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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2011</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                   |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                                                    | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u>                                                                                                                                    | <b>1b</b> Three-digit plan number (PN) ▶ <u>015</u><br><b>1c</b> Effective date of plan<br><u>10/01/2010</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>GENERAL MOTORS LLC</u><br><br><u>300 RENAISSANCE CENTER</u><br><u>MC 482-C16-D25</u><br><u>DETROIT, MI 48265-3000</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>27-0383222</u><br><b>2c</b> Sponsor's telephone number<br><u>313-665-4085</u><br><b>2d</b> Business code (see instructions)<br><u>336100</u> |

**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.

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>07/15/2013</u> | <u>KEVIN COBB</u>                                            |
|                  | Signature of plan administrator                          | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of employer/plan sponsor                       | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of DFE                                         | Date              | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)  
v.012611

|                                                                                                                                                                                         |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>GENERAL MOTORS LLC<br><br>300 RENAISSANCE CENTER<br>MC 482-C16-D25<br>DETROIT, MI 48265-3000 | <b>3b</b> Administrator's EIN<br>27-0383222<br><br><b>3c</b> Administrator's telephone number<br>313-665-4085 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 8267 |
|-------------------------------------------------------------------------|----------|------|

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 5425 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 386  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 1047 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 6858 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 40   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 6898 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 0    |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**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 1G 3H

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

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

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

▶ **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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u>                             | <b>B</b> Three-digit plan number (PN) ▶ <u>015</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>GENERAL MOTORS LLC</u>                                     | <b>D</b> Employer Identification Number (EIN)<br><u>27-0383222</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                                  |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                                         |
| <b>1</b>      | Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2011</u>                                                                                                                                         |
| <b>2</b>      | Assets:                                                                                                                                                                                                          |
| <b>a</b>      | Market value ..... <b>2a</b> <u>29365961</u>                                                                                                                                                                     |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>30407426</u>                                                                                                                                                                  |
| <b>3</b>      | Funding target/participant count breakdown:                                                                                                                                                                      |
|               | (1) Number of participants (2) Funding Target                                                                                                                                                                    |
| <b>a</b>      | For retired participants and beneficiaries receiving payment ..... <b>3a</b> <u>0</u> <u>0</u>                                                                                                                   |
| <b>b</b>      | For terminated vested participants ..... <b>3b</b> <u>3892</u> <u>8785046</u>                                                                                                                                    |
| <b>c</b>      | For active participants:                                                                                                                                                                                         |
| (1)           | Non-vested benefits ..... <b>3c(1)</b> <u>416860</u>                                                                                                                                                             |
| (2)           | Vested benefits ..... <b>3c(2)</b> <u>26232142</u>                                                                                                                                                               |
| (3)           | Total active ..... <b>3c(3)</b> <u>5480</u> <u>26649002</u>                                                                                                                                                      |
| <b>d</b>      | Total ..... <b>3d</b> <u>9372</u> <u>35434048</u>                                                                                                                                                                |
| <b>4</b>      | If the plan is in at-risk status, check the box and complete lines (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                                       |
| <b>b</b>      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>4.41 %</u>                                                                                                                                                             |
| <b>6</b>      | Target normal cost ..... <b>6</b> <u>3918630</u>                                                                                                                                                                 |

**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.

|                                                           |                                        |
|-----------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                          | <u>07/12/2013</u>                      |
| Signature of actuary                                      | Date                                   |
| <u>MARY E GIBBON</u>                                      | <u>11-06921</u>                        |
| Type or print name of actuary                             | Most recent enrollment number          |
| <u>TOWERS WATSON DELAWARE INC.</u>                        | <u>703-258-8163</u>                    |
| Firm name                                                 | Telephone number (including area code) |
| <u>901 NORTH GLEBE ROAD</u><br><u>ARLINGTON, VA 22203</u> |                                        |
| 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 ☐

**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.**

**Schedule SB (Form 5500) 2011**  
**v.012611**

| <b>Part II</b> |                                                                                                                          | <b>Beginning of year carryover and prefunding balances</b> |                        |
|----------------|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------|
|                |                                                                                                                          | (a) Carryover balance                                      | (b) Prefunding balance |
| <b>7</b>       | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                          | 0                                                          | 0                      |
| <b>8</b>       | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                       | 0                                                          | 0                      |
| <b>9</b>       | Amount remaining (line 7 minus line 8) .....                                                                             | 0                                                          | 0                      |
| <b>10</b>      | Interest on line 9 using prior year's actual return of _____ % .....                                                     |                                                            |                        |
| <b>11</b>      | Prior year's excess contributions to be added to prefunding balance:                                                     |                                                            |                        |
| <b>a</b>       | Present value of excess contributions (line 38 from prior year) .....                                                    |                                                            | 8530829                |
| <b>b</b>       | Interest on (a) using prior year's effective rate of <u>6.54</u> % except as otherwise provided (see instructions) ..... |                                                            | 557916                 |
| <b>c</b>       | Total available at beginning of current plan year to add to prefunding balance .....                                     |                                                            | 9088745                |
| <b>d</b>       | Portion of (c) to be added to prefunding balance .....                                                                   |                                                            | 0                      |
| <b>12</b>      | Other reductions in balances due to elections or deemed elections .....                                                  | 0                                                          | 0                      |
| <b>13</b>      | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                       | 0                                                          | 0                      |

| <b>Part III</b> |                                                                                                                                                                  | <b>Funding percentages</b> |          |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------|
| <b>14</b>       | Funding target attainment percentage .....                                                                                                                       | <b>14</b>                  | 85.81 %  |
| <b>15</b>       | Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b>                  | 85.81 %  |
| <b>16</b>       | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b>                  | 169.10 % |
| <b>17</b>       | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b>                  | %        |

| <b>Part IV</b>                                                                           |                                   | <b>Contributions and liquidity shortfalls</b> |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                               |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees               | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 10/18/2012                                                                               | 5400000                           |                                               |                          |                                   |                                 |
| 02/07/2013                                                                               | 1000000                           |                                               |                          |                                   |                                 |
| 02/11/2013                                                                               | 200000                            |                                               |                          |                                   |                                 |
| 04/16/2013                                                                               | 200000                            |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               |                          |                                   |                                 |
|                                                                                          |                                   |                                               | <b>Totals ▶</b>          | <b>18(b)</b>                      | 6800000                         |
|                                                                                          |                                   |                                               |                          | <b>18(c)</b>                      |                                 |

|                                                                                                                                                                             |                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                        |                    |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                                                                        | <b>19a</b> 0       |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                          | <b>19b</b> 0       |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....                                                     | <b>19c</b> 6480512 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                 |                    |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              |                    |
| <b>b</b> If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No |                    |
| <b>c</b> 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            |
|                                                                                                                                                                             |                    |

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

|                                                                                                                                                                                              |                       |                       |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>2.27% | 2nd segment:<br>5.43% | 3rd segment:<br>6.34 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                       |                       |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                        | <b>22</b> 64                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                        |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 3918630            |               |
| <b>b</b> Excess assets, if applicable, but not greater than 31a .....                                                                                                                | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 |                     |                    |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | Outstanding Balance | Installment        |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 5026622             | 600435             |               |
| <b>33</b> 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 ..... | <b>33</b>           | 0                  |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 4519065            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 0                   |                    | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 4519065            |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 6480512            |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 1961447            |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**

|                                                                                                                 |                                                                                                                         |   |  |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---|--|
| <b>41</b> If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |                                                                                                                         |   |  |
| <b>a</b> Schedule elected .....                                                                                 | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |   |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....                                | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |   |  |
| <b>42</b> Amount of acceleration adjustment .....                                                               | <b>42</b>                                                                                                               | 0 |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  | <b>43</b>                                                                                                               | 0 |  |

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2011</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

|                                                                                                               |                                                                    |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u> | <b>B</b> Three-digit plan number (PN) ▶ <u>015</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>GENERAL MOTORS LLC</u>                    | <b>D</b> Employer Identification Number (EIN)<br><u>27-0383222</u> |

**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

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures 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

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**(b)** Enter name and EIN or address of person who provided you disclosures 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

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**(b)** Enter name and EIN or address of person who provided you disclosures 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

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**(b)** Enter name and EIN or address of person who provided you disclosures 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

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

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**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)

DELOITTE

13-3891517

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10                     | NONE                                                                                              | 61802                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

GM INVESTMENT MANAGEMENT CORP.

38-2903925

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 14                     | SUBSIDIARY                                                                                        | 25405                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

STATE STREET BANK

04-1867445

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 18                     | NONE                                                                                              | 10781                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

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

**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<br>(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<br>(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<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><hr/> <b>2011</b><br><br><hr/> <b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

|                                                                                                               |                                                                            |            |
|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u> | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>015</u> |
|                                                                                                               |                                                                            |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>GENERAL MOTORS LLC</u>             | <b>D</b> Employer Identification Number (EIN)<br><br><u>27-0383222</u>     |            |

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE: GM HRLY-RATE EMPLOYEE PENSION TRUST

**b** Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGMENT CORP.

|                                       |                               |                                                                                                                     |
|---------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>25-6013833-001</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>26880851</u> |
|---------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|

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

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

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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)**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  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                               |                                                                        |            |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>      |                                                                        |            |
| <b>A</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u> | <b>B</b> Three-digit plan number (PN) ►                                | <u>015</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>GENERAL MOTORS LLC</u>                    | <b>D</b> Employer Identification Number (EIN)<br><br><u>27-0383222</u> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 7000000               | 6800000         |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 22718931              | 26880851        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 29718931              | 33680851        |

**Liabilities**

|                                                                           |           |        |         |
|---------------------------------------------------------------------------|-----------|--------|---------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |         |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 61750  | 240647  |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |         |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 49293  | 1109211 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 111043 | 1349858 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 29607888 | 32330993 |
|-----------------------------------------------------------|-----------|----------|----------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 6800000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 6800000   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            |           |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            |           |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |

|                                                                                                   |          | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|----------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | 2b(5)(A) |            |           |
| (B) Other .....                                                                                   | 2b(5)(B) |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines 2b(5)(A) and (B).....                   | 2b(5)(C) |            |           |
| (6) Net investment gain (loss) from common/collective trusts .....                                | 2b(6)    |            | 3761621   |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | 2b(7)    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | 2b(8)    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | 2b(9)    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | 2b(10)   |            |           |
| <b>c</b> Other income.....                                                                        | 2c       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | 2d       |            | 10561621  |

**Expenses**

|                                                                                            |       |         |         |
|--------------------------------------------------------------------------------------------|-------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | 2e(1) | 6102886 |         |
| (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) |         | 6102886 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | 2f    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | 2g    |         |         |
| <b>h</b> Interest expense.....                                                             | 2h    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | 2i(1) | 657008  |         |
| (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) |         | 657008  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 6759894 |

**Net Income and Reconciliation**

|                                                                |       |  |         |
|----------------------------------------------------------------|-------|--|---------|
| <b>k</b> Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 3801727 |
| <b>l</b> Transfers of assets:                                  |       |  |         |
| (1) To this plan.....                                          | 2l(1) |  |         |
| (2) From this plan .....                                       | 2l(2) |  | 1078622 |

**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) ☒ 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 ☒ 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    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----------|
| <b>a</b> 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.).....                 |     | X  |           |
| <b>b</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.)..... |     | X  |           |
| <b>c</b> 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.) .....                                                                                                                            |     | X  |           |
| <b>d</b> 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.).....                                                                                                                  |     | X  |           |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 150000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |           |
| <b>g</b> 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? .....                                                                                                                                      |     | X  |           |
| <b>h</b> 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? .....                                                                                                                            |     | X  |           |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |           |
| <b>j</b> 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.).....                                                                                    | X   |    |           |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |           |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |           |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |           |
| <b>n</b> 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. ....                                                                                                                        |     |    |           |
| <b>4n</b>                                                                                                                                                                                                                                                                                                       |     |    |           |

- 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)

GM HOURLY-RATE EMPLOYEES PENSION PLAN

| 5b(2) EIN(s) | 5b(3) PN(s) |
|--------------|-------------|
| 27-0383222   | 003         |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

|                                                                                                               |                                                                    |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u> | <b>B</b> Three-digit plan number (PN) ▶<br><u>015</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>GENERAL MOTORS LLC</u>                    | <b>D</b> Employer Identification Number (EIN)<br><u>27-0383222</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                                                                                                   |                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                             | <b>1</b>             |
| <b>2</b> 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):<br><br>EIN(s): <u>04-3275867</u><br><br><b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b> |                      |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                                   | <b>3</b> <u>3469</u> |

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

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                                        |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    |                                        |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                                        |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                    |                                        |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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): \_\_\_\_\_

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: 100%

**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): \_\_\_\_\_



**GENERAL MOTORS**  
**PERSONAL RETIREMENT PLAN FOR HOURLY-RATE**  
**EMPLOYEES IN THE UNITED STATES**

Employer ID: 27-0383222

Plan Number: 015

Statements of Net Assets (Liabilities) (Liquidation Basis)  
as of September 30, 2012 and 2011

Statement of Changes in Net Liabilities to Net Assets (Liquidation Basis)  
for the Year ended September 30, 2012

Supplemental Schedules as of and for the Year Ended September 30, 2012 and  
Independent Auditors' Report

**GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE  
EMPLOYEES IN THE UNITED STATES**

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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 Personal Retirement Plan for  
Hourly-Rate Employees in the United States:

We have audited the financial statements of the General Motors Personal Retirement Plan for Hourly-Rate Employees in the United States (the "Plan") as of September 30, 2012 and 2011, and for the year ended September 30, 2012, 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 Plan's net assets (liabilities) as of September 30, 2012 and 2011 (Liquidation Basis), and the changes in net liabilities to net assets for the year ended September 30, 2012 (Liquidation Basis), in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the financial statements, General Motors LLC, the Plan's sponsor, along with the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America decided in September 2011 to terminate the Plan. As a result, the Plan's financial statements have been prepared on a liquidation basis of accounting.

Our audits were conducted for the purpose of forming an opinion on the financial statements 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 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. Such schedules are the responsibility of the Plan's management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. These schedules have been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedules directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedules are fairly stated in all material respects in relation to the financial statements as a whole.

*Deloitte + Touche LLP*

July 15, 2013

**GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE  
EMPLOYEES IN THE UNITED STATES**

**STATEMENTS OF NET ASSETS (LIABILITIES)  
(LIQUIDATION BASIS)  
AS OF SEPTEMBER 30, 2012 and 2011  
(in thousands)**

|                                                       | <u>2012</u>          | <u>2011</u>              |
|-------------------------------------------------------|----------------------|--------------------------|
| <b>Assets</b>                                         |                      |                          |
| Investment in GM Hourly Trust at estimated fair value | \$ 26,881            | \$ 22,719                |
| Contribution receivable from GM                       | <u>6,800</u>         | <u>7,000</u>             |
| Total assets                                          | <u>33,681</u>        | <u>29,719</u>            |
| <b>Liabilities</b>                                    |                      |                          |
| Estimated payments due participants upon liquidation  | 31,891               | 33,330                   |
| Due Hourly Plan:                                      |                      |                          |
| Traditional Pension Benefit obligation                | -                    | 2,370                    |
| Plan assets                                           | 1,109                | -                        |
| Accrued administrative expenses and other             | <u>241</u>           | <u>111</u>               |
| Total liabilities                                     | <u>33,241</u>        | <u>35,811</u>            |
| <b>Net assets (liabilities) in liquidation</b>        | <u><u>\$ 440</u></u> | <u><u>\$ (6,092)</u></u> |

See notes to financial statements

**GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE  
EMPLOYEES IN THE UNITED STATES**

**STATEMENT OF CHANGES IN NET LIABILITIES TO NET ASSETS  
(LIQUIDATION BASIS)  
FOR THE YEAR ENDED SEPTEMBER 30, 2012  
(in thousands)**

|                                                                   |                          |
|-------------------------------------------------------------------|--------------------------|
| <b>Net liabilities in liquidation beginning of year</b>           | <u>\$ (6,092)</u>        |
| <b>Decrease (increase) due to:</b>                                |                          |
| Contributions from GM (to fund benefits paid of \$6,103)          | 6,800                    |
| Net investment gain from GM Hourly Trust                          | 3,762                    |
| Participant benefits earned, including interest credits           | (2,444)                  |
| Interest                                                          | (1,049)                  |
| Changes in actuarial assumptions                                  | (1,246)                  |
| Experience gain                                                   | 52                       |
| Administrative expenses                                           | (657)                    |
| Transfer of Traditional Pension Benefit obligation to Hourly Plan | 2,393                    |
| Transfer of Plan investments to Hourly Plan                       | <u>(1,079)</u>           |
| <b>Net decrease</b>                                               | <u>6,532</u>             |
| <br><b>Net assets in liquidation end of year</b>                  | <br><u><u>\$ 440</u></u> |

See notes to financial statements

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

---

### Note 1. Description of the Plan

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

The Company and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") entered into a four year labor agreement that was ratified on September 28, 2011 ("2011 National Agreement") which amended the Plan, including authorization to terminate the Plan. The Plan was terminated on June 30, 2012 as described in Note 3. Plan Termination.

#### *General*

The Plan was a non-contributory cash balance pension plan covering UAW represented GM hourly-rate employees hired on or after October 1, 2007. The Plan was formed effective September 30, 2010 with the transfer from the General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan") of employee cash balance accounts and certain deferred vested defined pension benefit obligations related to rehired hourly employees ("Traditional Pension Benefits") pursuant to the terms of the GM-UAW 2007 National Agreement. Benefit levels provided to the participants of the Plan were not modified.

Participation in the Plan was based on an employee attaining seniority as defined in the Plan document. Plan benefits were credited monthly to participants' individual notional accounts and were determined by a formula that equaled 6.4% of the employee's hourly rate multiplied by the number of straight time hours worked, not to exceed 2,080 hours annually ("Pay Credits"). Pay Credits for UAW represented hourly employees of General Motors Components Holdings, LLC ("GMCH"), which business was acquired by the Company in 2009, were calculated at 5.4% of the employee's hourly rate. The accrual of Pay Credits ceased effective January 2, 2012. Interest was computed and allocated to a participant's accounts monthly by multiplying the participant's account balance at the beginning of the period by the applicable interest rate ("Interest Credits"). The applicable interest rate for the period October 1, 2007 through September 30, 2008 was the 30 year U.S. Treasury bond rate as specified by the Internal Revenue Service ("IRS") and for all periods thereafter to the Plan termination date, the third segment interest rate as defined in IRC Section 417(e).

Benefits earned under the Plan vested upon completion of 3 years of service.

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

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

---

### Note 2. Significant Accounting Policies

#### *Basis of Accounting*

As a result of the decision and approval to terminate the Plan, the financial statements are presented on the liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Accordingly, the Plan is reporting its benefit obligation as a liability on the *Statements of Net Assets (Liabilities)* as of September 30, 2012 and 2011.

#### *Use of Estimates*

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets (liabilities) in liquidation 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 established by ERISA. Contributions made up to eight and a half months after the Plan year are recorded as contributions receivable or are otherwise recorded when received.

#### *Payment of Benefits*

Benefit payments are accrued under the liquidation basis of accounting.

#### *Investment Valuation and Investment Income*

The Plan owns a beneficial interest in the General Motors Hourly-Rate Employees Pension Trust ("GM Hourly Trust") which is an investment trust akin to a common collective trust. The GM Hourly Trust is tax exempt under the IRC and is a direct filing entity. The GM Hourly Trust permits commingling of the assets of more than one employee benefit plan for investment and administrative purposes, including plans of unrelated sponsors.

The Plan's investment in the GM Hourly Trust is recorded at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Net investment income (loss) of the GM Hourly Trust is recognized as earned during the period in which the investment is held. Net investment income (loss) of the GM Hourly Trust is determined by the Trustee and allocated to each participating plan based on that plan's interest in the GM Hourly Trust as compared to the total interests of all the participating plans. Investment transactions are recorded on a trade-date basis.

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

---

### Note 2. Significant Accounting Policies (continued)

#### *Risks and Uncertainties*

The Plan's ownership interest in the GM Hourly Trust is an investment instrument. Investment securities are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. 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 such changes could materially affect the amounts reported in the financial statements.

#### *Administrative Expenses*

Certain Plan administrative expenses are paid partly by the Company and are not reflected in these financial statements.

#### *Fair Value Hierarchy*

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* ("ASC 820") promulgated by the Financial Accounting Standards Board ("FASB") established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair 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.                                                         |

The Plan's policy is to transfer investments between the levels of the fair value hierarchy at the beginning of the year based upon changes to observable inputs that are significant to the overall fair value measurements.

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

---

### Note 2. Significant Accounting Policies (continued)

#### *New Accounting Standards*

The FASB issued the accounting standards described below pertinent to liquidation basis accounting and fair value measurements and other disclosures. These accounting standards will not affect the Plan's financial statements as the Plan was terminated and all assets were distributed to pay benefits due participants and Plan expenses subsequent to September 30, 2012.

The FASB issued ASU 2013-07, *Liquidation Basis of Accounting* ("ASU 2013-07") in April 2013. ASU 2013-07 stipulates that an entity prepare its financial statements using the liquidation basis of accounting, in accordance with the guidance promulgated thereunder, when the determination has been made that liquidation is imminent and the entity's return from liquidation is remote. ASU 2013-07 also specifies certain disclosures regarding the liquidation plan and expected duration, measurement of assets and liabilities and the costs to be incurred and income to be earned. ASU 2013-07 is effective for reporting periods beginning after December 15, 2013 with early adoption permitted.

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 annual reporting periods beginning after December 15, 2011 and the guidance must be applied prospectively.

### Note 3. Plan Termination

All legally required communications and documentation to affect a standard termination of the Plan under Section 4041 of ERISA were disseminated to participants and filed with the appropriate regulatory authorities. The Plan was terminated on June 30, 2012 at which time participant account balances became 100% vested. Participants with account balances of \$5,000 or less were provided mandatory lump sum distributions and could elect to receive their distributions in the form of either: 1) cash; 2) direct roll-over into the participant's 401(k) account in The General Motors Personal Savings Plan for Hourly-Rate Employees in the United States or 3) direct roll-over into an individual retirement account or another eligible retirement plan. Account balances for participants that failed to elect the type of lump sum distribution were either automatically rolled over into a rollover IRA sponsored by Fidelity Investments (for account balances greater than \$1,000) or distributed in cash (for account balances less than or equal to \$1,000). Participants with account balances greater than \$5,000 were provided with an additional elective option which was the purchase of an annuity contract from an insurance company. If a participant with an account balance greater than \$5,000 made no affirmative election, the default form of distribution was the purchase of an annuity contract. Lump sum distributions to participants were substantially completed in October 2012.

# **GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES**

## **NOTES TO FINANCIAL STATEMENTS**

---

### **Note 3. Plan Termination (continued)**

For participants that either elected or were defaulted to the annuity form of distribution, the Plan purchased an irrevocable group annuity contract from The United States Life Insurance Company in the City of New York ("U.S. Life") in February 2013 at a cost approximating \$3.8 million. Participants earned Interest Credits on their account balances up to the date the lump sum distributions were paid or the U.S. Life group annuity contract was purchased.

### **Note 4. Investments**

The Plan's only investment at September 30, 2012 and 2011 was its interest in the GM Hourly Trust which was valued at net asset value (or its equivalent) as determined by the Trustee based on the fair values of the underlying investments and classified in its entirety within Level 2 of the fair value hierarchy. The GM Hourly Trust does not have redemption restrictions and requires no additional funding. The underlying investments held in the GM Hourly Trust on behalf of the Plan consisted of cash and cash equivalents at September 30, 2012 and an investment fund at September 30, 2011 that maintained a balanced investment strategy (60% to 70% equity and 30% to 40% fixed income).

There were no transfers between the fair value hierarchy levels during 2012.

### **Note 5. Employer Contributions**

The Company is committed contractually, or otherwise, to contribute amounts sufficient to pay all benefits due participants and settle administrative expenses upon liquidation of the Plan. The Company made cash contributions to the Plan during the period October 2012 through April 2013 aggregating \$6.8 million which have been recorded as a contribution receivable at September 30, 2012 in accordance with the Plan's accounting policy. The Company previously contributed \$7.0 million to the Plan in June 2012 and was recorded as a contribution receivable at September 30, 2011 in accordance with the Plan's accounting policy.

### **Note 6. Actuarial Present Value of Estimated Payments Due Participants Upon Liquidation and Plan Termination Assumptions**

Estimated payments due participants upon liquidation are those payments which are attributable to the service participants have rendered under the Plan's provisions. Estimated payments due participants upon liquidation include benefits to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of employees who have died and (c) active participants or their beneficiaries.

The obligation representing the actuarial present value of estimated payments due participants upon liquidation is the amount that results from applying actuarial assumptions to adjust 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. Since the Company has terminated the Plan as described in Note 3. Plan Termination, the Plan's actuary has used actuarial assumptions to reflect the termination in calculating the actuarial present value of estimated payments due participants upon liquidation obligation.

# **GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES**

## **NOTES TO FINANCIAL STATEMENTS**

---

### **Note 6. Actuarial Present Value of Estimated Payments Due Participants Upon Liquidation and Plan Termination Assumptions (continued)**

The following significant assumptions and valuation inputs were used in determining the actuarial present value of estimated payments due participants upon liquidation obligation at September 30, 2012 and September 30, 2011, respectively:

- The interest rate used to discount accumulated plan benefits at September 30, 2011 was 2.99%.
- At September 30, 2012, aggregate distributions due to participants (including the amount paid to purchase the U.S. Life group annuity contract) were discounted from the date of distribution using the first spot rate of the October 1, 2012 yield curve which was 0.38%.
- The mortality of retired and non-retired participants was estimated using GM Specific healthy and disabled mortality tables for hourly males and females. The mortality tables were projected with 100% scale AA from 10/1/2004.
- The participant withdrawal rate, retirement rate and incidence of total and permanent disability were based on GM experience.
- Pay Credits allocated to participant accounts were 6.4% and 5.4% for GMCH employees. Participants ceased earning Pay Credits effective January 2, 2012.
- Interest Credits were calculated based on the 30 year U.S. Treasury bond rate as specified by the IRS for the period October 1, 2007 to September 30, 2008. For all periods preceding the June 30, 2012 Plan termination date, Interest Credits were computed using the third segment of the non-averaged 3-segment yield curve (with phase-in) for the month of July preceding the valuation date applicable under IRC Section 417(e) and were 5.88%, 5.26% and 5.23% for July 2011, 2010 and 2009, respectively. For all periods subsequent to June 30, 2012 until the date of distribution of participant account balances (including the purchase of the U.S. Life group annuity contract), Interest Credits were based on a 5.28% termination rate as determined pursuant to the IRC.
- It was assumed that 100% of participants would elect the lump-sum form of payment of their cash balance accounts upon retirement or termination of employment at September 30, 2011. This assumption was revised at September 30, 2012 to reflect those participants that elected or were defaulted to the annuity form of distribution. This assumption change increased the present value of estimated payments due participants upon liquidation obligation by approximately \$1.2 million.

On May 31, 2012, the Plan transferred the defined pension benefit obligation attributable to Traditional Pension Benefits to the Hourly Plan. The obligation amount aggregated approximately \$2.4 million and was determined using the Hourly Plan's benefit provisions and going concern actuarial assumptions. The investment amount related to the Traditional Pension Benefits obligation totaled approximately \$1.1 million and was calculated by the Plan's actuary pursuant to the requirements of IRC Section 414(I). The investments, plus accumulated earnings thereon from May 31, 2012, were transferred to the Hourly Plan in late December 2012.

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

### Note 7. Federal Income Tax Status

The Plan was terminated effective June 30, 2012 in accordance with the standard termination procedures of Section 4041 of ERISA. On May 9, 2012, management filed an Application for Determination for Terminating Plan with the IRS seeking a determination that the Plan was tax qualified upon termination. The IRS issued a favorable determination letter to the Plan on April 5, 2013. Management believes the Plan was designed and 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.

Plan management has analyzed the tax position taken by the Plan and has concluded that as of September 30, 2012, there were 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 for the 2010 through 2012 Plan years. There are no audits for any tax periods currently in progress.

### Note 8. Related-Party Transactions

The Plan enters into related-party transactions which generally include investments or transactions with the Trustee, GM and its subsidiaries and other GM sponsored benefit plans as described throughout these financial statements.

### Note 9. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of the net asset (liabilities) in liquidation per the financial statements to the net assets available for benefits per the Form 5500 as of September 30, 2012 and 2011 (in thousands):

|                                                        | <u>2012</u>      | <u>2011</u>      |
|--------------------------------------------------------|------------------|------------------|
| Net assets (liabilities) per the financial statements  | \$ 440           | \$ (6,092)       |
| Add:                                                   |                  |                  |
| Estimated payments due participants upon liquidation   | 31,891           | 33,330           |
| Traditional Pension Benefit obligation due Hourly Plan | -                | 2,370            |
| Net assets per the Form 5500                           | <u>\$ 32,331</u> | <u>\$ 29,608</u> |

The following is a reconciliation of the benefits paid to participants per the financial statements to the benefits paid to participants per the Form 5500 for the year ended September 30, 2012:

|                                                            |                 |
|------------------------------------------------------------|-----------------|
| Benefits paid to participants per the financial statements | \$ -            |
| Add:                                                       |                 |
| Benefits paid to participants accrued in prior year        | 6,103           |
| Benefits paid to participants per the Form 5500            | <u>\$ 6,103</u> |

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE EMPLOYEES IN THE UNITED STATES

## NOTES TO FINANCIAL STATEMENTS

### Note 9. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of participant benefits earned per the financial statements to participant benefits earned per the Form 5500 for the year ended September 30, 2012 (in thousands):

|                                                          |              |
|----------------------------------------------------------|--------------|
| Participant benefits earned per the financial statements | \$ (2,444)   |
| Add:                                                     |              |
| Change in benefits accrued                               | <u>2,444</u> |
| Participant benefits earned per the Form 5500            | <u>\$ -</u>  |

The following is a reconciliation of interest due to change in discount period per the financial statements to interest due to change in discount period per the Form 5500 for the year ended September 30, 2012 (in thousands):

|                                           |              |
|-------------------------------------------|--------------|
| Interest due to change in discount period | \$ (1,049)   |
| Add:                                      |              |
| Change in benefits accrued                | <u>1,049</u> |
| Interestst per the Form 5500              | <u>\$ -</u>  |

The following is a reconciliation of changes in actuarial assumptions and experience loss per the financial statements to changes in actuarial assumptions and experience loss per the Form 5500 for the year ended September 30, 2012 (in thousands):

|                                                                                     |              |
|-------------------------------------------------------------------------------------|--------------|
| Change in actuarial assumptions and experience gain<br>per the financial statements | \$ (1,194)   |
| Add:                                                                                |              |
| Change in benefits accrued                                                          | <u>1,194</u> |
| Change in actuarial assumptions and experience gain<br>per the Form 5500            | <u>\$ -</u>  |

The following is a reconciliation of transfers per the financial statements to transfers per the Form 5500 for the year ended September 30, 2012 (in thousands):

|                                                                   |                   |
|-------------------------------------------------------------------|-------------------|
| Net transfers per the financial statements                        | \$ 1,314          |
| Less:                                                             |                   |
| Transfer of Traditional Pension Benefit obligation to Hourly Plan | <u>(2,393)</u>    |
| Net transfers per the Form 5500                                   | <u>\$ (1,079)</u> |

### Note 10. Subsequent Events

Subsequent events have been evaluated through July 15, 2013 which is the date these financial statements were available to be issued.

## **SUPPLEMENTAL SCHEDULES**

**GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY- RATE  
EMPLOYEES IN THE UNITED STATES**

**SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS**  
**(HELD AT END OF YEAR)**  
**AS OF SEPTEMBER 30, 2012**  
(in thousands)

**EMPLOYER ID: 27-0383222**  
**PLAN NO.: 015**

| (a) (b)<br>Identity of Issue, Borrower,<br>or Similar Party                        | (c)<br>Type of Investment | (d)<br>Cost      | (e)<br>Current<br>Value |
|------------------------------------------------------------------------------------|---------------------------|------------------|-------------------------|
| * Investment in General Motors Hourly-Rate<br>Employees Pension Trust (25-6013833) | Common/Collective Trust   | \$ 22,656        | \$ 26,881               |
| Total Investments                                                                  |                           | <u>\$ 22,656</u> | <u>\$ 26,881</u>        |

\* Party-in-interest as defined by ERISA

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE UNITED STATES

## SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED SEPTEMBER 30, 2012

(in thousands)

EMPLOYER ID: 27-0383222

PLAN NO.: 015

| (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) |
|-------------------------------------|-----------------------------------------------------------------|------------------------|--------------------|-------------------|-------------------|-------------------------------------------------|---------------------|
| <b>Single transactions:</b>         |                                                                 |                        |                    |                   |                   |                                                 |                     |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | \$ 2,600           | \$ -              | \$ -              | \$ 2,600                                        | \$ -                |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | 7,000              | -                 | -                 | 7,000                                           | -                   |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | 3,994              | -                 | -                 | 3,994                                           | -                   |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | 4,000              | -                 | -                 | 4,000                                           | -                   |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | 4,000              | -                 | -                 | 4,000                                           | -                   |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | 4,000              | -                 | -                 | 4,000                                           | -                   |

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE UNITED STATES

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS (continued)  
FOR THE YEAR ENDED SEPTEMBER 30, 2012  
(in thousands)

EMPLOYER ID: 27-0383222  
PLAN NO.: 015

| (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:                |                                                                 |                        |                    |                   |                   |                                                 |                     |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | \$ -               | \$ 2,600          | \$ 2,421          | \$ 2,600                                        | \$ 179              |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | -                  | 3,200             | 2,964             | 3,200                                           | 236                 |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | -                  | 4,000             | 3,776             | 4,000                                           | 224                 |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | -                  | 4,000             | 3,737             | 4,000                                           | 263                 |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | -                  | 4,000             | 3,715             | 4,000                                           | 285                 |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | -                  | 4,000             | 3,612             | 4,000                                           | 388                 |

# GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE UNITED STATES

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS (continued) EMPLOYER ID: 27-0383222  
 FOR THE YEAR ENDED SEPTEMBER 30, 2012 PLAN NO.: 015  
 (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) |
|-------------------------------------|-----------------------------------------------------------------|------------------------|--------------------|-------------------|-------------------|-------------------------------------------------|---------------------|
| <b>Single transactions:</b>         |                                                                 |                        |                    |                   |                   |                                                 |                     |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 1                      | \$ -               | \$ 4,223          | \$ 3,856          | \$ 4,223                                        | \$ 367              |
| <b>Series of transactions:</b>      |                                                                 |                        |                    |                   |                   |                                                 |                     |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 29                     | 27,054             | -                 | -                 | 27,054                                          | -                   |
| State Street Bank and Trust Company | General Motors Hourly-Rate Employees Pension Trust (25-6013833) | 122                    | -                  | 30,336            | 28,390            | 30,336                                          | 1,946               |

**Schedule SB, Line 24 – Changes in Actuarial Assumptions**  
**General Motors Personal Retirement Plan for Hourly-Rate Employees**  
**EIN/PN: 27-0383222/015**

The assumed plan-related expenses added to the target normal cost were changed from \$270,000 for 2010 to \$396,000 for 2011.

The interest crediting rate assumption was updated from 2.83% in 2010 to 5.88% in 2011 to 5.28% at 6/30/2012 upon termination.

The results of this report reflect the termination of the plan as of 6/30/2012 pursuant to the ratification of a collective bargaining agreement prior to the start of the plan year. All benefits that can be paid as a lump sum are assumed to be disbursed as of 10/1/2012 and all other benefits payable as an annuity are assumed payable in accordance with normal plan decrements.

**Schedule SB, Line 22 – Description of Weighted Average Retirement Age  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PN: 27-0383222/015**

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, consent retirement, and normal retirement.

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

**Schedule SB, Line 19 – Discounted Employer Contributions**  
**General Motors Personal Retirement Plan for Hourly-Rate Employees**  
**EIN/PN: 27-0383222/015**

| <u>Date of Contribution</u> | <u>Amount of Contribution</u> | <u>Year Applied To</u> | <u>Effective Interest Rate</u> | <u>Interest-Adjusted Contribution</u> |
|-----------------------------|-------------------------------|------------------------|--------------------------------|---------------------------------------|
| 10/18/2012                  | 5,400,000                     | 10/1/2011 Plan Year    | 4.41%                          | 5,161,389                             |
| 02/07/2013                  | 1,000,000                     | 10/1/2011 Plan Year    | 4.41%                          | 943,405                               |
| 02/11/2013                  | 200,000                       | 10/1/2011 Plan Year    | 4.41%                          | 188,591                               |
| 04/16/2013                  | <u>200,000</u>                | 10/1/2011 Plan Year    | 4.41%                          | <u>187,127</u>                        |
|                             | \$6,800,000                   |                        |                                | \$6,480,512                           |

**Schedule SB, Line 26 – Schedule of Active Participant Data– Pay**  
**General Motors Personal Retirement Plan for Hourly-Rate Employees**  
**EIN/PIN: 27-0383222/015**

| Attainment Age | Years of Credited Service |            |        |            |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           |            | Total  |
|----------------|---------------------------|------------|--------|------------|--------|------------|----------|------------|----------|------------|----------|------------|----------|------------|----------|------------|----------|------------|-----------|------------|--------|
|                | Under 1                   |            | 1 to 4 |            | 5 to 9 |            | 10 to 13 |            | 15 to 19 |            | 20 to 24 |            | 25 to 29 |            | 30 to 34 |            | 35 to 39 |            | 40 & Over |            |        |
|                | No.                       | Avg. Comp. | No.    | Avg. Comp. | No.    | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.       | Avg. Comp. |        |
| Under 25       | 58                        | 33,855     | 276    | 33,066     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 344        | 33,224 |
| 25 - 29        | 70                        | 33,491     | 722    | 34,165     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 792        | 34,105 |
| 30 - 34        | 45                        | 36,400     | 712    | 35,327     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 757        | 36,450 |
| 35 - 39        | 35                        | 35,040     | 771    | 39,675     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 806        | 39,474 |
| 40 - 44        | 33                        | 35,470     | 821    | 42,303     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 854        | 42,039 |
| 45 - 49        | 35                        | 33,134     | 661    | 42,620     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 696        | 42,143 |
| 50 - 54        | 19                        |            | 646    | 44,207     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 665        | 43,923 |
| 55 - 59        | 15                        |            | 395    | 45,399     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 400        | 44,932 |
| 60 - 64        | 1                         |            | 138    | 47,372     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 139        | 47,241 |
| 65 - 69        | 1                         |            | 23     | 49,160     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 24         | 48,416 |
| 70 & Over      | 1                         |            | 2      |            |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 3          |        |
| Total          | 323                       | 34,575     | 5,157  | 40,133     |        |            |          |            |          |            |          |            |          |            |          |            |          |            |           | 5,480      | 39,806 |

Average Age: 40.50

Average Past Service: 2.31

\* Reflects 2011 Paycap of \$245,000

**EIN/PN: 27-0383222/015**

### Years of Credited Service

**Schedule SB, Line 32 – Schedule of Amortization Bases**  
**General Motors Personal Retirement Plan for Hourly-Rate Employees**  
**EIN/PN: 27-0383222/015**

| Type of Base |           | Date Established | Initial Amount | Remaining Amortization Period (Years) | Outstanding Balance | Amortization Payment |
|--------------|-----------|------------------|----------------|---------------------------------------|---------------------|----------------------|
| 1            | Shortfall | 10/01/2011       | \$5,026,622    | 7                                     | \$5,026,622         | \$600,435*           |
| Total        |           |                  |                |                                       | \$5,026,622         | \$600,435            |

\*This amount is prorated for the nine months of the short plan year. The annual amount was \$800,580.

**Schedule SB, Part V – Significant Events**  
**General Motors Personal Retirement Plan for Hourly-Rate Employees**  
**EIN/PN: 27-0383222/015**

The results and filing reflect the termination of the plan as of 6/30/2012 pursuant to the ratification of a collective bargaining agreement prior to the start of the plan year. All benefits that can be paid as a lump sum are assumed to be disbursed as of 10/1/2012 and all other benefits payable as an annuity are assumed payable in accordance with normal plan decrements.

## **Schedule SB - Statement by Enrolled Actuary**

|                          |                                                                   |
|--------------------------|-------------------------------------------------------------------|
| <b>Plan Sponsor</b>      | General Motors LLC                                                |
| <b>EIN/PN</b>            | 27-0383222 / 015                                                  |
| <b>Plan Name</b>         | General Motors Personal Retirement Plan for Hourly-Rate Employees |
| <b>Valuation Date</b>    | October 1, 2011                                                   |
| <b>Enrolled Actuary</b>  | Mary Gibbon                                                       |
| <b>Enrollment Number</b> | 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 Part V – Statement of Actuarial Assumptions/Methods  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Demographic Assumptions**

**Inclusion date** The valuation date coincident with or next following the date on which the employee begins to earn Credited Service.

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

**Mortality**

• **Healthy** Mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option for the Funding Target, Target Normal Cost and Premium Funding Target.

• **Disabled** Mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static mortality tables option for the Funding Target, Target Normal Cost and Premium Funding Target.

**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                                           | 0.5%  | 0.5%    |
| 45                                           | 0.9%  | 0.9%    |
| 50                                           | 1.2%  | 1.2%    |
| 55                                           | 1.5%  | 1.5%    |
| 60                                           | 1.7%  | 1.7%    |
| 65                                           | 0.0%  | 0.0%    |

**Withdrawal rates** 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           | 22.1%                              | 7.1% | 4.5% | 4.1% | 3.4% | 5.2%       |
| 25           | 21.9%                              | 6.7% | 4.1% | 3.8% | 3.5% | 3.8%       |
| 30           | 22.5%                              | 6.3% | 3.8% | 3.6% | 2.9% | 2.8%       |
| 35           | 15.0%                              | 7.4% | 3.7% | 3.6% | 2.7% | 2.3%       |
| 40           | 9.2%                               | 7.6% | 3.5% | 3.0% | 2.3% | 1.5%       |
| 45           | 7.0%                               | 6.3% | 3.2% | 2.6% | 1.9% | 0.8%       |
| 50           | 5.6%                               | 5.4% | 3.1% | 2.4% | 1.8% | 0.3%       |
| 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.

Schedule SB Part V – Statement of Actuarial Assumptions/Methods  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Retirement rates**

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 |       |
|-------------------------------------|-------|
| Age                                 |       |
| 50                                  | 0.0%  |
| 55                                  | 0.0%  |
| 60                                  | 7.0%  |
| 62                                  | 16.0% |
| 65                                  | 30.5% |

**Benefit commencement date:**

- Preretirement death benefit Upon the death of the active participant
- Deferred vested benefit Upon termination
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

**Form of payment** 100% of participants are assumed to elect a lump sum form of payment under the plan.

**Assumptions Used with Respect to the Survivor Options** For purposes of valuing the pre-retirement surviving spouse's benefit, it is assumed that 80% of male employees and 40% of female employees would not reject the automatic survivor benefit election.

**Spouse age** The husband-wife age difference is three years for males and two years for females.

**Administrative expenses** The assumed administrative expenses are \$396,000 for the current plan year.

**At-risk assumptions** For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is the lump sum form of payment.

**Timing of benefit payments** Lump sum payments are payable on the date of decrement.

**Interest Credits** The first segment of the non-averaged 3-segment yield curve (with phase-in) for the month of July preceding the valuation date (5.88% for the 2011 plan year) applicable under PPA.

Schedule SB Part V – Statement of Actuarial Assumptions/Methods  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Methods**

|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Valuation date</b>                                          | First day of plan year and the twelve-month period ends September 30, 2012.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Funding target</b>                                          | Present value of accrued benefits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Target normal cost</b>                                      | Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Actuarial value of assets</b>                               | <p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2010 plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets if the actual expected return exceeds the limitation under IRS Notice 2009-22.</p> <p>Only 2 points are used in the smoothing method as this is the second year of the plan.</p> |
| <b>Benefits not valued</b>                                     | All benefits described in the Plan Provisions section of this report were valued including based on discussions with GM regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with GM and, based on that review, is not aware of any significant benefits required to be valued that were not.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Change in assumptions and methods since prior valuation</b> | <p>The assumed plan-related expenses added to the target normal cost were changed from \$270,000 for 2010 to \$396,000 for 2011.</p> <p>The interest crediting rate assumption was updated from 2.83% in 2010 to 5.88% in 2011.</p> <p>The results of this report reflect the termination of the plan as of 6/30/2012 pursuant to the ratification of a collective bargaining agreement prior to the start of the plan year. All benefits that can be paid as a lump sum are assumed to be disbursed as of 10/1/2012 and all other benefits payable as an annuity are assumed payable in accordance with normal plan decrements.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

Schedule SB Part V – Summary of Plan Provisions  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions**

The plan was originally effective October 1, 2010

**Covered employees**

Tier II wage employees hired on or after October 1, 2007 but prior to January 2, 2012 are eligible to participate in the Personal Retirement Plan.

Also participants who are not Benefit Guarantee eligible and were acquired by GM in the "Delphi 5 Sites" and Needmore Road/Flint East absorption.

**Seniority**

Seniority is the period following the most recent date of hire.

**Definitions**

**Credited service**

Credited Service is computed for each calendar year for each employee on total hours compensated. A full year of Credited Service is 1,700 or more compensated hours, a proportionate credit is given to the nearest 1/10 of a year.

**Vesting**

3 years of elapsed time Service.

**Plan compensation**

Plan compensation is equal to the hourly rate of pay as of the valuation date multiplied by 2,080 for Personal Retirement Plan.

**Normal retirement date (NRD)**

First of month coinciding with or next following the attainment of age 65.

**Eligibility Requirements**

*Normal retirement:* age 65.

*Voluntary Early Retirement:* age 60 with 10 years of service, ages 55-59 and 85 points, or any age and 30 years of service.

*Consent Early Retirement:* age 55 with 10 years of service and satisfies objective standards as set forth in the Plan.

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

*Vested Deferred Benefit:* 3 years of elapsed time Credited Service.

**Pre-Retirement Survivor Benefit**

3 years of elapsed time Credited Service.

Schedule SB Part V – Summary of Plan Provisions  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Amount of Benefit**

Personal Retirement Plan account balances are accrued in the form of Pay Credits and Interest Credits for Credited Service up to January 1, 2012.

Annual Pay Credit: 6.4% of the employee hourly rate multiplied by the number of straight time hours worked. Certain former Delphi sites have Annual Pay Credit of 5.4%, determined by location. There will be no future pay credits after January 1, 2012.

Interest Credits: Calculated by multiplying the account balance as of the first day of the previous Plan Year by the annual Interest Credit Percentage. A participant's account balance equals the quantitative pay credits and interest credits. The annual Interest Credit Percentage is the third segment of the non-averaged 3-segment yield curve (with phase-in) for the month of July preceding the valuation date (5.88% for the 2011 plan year) applicable under PPA.

Certain employees in the Hourly Personal Retirement Plan have benefits accrued under the traditional Hourly Plan. These accrued benefits were transferred to the Hourly Personal Retirement Plan at the date of the spin-off.

**Eligibility for Benefits**

|                                       |                                                                                                         |
|---------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Normal retirement</b>              | Age 65                                                                                                  |
| <b>Early retirement</b>               | Ages 60 with 10 years of service, or any age with 30 years of service or age 55 and over with 85 points |
| <b>Consent Early Retirement</b>       | Ages 50 with 10 years of service                                                                        |
| <b>Total and Permanent Disability</b> | 10 years of credited service prior to age 65 and totally and permanent disabled                         |
| <b>Vested termination</b>             | 3 years of credited service                                                                             |
| <b>Preretirement death</b>            | 3 years of credited service                                                                             |

Schedule SB Part V – Summary of Plan Provisions  
General Motors Personal Retirement Plan for Hourly-Rate Employees  
EIN/PIN 27-0383222/015

**Benefits Paid Upon the Following Events**

|                            |                                                                                                         |
|----------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Normal retirement</b>   | Vested account balance or a monthly annuity based on vested account balance.                            |
| <b>Early retirement</b>    | Vested account balance or a monthly annuity based on vested account balance.                            |
| <b>Consent retirement</b>  | Vested account balance or a monthly annuity based on vested account balance.                            |
| <b>Vested termination</b>  | Vested account balance or a monthly annuity based on vested account balance.                            |
| <b>Preretirement death</b> | Vested account balance or a monthly annuity based on vested account balance for designated beneficiary. |

**Other Plan Provisions**

|                                    |                                                                                                                                          |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Maximum on benefits and pay</b> | All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|

**Significant Events**

The results reflect the termination of the plan as of 6/30/2012 pursuant to the ratification of a collective bargaining agreement prior to the start of the plan year. All benefits that can be paid as a lump sum are assumed to be disbursed as of 10/1/2012 and all other benefits payable as an annuity are assumed payable in accordance with normal plan decrements.

General Motors Personal Retirement Plan for Hourly-Rate Employees  
Form 5500 – Sch. H, Part IV, Line 4i  
Plan No. – 015  
Plan Year: 10/01/2011 – 09/30/2012

Schedule of Assets Held at End of Year

The Schedule of Assets is included in the attached Financial Statements.

General Motors Personal Retirement Plan for Hourly-Rate Employees  
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions  
Plan No. – 015  
Plan Year: 10/01/2011 – 09/30/2012

### Schedule of Reportable Transactions

The Schedule of Reportable Transactions is included in the attached Financial Statements.

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | <small>OMB No. 1210-0110</small><br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

► **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.

|                                                                                                                                                         |                                                                            |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.                                                  | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | 015 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>GENERAL MOTORS LLC                                                          | <b>D</b> Employer Identification Number (EIN)<br>27-0383222                |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B               |                                                                            |     |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                            |     |

|                                                                                                                                                                                                                 |              |                            |                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                                 |              |                            |                    |
| <b>1</b> Enter the valuation date:      Month <u>10</u> Day <u>01</u> Year <u>2011</u>                                                                                                                          |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                                |              |                            |                    |
| <b>a</b> Market value.....                                                                                                                                                                                      | <b>2a</b>    | 29365961                   |                    |
| <b>b</b> Actuarial value.....                                                                                                                                                                                   | <b>2b</b>    | 30407426                   |                    |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                            |              |                            |                    |
|                                                                                                                                                                                                                 |              | (1) Number of participants | (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                                     | <b>3a</b>    | 0                          | 0                  |
| <b>b</b> For terminated vested participants .....                                                                                                                                                               | <b>3b</b>    | 3892                       | 8785046            |
| <b>c</b> For active participants:                                                                                                                                                                               |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                                    | <b>3c(1)</b> |                            | 416860             |
| (2) Vested benefits.....                                                                                                                                                                                        | <b>3c(2)</b> |                            | 26232142           |
| (3) Total active .....                                                                                                                                                                                          | <b>3c(3)</b> | 5480                       | 26649002           |
| <b>d</b> Total.....                                                                                                                                                                                             | <b>3d</b>    | 9372                       | 35434048           |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                           |              |                            |                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>    |                            |                    |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                          | <b>5</b>     | 4.41 %                     |                    |
| <b>6</b> Target normal cost.....                                                                                                                                                                                | <b>6</b>     | 3918630                    |                    |

**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.

|                  |                                                                    |                                                        |
|------------------|--------------------------------------------------------------------|--------------------------------------------------------|
| <b>SIGN HERE</b> | <br>Signature of actuary                                           | <u>7/12/13</u><br>Date                                 |
|                  | MARY E GIBBON<br>Type or print name of actuary                     | 11-06921<br>Most recent enrollment number              |
|                  | TOWERS WATSON DELAWARE INC.<br>Firm name                           | 703-258-8163<br>Telephone number (including area code) |
|                  | 901 NORTH GLEBE ROAD<br>ARLINGTON, VA 22203<br>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 (line 13 from prior year) .....                   | 0                     | 0                      |
| 8                                                           | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                | 0                     | 0                      |
| 9                                                           | Amount remaining (line 7 minus line 8) .....                                                                      | 0                     | 0                      |
| 10                                                          | Interest on line 9 using prior year's actual return of _____ % .....                                              |                       |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                                              |                       |                        |
| a                                                           | Present value of excess contributions (line 38 from prior year) .....                                             |                       | 8530829                |
| b                                                           | Interest on (a) using prior year's effective rate of 6.54 % except as otherwise provided (see instructions) ..... |                       | 557916                 |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....                              |                       | 9088745                |
| d                                                           | Portion of (c) to be added to prefunding balance .....                                                            |                       | 0                      |
| 12                                                          | Other reductions in balances due to elections or deemed elections .....                                           | 0                     | 0                      |
| 13                                                          | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                | 0                     | 0                      |

| Part III Funding percentages |                                                                                                                                                                  |    |          |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 14                           | Funding target attainment percentage .....                                                                                                                       | 14 | 85.81 %  |
| 15                           | Adjusted funding target attainment percentage .....                                                                                                              | 15 | 85.81 %  |
| 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 | 169.10 % |
| 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<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 10/18/2012                                                                        | 5400000                           |                                 |                          |                                   |                                 |
| 02/07/2013                                                                        | 1000000                           |                                 |                          |                                   |                                 |
| 02/11/2013                                                                        | 200000                            |                                 |                          |                                   |                                 |
| 04/16/2013                                                                        | 200000                            |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 6800000                         |
|                                                                                   |                                   |                                 |                          | 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 contributions 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 6480512                                                         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input type="checkbox"/> Yes <input type="checkbox"/> 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                                                             |
|                                                                                                                               |                                                                     |

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

|                                                                                                                                                                                              |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>2.27% | 2nd segment:<br>5.43% | 3rd segment:<br>6.34 %                              |
|                                                                                                                                                                                              |                       |                       | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                       |                       | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       | <b>22</b> 64                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                                                     |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |           |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      |           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                            |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. ....                  | <b>27</b> |                                                                     |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                      |           |   |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) ..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                    | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                   |                     |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                   |                     |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           |                   | <b>31a</b>          | 3918630       |
| <b>b</b> Excess assets, if applicable, but not greater than 31a .....                                                                                                                |                   | <b>31b</b>          | 0             |
| <b>32</b> Amortization installments:                                                                                                                                                 |                   | Outstanding Balance | Installment   |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                |                   | 5026622             | 600435        |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                   |                     |               |
| <b>33</b> 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 ..... |                   | <b>33</b>           | 0             |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .....                                                         |                   | <b>34</b>           | 4519065       |
|                                                                                                                                                                                      | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                               | 0                 |                     | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  |                   | <b>36</b>           | 4519065       |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  |                   | <b>37</b>           | 6480512       |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                   |                     |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       |                   | <b>38a</b>          | 1961447       |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                   | <b>38b</b>          | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      |                   | <b>39</b>           | 0             |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  |                   | <b>40</b>           | 0             |

**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**

|                                                                                                                 |  |                                                                                                                         |  |
|-----------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>41</b> If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |  |                                                                                                                         |  |
| <b>a</b> Schedule elected .....                                                                                 |  | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....                                |  | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |
| <b>42</b> Amount of acceleration adjustment .....                                                               |  | <b>42</b> 0                                                                                                             |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  |  | <b>43</b> 0                                                                                                             |  |