B primary, Career Average and ABP benefits.

(b) Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service.

(c) Adjustment factor is 95% plus (minus) ½% for each year in excess of 5 that spouse's age exceeds (is less than) employee's age. Maximum 100%.

(d) Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit for current plan.

(e) For voluntary early retirements eligible for a re-determined benefit at age 62, the Part A basic benefit for the surviving spouse is based on the re-determined amount payable after age 62.

(f) Restoration of Part A basic benefit at spouse's death by application of employee. Upon remarriage the employee may re-elect the option.

Divestiture:

There are three divestitures, GMAC, ATD and EMD, which have occurred since October 1, 2006. As with some previous divestitures, these former employees continue to accrue service while employed at a divested unit for purposes of satisfying eligibility conditions for GM retirement benefits.

Certain former employees continue to accrue service while employed at a divested unit for purposes of satisfying eligibility conditions for GM retirement benefits. Also for certain former employees, the GM benefit is based on the benefit unit in effect at date of separation from the divested unit. The final 5-year average monthly base pay under the Part B Supplementary benefit for certain former employees equals the 5-year average base pay at separation from GM, increased by 3% per year for each year the former employee is employed at the divested unit until 2007. There are also certain former employees who continue to accrue full GM benefits for service with a divested unit through the particular date set in the respective sales agreements.

Maximum Compensation and Maximum Benefit

The maximum compensation limit under Internal Revenue Code Section 401(a)(17) is $245,000 and the maximum benefit limit under Internal Revenue Code Section 415 is $195,000 for current plan.

Changes in plan provision since last actuarial valuation

During the plan year ended September 30, 2009, special early retirement benefits were offered under a retirement window whereby certain employees could retire with an enhanced benefit. In addition, there are involuntary terminations during the same period.

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 1 INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION

	1(a)		1(b)		
	Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
	(Yes)	(No)	Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
1	X		Advantage Partners LLP		C/O Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9002 Cayman Islands
2	X		Advent International Corporation		75 State Street, Boston, MA 02109
3	X		Apollo Advisors VII, L.P.		1 Manhattanville Road, Suite 201, Purchase NY, 10577
4	X		AQR Capital Management, LLC		2 Greenwich Plaza, Greenwich, CT 06830
5	X		Avenue Capital Management II L.P.		399 Park Ave, 6th Floor, NY, NY 10022
6	X		BDCM Opportunity Fund II Advisor, LLC	421713257	
7	X		Beach Point Capital Management LP	800242162	
8	X		BlackRock Institutional Trust Company, N.A.	943112180	
9	X		Blackstone Strategic Alliance Advisors, LLC	208087954	
10	X		Bridgewater Associates, LP		One Glendinning Place, Westport, CT 06880
11	X		Camden Asset Management LP	954319164	
12	X		Capital Resource Partners III, LLC	043317740	
13	X		Capital Resource Partners IV, LLC	043444655	
14	X		Capital Resource Partners V, LLC	861070608	
15	X		Capital Royalty, L.P.	320074639	
16	X		Capital Z Management, LLC		142 W. 57th St 3rd Floor, NY, NY 10019
17	X		Carlyle Group		1001 Pennsylvania Ave. NW Washington, DC 20004
18	X		Cerberus Asia Capital	061564744	
19	X		Cerberus Deutschland GmbH		Beteiligungsberatung GmbH OpernTurm, Bockenheimer Landstrasse 2-4, Frankfurt, 6306 Germany
20	X		Cerberus Global Investment Advisors, LLC	861057076	
21	X		Cerberus Institutional Management II, LLC	134196316	
22	X		Cerberus Institutional Management II, LLC	134196316	
23	X		Cerberus Japan K.K.		Marunouchi MY Plaza, 2-1-1- Marunouchi, 8th Floor, Chiyoda-ku, Tokyo, 100-0005 Japan
24	X		Cerberus Operations and Advisory Company, LLC	205804477	
25	X		Cerberus Operations and Advisory Company, LLC	205804477	
26	X		Coller International General Partner III, L.P.		Coller Capital, 33 Cavendish Sq, London , UK
27	X		Contrarian Capital Management	981183419	
28	X		CT High Grade Partners II Manager, LLC		410 Park Ave , 14th Floor, New York NY 10022
29	X		Equity International Management LLC, EIP Ltd.		Two North Riverside Plaza, Suite 1500, Chicago, IL 60606
30	X		Ferrer Freeman Co, LLC (FFT II)	061559369	
31	X		Ferrer Freeman Co, LLC (FFT III)	141909160	
32	X		Fortress Credit Opportunities Advisors LLC		1345 Avenue of the Americas, NY, NY 10105
33	X		Foundation Capital Management Co. LLC		70 Willow Road, Suite 200, Menlo Park CA, 94025

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 1 INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION

	1(a)		1(b)		
	Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
	(Yes)	(No)	Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
34	X		Foundation Capital Management III Co. LLC		70 Willow Road, Suite 200, Menlo Park CA, 94025
35	X		Foundation Capital Management IV Co. LLC		70 Willow Road, Suite 200, Menlo Park CA, 94025
36	X		Foundation Capital Management V Co. LLC		70 Willow Road, Suite 200, Menlo Park CA, 94025
37	X		Foundation Capital Management VI Co. LLC		70 Willow Road, Suite 200, Menlo Park CA, 94025
38	X		FRC Founders Corporation	061210123	
39	X		Friedman Fliescher & Lowe LLC (FFL I, II, III)		1 Maritime Plaza, Suite 2200, San Francisco CA 94111
40	X		GEM Management LLC	760692183	
41	X		General Atlantic Service Company, LLC		3 Pickwick Plaza, Suite 200, Greenwich, CT 06830
42	X		Genesis Investment Management Ltd.		21 Knights Bridge, London England
43	X		Goldman Sachs Asset Management, L.P.	133575636	
44	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	043305704	
45	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	043363496	
46	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	046764326	
47	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	043276916	
48	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	046764324	
49	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	046757436	
50	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	046741074	
51	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	562427157	
52	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	760719520	
53	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	043305704	
54	X		Grantham Mayo, Van Otterloo & Co., L.L.C.	010745810	
55	X		H/2 SO Manager LP		680 Washington Blvd, 7Fl, Stamford CT 06901
56	X		HarbourVest Int'l Private Equity II, L.P.		One Financial Center, 44th Floor, Boston, MA 02111
57	X		HarbourVest Int'l Private Equity III, L.P.		One Financial Center, 44th Floor, Boston, MA 02111
58	X		HarbourVest Int'l Private Equity IV, LP		One Financial Center, 44th Floor, Boston, MA 02111
59	X		Hellman & Friedman	205448684	
60	X		Highstar Capital Fund II, L.P.		277 Park Ave, 45th Fl., NY, NY 10172
61	X		Highstar Capital Fund III, L.P.		277 Park Ave, 45th Fl., NY, NY 10172
62	X		Hines DMA S.A.S	320050677	
63	X		Hines EDF GP Limited Partnership	320050677	
64	X		Hines EDF II GP Limited Partnership	208465699	
65	X		Hines Interests Espana, S.L.	320050677	
66	X		Hines Interests Espana, S.L.	208465699	
67	X		Hines Italia S.r.l	320050677	
68	X		Hines Luxembourg S.a.r.l	320050677	
69	X		Hines Luxembourg S.a.r.l	208465699	

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 1 INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION

	1(a)		1(b)		
	Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
	(Yes)	(No)	Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
70	X		Hines Prelude S.A.S.	320050677	
71	X		Hines/TCW EMRE Development II, LLC		865 South Figueroa Street, Suite 1800, Los Angeles, CA 90017
72	X		Housatonic Management Company, Inc		44 Montgomery St. suite 4010, San Francisco, CA 94104
73	X		Huntsman Gay Global Capital, LLC		222 Lakeview Ave. Suite 1400, West Palm Beach, FLA 33401
74	X		J.W. Childs Equity Partners	043424982	
75	X		JPMorgan Chase Bank, N.A.		1111 Polaris Parkway, Suite OH1-1275, Columbus, OH 43240
76	X		Larch Lane Advisors, LLC		800 Westchester Ave. , Suite 528, Rye, NY 10573
77	X		LaSalle Investment Management (Asia) Pte Ltd		9 Raffles Place, #37-01, Republic Plaza, Singapore 048619
78	X		Lexington Advisors, Inc	342047997	
79	X		Lexington Advisors, Inc	061634170	
80	X		Lexington Advisors, Inc	061535745	
81	X		Lightyear Fund II (Cayman)		375 Park Ave, 11th Fl., NY, NY 10152
82	X		Lionstone Partner LTD		100 Waugh Drive Suite 600, Houston, TX 77007
83	X		Martin Currie Inc.		Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES
84	X		MHR Fund Management, LLC	133902251	
85	X		Mount Kellett Capital Management, L.P.		623 Fifth Avenue 18th floor, New York, NY 10022
86	X		Neuberger Berman Fixed Income, LLC		190 S.LaSalle, Chicago, Illinois 60603
87	X		Nomura Corporate Research and Asset Management Inc.	133607885	
88	X		Nordic V, L.P.	980394285	26 Esplanade, St. Helier, Jersey JE23QA
89	X		Nordic VI, L.P.	980479223	26 Esplanade, St. Helier, Jersey JE23QA
90	X		Nordic VII Alpha, L.P.	980568124	26 Esplanade, St. Helier, Jersey JE23QA
91	X		Oaktree Capital Management LLC		1301 Avenue of the Americas, 34th Floor, New York, NY 10019
92	X		Pacific Investment Management Company, LLC		840 Newport Beach Dr., Suite 100, Newport Beach, CA 92660
93	X		Peabody Management Co		535 Madison Ave, New York NY 10022
94	X		PEP VI Credit I, L.P.	980571758	
95	X		PERELLA WEINBERG REAL ESTATE FUND I GP LP		20 Grafton Street W1S 4DZ, London UK
96	X		Prospect Partners Management Group II, L.P.		200 W. Madison St #2710, Chicago, IL 60606
97	X		Prospect Partners Management Group, L.P.		200 W. Madison St #2710, Chicago, IL 60606
98	X		Providence Equity Partners VI (International), L.P.	208419018	
99	X		Providence Equity Partners VI (Umbrella), L.P.	421720320	
100	X		Providence Equity Partners VI, L.P.	205898480	
101	X		Quantum Energy Management III, LP	800132955	
102	X		Regiment Capital Management, LLC	043411614	
103	X		State Street Global Advisors	041867445	
104			Storm Ventures, LLC	412070163	
105	X		Tennenbaum Capital Partners, LLC		2951 28th St. Suite 1000, Santa Monica, CA 90405

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
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D. EIN – 27-0383222

PART I. 1 INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION

	1(a)		1(b)		
	Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
	(Yes)	(No)	Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
106	X		TGM associates L.P.		650 Fifth Ave, New York NY 10019
107	X		Thayer/Hidden Creek Management, L.P.		1455 Pennsylvania Ave, NW, Suite 350, Washington, DC 20004
108	X		TPG Capital, LP	205927066	
109	X		UBS Alternative and Quantitative Investments, LLC		677 Washington blvd., 4th Floor, Stamford, CT 06901
110	X		Vestar Associates Corporation	133715250	
111	X		Vestar Associates Corporation	133715250	
112	X		WCAS Management Corporation		320 Park Ave, Suite 2500, NY, NY 10022
113	X		Yamato Servicing K.K.		Meijiseimeikan, 2-1-1, Marunouchi, 4th floor, Chiyoda-ku, Tokyo, 100-0005 Japan
114	X		Yamato Servicing K.K.		Meijiseimeikan, 2-1-1, Marunouchi, 4th floor, Chiyoda-ku, Tokyo, 100-0005 Japan

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

	2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compen. Paid by Plan	Did Provider Receive Indirect Compen. (Other than from Plan or GM)? (Yes)	(No)	Did Indirect Compen. Incl. Eligible Indirect Compen, which the Plan Recvd Required Disclosures? (Yes)	(No)	Total Indirect Compen. Recvd by Provider. Excl. Eligible Indirect Compen. for which "Yes" was anserwed for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.? (Yes)	(No)
1	GM Investment Management Corp.	382903925		14	Subsidiary	10,895,077		X					
2	Fidelity	043275867		15	None	7,058,286		X					
3	STATE STREET	041867445		18	None	4,337,917		X					
4	PACIFIC INVESTMENT MANAGEMENT CO	330629048		72	None	4,049,438		X					
5	PEM	133752730		28	None	3,580,123		X					
6	OFFSHORE ADVISORS	880302775		72	None	2,514,878		X					
7	PYRAMIS GLOBAL ADVISORS TRUST CO	202159373		28	None	2,351,498		X					
8	CAPITAL GUARDIAN TRUST COMPANY	952553868		28	None	2,274,947		X					
9	BAILLIE GIFFORD OVERSEAS LTD	118567178		28	None	1,897,192		X					
10	BLACKROCK FINANCIAL MANAGEMENT	133806691		28	None	1,851,467		X					
11	DDJ CAPITAL MANAGEMENT, LLC	043300754		28	None	1,846,695		X					
12	JP MORGAN INVESTMENT MANAGEMENT, IN	133200244		28	None	1,831,248		X					
13	BABSON CAPITAL MANAGEMENT LLC	510504477		72	None	1,794,086		X					
14	JP MORGAN	133200244		18	None	1,753,078		X					
15	PRUDENTIAL INVESTMENTS	221211670		28	None	1,618,659		X					
16	GOLDMAN SACHS ASSET MANAGEMENT	133575636		28	None	1,590,713		X					
17	NOMURA CORPORATE RESEARCH & ASSSET	132866631		28	None	1,531,998		X					
18	BATTERYMARCH FINANCIAL MGT., INC.	521893111		28	None	1,400,550		X					
19	NEUBERGER BERMAN FIXED INCOME, LLC	020654486		28	None	1,343,576		X					
20	NUMERIC INVESTORS LP	043068821		28	None	1,280,987		X					
21	ALLIANCEBERNSTEIN L.P.	134064930		28	None	1,258,447		X					
22	AEW CAPITAL MANAGMENT L.P.	043329433		28	None	1,193,735		X					
23	KIRKLAND & ELLIS	361326630		29	None	1,190,615		X					
24	AETNA CAPITAL MANAGEMENT INC.	066033492		28	None	1,179,892		X					
25	WESTBROOK PARTNERS FUND VII	133984373		28	None	1,168,138		X					
26	SMITH BREEDEN ASSOCIATES	480938275		28	None	1,148,124		X					
27	BLACKROCK INSTITUTIONAL TRUST	133806691		28	None	1,103,815		X					
28	MARATHON ASSET MANAGEMENT	954328983		28	None	1,084,796		X					
29	ARROWSTREET CAPITAL LP	043472863		28	None	1,036,377		X					
30	STONE HARBOR INVESTMENT PARTNERS LP	203888589		28	None	1,032,624		X					
31	MARTIN CURRIE INC.	980038240		28	None	961,077		X					
32	SS & C TECHNOLOGIES, INC.	061169696		15	None	902,942		X					
33	LSV ASSET MANAGEMENT	232772200		28	None	896,772		X					
34	AXA ROSENBERG INVESTMENT MANAGEMEN	680422654		28	None	881,816		X					
35	GENESIS ASSET MANAGERS LTD.	223315669		28	None	839,879		X					
36	METLIFE-NY	135581829		28	None	824,215		X					
37	ANALYTIC INVESTORS, LLC	952665790		28	None	796,806		X					
38	DELOITTE	133891517		10	None	790,783		X					

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

	2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compen. Paid by Plan	Did Provider Receive Indirect Compen. (Other than from Plan or GM)? (Yes)	(No)	Did Indirect Compen. Incl. Eligible Indirect Compen, which the Plan Recvd Required Disclosures? (Yes)	(No)	Total Indirect Compen. Recvd by Provider. Excl. Eligible Indirect Compen. for which "Yes" was anserwed for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.? (Yes)	(No)
39	PRUDENTIAL FINANCIAL	610087127		28	None	750,184		X					
40	WELLINGTON MANAGEMENT COMPANY	042683227		28	None	746,841		X					
41	OAKTREE CAPITAL MGMT	954521152		72	None	740,104		X					
42	WATSON WYATT	530181291		11	None	739,442		X					
43	ADVENT CAPITAL MANAGEMENT	943219135		72	None	733,728		X					
44	TOWERS WATSON DELAWARE INC.	530181291		11	None	721,570		X					
45	FIRST QUADRANT	954562891		72	None	708,113		X					
46	OAK HILL ADVISORS, L.P.	134077194		28	None	640,145		X					
47	W.R. HUFF ASSET MGMT CO. LLC	133245475		28	None	631,007		X					
48	SHENKMAN CAPITAL MGMT	133280361		72	None	630,709		X					
49	EDGEWOOD MANAGEMENT LLC	204044179		28	None	584,303		X					
50	FIRST Q CAPITAL, LLC	202330901		28	None	574,856		X					
51	MARTINGALE ASSET MANAGEMENT	042956583		28	None	538,365		X					
52	SOUTHEASTERN ASSET	620951781		28	None	494,726		X					
53	PRINCIPAL GLOBAL INVESTORS, LLC	421479618		28	None	486,500		X					
54	WESTBROOK PARTNERS FUND V	133984373		28	None	469,884		X					
55	PRIMECAP	953868081		28	None	468,252		X					
56	PINEBRIDGE INVESTMENTS LLC DBA AIG		160 Water Street, 15th Floor, 10038, New York, NY	28	None	468,053		X					
57	MELLON CAPITAL MANAGEMENT	251442864		28	None	458,051		X					
58	ENERGY TRUST LLC (UBS)	134145449		28	None	450,788		X					
59	BLACKSTONE CAPITAL PARTNERS V	133948314		28	None	412,240		X					
60	BLACKROCK REALTY ADVISORS	752617200		28	None	403,908		X					
61	MORGAN STANLEY	980226240		28	None	395,418		X					
62	MARSICO CAPITAL MANAGEMENT	841434992		28	None	389,603		X					
63	TRILOGY GLOBAL ADVISORS, LLC	203003629		28	None	375,992		X					
64	GLOBEOP FINANCIAL SERVICES LLC	Requested		15	None	366,083		X					
65	CLEAR BRIDGE ADVISORS	010846058		28	None	358,880		X					
66	SANDS CAPITAL MANAGEMENT	202830751		28	None	355,393		X					
67	MONDRIAN INVESTMENT PARTNERS LTD.	577554887		28	None	337,950		X					
68	BARCLAYS GLOBAL INVESTORS, NA	310012180		28	None	337,500		X					
69	BRIDGEWATER ASSOCIATES, INC.	132871809		28	None	323,148		X					
70	DELOITTE TAX LLP	133891517		10	None	321,540		X					
71	NISA INVESTMENT ADVISORS	481140940		28	None	315,363		X					
72	ALETHEIA RESERCH AND MANAGEMENT INC	954647814		28	None	312,179		X					
73	FRONTIER CAPITAL MGMT. CO., L.L.C.	043492668		28	None	302,513		X					
74	LLOYD GEORGE MANAGEMENT	International		28	None	298,051		X					
75	BOGLE INVESTMENT MANAGEMENT	043479127		28	None	294,862		X					

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan -- General Motors Retirement Program for Salaried Employees
B. Plan Number -- 001
C. Plan Sponsor -- General Motors LLC
D. EIN -- 27-0383222

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

	2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compen. Paid by Plan	Did Provider Receive Indirect Compen. (Other than from Plan or GM)? (Yes)	(No)	Did Indirect Compen. Incl. Eligible Indirect Compen, which the Plan Recvd Required Disclosures? (Yes)	(No)	Total Indirect Compen. Recvd by Provider. Excl. Eligible Indirect Compen for which "Yes" was anserwed for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.? (Yes)	(No)
76	EMERGING MARKETS MANAGEMENT	521546587		28	None	285,007		X					
77	GARTMORE GLOBAL PARTNERS	756413426		28	None	283,782		X					
78	TURNER INVESTMENT PARTNERS	232587824		28	None	261,152		X					
79	MELLON	251442864		18	None	250,268		X					
80	STEINBERG ASSET MANAGEMENT CO., INC	061623775		28	None	250,084		X					
81	SAROFIM REALTY ADVISORS	760029911		28	None	242,909		X					
82	BLACKROCK INTERNATIONAL LTD 7MDJ	International		28	None	217,024		X					
83	THOMAS LEE EQUITY VI L.P.		100 Federal Street, 2110, Boston, MA	28	None	214,602		X					
84	GRANTHAM,MAYO,VAN OTTERLOO & CO	042691242		28	None	213,662		X					
85	PIEDMONT INVESTMENT ADVISORS	522258652		28	None	207,757		X					
86	MADISON SQUARE INVESTORS	522206685		28	None	206,407		X					
87	HARTFORD LIFE INSURANCE COMPANY	60974148		28	None	200,951		X					
88	EARNEST PARTNERS	582386669		28	None	197,107		X					
89	PUTNAM INVESTMENTS, INC.	043543039		28	None	192,969		X					
90	THOMAS H. LEE EQUITY FUND VI L.P.		100 Federal Street, 2110, Boston, MA	28	None	170,342		X					
91	FRIESS ASSOCIATES, LLC	830334121		28	None	166,492		X					
92	WEIL, GOTSHAL & MANGES, LLP	131456110		29	None	165,514		X					
93	WESTBROOK PARTNERS FUND VI	133984373		28	None	163,456		X					
94	DECLARATION MANAGEMENT AND RESEARC	541505573		28	None	160,094		X					
95	NOMURA ASSET MGMT. USA, INC.	132866631		28	None	154,381		X					
96	THE BANK OF NEW YORK MELLON	135160382		18	None	151,039		X					
97	AIG GLOBAL INVESTMENT CORP.	232188884		28	None	150,143		X					
98	BARCLAYS GLOBAL INVESTORS	310012180		72	None	141,573		X					
99	MORGAN STANLEY DEAN WITTER	98-0226240		28	None	139,144		X					
100	AETNA LIFE INSURANCE COMPANY	066033492		18	None	131,551		X					
101	INSIGNIS INC. - DIRECT	364343706		49	None	130,503		X					
102	ADVISORY RESEARCH INC.	362831881		28	None	124,421		X					
103	FISCHER FRANCIS TREES & WATTS	Pending		28	None	122,551		X					
104	TRUST COMPANY OF THE WEST (TCW)	952642764		28	None	120,004		X					
105	PARADIGM ASSET MGMT. CO. LLC	133521976		28	None	118,193		X					
106	TRUST COMPANY OF THE WEST - 7MT	952642764		28	None	114,371		X					
107	PZENA INVESTMENT MANAGEMENT, LLC	133860154		28	None	109,950		X					
108	BROWN INVESTMENT ADVISORY	521811121		28	None	106,846		X					
109	FACTSET	133362547		49	None	88,375		X					
110	MORGAN STANLEY INVESTMENT MANAGEME	133040307		28	None	83,677		X					
111	QUINN EMANUEL TRIAL LAWYERS	954004138		29	None	80,847		X					
112	AQR CAPITAL MANAGEMENT	133987414		28	None	78,138		X					
113	CLIFFORD CHANCE	135553664		29	None	75,621		X					

Form 5500 - **Sch. C - Service Provider Information**
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C. Plan Sponsor -- General Motors LLC
D. EIN -- 27-0383222

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

	2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compen. Paid by Plan	Did Provider Receive Indirect Compen. (Other than from Plan or GM)? (Yes)	(No)	Did Indirect Compen. Incl. Eligible Indirect Compen, which the Plan Recvd Required Disclosures? (Yes)	(No)	Total Indirect Compen. Recvd by Provider. Excl. Eligible Indirect Compen. for which "Yes" was anserwed for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.? (Yes)	(No)
114	INTEX SOLUTIONS INC.	042864350		49	None	72,846		X					
115	EZE CASTLE SOFTWARE	043449808		49	None	72,770		X					
116	KIRKPATRICK & LOCKHART	250921018		29	None	71,982		X					
117	BLACKROCK	133806691		29	None	65,316		X					
118	TGM ASSOCIATES L.P.	952743174		28	None	60,500		X					
119	WESTBROOK PARTNERS, FUND IV	133984373		28	None	56,333		X					
120	MARKIT VALUATION LIMITED	003352562		49	None	42,457		X					
121	STATE STREET GLOBAL ADVISORS, LTD.	041867445		28	None	40,513		X					
122	VALENCIA CAPITAL MANAGEMENT LP	201655835		28	None	37,897		X					
123	JENNER & BLOCK LLP	362192554		29	None	32,942		X					
124	THE BURGISS GROUP	Pending		49	None	31,116		X					
125	MORGAN STANLEY CAPITAL PARTNERS III	133040307		28	None	30,266		X					
126	FIRST ADVANTAGE COREFACTS	542019342		17	None	28,687		X					
127	RUSSELL INVESTMENT GROUP	911175091		17	None	26,604		X					
128	PORTFOLIO MANAGEMENT TECHNOLOGY	943058798		49	None	26,575		X					
129	BLOOMBERG LP - DIRECT	133417984		49	None	25,533		X					
130	BEUS GILBERT PLLC	860901734		29	None	25,255		X					
131	QUANTITATIVE SERVICES GROUP	223773137		49	None	25,171		X					
132	MOODY'S ANALYTICS	133851829		49	None	25,066		X					
133	INSTITUTIONAL SHAREHOLDER SERVICES	061541449		17	None	24,349		X					
134	DELOITTE HASKINS & SELLS	510033500		10	None	23,383		X					
135	FAXTOR SECURITIES B.V.	International		28	None	21,610		X					
136	WALTON STREET CAPITAL, LLC	363986948		28	None	21,035		X					
137	BOWNE	041937390		49	None	20,056		X					
138	TRADEWEB	133932439		49	None	19,254		X					
139	HYPERION BROOKFIELD ASSET MANAGEMEN	Pending		28	None	16,392		X					
140	NATIONAL VALUATION CONSULTANTS, INC	Pending		28	None	15,185		X					
141	LOGOS	International		29	None	13,714		X					
142	THOMAS LEE EQUTIY VI L.P.		100 Federal Street, 2110, Boston, MA	28	None	13,298		X					
143	STRATEGIC FINANCIAL SOLUTIONS, LLC	880445410		17	None	11,774		X					
144	KDP INVESTMENT ADVISORS, INC.	030351824		49	None	11,393		X					
145	GLASS, LEWIS & CO. LLC	043737021		17	None	10,742		X					
146	MONUMENTAL LIFE	520419790		28	None	10,227		X					
147	SNL FINANCIAL LC	222783243		49	None	9,575		X					
148	KPMG LLP	International		17	None	9,291		X					
149	CREDIT SIGHTS, INC.	134137154		49	None	8,629		X					
150	REUTERS AMERICAN INC.	204530702		49	None	8,213		X					
151	ROGERS CASEY, INC.	030393028		17	None	7,790		X					

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan – General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor – General Motors LLC
D. EIN – 27-0383222

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

	2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compen. Paid by Plan	Did Provider Receive Indirect Compen. (Other than from Plan or GM)? (Yes)	(No)	Did Indirect Compen. Incl. Eligible Indirect Compen, which the Plan Recvd Required Disclosures? (Yes)	(No)	Total Indirect Compen. Recvd by Provider. Excl. Eligible Indirect Compen. for which "Yes" was anserwed for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.? (Yes)	(No)
152	CAPITAL ECONOMICS LTD		150 Buckingham Palace Road, SW1W 9TR, Londan.GB	49	None	7,095		X					
153	HELIX CREDIT RANKINGS	751810563		17	None	6,699		X					
154	COMPLIANCE SCIENCE , INC	020693753		49	None	5,769		X					
155	COUNCIL OF INSTITUTIONAL INVESTORS	521380217		16	None	5,727		X					
156	SIDLEY AUSTIN LLP	362158694		29	None	5,352		X					
157	JOHN HANCOCK FINANCIAL SERVICES, IN	001023346		28	None	5,301		X					
158	Transwestern Investment Company	760494925		28	None	0		X		X	1.46%	X	
159	Credit Suisse		11 Madison Ave, 6 FL, New York, NY 10010	61	None	0		X		X	0.27%	X	
160	Mount Kellett Capital Management, L.P.	900365238		61	None	0		X		X	0.03%	X	
161	TCW Energy Fund XIV-A LP	208023223		51	None	0		X		X	1.53%	X	
162	TCW Mezz IV B	204213250		51	None	0		X		X	13.02%	X	
163	TCW Mezz V B	261326951		51	None	0		X		X	15.12%	X	
164	Alchemy Partners (Guernsey) Limited	256295264	Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 2JA	14	None	0		X		X	0.73%	X	
165	Silverlake Management Company III, LLC	205884738		52	None	0		X		X	1.40%	X	
166	Silverlake Technology Associates III, LLC	205884966		28	None	0		X		X	0.60%	X	
167	Silverlake Technology Associates III, LLC	205884966		28	None	0		X		X	0.40%	X	

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan -- General Motors Retirement Program for Salaried Employees
B. Plan Number – 001
C. Plan Sponsor -- General Motors LLC
D. EIN -- 27-0383222

PART I.3 OTHER INDIRECT COMPENSATION INFORMATION						
3(a)	3(b)	3(c)	3(d)			3(e)
Service Provider Name (As reported on 2(a))	Service Code	Amt. of Indirect Compen.	Name of Source of Indirect Compensation	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Describe Indirect Compen.

Not applicable

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2009 and Ending 9/30/2010
A. Name of Plan -- General Motors Retirement Program for Salaried Employees
B. Plan Number -- 001
C. Plan Sponsor -- General Motors LLC
D. EIN -- 27-0383222

PART II. 4 SERVICE PROVIDERS WHO FAIL OR REFUSE TO PROVIDE INFORMATION

	4(a)			4(b)	4(c)
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Nature of Service Code	Describe Info. Provider Failed to Provide
1	Alchemy Partners (Guernsey) Limited		Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 2JA	28	Indirect compensation info
2	BC Partners		Trafalgar Court, Les Banques, St. Peter Port-Guernsey	28	Indirect compensation info
3	Beacon Energy Management Co LLC		1 Chase Manhattan Plaza, New York, NY 10005	28	Indirect compensation info
4	Celero Energy		301 Commerce Street, Suite 2100, Fort Worth, TX 76102	28	Indirect Compensation Info
5	Cerberus Institutional Associates		299 Park Ave, NY, NY 10171	28	Indirect compensation info
6	Charles River		100 Winter Street Suite 3300 Waltham, MA 02451	28	Indirect compensation info
7	Draper Fisher Jurvetson		2882 Sand Hill Road, suite 150, Menlo Park CA	28	Indirect compensation info
8	Drawbridge Long Dated Value Advisors, LLC		1345 Avenue of the Americas, NY, NY 10105	28	Indirect compensation info
9	Enterprise Partners Venture Capital		2223 Avenida de la Playa, Suite 300 La Jolla, CA 92037	28	Indirect compensation info
10	EQT		PO Box 269-Dorey Court St Peter Port, Guernsey	28	Indirect compensation info
11	ESL Investment, Inc.		200 Greenwich Avenue, Creenwich CT 06830	28	Indirect compensation info
12	FIG Advisors LLC		1345 Avenue of the Americas, NY, NY 10105	28	Indirect compensation info
13	Glenwood Capital Investments, LLC		90 Fort Street, P.O. Box 30321, Georgetown, Grand Cayman, KY1-1208	28	Indirect Compensation Info
14	Leonard Green & Partners L.P.		11111 Santa Monica Blvd Suite 2000, LA, CA 90025	28	Indirect compensation info
15	LLR Partners		2929 Arch St.-Cira Centre, Philadelphia, PA 19104	28	Indirect compensation info
16	Oak Hill Advisors, L.P.,		1114 Avenue of the Americas, New York, NY 10036	28	Indirect Compensation Info
17	Oaktree Capital Management LLC		333 South Grand Avenue (28th Floor), Los Angeles, CA 90071	28	Indirect Compensation Info
18	Whitney Equity Partners		130 Main St. New Canan, CT 06840	28	Indirect compensation info
19	Williams Capital Partners		845 Third Ave 21st Fl, NY, NY	28	Indirect compensation info

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Financial Statements as of September 30, 2010 and 2009 and for the year ended September 30, 2010, Supplemental Schedules as of and for the year ended September 30, 2010 and Independent Auditors' Report

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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SUPPLEMENTAL SCHEDULES

Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of September 30, 2010 i

Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the Year Ended September 30, 2010 ii

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
General Motors Retirement Program for Salaried Employees:

We have audited the accompanying financial statements of General Motors Retirement Program for Salaried Employees (the "Plan") as of September 30, 2010 and 2009, and for the year ended September 30, 2010, listed in the Table of Contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial status of the Plan as of September 30, 2010 and 2009, and the changes in its financial status for the year ended September 30, 2010, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 5 to the financial statements, the financial statements include investments valued at $12 billion (38% of net assets) and $14 billion (48% of net assets) as of September 30, 2010 and 2009, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on the methods described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

July 21, 2011

Deloitte & Touche LLP

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
AS OF SEPTEMBER 30, 2010 AND 2009
(in thousands)

	2010	2009
Assets		
Investments at estimated fair value:		
Interests in Investment Trusts	$ 29,259,376	$29,411,195
Interest in Master Trust	1,475,431	-
Employer contributions receivable:		
Cash	1,333,334	-
Non-cash - GM Company common stock	742,222	-
Receivable related to investments sold	72,813	85,000
Net assets held in 401(h) account	17,863	16,301
Total assets	32,901,039	29,512,496
Liabilities		
Accrued administrative expenses and other	52,293	37,161
Payable related to investments purchased	1,170	85,000
Amounts related to obligations of 401(h) account	17,863	16,301
Total liabilities	71,326	138,462
Net assets available for pension benefits	$ 32,829,713	$29,374,034

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS
FOR THE YEAR ENDED SEPTEMBER 30, 2010
(in thousands)

Additions	
Employer contributions:	
Cash	$ 1,333,334
Non-cash - GM Company common stock	742,222
Net investment gain from Investment Trusts	3,972,513
Net investment gain from Master Trust	216,703
Total additions	6,264,772
Deductions	
Benefits paid to participants	2,687,358
Administrative expenses and other	121,735
Total deductions	2,809,093
Net increase	3,455,679
Net assets available for pension benefits	
Beginning of year	29,374,034
End of year	$32,829,713

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF ACCUMULATED PLAN BENEFITS AS OF SEPTEMBER 30, 2010 AND 2009 (in thousands)

	2010	2009
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Participants currently receiving payments	$ 28,646,264	$ 28,348,610
Non-retired participants	4,519,155	3,854,496
Terminated vested and transferred participants	1,147,609	1,008,288
Total vested benefits	34,313,028	33,211,394
Nonvested benefits	804,724	787,987
Total	$ 35,117,752	$ 33,999,381

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS FOR THE YEAR ENDED SEPTEMBER 30, 2010 (in thousands)

	2010
Actuarial present value of accumulated Plan benefits—Beginning of year	$ 33,999,381
Increase (decrease) during the year attributable to:	
Benefits accumulated	185,599
Interest	1,781,568
Changes in actuarial assumptions	1,850,124
Net actuarial gains	(11,562)
Benefit payments	(2,687,358)
Net increase	1,118,371
Actuarial present value of accumulated Plan benefits—End of year	$ 35,117,752

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the General Motors Retirement Program for Salaried Employees ("Plan") provides only general information. The plan sponsor is General Motors LLC ("GM LLC", "GM" or "Company"), a wholly-owned subsidiary of General Motors Company ("GM Company"). Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"), as amended.

General

The Plan is a defined benefit pension plan covering substantially all GM LLC salaried employees in the United States hired prior to January 1, 2007. Benefits provided under the Plan are based generally on the following:

- Employees hired prior to January 1, 2001 – Accumulated benefits earned by Plan participants are generally based on eligible base salary and credited service and vested after five years of service. The Plan was amended effective January 1, 2007 to provide a modified future benefit based on 1.25% of career average monthly base salary for future years of service. The Plan was further amended effective January 1, 2008 to include both base pay and incentive compensation in the Plan's 1.25% benefit formula, not to exceed the applicable Internal Revenue Service ("IRS") limits. Voluntary employee contributions were permitted prior to January 1, 2007 and vested immediately.

- Employees hired on or after January 1, 2001 and before January 1, 2007 – Plan participants earned benefits under the Account Balance Plan ("ABP"), a cash balance feature of the Plan. Pay credits were allocated to ABP accounts monthly based on age and eligible base pay. Interest credits accrued monthly based on the 30-year Treasury in accordance with the Plan document. Effective January 1, 2007, employees ceased accruing future pay credits in the ABP portion of the Plan and commenced receiving a Company contribution to their salaried 401(k) account of 4% of annual eligible salary, which includes both base salary and incentive compensation, not to exceed the applicable IRS limits. Existing balances under the ABP portion of the Plan continue to earn interest credits. Benefits earned prior to January 1, 2007 vested after three years of service.

Employees hired on or after January 1, 2007 - These employees are not eligible to participate in the Plan and instead receive a Company contribution to their salaried 401(k) account of 4% of both base salary and incentive compensation, not to exceed the applicable IRS limits.

Effective January 1, 2009, health care coverage for salaried retirees and surviving spouses over 65 was eliminated. Affected eligible retirees and surviving spouses receive a $300 monthly pension benefit from the Plan to partly offset the increased cost of Medicare and supplemental health care coverage.

Note 1. Description of the Plan (continued)

The Investment Funds Committee ("IFC") of the GM LLC Board of Managers is the named fiduciary for the Plan and is responsible for reviewing and approving on an annual basis the Plan's investment allocation policy. Promark Investment Advisors, Inc., the Plan's named fiduciary for investment purposes, changed its name to General Motors Investment Management Corporation ("GMIMCo") effective September 1, 2010. GMIMCo is an indirect wholly-owned subsidiary of GM Company. State Street Bank and Trust Company ("State Street" or "Trustee") serves as Plan trustee.

401(h) Account

The Plan includes a medical benefit component to fund a portion of the postretirement obligations for eligible retirees and their beneficiaries. In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account are restricted and may not be used for, or diverted to, any purpose other than providing health care benefits for eligible retirees and their beneficiaries. The related obligations for retiree health care benefits were not included in the Plan's obligations in the statements of accumulated plan benefits under accounting principles generally accepted in the United States of America ("GAAP"). Plan participants do not contribute to the 401(h) account. Company contributions to the 401(h) account are determined annually at the discretion of GM LLC, subject to the limitations of the IRC Section 401(h).

Employee Contributions

Accumulated employee contributions and interest thereon, net of applicable benefit payments, were approximately $283 million and $324 million at September 30, 2010 and 2009, respectively. Interest is currently credited to accumulated employee contributions at 120% of the federal mid-term rate.

Note 2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with GAAP.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for pension benefits and accumulated plan benefits and the reported amounts of changes therein. Actual results could differ from those estimates.

Contributions

GM contributions are made periodically and are within the limits set by ERISA. Contributions made up to eight and a half months after the Plan year are recorded as contributions receivable and are otherwise recorded when received.

Payment of Benefits

Benefit payments are recorded when paid.

Note 2. Significant Accounting Policies (continued)

Administrative Expenses

The Plan's administrative expenses are partly paid by the Company and such costs are not reflected in these financial statements.

Interests in Master Trust and Investment Trusts

A portion of the Plan's investments are held in the GMAM Group Pension Trust III ("Master Trust"). The Master Trust was formerly the GMAM Investment Funds Trust II ("GIFT II") which was maintained by Promark Trust Bank, N.A. ("PTB"), a non-depository trust bank registered with the Office of the Comptroller of the Currency. PTB resigned as the trustee of GIFT II effective after the close of business on September 30, 2009 and the assets were transferred at fair value to the newly appointed trustee, State Street. As of October 1, 2009, only GM sponsored benefit plans participated in the Master Trust which included the Plan and the General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan").

The Plan also owns beneficial interests in various group trusts ("Investment Trusts"). The Investment Trusts permit commingling of the assets of more than one employee benefit plan for investment and administrative purposes, including plans of unrelated sponsors.

The Master Trust and the Investment Trusts are tax exempt under the IRC and are direct filing entities. The plans that participate in either the Master Trust and/or the Investment Trusts own a beneficial interest in certain underlying investments of these respective trusts. The investments of the Master Trust and the Investment Trusts principally represent holdings of beneficial interests in unitized investment accounts ("Pool(s)"). The Pools are not separate legal entities from the Master Trust or the Investment Trusts but are recordkeeping accounts established for investment strategy and administrative convenience. The GMAM Investment Funds Trust ("GIFT"), one of the Investment Trusts maintained by PTB during 2010, only owned direct holdings of collective investment funds ("Fund(s)"). Effective as of the close of business on March 31, 2011, GMIMCo replaced PTB as investment manager of GIFT and State Street succeeded PTB as trustee. PTB is an indirect wholly-owned subsidiary of GM Company.

Each participating plan has an undivided interest in certain assets and changes therein of each of the Master Trust's and Investment Trusts' underlying investments. The net investment income (loss) attributable to the Master Trust and Investment Trusts is allocated by the Trustee to each participating plan based on that plan's interest in each applicable investment Pool and Fund, as compared with the total interest of all the participating plans in each applicable investment Pool and Fund. Security transactions are recorded on a trade-date basis. Investment income (loss) is recognized as earned based on the terms of the investments and the periods during which the investments are held by the Master Trust and Investment Trusts.

Risks and Uncertainties

The Master Trust and the Investment Trusts indirectly hold various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that those changes could materially affect the amounts reported in the financial statements.

Note 2. Significant Accounting Policies (continued)

Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* ("ASC 820") establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Investment Valuation

The Funds and Pools are estimated at fair value and are composed of the following types of investments which are valued as described below.

Cash equivalents and other short-term investments – Money market funds and other similar short-term investment funds are valued using the net asset value per share (or its equivalent) ("NAV") as provided by the investment sponsor or third party administrator. Prices for short-term debt securities are received from independent pricing services or from dealers who make markets in such securities. Independent pricing services utilize matrix pricing which considers readily available inputs such as the yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices. Cash equivalents and other short-term investments are generally classified in Level 2.

Equity securities - Common and preferred stock for which market quotations are readily available are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are classified in Level 1. In the event there were no sales during the five-day period before the reporting date and the five-day period after the reporting date or closing prices are not available, securities are valued at the last quoted bid price or may be valued using the last available price and are typically classified in Level 2. Common and preferred stock classified in Level 3 are typically those that are thinly traded, delisted, or privately issued securities or other issues that are priced by a dealer or pricing service using inputs such as aged (stale) pricing, and/or other qualitative factors. Other security attributes such as liquidity and market activity may be considered in assessing the observability of inputs used by pricing services or dealers, which may affect classification in the fair value hierarchy.

Note 2. Significant Accounting Policies (continued)

Government, agency and corporate debt securities - U.S. government and government agency obligations, foreign government and government agency obligations, municipal securities, supranational obligations, corporate bonds, bank notes, floating rate notes, and preferred securities are valued based on quotations received from independent pricing services or from dealers who make markets in such securities. Pricing services utilize matrix pricing which considers readily available inputs such as the yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices and are generally classified in Level 2. Securities within this asset category that are classified in Level 3 are typically priced by dealers and pricing services that use proprietary pricing models which incorporate unobservable inputs. These inputs primarily consist of yield and credit spread assumptions. Other security attributes such as liquidity, market activity, price level, credit ratings and geo-political risk may be considered in assessing the observability of inputs used by pricing services or dealers, which may affect classification.

Agency and non-agency mortgage and other asset-backed securities - U.S. and foreign government agency mortgage and asset-backed securities, non-agency collateralized mortgage obligations, commercial mortgage securities, residential mortgage securities and other asset-backed securities are valued based on quotations received from independent pricing services or from dealers who make markets in such securities. Pricing services utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices and are generally classified in Level 2. Securities within this asset category that are classified in Level 3 are typically priced by dealers and pricing services that use proprietary pricing models which incorporate unobservable inputs. These inputs primarily consist of prepayment curves, discount rates, default assumptions and recovery rates. Other security attributes such as liquidity, market activity, price level, credit ratings and geo-political risk may be considered in assessing the observability of inputs used by pricing services or dealers, which may affect classification.

Group annuity contracts – Group annuity contracts are the contracts or policies issued by a life insurance company which are used as a funding instrument for specified benefits payments to be made in accordance with the Plan. The contracts or policies may be backed by one or more separately managed investment accounts which hold investments in high quality fixed income securities. The value of each contract or policy depends, in part, on the values of the units of the separately managed investment accounts backing the contract. The fair value of the separately managed investment account assets is based on the fair value of the underlying assets owned. The separately managed investment accounts, which typically calculate NAV, and underlying assets are valued in accordance with the valuation policies of the respective insurers. From time to time, the Plan's liabilities may increase as a result of these contracts when the required reserves, as estimated by an insurer under the terms of the contract or policy, exceed the fair value of contract assets. The resulting difference represents an outstanding contract asset deficiency that must be funded by GM LLC. The contractual terms of the group annuity contracts do not permit redemption other than through termination of the agreement(s). Group annuity contracts are generally classified in Level 3.

Note 2. Significant Accounting Policies (continued)

Investment funds – Except for exchange traded funds, the NAV as determined by the investment sponsor or manager is used as a practical expedient to estimate fair value. Exchange traded funds, for which market quotations are readily available, are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are classified in Level 1. Investments in non-exchange traded funds and certain special purpose entities ("SPEs") (e.g., limited partnerships, limited liability companies), which may be fully redeemed at NAV in the near-term (within 90 days), are generally measured at fair value on the basis of the NAV provided by the investment sponsor or its third party administrator, and generally classified in Level 2. Investments in certain non-exchange traded funds and SPE's, which may not be fully redeemed at NAV in the near-term, and are typically measured on the basis of NAV, are classified in Level 3. In the event GMIMCo concludes a reported NAV or fair value estimate (collectively, external valuation) does not reflect fair value or is not determined as of the financial reporting measurement date, GMIMCo will determine whether or not an adjustment is necessary based on a review of material factors that could affect the valuation, such as changes to the composition or performance of the underlying investment(s) or comparable investments, overall market conditions, and other economic factors that may possibly have a favorable or unfavorable effect on the reported external valuation.

Private equity and debt investments – Private equity and debt investments include direct investments consummated through private placement transactions and indirect investments through non-exchange traded funds and certain SPEs. Fair value estimates for direct investments in private equity and debt are typically developed using the income approach or market approach. Under the income approach, a discounted cash flow valuation model is used which may incorporate unobservable inputs such as a weighted average cost of capital, long-term revenue growth rate, long-term pre-tax operating margin, discount for lack of marketability (e.g., liquidity discount) and control premium. Alternatively, under the market approach, management may develop a fair value estimate using valuation models that combine observable business performance metrics, from market comparable companies, with unobservable inputs such as an EBITDA multiple, revenue multiple, discount for lack of marketability and control premium. Due to the use of significant unobservable inputs and certain inherent restrictions on near-term redemptions, direct investments in private equity and debt are classified in Level 3. The fair value and hierarchy classification of indirect private equity and debt investments is determined in a manner consistent with that for non-exchange traded investment funds based on NAV as previously described.

Real estate and other alternative investments – Real estate and other alternative investments consist primarily of investments in infrastructure, natural resources and real estate mezzanine loans either directly, through private placements, or indirectly through non-exchange traded funds and certain SPEs. Fair value estimates for direct real estate and other alternative investments are typically developed using information such as independent real estate appraisals, appraisals prepared by investment managers and other market-based information about the individual property or investment. For real estate, independent appraisals are prepared at least once every three years and include detailed market studies and multiple valuation methodologies typical in the real estate industry such as the market approach, cost approach, and income approach. For periods in which independent appraisals are not prepared, models using one or more of these approaches are developed for each investment by asset managers as a means of determining changes in fair value. Valuation models for real estate and other alternative investments may incorporate unobservable inputs such as estimates of cash flows from the investment, return rates demanded by market participants and expenses. GMIMCo reviews the valuations for most investments on a quarterly basis and, if warranted by market or

Note 2. Significant Accounting Policies (continued)

property level changes or other factors, the valuations are appropriately adjusted based on GMIMCo's best estimate of the changes in fair value. Due to the use of significant unobservable inputs and certain inherent restrictions on near-term redemptions, direct investments in real estate and other alternative investments are classified in Level 3. The fair value and hierarchy classification of indirect real estate investments is determined in a manner consistent with that for non-exchange traded investment funds based on NAV as previously described.

Derivatives

Exchange traded derivatives, for which market quotations are readily available, are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are classified in Level 1. Over-the-counter derivatives are typically valued through independent pricing services and are generally classified in Level 2. Derivatives classified in Level 3 are typically priced by dealers and pricing services that use proprietary pricing models which incorporate unobservable inputs. These inputs include extrapolated or model-derived assumptions such as volatilities and yield and credit spread assumptions.

Recently Adopted Accounting Standards

The Financial Accounting Standards Board ("FASB") issued *Statement* of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* in March 2008 which was incorporated into ASC 815, *Derivatives and Hedging* ("ASC 815"). This guidance expands the disclosure requirements about an entity's derivative instruments and hedging activities. The adoption of this accounting standard did not affect the valuation of the Plan's investments.

The FASB issued Statement of Financial Accounting Standards No. 166, *Accounting for Transfers of Financial Assets – an amendment of FASB Statement No. 140* in June 2009 which was incorporated into ASC 860, *Transfers and Servicing* ("ASC 860"). This guidance clarifies that the objective of paragraph 9 of FASB Statement No. 140 is to determine whether a transferor and all of the entities included in the transferor's financial statements being presented have surrendered control over transferred financial assets. The Plan adopted this standard during the plan year. Refer to Note 5 for additional information regarding the effect of adopting this guidance on the Plan's financial statements and related disclosures.

The Plan adopted the disclosure provisions of Accounting Standards Update ("ASU") 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)* ("ASU 2009-12") in 2010. ASU 2009-12 was issued by the FASB in September 2009 and amended ASC 820. ASU 2009-12 requires enhanced disclosures for those investments within its scope including any restrictions on an investor's ability to redeem its investments at the measurement date, any unfunded commitments related thereto and the investment strategies of the investee. For the year ended September 30, 2009, the Plan early adopted the provisions of ASU 2009-12 related to the use of NAV as a practical expedient in measuring the fair value of certain investments.

Note 2. Significant Accounting Policies (continued)

New Accounting Standards

The FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures* ("ASU 2010-06") in January 2010. ASU 2010-06 amends ASC 820 and expands the disclosure requirements for fair values and is effective for annual reporting periods beginning after December 15, 2009, except for disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010. The effect of adopting ASU 2010-06 on the Plan's financial statements and related disclosures is being evaluated.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). This guidance amends ASC 820 and provides consistency between U.S. GAAP and International Financial Reporting Standards regarding the definition of fair value and results in common fair value measurements and disclosure requirements. Certain of the amendments clarify the intent about the application of existing fair value measurement requirements while other provisions change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. ASU 2011-04 is effective for reporting periods beginning after December 15, 2011 and the guidance must be applied prospectively. The effect of adopting ASU 2011-04 on the Plan's financial statements and related disclosures is being evaluated.

Note 3. Investment in Master Trust

The Plan and the Hourly Plan are the only GM sponsored benefit plans that participate in the Master Trust. The Plan's interest in the net assets of the Master Trust was approximately 35.8% at September 30, 2010. The net assets of the Master Trust at September 30, 2010 were as follows (in thousands):

Cash	$ 25,151
Unpledged investments at fair value	
Cash equivalents and other short-term investments	98,998
Equity securities	1,841,463
Debt securities	737,580
* Investment funds	1,167,758
Private equity and debt investments	75,176
Real estate and other alternative investments	1,987
Derivatives	17,340
Total unpledged investments	3,940,302
Investments pledged to counterparties under securities lending arrangements at fair value	
Equity securities	144,640
Investment funds	2,121
Real estate and other alternative investments	1,116
Derivatives	253
Total pledged investments	148,130
Total investments	4,088,432
Receivables	
Accrued investment income	15,705
Due from broker for securities sold	297,586
Other receivables	1,278
Total receivables	314,569
Collateral held under securities lending agreements	153,958
Total assets	4,582,110
Liabilities	
Due to brokers for securities purchased	309,918
Liability to return collateral held under securities lending agreements	154,052
Accrued expenses and other liabilities	46
Total liabilities	464,016
Total net assets	$4,118,094

* Includes two investments in funds managed by Tennebaum Capital Partners, LLC totaling $516.9 million, each of which separately exceed 5 percent of the net assets of the Master Trust.

Note 3. Investment in Master Trust (continued)

The changes in the net assets of the Master Trust for the year ended September 30, 2010, are summarized as follows (in thousands):

Net investment income	$ 616,877
Net redemptions for benefit payments	(521,500)
Increase in net assets	$ 95,377

Master Trust net investment income for the year ended September 30, 2010 was as follows (in thousands):

Investment income	
Net realized and unrealized gains and (losses) on investments	
Cash equivalents and other short-term investments	$ 170
Equity securities	171,578
Debt securities	98,700
Investment funds	150,791
Private equity and debt investments	16,549
Real estate and other alternative investments	(399)
Derivatives	8,894
Net realized and unrealized gain on investments	446,283
Interest	75,548
Dividends	97,902
Total dividends and interest	173,450
Administrative expenses and other	(2,856)
Net investment income	$ 616,877

Note 3. Investment in Master Trust (continued)

The following table summarizes the fair value of the Master Trust's financial assets and liabilities, excluding collateral held under securities lending arrangements, as of September 30, 2010 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 98,998	$ -	$ 98,998
Equity securities[a]				
Consumer discretionary and staples	285,252	195,362	20,828	501,442
Energy and utilities	90,268	83,745	1,234	175,247
Industrials and materials	183,772	192,611	8,189	384,572
Information technology and telecommunication services	253,822	128,307	448	382,577
Other	324,733	213,552	3,980	542,265
Total equity securities	1,137,847	813,577	34,679	1,986,103
Debt securities				
Corporate debt securities	-	465,630	117,118	582,748
Non-agency mortgage and asset-backed securities	-	52,862	101,655	154,517
Other	-	315	-	315
Total debt securities	-	518,807	218,773	737,580
Investment funds				
Equity funds	9,497	29,907	23,718	63,122
Fixed income funds	-	117,526	121,041	238,567
Multi-strategy funds	-	-	768,722	768,722
Event driven funds	-	-	99,468	99,468
Total investment funds	9,497	147,433	1,012,949	1,169,879
Private equity and debt investments				
Private investment in public equity	-	-	75,176	75,176
Real estate and other alternative investments				
Real estate investment trusts	5,885	-	-	5,885
Derivatives[b]	-	4,401	19,868	24,269
Total financial assets	1,153,229	1,583,216	1,361,445	4,097,890
Liabilities[c]				
Real estate investment trusts	(2,782)	-	-	(2,782)
Derivatives	-	(6,676)	-	(6,676)
Total financial liabilities	(2,782)	(6,676)	-	(9,458)
Total Net Investments	$ 1,150,447	$ 1,576,540	$ 1,361,445	$ 4,088,432

(a) Includes equity rights and warrants.

(b) Includes futures, forwards, options, and swaps.

(c) Includes equity and debt investments sold short and derivative contracts.

Note 3. Investment in Master Trust (continued)

The following table summarizes the changes in the fair value of the Master Trust's Level 3 investments, excluding collateral held under securities lending arrangements, for the year ended September 30, 2010 (in thousands):

	Balance Beginning of Year	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Purchases, Sales and Settlements	Transfers In (Out)	Balance End of Year
Assets						
Equity securities						
Consumer discretionary and staples	$ 1,149	$ 3,252	$ (195)	$ 16,622	$ -	$ 20,828
Energy and utilities	-	941	(856)	1,149	-	1,234
Industrials and materials	16,839	3,796	3,903	(16,691)	342	8,189
Information technology and telecommunication services	350	(842)	-	940	-	448
Other	2,621	4,446	(3,087)	-	-	3,980
Total equity securities	20,959	11,593	(235)	2,020	342	34,679
Debt securities						
Corporate debt securities	308,177	44,090	(27,778)	(142,948)	(64,423)	117,118
Non-agency mortgage and asset-backed securities	142,833	46,462	(19,674)	(38,595)	(29,371)	101,655
Total debt securities	451,010	90,552	(47,452)	(181,543)	(93,794)	218,773
Investment funds						
Equity funds	-	4,374	-	6,939	12,405	23,718
Fixed income and credit arbitrage funds	32,311	57,142	(43,252)	(1,114)	75,954	121,041
Multi-strategy funds	538,939	90,954	-	-	138,829	768,722
Event driven funds	78,000	4,001	-	17,467	-	99,468
Total investment funds	649,250	156,471	(43,252)	23,292	227,188	1,012,949
Private equity and debt investments						
Private investment in public equity	22,497	16,535	14	36,130	-	75,176
Derivatives, net	13,093	4,466	3,729	(1,420)	-	19,868
Total	$1,156,809	$ 279,617	$ (87,196)	$(121,521)	$ 133,736	$ 1,361,445

Securities Lending

The Master Trust (through its ownership interest in the Pools) participates in a securities lending program through an agent whereby the Master Trust's investment securities are loaned to counterparties. The counterparties fully collateralize such loaned securities by providing the Master Trust cash, letters of credit or securities issued or guaranteed by the U.S. government. U.S. securities are loaned and collateralized at 102% of their fair values plus any accrued interest in the case of debt securities (105% for non-U.S. securities). The Master Trust separately records the collateral received as an asset and a corresponding liability at the time the securities are loaned. All cash collateral is invested. The Master Trust cannot sell or repledge non-cash collateral received. All collateral is reported at fair value. As the fair value of the securities loaned changes, the counterparties adjust the collateral held by the Master Trust. The Master Trust recognizes interest income and realized and unrealized gains and losses on the collateral. The Master Trust has the right to terminate a loan at any time.

Note 3. Investment in Master Trust (continued)

The counterparties have the right to sell or repledge the borrowed securities. Upon the termination of the lending agreements, the counterparties are obligated to deliver identical securities as those originally borrowed and the Master Trust is obligated to return the value of the collateral they originally received. In accordance with ASC 860, loaned securities have been separately reported in the Master Trust's disclosures.

For the year ended September 30, 2010, the Master Trust's securities lending program incurred a net gain, consisting of the following (in thousands):

Net realized and unrealized appreciation in fair value of investments	$ 1,672
Income from securities lending	1,467
Rebates and other expenses	(377)
Net gain	$ 2,762

As of September 30, 2010, both the fair value of the collateral and the liabilities to the counterparties to return the collateral received by the Master Trust was approximately $154 million.

The following table summarizes the fair value of the Master Trust's securities lending collateral portfolio as of September 30, 2010 (in thousands):

	Level 1	Level 2	Level 3	Total
US government and agency obligations	$ -	$ 149,146	$ -	$ 149,146
Cash equivalents and other short-term investments	-	3,072	-	3,072
Non-agency mortgage and asset-backed securities	-	1,740	-	1,740
Total	$ -	$ 153,958	$ -	$ 153,958

The following table summarizes the changes in the fair value of the Master Trust's securities lending collateral Level 3 investments for the year ended September 30, 2010 (in thousands):

	Balance Beginning of Year	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Purchases, Sales and Settlements	Transfers In (Out)	Balance End of Year
Non-agency mortgage and asset-backed securities	$ 899	$ -	$ -	$ -	$ (899)	$ -
Total	$ 899	$ -	$ -	$ -	$ (899)	$ -

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to the Master Trust is contained in Note 6. Derivative Financial Instruments and Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions, respectively.

Note 4. Investment Trusts

The fair value of the Plan's investments in the Investment Trusts, segregated by direct holdings in the Funds and the underlying beneficial interests in the Pools (excluding amounts attributable to the 401(h) account), as of September 30 is presented in the following table (in thousands):

Trusts	Trust EIN	2010	2009
Fund Holdings			
* GMAM Investment Funds Trust	13-3160892	$ 9,553,395	$ 9,189,862
GMAM Investment Funds Trust II	01-6231432	-	1,458,350
Total Fund holdings		9,553,395	10,648,212
Beneficial interest in Pools			
* GMAM Group Pension Trust I	01-0719298	2,599,260	2,857,399
* GMAM Group Pension Trust II	02-0615827	2,165,989	2,999,316
General Motors Salaried Employes Pension Trust	13-6369844	846,942	787,652
* General Motors Salaried Employes Pension Trust	25-6388249	7,295,640	6,788,490
* First Plaza Group Trust	25-6295264	3,004,647	2,717,176
* First Plaza Group Trust II	26-6389533	3,328,482	2,208,492
White Plaza Group Trust	11-3317084	464,178	403,876
General Motors Hourly-Rate Employes Pension Trust	13-6369845	707	505
General Motors Hourly-Rate Employes Pension Trust	25-6013833	136	77
Total beneficial interests in Pools		19,705,981	18,762,983
Total investments		$29,259,376	$29,411,195

* Denotes investments representing 5 percent or more of the Plan's net assets as of September 30, 2010 and 2009.

Note 4. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy GIFT direct holdings in the Funds by major category as of September 30, 2010 (in thousands):

	Level 1	Level 2	Level 3	Total
Equity funds	$ -	$ 4,867,372	$ -	$ 4,867,372
High quality fixed income funds	-	2,014,436	-	2,014,436
High yield fixed income funds	-	1,459,675	-	1,459,675
Multi-strategy funds	-	806,362	-	806,362
Real estate funds	-	405,550	-	405,550
Total	$ -	$ 9,553,395	$ -	$ 9,553,395

The following table presents by level within the fair value hierarchy GIFT and GIFT II direct holdings in the Funds by major category as of September 30, 2009 (in thousands):

	Level 1	Level 2	Level 3	Total
Equity funds	$ -	$ 4,462,294	$ 1,226,489	$ 5,688,783
High quality fixed income funds	-	1,678,416		1,678,416
High yield fixed income funds	-	-	2,186,494	2,186,494
Multi-strategy funds	-	68,433	-	68,433
Real estate funds	-	298,391	-	298,391
Other funds	-	727,695	-	727,695
Total	$ -	$ 7,235,229	$ 3,412,983	$ 10,648,212

The following table summarizes the activity of GIFT direct holdings in the Funds classified in Level 3 of the valuation hierarchy for the year ended September 30, 2010 (in thousands):

	Balance Beginning of Year	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Purchases, Sales and Settlements	Transfers In (Out)	Balance End of Year
Equity funds	$ 1,226,489				$ (1,226,489)	$ -
High yield fixed income funds	2,186,494				(2,186,494)	-
Total	$ 3,412,983	$ -	$ -	$ -	$ (3,412,983)	$ -

Note 4. Investment Trusts (continued)

The Plan, along with other affiliated and unaffiliated employee benefit plans, owns a beneficial interest in the underlying net assets of the Pools. The participating plans do not directly own any of the individual assets and liabilities comprising the net assets of the Pools. The Plan's underlying beneficial interest in the net assets of the Pools approximated 36.5% and 36.2% September 30, 2010 and 2009, respectively.

The following table provides a summary of the beneficial interests in the net assets of the Pools by participating plan and the aggregate fair value of the underlying net assets of the Pools subject to ASC 820 leveling as of September 30 (in thousands):

	2010	2009
Plan	$ 19,705,981	$ 18,762,983
Plan 401(h) account	-	1,124
Hourly Plan	33,574,984	31,874,835
Hourly Plan 401(h) account	-	2,143
Plans of other employers	646,972	966,731
Total net assets of the Pools	53,927,937	51,607,816
Less: Cash	2,278,383	3,487,394
Less: Net non-security assets (liabilities)	(11,767)	582,139
Fair value of Pool net assets subject to ASC 820 leveling	$ 51,661,321	$ 47,538,283

The underlying financial assets and liabilities of the Pools in which the Investment Trusts have a beneficial interest are presented in the tables that follow on a gross basis by major category within the fair value hierarchy.

Note 4. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Pools by major category as of September 30, 2010 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 4,021,606	$ -	$ 4,021,606
Equity securities[a]				
Consumer discretionary and staples	379,292	57,459	8,359	445,110
Energy and utilities	215,323	47,536	-	262,859
Industrials and materials	345,797	93,259	-	439,056
Information technology and telecommunication services	409,864	26,256	207	436,327
Other	478,810	128,514	12,484	619,808
Total equity	1,829,086	353,024	21,050	2,203,160
Debt securities				
US government and agency obligations	-	2,709,562	-	2,709,562
Foreign governments and foreign government agencies	-	1,503,792	118,194	1,621,986
Corporate debt securities	-	5,914,594	358,279	6,272,873
Agency mortgage and asset-backed securities	-	171,349	192	171,541
Non-agency mortgage and asset-backed securities	-	1,713,852	67,205	1,781,057
Other	-	11,463	608,659	620,122
Total debt	-	12,024,612	1,152,529	13,177,141
Group annuity contracts	-	-	3,233,641	3,233,641
Investment funds				
Equity long/short	-	340,415	346,335	686,750
Equity funds	-	412,043	-	412,043
Fixed income and credit arbitrage funds	-	376,126	1,615,883	1,992,009
Fixed income high yield funds	-	100,310	718,581	818,891
Fixed income high quality funds	50,256	247,696	132,536	430,488
Funds of hedge funds	-	623,488	5,875,126	6,498,614
Global macro funds	-	317,773	4,761	322,534
Multi-strategy funds	-	1,534,543	2,724,388	4,258,931
Other investment funds	-	50,650	212,726	263,376
Total investment funds	50,256	4,003,044	11,630,336	15,683,636
Private equity and debt investments				
Venture capital	-	-	1,627,840	1,627,840
Foreign equity	-	-	1,673,241	1,673,241
Leveraged buyouts	-	-	3,063,601	3,063,601
Distressed debt	-	-	2,061,749	2,061,749
Other	-	-	63,297	63,297
Total private equity and debt investments	-	-	8,489,728	8,489,728
Real estate and other alternative investments				
Real estate investment trusts	359,947	11,746	-	371,693
Core/core plus real estate investments[b]	501	-	3,636,409	3,636,910
Opportunistic	-	-	1,085,638	1,085,638
Other[c]	-	-	783,005	783,005
Total real estate and other alternative investments	360,448	11,746	5,505,052	5,877,246
Derivatives[d]	725	2,816,508	17,930	2,835,163
Total financial assets	2,240,515	23,230,540	30,050,266	55,521,321

Note 4. Investment Trusts (continued)

	Level 1	Level 2	Level 3	Total
Liabilities[e]				
Equity securities				
Consumer discretionary and staples	(225,908)	(29,919)	(7)	(255,834)
Energy and utilities	(140,592)	(18,155)	-	(158,747)
Industrials and materials	(310,396)	(45,547)	(84)	(356,027)
Information technology and telecommunication services	(248,503)	(21,485)	-	(269,988)
Other	(316,524)	(53,223)	-	(369,747)
Total equity	(1,241,923)	(168,329)	(91)	(1,410,343)
Corporate debt securities	-	-	(1,723)	(1,723)
Equity funds	(76,916)	-	-	(76,916)
Real estate investment trusts	(35,703)	-	-	(35,703)
Derivatives	-	(2,260,718)	(74,597)	(2,335,315)
Total financial liabilities	(1,354,542)	(2,429,047)	(76,411)	(3,860,000)
Fair value of Pool net assets	$ 885,973	$20,801,493	$29,973,855	$51,661,321

(a) Includes equity rights and warrants.

(b) Primarily consists of class "A" and "B" apartment, industrial, office and retail; hotels, land, senior living and self storage.

(c) Primarily consists of energy, infrastructure, natural resource investments and real estate mezzanine loans.

(d) Includes futures, forwards, options and swaps.

(e) Includes equity and debt investments sold short and derivative contracts.

Note 4. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Pools by major category as of September 30, 2009 (in thousands). Certain investment information has been reclassified to conform to the 2010 presentation from that originally reported in the fair value hierarchy leveling table within the Plan's 2009 financial statements. The most significant enhancements included the disaggregation of the investment funds categories and the reclassification of approximately $1.5 billion of fund investments that were previously designated as private equity at September 30, 2009 to provide more meaningful quantitative disclosure by nature and risk of the investment. The fair value hierarchy level in which the investments were classified was not affected.

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 5,200,679	$ -	$ 5,200,679
Equity securities[a]				
Consumer discretionary and staples	593,037	22,756	365	616,158
Energy and utilities	313,212	13,294	5,713	332,219
Industrials and materials	594,771	23,735	-	618,506
Information technology and telecommunication services	521,522	1,170	-	522,692
Other	863,667	87,943	16,090	967,700
Total equity	2,886,209	148,898	22,168	3,057,275
Debt securities				
US government and agency obligations	21,563	2,769,344	2,719	2,793,626
Foreign governments and foreign government agencies	-	88,472	1,629,253	1,717,725
Corporate debt securities	-	4,604,199	1,536,252	6,140,451
Agency mortgage and asset-backed securities	-	417,049	3,781	420,830
Non-agency mortgage and asset-backed securities	-	929,725	782,570	1,712,295
Other	-	-	564,099	564,099
Total debt	21,563	8,808,789	4,518,674	13,349,026
Group annuity contracts	-	-	3,374,429	3,374,429
Investment funds				
Equity long/short	-	454,944	241,993	696,937
Equity funds	316,484	416,985	20,405	753,874
Fixed income and credit arbitrage funds	-	672,980	1,004,202	1,677,182
Fixed income high yield funds	461,559	86,504	376,571	924,634
Fixed income high quality funds	231,577	714,870	184,788	1,131,235
Funds of hedge funds	26,330	1,235,620	3,576,309	4,838,259
Global macro funds	-	411,449	4,423	415,872
Multi-strategy funds	-	1,818,814	474,375	2,293,189
Other investment funds	-	46,381	169,938	216,319
Total investment funds	1,035,950	5,858,547	6,053,004	12,947,501
Private equity and debt investments				
Venture capital	-	-	1,472,205	1,472,205
Foreign equity	-	-	1,326,270	1,326,270
Leveraged buyouts	-	407	2,514,214	2,514,621
Distressed debt	-	-	1,874,187	1,874,187
Other	-	-	23,779	23,779
Total private equity and debt investments	-	407	7,210,655	7,211,062
Real estate and other alternative investments				
Real estate investment trusts	298,140	244	32	298,416
Core/core plus real estate investments[b]	-	-	3,542,480	3,542,480
Opportunistic	-	-	1,062,274	1,062,274
Other[c]	-	21,288	829,026	850,314
Total real estate and other alternative investments	298,140	21,532	5,433,812	5,753,484
Derivatives[d]	24,276	1,350,235	679,052	2,053,563
Total financial assets	4,266,138	21,389,087	27,291,794	52,947,019

Note 4. Investment Trusts (continued)

	Level 1	Level 2	Level 3	Total
Liabilities[e]				
Equity securities				
Consumer discretionary and staples	(468,239)	(1,823)	(756)	(470,818)
Energy and utilities	(304,292)	-	(953)	(305,245)
Industrials and materials	(562,080)	-	-	(562,080)
Information technology and telecommunication services	(356,601)	-	-	(356,601)
Other	(608,430)	(5,626)	(2,656)	(616,712)
Total equity	(2,299,642)	(7,449)	(4,365)	(2,311,456)
Debt securities				
Agency mortgage and asset-backed securities	-	(17,644)	-	(17,644)
Corporate debt securities	-	-	(1,766)	(1,766)
Total debt	-	(17,644)	(1,766)	(19,410)
Real estate investment trusts	(30,574)	-	-	(30,574)
Derivatives	(54,866)	(1,706,923)	(1,285,507)	(3,047,296)
Total financial liabilities	(2,385,082)	(1,732,016)	(1,291,638)	(5,408,736)
Fair value of Pool net assets	$1,881,056	$19,657,071	$26,000,156	$47,538,283

(a) Includes equity rights and warrants.
(b) Primarily consists of class "A" and "B" apartment, industrial, office and retail; hotels, land, senior living and self storage.
(c) Primarily consists of energy, infrastructure, natural resource investments and real estate mezzanine loans.
(d) Includes futures, forwards, options and swaps.
(e) Includes equity and debt investments sold short and derivative contracts.

Note 4. Investment Trusts (continued)

The following table summarizes the activity of the Pool financial assets and liabilities classified in Level 3 of the valuation hierarchy for the year ended September 30, 2010 (in thousands):

	Balance Beginning of Year	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Purchases, Sales and Settlements	Transfers In (Out)	Balance End of Year
Assets						
Equity securities						
Consumer discretionary and staples	$ 365	$ 1,070	$ (25)	$ 3,421	$ 3,528	$ 8,359
Energy and utilities	5,713	70	(47)	(211)	(5,525)	-
Industrials and materials	-	-	-	-	-	-
Information technology and telecommunication services	-	(39)	-	246	-	207
Other	16,090	3,426	(5,817)	(1,490)	275	12,484
Total equity	22,168	4,527	(5,889)	1,966	(1,722)	21,050
Debt securities						
US Government and agency obligations	2,719	-	-	(2,719)	-	-
Foreign governments and foreign government agencies	1,629,253	(27,488)	40,559	(365,338)	(1,158,792)	118,194
Corporate debt securities	1,536,252	45,540	10,557	(607,038)	(627,032)	358,279
Agency mortgage and asset-backed securities	3,781	(1,419)	1,146	(2,320)	(996)	192
Non-agency mortgage and asset-backed securities	782,570	172,379	(126,985)	(196,814)	(563,945)	67,205
Other	564,099	201,301	(93,460)	(57,769)	(5,512)	608,659
Total debt	4,518,674	390,313	(168,183)	(1,231,998)	(2,356,277)	1,152,529
Group annuity contracts	3,374,429	(83,492)	164,485	(221,781)	-	3,233,641
Investment funds						
Equity long/short	241,993	3,513	-	31,788	69,041	346,335
Equity funds	20,405	(5,924)	6,558	(21,039)	-	-
Fixed income and credit arbitrage funds	1,004,202	551,071	(384,025)	324,727	119,908	1,615,883
Fixed income high yield funds	376,571	94,522	10,188	(224,259)	461,559	718,581
Fixed income high quality funds	184,788	(35,764)	51,117	(251,286)	183,681	132,536
Funds of hedge funds	3,576,309	324,035	22,676	1,742,103	210,003	5,875,126
Global macro funds	4,423	(45)	(20)	403	-	4,761
Multi-strategy funds	474,375	272,075	(18,782)	1,901,470	95,250	2,724,388
Other investment funds	169,938	(27,311)	16	23,701	46,382	212,726
Total investment funds	6,053,004	1,176,172	(312,272)	3,527,608	1,185,824	11,630,336
Private equity and debt investments						
Venture capital	1,472,205	58,170	118,676	(21,211)	-	1,627,840
Foreign equity	1,326,270	208,794	104,107	34,070	-	1,673,241
Leveraged buyouts	2,514,214	385,329	153,648	10,410	-	3,063,601
Distressed debt	1,874,187	111,789	47,939	27,834	-	2,061,749
Other	23,779	(196)	3	39,711	-	63,297
Total private equity and debt investments	7,210,655	763,886	424,373	90,814	-	8,489,728
Real estate and other alternative investments						
Real estate investment trusts	32	-	(2)	(30)	-	-
Core/core plus real estate investments	3,542,480	(344,640)	386,355	52,214	-	3,636,409
Non-core	-	36,977	-	(36,977)	-	-
Opportunistic	1,062,274	(69,673)	29,817	63,220	-	1,085,638
Other	829,026	92,264	(64,658)	(73,627)	-	783,005
Total real estate and other alternative investments	5,433,812	(285,072)	351,512	4,800	-	5,505,052
Liabilities						
Equity securities						
Consumer discretionary and staples	(756)	124	(195)	820	-	(7)
Energy and utilities	(953)	230	(502)	1,225	-	-
Industrials and materials	-	-	-	-	(84)	(84)
Other	(2,656)	(131)	155	1,108	1,524	-
Total equity	(4,365)	223	(542)	3,153	1,440	(91)
Corporate debt securities	(1,766)	-	-	43	-	(1,723)
Derivatives, net	(606,455)	(80,876)	(34,539)	391,844	273,359	(56,667)
Total	$ 26,000,156	$ 1,885,681	$ 418,945	$ 2,566,449	$ (897,376)	$ 29,973,855

Note 4. Investment Trusts (continued)

Securities Lending

The Funds and Pools may participate in securities lending programs. Under these programs, investment securities are loaned to investment dealers for a fee. Loaned securities are fully collateralized by either cash, letters of credit, securities issued or guaranteed by the U.S. government, or a combination thereof.

Refer to Note 6. Derivative Financial Instruments and Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions for related disclosures pertaining to the Investment Trusts.

Note 5. Investment Risks

The IFC establishes the Plan's investment allocation policy and GMIMCo oversees the allocation of investments with a view towards achieving the desired investment objectives. The Master Trust and Investment Trusts, through their respective underlying investments in the Pools and Funds, are exposed to various types of risks that are associated with the financial instruments and markets in which the Pools and Funds invest. These risks include market risk, credit risk and liquidity risk. The Master Trust's and the Investment Trusts' risk management strategies and policies complement the Plan's investment strategy as discussed below.

Market Risk - Market risk includes the potential for both losses and gains, and encompasses currency risk, interest rate risk and price risk.

Currency Risk – The Pools and Funds may invest in financial instruments denominated in foreign currencies and might be exposed to risks that the foreign currency exchange rates might change in a manner that has an adverse effect on the value of their foreign currency denominated assets or liabilities. Foreign currency contracts may be used to manage currency risk.

Interest Rate Risk – The Pools and Funds may invest in fixed income securities for which any change to the relevant interest rates for particular securities might result in an investment manager being unable to secure similar returns on the expiration of contracts or the sale of securities. In addition, changes to prevailing interest rates or changes in expectations of future interest rates might result in an increase or decrease in the fair value of the securities held. Interest rate swaps and other financial derivative instruments may be used to manage interest rate risk.

Price Risk – Price risk is the risk that the value of the instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer, or any factor affecting the value of financial instruments or securities. As Plan assets are carried at fair value, all changes in market prices will directly affect net assets available for pension benefits and such changes are recognized in the statement of changes in net assets available for pension benefits. The Master Trust and Investment Trusts, through their Pool and Fund holdings, manage price risk by constructing a diversified portfolio of financial instruments. In addition, price risk may be hedged using derivative instruments such as options, swaps, or futures.

Note 5. Investment Risks (continued)

Credit Risk - Counterparty credit risk is the risk that a counterparty to a financial instrument will default on its commitment. Counterparty credit risk is primarily related to over-the-counter derivative instruments used to manage exposures related to interest rates on long-term securities and foreign currency exchange rate fluctuations. The risk of default can be influenced by various factors including macro-economic conditions, market liquidity, fiscal and monetary policies and counterparty-specific characteristics and activities. Certain agreements with counterparties employ set-off, collateral support arrangements and other risk mitigation procedures designed to reduce the net exposure to credit risk in the event of counterparty default. Credit policies and processes are in place to manage exposure to credit risk on an ongoing basis, and to manage concentrations of counterparty risk by seeking to undertake transactions with large well-capitalized counterparties and by monitoring the creditworthiness of these counterparties.

Liquidity Risk - Liquidity risk is the risk that the Plan will encounter difficulty in meeting obligations associated with its financial liabilities, primarily benefit payments as they become due. This situation might arise due to circumstances outside the Plan's control, such as general market disruption or an operational problem affecting the Plan sponsor, or third parties. The ability to sell assets might also be impaired if other market participants are seeking to simultaneously sell similar assets.

Certain investment funds, private equity and debt investments, real estate investments and derivative contracts held within a Pool or Fund may be illiquid. As a result, the Plan may be unable to quickly liquidate some of these investments at an amount close to or equal to fair value in order to meet liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer or counterparty.

Illiquid investments held in the Plan's portfolio are generally long-term investments that complement the long-term nature of the Plan's accumulated plan benefits and are not used to fund benefit payments when currently due. GMIMCo monitors liquidity risk on an ongoing basis and has procedures in place designed to maintain flexibility in addressing Plan-specific, broader industry and market liquidity events.

Certain assets held by the Pools represent investments in group annuity contracts. GM entered into group annuity contracts with various life insurance companies to provide pension benefits to certain of the salaried workforce and backed these obligations by high quality fixed income securities. GM, as the Plan's sponsor, might be exposed to counterparty risk if any or all of the life insurance companies fail to perform in accordance with the terms and conditions stipulated in the contracts, or any or all of the life insurance companies become insolvent or experience other forms of financial distress. GM and the Plan might also be exposed to liquidity risk due to the funding obligation that may arise under these contracts. GMIMCo monitors counterparty and liquidity risks on an on-going basis and has procedures in place that are designed to monitor the financial performance of the life insurance companies that are parties to these contracts and maintain flexibility in addressing contract-specific and broader market events.

Plan investments, whose fair values were based on estimates in the absence of readily determinable fair values, aggregated approximately $12 billion and $14 billion, at September 30, 2010 and 2009, respectively. The fair values of these investments represent approximately 38% and 48% of the Plan's net assets available for pension benefits at September 30, 2010 and 2009, respectively. Because of the inherent uncertainty of these estimates, the values for these types of investments may differ significantly from the fair values that would have been used had a ready market for these investments existed, and the differences could be material.

Note 6. Derivative Financial Instruments

The Master Trust and the Investment Trusts, through their beneficial interest in the Pools, enter into various derivative financial instruments ("derivative contract(s)") to hedge or protect the underlying investments from changes in the interest rate, foreign exchange and securities markets. Losses may arise if the value of the derivative contract decreases due to an unfavorable change in the price of the underlying assets or if the counterparty does not perform under the contract. All derivative contracts are recorded at fair value.

Derivative contracts are classified by the following primary risks: interest rate risk, foreign currency exchange risk, credit risk and equity risk. To mitigate these risks, the Pools may enter into the following types of derivative contracts: swap agreements (including interest rate swaps and swaptions, and credit default swaps), financial futures (including interest rate, foreign exchange and equity futures), foreign exchange forwards and exchange-traded and over-the-counter ("OTC") options (including foreign currency and equity options).

The fair values of derivative contracts held by the Pools that are owned by the Master Trust and the Investment Trusts as of September 30, 2010 were as follows (in thousands):

	Master Trust	Investment Trusts
Derivative assets		
Interest rate contracts	$ 17	$ 2,560,087
Foreign currency contracts	4,019	159,620
Credit contracts	-	80,604
Equity contracts	20,233	34,852
Total derivatve assets	$ 24,269	$ 2,835,163
Derivative liabilities		
Interest rate contracts	(3)	(1,871,144)
Foreign currency contracts	(6,435)	(321,603)
Credit contracts	-	(28,150)
Equity contracts	(238)	(114,418)
Total derivatve liabilities	$ (6,676)	$ (2,335,315)

The fair values of the derivative contracts are included in the respective captions - *Interests in Investment Trusts* and in *Interest in Master Trust* within the Plan's *Statement of Net Assets Available for Pension Benefits.* Changes in the fair value of the derivative contracts are recorded in the respective captions - Net *Investment Gain from Investment Trusts* and *Net Investment Gain from Master Trust* within the Plan's *Statement of Changes in Net Assets Available for Pension Benefits.*

Note 6. Derivative Financial Instruments (continued)

The following table presents the net realized and unrealized gains (losses) of the derivative contracts held by the Pools that are owned by the Master Trust and the Investment Trusts for the year ended September 30, 2010 (in thousands):

	Master Trust	Investment Trusts
Interest rate contracts	$ (2,599)	$ 2,284,384
Foreign currency contracts	(806)	53,732
Credit contracts	-	(22,414)
Equity contracts	12,299	286,682
Total	$ 8,894	$ 2,602,384

The following table discloses the average notional amount of derivative contracts held by the Pools that are owned by the Master Trust and the Investment Trusts for the year ended September 30, 2010 (in thousands). The notional amount represents the contractual amount applicable to the derivative contracts and not the amount at risk.

	Master Trust	Investment Trusts
Interest rate contracts	$ 23,008	$ 152,160,509
Foreign currency contracts	285,255	13,157,345
Credit contracts	-	1,865,684
Equity contracts	39	31,131
Total	$ 308,302	$ 167,214,669

Interest rate contracts, including interest rate swaps, swaptions and financial futures, are generally used to reduce the Plan's sensitivity to changes in interest rates. In addition, interest rate swaps, swaptions and financial futures may be used to obtain desired market exposure, to implement the Plan's asset mix rebalancing, to generate income at prevailing market rates and for other risk management purposes.

Foreign currency contracts, as well as listed or OTC traded foreign currency options, foreign currency futures and related options on foreign currency futures are used as a short-term or long-term hedge against possible variations in foreign exchange rates, and for other risk management purposes.

Credit contracts, including total return swaps and credit default swaps, are used to mitigate the impact of fluctuating interest rates on specific assets, to reduce credit risk exposure to defaults of corporate and sovereign issuers and to manage other credit risk exposures.

Equity contracts include equity swaps, options and futures on equity securities. Equity options and futures are primarily used to rebalance the Plan's asset mix. Equity swaps and options, and to some extent futures, are

Note 6. Derivative Financial Instruments (continued)

used to create an exposure to equities and equity indices. Equity options and futures may also be used for hedging and risk management purposes, or otherwise as part of specific investment strategies.

The Master Trust's and Investment Trusts' maximum risk of loss from counterparty default, either as the protection seller or as the protection buyer, is the aggregate fair value of the contracts with the counterparty. This risk is typically mitigated by having a master netting agreement with collateral arrangements with the counterparty. The master netting agreement permits the offsetting of the fair value of certain derivative positions, some of which may be assets and some of which may be liabilities to determine a net close-out amount. The Master Trust and Investment Trusts (through the Pools) or their respective counterparties may be required to post collateral to secure a net close-out obligation if specified thresholds defined in the master netting agreement are met or exceeded. To the extent any amounts due from counterparties are not fully collateralized, the Master Trust and the Investment Trusts (through the Pools) bear the risk of loss from the counterparty's non-performance.

The fair value of cash and securities posted as collateral by the Master Trust's and the Investment Trusts' Pools for the benefit of counterparties in connection with open derivatives contracts at September 30, 2010 was as follows (in thousands):

	Master Trust	Investment Trusts
Fair value of collateral posted	$ -	$ 493,394

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions

The Master Trust and Investment Trusts (through the Pools) have holdings in various investment funds, private equity and debt investments and real estate investments. Certain of these holdings are represented by shares, units or other interests in which the NAV determined by the investment sponsor or manager is used as a practical expedient to estimate fair value. These investments may also contain redemption restrictions, have specified liquidation terms and conditions or require additional capital contributions. A discussion of these provisions for the respective investments underlying the Master Trust and the Investment Trusts follows.

Investment Funds

The investment funds held by the Master Trust and the Investment Trusts (through the Pools) may be subject to initial period lock-up restrictions. An investment fund lock-up restriction is a provision which does not allow the investor to make a withdrawal from the fund during a specified initial period. In addition, investment funds may invest a portion of their assets in illiquid investments which are held in "side pockets" and represent separately held accounts. Certain investment funds may not be redeemed at all. Distributions from such investment funds will be received as the underlying investments comprising these funds are liquidated.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to the investment funds held by the Pools in which the Master Trust owns a beneficial interest as of September 30, 2010 ($ in thousands):

				Funds with Permitted Redemptions		
Master Trust	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable *	Redemption Frequency	Redemption Notice Period
Multi-strategy funds[(a)]	$ 768,722	-	67%	33%	Quarterly	60 days
Fixed income and credit arbitrage funds[(b)]	238,567	-	13%	87%	Monthly	7-10 days
Event driven funds[(c)]	99,468	-	100%	0%	N/A	N/A
Equity funds[(d)]	53,625	-	13%	87%	Monthly, Quarterly	1-14 days
Total	$ 1,160,382					

* Represents the ratio of the fair value of these investment funds to the total fair value of investment funds in this category.

(a) *Multi-strategy funds* - This category represents funds that invest in broadly diversified portfolios of equity, fixed income and derivative instruments. Certain funds may also employ multiple alternative investment strategies, in combination, such as global macro, event-driven (hereinafter described), and relative value (which seeks to take advantage of pricing discrepancies between instruments including equities, debt, options and futures). As of September 30, 2010, investments representing approximately 67% of the fair value in this category cannot be redeemed because an exit restriction has been imposed by the fund manager and are expected to be liquidated within 7 years. In addition, investments representing the remaining 33% of the fair value of this category are subject to a one-year initial lock-up period.

(b) *Fixed income arbitrage* - This category represents funds investing primarily in strategies whose focus is to invest in fixed income instruments that allow fund managers to profit from mispricing of these instruments. Certain derivatives may be used for hedging purposes by some fixed income fund managers to limit exposure to various risk factors. As of September 30, 2010, investment funds representing approximately 13% of the fair value in this category cannot be redeemed because an exit restriction has been imposed by the fund manager and are expected to be liquidated within 2 years. The remaining 87% of the investment funds within this category were subject to initial lock-up periods ranging from 24 to 30 months.

(c) *Event driven funds* - This category represents investment funds that invest in event-driven situations such as mergers, hostile takeovers, reorganizations, recapitalizations, share buybacks or leveraged buyouts. This may involve the simultaneous purchase of stock in companies being acquired and the sale of stock in the acquirer, with the objective of profiting from the spread between the current market price and the ultimate purchase price of the target company. As of September 30, 2010, all of the investment funds within this category cannot be redeemed because an exit restriction has been imposed by the fund manager and are expected to be liquidated within 3 years.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

(d) *Equity funds* - This category represents investment funds that primarily invest in U.S. equities as well as equity securities issued by companies incorporated, listed or domiciled in developed and/or emerging markets countries. Certain fund managers may attempt to profit from security mispricing in equity markets. As of September 30, 2010, investment funds representing approximately 13% of the fair value in this category were held in a "side pocket" and the redemption/liquidation period for these investments could not be estimated at the measurement date. The remaining investment funds in this category can be redeemed monthly or quarterly with notice periods ranging from 1 to 14 days.

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to the investment funds held by the Pools in which the Investment Trusts own a beneficial interest as of September 30, 2010 ($ in thousands):

				Funds with Permitted Redemptions		
Investment Trusts	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable *	Redemption Frequency	Redemption Notice Period
Funds of hedge funds[a]	$ 6,498,614	$ 8,511	86%	14%	Daily, Monthly, Quarterly, Semi-annually	3-95 days
Multi-strategy funds[b]	4,258,931	157,457	6%	94%	Daily, Monthly, quarterly, Semi-annually, Tri-annually	7-120 days
Fixed income and credit arbitrage funds[c]	1,992,009	128,539	27%	73%	Bi-monthly, Monthly, Quarterly, Semi-annually, Tri-annually	10-90 days
Equity long/short funds[d]	686,750	44,980	38%	62%	Monthly	15-60 days
Fixed income high yield funds[e]	818,891	-	40%	60%	Daily	N/A
Equity funds[f]	412,043	-	0%	100%	Daily	N/A
Fixed income high quality funds[g]	380,232	-	0%	100%	Daily	N/A
Global macro funds[h]	322,534	-	1%	99%	Daily, Monthly, Quarterly	2-91 days
Other[i]	263,376	16,518	49%	51%	Monthly, Quarterly	15-60 days
Total	$ 15,633,380	$ 356,005				

* Represents the ratio of the fair value of these investment funds to the total fair value of investment funds in this category.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

(a) *Fund of hedge funds* - This category represents funds that primarily invest in a portfolio of alternative investment funds. Funds of hedge fund managers typically seek to achieve their objectives by allocating capital across a broad array of alternative investment funds and/or investment managers. As of September 30, 2010, an investment representing approximately 86% of the fair value of this category was comprised of holdings in the General Motors Asset Management Absolute Return Strategy Fund ("ARS Fund"). The ARS Fund is managed by GMIMCo. Generally, investors in the ARS Fund do not have the right to redeem their interest from the fund. However, pursuant to the ARS Fund's offering documents and the Securities and Exchange Commission requirements for registered investment companies, redemption of interests from this fund may occur through a tender offer and payment for the interests tendered must be made within four to six months thereafter. The remaining 1% of the fair value of investments that cannot be redeemed were held in a "side pocket", and the redemption/liquidation period for these investments could not be estimated at the measurement date. In addition, investment funds representing approximately 3% of the fair value in this category are subject to initial lock-up periods ranging from 1 to 3 years.

(b) *Multi-strategy funds* – As previously described under the Master Trust table, this category represents funds that invest in broadly diversified portfolios of equity, fixed income and derivative instruments. As of September 30, 2010, investment funds representing approximately 6% of the fair value within this category cannot be redeemed because an exit restriction has been imposed by the fund manager and are estimated to be liquidated within 8 years. Investment funds representing approximately 20% of the fair value in this category were subject to initial lock-up periods ranging from 6 months to 3 years.

(c) *Fixed income and credit arbitrage* - As previously described under the Master Trust table, this category represents funds whose focus is to invest in fixed income instruments that allow fund managers to profit from mispricing of these instruments. As of September 30, 2010, investment funds representing 27% of the fair value in this category cannot be redeemed because an exit restriction has been imposed by the fund manager and are estimated to be liquidated within 2 years. In addition, investment funds representing approximately 53% of the fair value of this category were subject to initial lock-up periods ranging from 1 to 3 years.

(d) *Equity long/short funds* - This category represents investment funds that attempt to profit from security mispricing in equity markets. Fund managers construct portfolios consisting of long and short positions based on perceived value, which may be determined by a variety of techniques including fundamental, quantitative and technical analysis. In addition, indices, exchange traded funds and derivatives may be used for hedging purposes to limit exposure to various risk factors. As of September 30, 2010, investment funds representing 38% of the fair value of this category were held in a "side pocket" and the redemption/liquidation period for these investments could not be estimated at the measurement date.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

(e) *Fixed income - high yield funds* - This category represents investment funds that primarily focus on high yield fixed income securities issued by corporations which are rated below investment grade by one or more nationally recognized rating agencies, are unrated but are believed by the fund manager to have similar risk characteristics or are rated investment grade or higher but are priced at yields comparable to securities rated below investment grade and believed to have similar risk characteristics. As of September 30, 2010, investment funds representing 40% of the fair value of this category cannot be redeemed currently because an exit restriction has been imposed by certain investment funds managers and are estimated to be liquidated within 1 year.

(f) *Equity funds* - This category consists of investment funds that primarily invest in U.S. equities, including large-cap, mid-cap and small-cap companies. Typically, fund managers attempt to profit from security mispricing in equity markets. As of September 30, 2010, these investment funds can be redeemed on a daily basis.

(g) *Fixed income - high quality funds* - This category represents investment funds that primarily invest in U.S. government securities, investment-grade corporate bonds, mortgages and asset-backed securities. As of September 30, 2010, these investments can be redeemed on a daily basis.

(h) *Global macro funds* - This category represents investment funds that primarily enter into leveraged transactions utilizing a variety of equity, fixed income, and derivative instruments to benefit from anticipated price movements of stock, interest rates, foreign exchange currencies and physical commodities markets. Fund managers employ a "top-down" global approach and may invest in a variety of markets to participate in expected market movements. As of September 30, 2010, investments representing approximately 1% of the fair value of this category were held in a "side pocket" and the redemption/liquidation period for these investments could not be estimated at the measurement date. The remaining investments in this category can be redeemed daily, monthly or quarterly with notice periods ranging from 2 days to 91 days.

(i) *Other funds* - This category includes investment funds that employ other investment strategies, including managed futures, event driven and other. As of September 30, 2010, investment funds representing 49% of the fair value of this category cannot be redeemed currently because an exit restriction has been imposed by the managers of certain investment funds and are estimated to be liquidated within 7 years . In addition, investment funds representing approximately 32% of the fair value of this category were subject to a 90-day initial lock-up period as September 30, 2010.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

Private Equity and Debt Investments

These investments represent private equity and debt funds that pursue multiple strategies, including venture capital, leveraged buyouts, distressed debt and private investments in public equity. In addition, these funds may be structured with a focus on domestic or foreign equity and debt. Private equity and debt investments do not permit redemptions and there is no public market for these investments. A typical private equity and debt investment is made in a partnership that has a ten-year term, with two to three one-year extensions to the partnership term with the consent of either the partnership's limited partner advisory committee or a majority of the limited partners. Generally, the only way an investor is able to exit a private equity and debt investment prior to liquidation of the partnership is to sell its interest in the partnership in the private secondary market for such interest at a discount that will vary from time to time depending on market supply and demand. Due to the nature and inherent illiquidity of private market investments, the range of estimated liquidation periods for these investments may differ from their contractual lives.

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of the private equity and debt investments held by the Pools in which the Investment Trusts own a beneficial interest as of September 30, 2010 ($ in thousands):

			Estimated Liquidation Period *		
	Fair Value	Unfunded Commitments	In less than five years	Between six and ten years	In more than ten years
Private equity and debt investments:					
Leveraged buyouts	$ 2,786,679	$ 1,054,819	11%	29%	60%
Distressed debt	2,060,094	470,430	18%	27%	55%
Foreign equity	1,605,601	513,753	7%	37%	56%
Venture capital	1,573,980	629,486	12%	45%	43%
Other	56,768	27,194	97%	0%	3%
Total	$ 8,083,122	$ 2,695,682			

* Calculated based on the aggregate fair value in each asset category.

The underlying Pools of the Master Trust did not hold any of these types of private equity and debt investments at September 30, 2010.

Certain Investment Trusts were party to 8 new private equity investments that have required funding commitments aggregating $351 million. These investments were unfunded and had a zero fair value at September 30, 2010.

Note 7. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

Real Estate and Other Alternative Investments

These investments represent funds that primarily invest in entities which are principally engaged in the ownership, acquisition, development, financing, sale and/or management of income-producing real estate properties, including commercial and residential properties as well as energy, natural resources and other industrial assets. These funds typically seek long-term growth of capital and current income that is above average relative to public equity funds. These investments are generally not redeemable. Distributions from each fund will be received as the underlying investments held by these funds are liquidated.

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of the real estate investments held by the Pools in which the Investment Trusts own a beneficial interest as of September 30, 2010 ($ in thousands):

			Estimated Liquidation Period *			
	Fair Value	Unfunded Commitments	In less than one year	Between one and five years	Between six and ten years	In more than ten years
Real estate and other alternative investments:						
Opportunistic	$ 1,085,638	$ 820,400	2%	73%	12%	13%
Core/core plus real estate investments	3,636,409	86,611	22%	23%	40%	15%
Other	527,620	131,417	27%	37%	31%	5%
Total	$ 5,249,667	$ 1,038,428				

* Calculated based on the aggregate fair value in each asset category.

The table above reflects approximately $2.8 billion and $0.2 billion of investments included within the "Core/Core Plus" and "Other" categories, respectively, which are held in entities managed by third-party investment advisors. These investments are highly illiquid, generally cannot be redeemed and distributions from these entities are received upon liquidation of the underlying assets. Plan management has not established a liquidation date for any of the aforementioned investments as of September 30, 2010. These investments have been assigned an estimated liquidation period of "more than ten years".

The underlying Pools of the Master Trust did not hold any of these types of real estate and other alternative investments at September 30, 2010.

Note 8. 401(h) Account

A summary of the net assets of the 401(h) account included in the Plan as of September 30, 2010 and 2009 follows (in thousands):

	2010	2009
Fund holdings	$ -	$ 15,200
Beneficial interest in Pools	-	1,124
Net non-security assets (liabilities)	17,863	(23)
Net assets	$ 17,863	$ 16,301

Investments of the 401(h) account in the Funds and the beneficial interest in the Pools have been classified within Level 2 and 3, respectively, of the valuation hierarchy as of September 30, 2009.

Note 9. Termination Priorities

Although it has not expressed any intention to do so, GM LLC has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the PBGC. Generally, the PBGC guarantees most vested normal age retirement benefits, certain early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Note 10. Federal Income Tax Status

The Internal Revenue Service determined and informed the Company by a letter dated September 27, 2002 that the Plan and related Trusts were designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter and the Plan's management filed a determination request on October 15, 2010, which is currently pending. Management believes the Plan is designed and is being operated in compliance with the applicable sections of the IRC, and the Plan and related trusts continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10. Federal Income Tax Status (continued)

The Plan's management has analyzed the tax position taken by the Plan and has concluded that as of September 30, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan's management believes it is no longer subject to audit for plan years prior to the 2007 plan year.

Note 11. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments which are attributable to the service employees have rendered under the Plan's provisions. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money through discounts for interest and the probability of payment by means of decrements such as for death, disability, withdrawal or retirement between the valuation date and the expected date of payment. The actuarial assumptions are based on the presumption that the Plan will continue. Different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits if the Plan were to terminate.

The following significant actuarial assumptions were used in the valuations for the year ended September 30, 2010 and 2009:

- The mortality of participants was estimated using mortality tables, for non-retired and retired participants as follows:

Mortality table used	GM Specific

The mortality of male and female participants was adjusted as follows:

Healthy and disabled males	Salaried Male Mortality Table projected with 100% scale AA from October 1, 2004
Healthy and disabled females	Salaried Female Mortality Table projected with 100% scale AA from October 1, 2004

Note 11. Actuarial Present Value of Accumulated Plan Benefits (continued)

- The interest rate used to discount accumulated plan benefits was 4.68% and 5.24% at September 30, 2010 and 2009, respectively.
- The withdrawal rate, retirement rate and incidence of total and permanent disability were based on GM LLC experience.
- The average basic benefit unit is $51.64 per month, per year of credited service for the Plan years ended September 30, 2010 and 2009.
- Interest credited to participant accounts under the ABP was at the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (3.99% and 4.41% for July 2010 and 2009, respectively). It was assumed 100% of the participants elect to take this benefit in a lump sum form of payment.
- For the years ended September 30, 2010 and 2009, it was assumed that approximately 80% of all male employees and 40% of all female employees would not reject the surviving spouse coverage, and the husband-wife age difference is three years for males and two years for females.

The increase of accumulated plan benefits of $1.9 billion due to changes in actuarial assumptions was primarily caused by a decrease in the discount rate from 5.24% to 4.68%.

Note 12. Employer Contributions

For the year ended September 30, 2010, the Company met the minimum funding requirements under ERISA and no contributions were due. Voluntary contributions were made to the Plan subsequent to September 30, 2010 as described in Note 15. Subsequent Events.

Note 13. Related-Party Transactions

The Plan, Master Trust and Investment Trusts enter into related-party transactions as described in Notes 1 and 2. These generally include investments or transactions with trustees, fund managers, GM and its subsidiaries. Such transactions are within the scope of the investment guidelines as established by the IFC.

Note 14. Reconciliation of Financial Statements to the Form 5500

The reconciliation of net assets available for pension benefits per the financial statements to the Form 5500 as of September 30 is as follows (in thousands):

	2010	2009
Net assets available for pension benefits per the financial statements	$32,829,713	$29,374,034
Add: Net assets held in 401(h) account included as assets in Form 5500	17,863	16,301
Net assets available for benefits per the Form 5500	$32,847,576	$29,390,335

The reconciliation of the changes in net assets available for pension benefits per the financial statements to the Form 5500 for the year ended September 30, 2010 is as follows (in thousands):

	Amounts per Financial Statements	401(h) Account Activity	Amounts per Form 5500
Net investment gain from Master Trust and Investment Trusts	$ 4,189,216	$ 1,612	$ 4,190,828
Benefits paid to participants	2,687,358	5	2,687,363
Administrative expenses and other	121,735	44	121,779

Note 15. Subsequent Events

Subsequent events have been evaluated through July 21, 2011 which is the date these financial statements were available to be issued.

In December 2010, the Company made a cash contribution to the Plan aggregating $1.3 billion. Additionally, 20,202,020 shares of GM Company $.01 par value common stock were contributed to the Plan in January 2011. These voluntary contributions were above the minimum funding requirements under ERISA.

The shares of GM Company common stock have not been registered under the Securities Act of 1933 ("1933 Act"), as amended, or the securities laws of any state, and are subject to certain transfer restrictions, standstill provisions, voting protocols, registration procedures, covenants and other rights and obligations as specified in the applicable Contribution Agreement, Stockholders Agreement and the Registration Rights Agreement. The shares of GM Company common stock will become fully transferrable upon the earlier of filing a registration statement under the 1933 Act or at the time that the Plan is able to use Rule 144 to sell the common stock, the latter of which occurred on July 14, 2011.

Note 15. Subsequent Events (continued)

In accordance with the Plan's contribution accounting policy, an employer contribution receivable was recorded at September 30, 2010 in the total amount of $2.1 billion and represented the aggregate amount of the cash and the fair value of the GM Company common stock contributed. The fair value of the GM Company common stock was determined by independent valuation experts to be approximately $0.8 billion and was computed by applying a 4% discount to the $38.27 per share closing price of GM Company's common stock as quoted on the New York Stock Exchange on January 13, 2011. The discount represents the estimated diminution in fair value attributable to the transfer restrictions on the shares. The GM Company common stock receivable has been classified within Level 2 of the fair value hierarchy.

Evercore Trust Company N.A. ("Evercore") serves as independent fiduciary and investment manager with respect to the GM Company common stock. Evercore may delegate authority to discharge its responsibilities as it deems proper to the extent permitted by ERISA and its agreement with GM LLC and GMIMCo.

SUPPLEMENTAL SCHEDULES

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF SEPTEMBER 30, 2010
(in thousands)

EMPLOYER ID: 27-0383222

PLAN NO.: 001

(a) (b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
* Investment in GMAM Investment Funds Trust (13-3160892)	Common/Collective Trust	$ 7,469,794	$ 9,553,395
* Investment in GMAM Group Pension Trust I (01-0719298)	Common/Collective Trust	2,159,902	2,599,260
* Investment in GMAM Group Pension Trust II (02-0615827)	Common/Collective Trust	1,383,907	2,165,989
* Investment in General Motors Salaried Employes Pension Trust (13-6369844)	Common/Collective Trust	328,954	846,942
* Investment in General Motors Salaried Employes Pension Trust (25-6388249)	Common/Collective Trust	5,190,509	7,295,640
* Investment in First Plaza Group Trust (25-6295264)	Common/Collective Trust	2,284,198	3,004,647
* Investment in First Plaza Group Trust II (26-6389533)	Common/Collective Trust	2,926,431	3,328,482
* Investment in White Plaza Group Trust (11-3317084)	Common/Collective Trust	431,351	464,178
* Investment in General Motors Hourly-Rate Employes Pension Trust (13-6369845)	Common/Collective Trust	544	707
* Investment in General Motors Hourly-Rate Employes Pension Trust (25-6013833)	Common/Collective Trust	143	136
Total Investments		$22,175,733	$29,259,376

* Denotes parties-in-interest.

Note: In compliance with the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, investments in Master Trust assets are excluded from this schedule.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2010
(in thousands)

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Single transactions:							
None							
Series of transactions:							
State Street Bank and Trust Company	GMAM Group Pension Trust I (01-0719298)	2,646	$ 574,176	$ -	$ -	$ 574,176	$ -
		1,026	-	1,038,601	983,772	1,038,601	54,829
State Street Bank and Trust Company	General Motors Salaried Employes Pension Trust (25-6388249)	643	4,739,673	-		4,739,673	-
		1,356	-	5,806,593	5,197,341	5,806,593	609,252

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF SEPTEMBER 30, 2010
(in thousands)

EMPLOYER ID: 27-0383222

PLAN NO.: 001

(a) (b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
* Investment in GMAM Investment Funds Trust (13-3160892)	Common/Collective Trust	$ 7,469,794	$ 9,553,395
* Investment in GMAM Group Pension Trust I (01-0719298)	Common/Collective Trust	2,159,902	2,599,260
* Investment in GMAM Group Pension Trust II (02-0615827)	Common/Collective Trust	1,383,907	2,165,989
* Investment in General Motors Salaried Employes Pension Trust (13-6369844)	Common/Collective Trust	328,954	846,942
* Investment in General Motors Salaried Employes Pension Trust (25-6388249)	Common/Collective Trust	5,190,509	7,295,640
* Investment in First Plaza Group Trust (25-6295264)	Common/Collective Trust	2,284,198	3,004,647
* Investment in First Plaza Group Trust II (26-6389533)	Common/Collective Trust	2,926,431	3,328,482
* Investment in White Plaza Group Trust (11-3317084)	Common/Collective Trust	431,351	464,178
* Investment in General Motors Hourly-Rate Employes Pension Trust (13-6369845)	Common/Collective Trust	544	707
* Investment in General Motors Hourly-Rate Employes Pension Trust (25-6013833)	Common/Collective Trust	143	136
Total Investments		$22,175,733	$29,259,376

* Denotes parties-in-interest.

Note: In compliance with the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, investments in Master Trust assets are excluded from this schedule.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS **EMPLOYER ID: 27-0383222**
FOR THE YEAR ENDED SEPTEMBER 30, 2010 **PLAN NO.: 001**
(in thousands)

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Single transactions:							
None							
Series of transactions:							
State Street Bank and Trust Company	GMAM Group Pension Trust I (01-0719298)	2,646	$ 574,176	$ -	$ -	$ 574,176	$ -
		1,026	-	1,038,601	983,772	1,038,601	54,829
State Street Bank and Trust Company	General Motors Salaried Employes Pension Trust (25-6388249)	643	4,739,673	-		4,739,673	-
		1,356	-	5,806,593	5,197,341	5,806,593	609,252

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Sponsor	**General Motors LLC**
EIN/PN	27-0383222/001
Discount rates	Current plan year PPA effective interest rate: 6.67%
	Prior plan year PPA effective interest rate: 7.13%
	Full Yield Curve
	Applicable month: May, 2009
	Transition election: No
Assumed cost of living adjustments	0.0%

Inclusion date

The valuation date coincident with or next following the date on which the employee was hired prior to January 1, 2007.

Administrative expenses

The amount included this year for plan-related expenses is $22,300,000.

Mortality

The IRS has approved GM's use of plan-specific mortality tables based on GM's own mortality experience for funding purposes. These tables are also used for ASC 960 purposes.

GM Specific Salaried Male Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy and disabled mortality for males for current valuation (changed from the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option).

GM Specific Salaried Female Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy and disabled mortality for females (changed from the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option).

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

	Percentage retiring during the year			
	Non Executives	Non Executives	Executives	Executives
Age	30 or more years for pre-1988 hires	Other	30 or more years for pre-1988 hires	Other
50	4.0%	0.0%	0.0%	0.0%
52	6.5%	0.0%	0.0%	0.0%
55	12.0%	0.0%	7.5%	0.0%
57	15.0%	3.0%	7.5%	0.0%
60	20.5%	3.0%	50.0%	50.0%
62	25.5%	11.5%	25.0%	25.0%
65	34.5%	34.5%	100.0%	100.0%
67	17.5%	17.5%	0.0%	0.0%
70	100.0%	100.0%	0.0%	0.0%

The salaried plan retirement rates are adjusted to reflect the 2009 salaried window. Adjustments to subsequent plan years are as follows:

2010	2011	2012	2013	2014	2015	2016
30%	50%	60%	70%	80%	90%	100%

Disability rates

The rates at which participants become disabled by age and gender are shown below:

	Percentage becoming disabled during the year	
Age	Males	Females
40	0.1%	0.1%
45	0.1%	0.1%
50	0.3%	0.3%
55	0.6%	0.6%
60	0.7%	0.7%
65	0.0%	0.0%

Representative termination rates not due to disability, retirement or mortality

Attained Age *	Percentage leaving during the year Completed years of service					
	0	1	2	3	4	5 and over
20	20.6%	10.3%	7.8%	5.9%	5.0%	4.5%
25	13.5%	9.1%	8.0%	5.9%	4.9%	3.5%
30	8.1%	6.7%	7.7%	8.2%	6.4%	3.5%
35	6.3%	5.9%	5.0%	5.9%	5.3%	2.6%
40	6.3%	6.0%	4.0%	5.0%	4.8%	1.4%
45	6.3%	3.9%	4.2%	4.7%	4.1%	0.8%
50	5.7%	3.6%	4.9%	4.0%	2.9%	0.4%
55	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%

Note that the above termination rate is applicable only where there is no voluntary early retirement rate.

Plan compensation

Plan compensation is the sum of the base pay and bonus.

Compensation increases

Compensation is assumed to increase by 4.5% (changed from 5%) per annum for the Career Average formula. Note that this is not used in determination of the additional funding target for maximum deductible contribution purposes.

Bonus for Salaried Classified Employees: Target percentage of annual salary based on salary position. Additional .25% is added to salary scale to account for future promotions to higher salary bands for classified employees.

Bonus for Salaried Executives: Target percentage by base pay break points that grow with CPI each year.

Future increases in Social Security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 4% per annum.

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the Consumer Price Index is assumed to increase by 2.6% (changed from 3%) per annum.

Future increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Calculation of Account Balance Benefits

Interest Credits: the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (4.41% for July 2009).

Form of Payment: 100% of the participants are assumed to elect a lump sum form of payment under the plan when eligible.

Form of payment

The normal forms of payment are single life annuity or joint annuity with 65% survivor option for all benefits with exception of the Account Balance Benefit and the Level Benefit.

The normal form of payment is lump sum for Account Balance Benefit.

Assumptions Used with Respect to the Survivor Options

For purposes of valuing the pre-retirement surviving spouse's benefit other than the $300 monthly level benefit, it is assumed that 80% (changed from 85%) of male employees and 40% of female employees would not reject the automatic survivor benefit election and that the husband-wife age difference is three years for males and two (changed from three) years for females.

For purposes of valuing the pre-retirement surviving spouse's benefit for the $300 monthly level benefit, it is assumed that 15% of single life annuity elections of retirees get J&S level benefit.

Employees

It was assumed that there will be no new or rehired employees.

Asset method

Under this method, the valuation assets are equal to the smoothed market value of assets as of the valuation date plus the discounted present value of contributions expected to be made after the valuation date at the prior plan year effective PPA interest rate.

Participant data

Employee data was supplied by GM and other persons or organizations designated by GM as of the census date. We have relied on all the data and information provided, including Plan provisions, membership data and asset information, as being complete and accurate. We have not independently verified the accuracy or completeness of the data or information provided, but we have performed certain checks for consistency. When participant data is incomplete or inconsistent, adjustments have been made, generally in consultation with GM.

Tax policy

In accordance with GM tax policy, the actuarial valuation performed for the plan year beginning October 1, 2009 is used to determine the maximum deductible contribution for the tax year ending December 31, 2009.

Benefits not included in valuation

We believe that all significant Plan provisions are reflected in this valuation.

PBGC Premium Funding Target

For purposes of determining the PBGC Premium Funding Target in Section 2.2D, the Alternative Premium Funding Target was determined using the assumptions described above.

Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are truncated to be consistent with the instructions for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the

measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Changes in assumptions and methods since last actuarial valuation

The following changes in assumptions were made as part of this valuation:

The plan-specific substitute mortality assumptions with 100% scale AA were changed under Section 430(h)(3)(C) the Internal Revenue Code.

The funding valuation effective rate was changed from 7.13% to 6.67% based on the May Full Yield Curve as elected by GM.

The retirement assumptions were adjusted to reflect the 2009 early retirement window. In addition, the assumptions were updated to reflect changes to the interest crediting rate for the Account Balance Plan, the Consumer Price Index and the salary scale. We believe that the assumptions and methods used in this report are reasonable and appropriate for the purposes for which they have been used.

Schedule SB, Line 24 – Changes in Actuarial Assumptions
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

The following changes in assumptions were made as part of this valuation:

The plan-specific substitute mortality assumptions with 100% scale AA were changed under Section 430(h)(3)(C) of the Internal Revenue Code.

The funding valuation effective rate was changed from 7.13% to 6.67% based on the May Full Yield Curve as elected by GM.

The retirement assumptions were adjusted to reflect the 2009 early retirement window. In addition, the assumptions were updated to reflect changes to the interest crediting rate for the Account Balance Plan, the Consumer Price Index and the salary scale.