

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>10/01/1940</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GENERAL MOTORS LLC</u> <u>300 RENAISSANCE CENTER</u> <u>MC 482-C16-D25</u> <u>DETROIT, MI 48265-3000</u>	2b Employer Identification Number (EIN) <u>27-0383222</u> 2c Sponsor's telephone number <u>313-665-4085</u> 2d Business code (see instructions) <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.

SIGN HERE	<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
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GENERAL MOTORS LLC 300 RENAISSANCE CENTER MC 482-C16-D25 DETROIT, MI 48265-3000	3b Administrator's EIN 27-0383222 3c Administrator's telephone number 313-665-4085
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	477475
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	82660
c Other retired or separated participants entitled to future benefits.....	6c	68
d Subtotal. Add lines 6a , 6b , and 6c	6d	82728
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	27100
f Total. Add lines 6d and 6e	6f	109828
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1E 1G 1I 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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.

A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information		
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a <u>32965733025</u>		
b Actuarial value	2b <u>31748256532</u>		
3 Funding target/participant count breakdown:			
a For retired participants and beneficiaries receiving payment	3a <u>122069</u>	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b <u>25327</u>		<u>26383017237</u>
c For active participants:			
(1) Non-vested benefits	3c(1)		<u>822865460</u>
(2) Vested benefits	3c(2)		<u>743253598</u>
(3) Total active	3c(3) <u>25747</u>		<u>4134741588</u>
d Total	3d <u>173143</u>		<u>4877995186</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☒		
a Funding target disregarding prescribed at-risk assumptions	4a <u>31696911371</u>		
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	4b <u>32664327652</u>		
5 Effective interest rate	5 <u>5.46 %</u>		
6 Target normal cost	6 <u>168719997</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.

SIGN HERE		<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 NORTHE GLEBE ROAD</u> <u>ARLINGTON, VA 22203-1808</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

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)	12016420000	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	183326000	0
9 Amount remaining (line 7 minus line 8)	11833094000	0
10 Interest on line 9 using prior year's actual return of <u>8.88</u> %	1050778747	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections	4000700000	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	8883172747	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	71.26 %
15 Adjusted funding target attainment percentage.....	15	100.16 %
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	102.09 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2012	650000000				
11/19/2012	1500000000				
04/12/2013	150000000				
			Totals ►	18(b)	2300000000
				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
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2165646880
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 2.27%	2nd segment: 5.43%	3rd segment: 6.34 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☒ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	168719997	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	9218794098	790674172	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	959394169	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	200000000	0	200000000
36 Additional cash requirement (line 34 minus line 35)	36	759394169	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2165646880	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1406252711	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	200000000	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	7191678	
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <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 <u>SEE ATTACHED PDF</u>	FOR COMPLETE SCHEDULE C ALL SECTIONS, MI 00000
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(b) Enter name and EIN or address of person who provided you disclosure 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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WHITE PLAZA GROUP TRUST

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

c EIN-PN <u>11-3317084-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>187136962</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: GM HRLY-RATE EMPLOYES PENSION TRUST

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

c EIN-PN <u>25-6013833-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9264</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST

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

c EIN-PN <u>25-6295264-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1070066233</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION TRUST II

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

c EIN-PN <u>02-0615827-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>156393359</u>
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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)
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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)
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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)
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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
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012		
A Name of plan GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL MOTORS LLC	D Employer Identification Number (EIN) 27-0383222	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		606104303
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		650000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		228492488
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		26999393
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		23166809894
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	31742183429	1257212459
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	816016549	156393359
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		3153242549

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	407676759	
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	32965876737	29245254445

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	70700255	365499495
i Acquisition indebtedness	1i		
j Other liabilities	1j		1814163242
k Total liabilities (add all amounts in lines 1g through 1j)	1k	70700255	2179662737

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	32895176482	27065591708
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Part II **Income and Expense Statement**

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2300000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2300000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	745837	
(B) U.S. Government securities	2b(1)(B)	6716357	
(C) Corporate debt instruments	2b(1)(C)	144793531	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	142488	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		152398213
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2203798	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2203798
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	264685030	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		264685030

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-582080714	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-582080714
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4050645561
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		252027789
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		2182862
d Total income. Add all income amounts in column (b) and enter total.....	2d		6442062539

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6036486250	
(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)		6036486250
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	84968132	
(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)		84968132
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6121454382

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		320608157
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		6150192931

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
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		150000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☒ Yes ☐ No Amount: 0

- 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 SALARIED RETIREMENT PROGRAM

5b(2) EIN(s)	5b(3) PN(s)
27-0383222	016

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3275867</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>5729</u>

Part II	Funding Information (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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☒ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 15% Investment-Grade Debt: 63% High-Yield Debt: 6% Real Estate: 6% Other: 10%

- 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 RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Employer ID: 27-0383222

Plan Number: 001

Statement of Net Liabilities as of September 30, 2012 (Liquidation Basis) and
Statement of Net Assets Available for Benefits as of September 30, 2011 (Going Concern Basis)

Statement of Changes in Net Liabilities
for the Period June 1, 2012 to September 30, 2012 (Liquidation Basis) and Statement of Changes in Net
Assets Available for Benefits for the Period October 1, 2011 to May 31, 2012 (Going Concern Basis)

Statements of Accumulated Plan Benefits
as of September 30, 2012 (Liquidation Basis) and September 30, 2011 (Going Concern Basis)

Statements of Changes in Accumulated Plan Benefits
for the Period June 1, 2012 to September 30, 2012 (Liquidation Basis) and
for the Period October 1, 2011 to May 31, 2012 (Going Concern Basis)

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of September 30, 2012.....	i
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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 Retirement Program for Salaried Employees:

We have audited the accompanying financial statements of the General Motors Retirement Program for Salaried Employees (the "Plan") as of and for the periods 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, net liabilities and accumulated plan benefits as of September 30, 2012 (Liquidation Basis), financial status of the Plan as of September 30, 2011 (Going Concern Basis), changes in net liabilities and changes in accumulated plan benefits for the period June 1, 2012 to September 30, 2012 (Liquidation Basis), and changes in the financial status of the Plan for the period October 1, 2011 to May 31, 2012 (Going Concern Basis), in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the financial statements, General Motors LLC, the Plan's sponsor, undertook initiatives to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis effective June 1, 2012.

As discussed in Note 10 to the financial statements, the financial statements include investments valued at approximately \$4 billion (15% of total assets) and \$12 billion (36% of total assets) as of September 30, 2012 and 2011, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on the methods described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the 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

Member of
Deloitte Touche Tohmatsu Limited

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENT OF NET LIABILITIES AS OF SEPTEMBER 30, 2012 (LIQUIDATION BASIS) AND STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS AS OF SEPTEMBER 30, 2011 (GOING CONCERN BASIS) (in thousands)

	2012 (In Liquidation)	2011 (Going Concern)
Assets		
Cash	\$ 606,104	\$ -
Investments at estimated fair value:		
Interests in Investment Trusts	1,257,213	31,735,098
Interests in Master Trusts	156,393	816,017
GM Company common stock	-	407,677
Cash equivalents and other short term investments	26,999	-
Debt securities	23,166,810	-
Group annuity contracts	3,148,710	-
Derivatives, net	4,533	-
Contribution receivable from GM	650,000	-
Accrued interest and other	226,768	-
Receivable related to investments sold	1,725	-
Net assets held in 401(h) account	-	7,085
Total assets	<u>29,245,255</u>	<u>32,965,877</u>
Liabilities		
Amount due New SRP	1,464,163	-
Loan payable to GM	350,000	-
Payable related to investments purchased	339,088	-
Accrued administrative expenses and other	26,412	70,701
Present value of participant benefits, including annuitization costs	27,585,489	-
Amounts related to obligations of 401(h) account	-	7,085
Total liabilities	<u>29,765,152</u>	<u>77,786</u>
Net assets available for benefits		<u>\$ 32,888,091</u>
Net liabilities in liquidation	<u>\$ (519,897)</u>	

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENT OF CHANGES IN NET LIABILITIES FOR THE PERIOD JUNE 1, 2012 TO SEPTEMBER 30, 2012 (LIQUIDATION BASIS) AND STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE PERIOD OCTOBER 1, 2011 TO MAY 31, 2012 (GOING CONCERN BASIS) (in thousands)

	For the Period June 1, 2012 to September 30, 2012 (In Liquidation)	For the Period October 1, 2011 to May 31, 2012 (Going Concern)
Additions		
Contributions from GM	\$ 2,300,000	\$ -
Investment income (loss):		
Net investment gain from Investment Trusts	1,285,708	2,764,282
Net investment gain from Master Trusts	45,938	206,089
Net realized and unrealized gain (loss) on investments:		
GM Company common stock	(50,303)	40,808
Other equity securities	5,167	-
Debt securities	(274,201)	-
Group annuity contracts	(15,443)	-
Investment funds	(3,620)	-
Private equity and real estate	(10,247)	-
Derivatives	(9,558)	-
Interest income	152,398	-
Dividend and other income	4,387	-
Total additions	<u>3,430,226</u>	<u>3,011,179</u>
Deductions		
Benefits paid to participants:		
Annuities	802,991	1,696,682
LSOWP lump sum payments	3,536,656	-
Administrative expenses	55,979	28,979
Total deductions	<u>4,395,626</u>	<u>1,725,661</u>
Transfer of investments to New SRP	<u>(6,142,617)</u>	<u>-</u>
Net (decrease) increase	(7,108,017)	1,285,518
Liquidation basis adjustments		
Present value of participant benefits, including annuitization costs	(27,585,489)	-
Net assets available for benefits		
Beginning of period	34,173,609	32,888,091
End of period		<u>\$ 34,173,609</u>
Net liabilities in liquidation	<u>\$ (519,897)</u>	

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF ACCUMULATED PLAN BENEFITS AS OF SEPTEMBER 30, 2012 (LIQUIDATION BASIS) AND AS OF SEPTEMBER 30, 2011 (GOING CONCERN BASIS) (in thousands)

	2012 (In Liquidation)	2011 (Going Concern)
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ -	\$ 28,487,346
Non-retired participants	-	5,097,702
Terminated vested and transferred participants	-	1,147,845
Total vested benefits	-	34,732,893
Nonvested benefits	-	872,834
	<u>\$ -</u>	<u>\$ 35,605,727</u>

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS FOR THE PERIOD JUNE 1, 2012 TO SEPTEMBER 30, 2012 (LIQUIDATION BASIS) AND FOR THE PERIOD OCTOBER 1, 2011 TO MAY 31, 2012 (GOING CONCERN BASIS) (in thousands)

	For the Period June 1, 2012 to September 30, 2012 (In Liquidation)	For the Period October 1, 2011 to May 31, 2012 (Going Concern)
Actuarial present value of accumulated Plan benefits—Beginning of period	<u>\$ 36,790,104</u>	<u>\$ 35,605,727</u>
Increase (decrease) during the year attributable to:		
Benefits earned	41,254	162,062
Interest	406,868	1,001,013
Plan amendments	-	(3,953)
Benefits paid:		
Annuities	(802,991)	(1,696,682)
LSOWP lump sum payments	(3,536,656)	-
Changes in actuarial assumptions	1,357,693	1,721,937
Transfer of pension benefit obligation to New SRP	(8,755,779)	-
Net cost of annuity contracts purchased from insurance companies	2,084,996	-
Liquidation basis adjustment:		
Present value of participant benefits, including annuitization costs	<u>(27,585,489)</u>	<u>-</u>
	<u>(36,790,104)</u>	<u>1,184,377</u>
Actuarial present value of accumulated Plan benefits—End of period	<u>\$ -</u>	<u>\$ 36,790,104</u>

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

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

The Plan was terminated effective November 1, 2012 as disclosed in Note. 20 Subsequent Events.

General

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

- Employees hired prior to January 1, 2001 – Accumulated benefits earned by Plan participants were generally based on eligible base salary and credited service and vested after five years of service. The Plan was amended effective January 1, 2007 to provide a modified future benefit based on 1.25% of career average monthly base salary for future years of service. The Plan was further amended effective January 1, 2008 to include both base pay and incentive compensation in the Plan's 1.25% benefit formula, not to exceed the applicable IRC limits. Voluntary employee contributions were permitted prior to January 1, 2007 and vested immediately.
- Employees hired on or after January 1, 2001 and before January 1, 2007 – Plan participants earned benefits under the Account Balance Plan ("ABP"), a cash balance feature of the Plan. Pay credits were allocated to ABP accounts monthly based on age and eligible base pay. Interest credits accrued monthly based on the 30-year U.S. Treasury bond in accordance with the Plan document. Effective January 1, 2007, employees ceased accruing future pay credits in the ABP portion of the Plan. Existing balances under the ABP portion of the Plan continue to earn interest credits. Benefits earned prior to January 1, 2007 vested after three years of service.

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

The Plan was amended as described in Note 3. Plan Amendments.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 1. Description of the Plan (continued)

The Investment Funds Committee (“IFC”) of the GM LLC Board of Managers is a named fiduciary for the Plan 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. GMIMCo is an indirect wholly-owned subsidiary of GM Company. State Street Bank and Trust Company (“State Street” or “Trustee”) serves as the Plan’s principal trustee.

The Company amended the Plan to establish an Annuity Committee as a named fiduciary with authority and control to the extent permitted by ERISA regarding the management of Plan assets in connection with the purchase of annuities for certain SRP retirees, assessment of various insurers’ suitability and capacity to issue such annuities, negotiation with suitable insurers regarding the terms and issuance of such annuities, to appoint and designate one or more fiduciaries to carry out Annuity Committee responsibilities and to circumscribe the investment management authority of GMIMCo as appropriate to prevent any conflict between the authority of the Annuity Committee and the authority of GMIMCo. The Annuity Committee entered into an agreement with State Street pursuant to which, State Street was engaged to serve as the independent fiduciary with the responsibility to select one or more insurers to issue annuity contracts to cover Plan benefits in conjunction with the termination of the Plan.

401(h) Account

The Plan included a medical benefit component to fund a portion of the postretirement obligations for eligible retirees and their beneficiaries. In accordance with IRC Section 401(h), the Plan’s investments in the 401(h) account were restricted and could not be used for, or diverted to, any purpose other than providing health care benefits for eligible retirees and their beneficiaries. The related obligations for retiree health care benefits were not included in the Plan’s obligations in the statements of accumulated plan benefits under U.S. GAAP (hereinafter defined). Plan participants did not contribute to the 401(h) account. Company contributions to the 401(h) account were determined annually at the discretion of GM LLC, subject to the limitations of IRC Section 401(h). The 401(h) account was transferred to the General Motors Salaried Retirement Program (“New SRP”) as described in Note 5. Transfers to New SRP.

Employee Contributions

Accumulated employee contributions and interest thereon, net of applicable benefit payments, was approximately \$290 million at September 30, 2011. Interest was credited to accumulated employee contributions at 3.25%.

Note 2. Significant Accounting Policies

Change in Basis of Accounting

As a result of the initiatives undertaken to terminate the Plan hereinafter discussed, the basis of accounting in the financial statements was changed from the accrual basis to the liquidation basis of accounting effective June 1, 2012 in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). In connection with the change in basis of accounting, the Plan is reporting its benefit obligation as a liability on the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

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 liabilities in liquidation and net assets available for benefits and accumulated plan benefits and the reported amounts of changes therein. Actual results could differ from those estimates.

Contributions

GM contributions are made periodically and are within the limits 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 recorded when paid on a going concern basis and accrued under the liquidation basis of accounting.

Administrative Expenses

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

Interests in Master Trusts and Investment Trusts

A portion of the Plan's investments were held in the GMAM Group Pension Trust I ("GMAM I"), GMAM Group Pension Trust II ("GMAM II"), GMAM Group Pension Trust III ("GMAM III") and GMAM Investment Funds Trust ("GIFT"), each a master trust (collectively "Master Trusts"). GIFT and GMAM II each became a master trust effective December 1, 2011 and August 1, 2012, respectively, because of the liquidation of unrelated plan sponsor investments. The only GM sponsored benefit plans participating in the Master Trusts are the Plan, the New SRP and General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan").

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

The Master Trusts and the Investment Trusts are tax exempt under the IRC and are direct filing entities. The plans that participate in either the Master Trusts and/or the Investment Trusts own a beneficial interest in certain underlying investments of these respective trusts. The investments of the Master Trusts and the Investment Trusts principally represented holdings of beneficial interests in unitized investment accounts ("Pool(s)"). The Pools were not separate legal entities from the Master Trusts or the Investment Trusts but were recordkeeping accounts established for investment strategy and administrative convenience that held the underlying investments. The Pool structure was dissolved effective October 1, 2011 to simplify recordkeeping. Upon dissolution, the investments then held by the Pools were apportioned pro-rata to the applicable Master Trusts and the Investment Trusts based on their respective beneficial ownership interests therein. The Master Trusts and Investment Trusts became the direct holders of the investments and this recordkeeping change did not have an effect on the Plan's financial statements.

The Plan became the sole owner of the General Motors Salaried Employees Pension Trust ("GMSEPT"), formerly a group trust, on August 1, 2012 as a result of the liquidation of all other related and unrelated benefit plans' beneficial interests therein. The GMSEPT was recharacterized as a simple trust. Accordingly, the Plan's 100% ownership of the underlying assets and liabilities of the GMSEPT have been separately presented as direct holdings in the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012. The changes in the assets and liabilities of the GMSEPT, since the date of recharacterization through September 30, 2012, have been included within the applicable reported classifications in the *Statement of Changes in Net Liabilities (Liquidation Basis)*.

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

Risks and Uncertainties

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

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 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, Master Trusts’ and the Investment Trusts’ 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.

Investment Valuation

The Plan’s investments and the investments held within the Master Trusts and Investment Trusts were estimated at fair value as described below.

Cash equivalents and other short-term investments – Money market funds and other similar short-term investment funds are valued using the net asset value per share (“NAV”) as provided by the investment sponsor or third party administrator. Prices for short-term debt securities are received from independent pricing services or from dealers who make markets in such securities. Independent pricing services utilize matrix pricing which considers readily available inputs such as the yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices. Money market mutual funds which provide investors with the ability to redeem their interests on a daily basis and for which the NAV is publicly available are classified in Level 1. Other cash equivalents and short-term investments are classified within Level 2.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

Equity securities – Common and preferred stock (including the GM Shares hereinafter defined), for which market quotations are readily available at the measurement date, are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are actively traded and are classified in Level 1. Common and preferred stocks for which the market is not considered to be active are valued via the use of observable inputs which may include, among others, the use of adjusted market prices last available, bids or last available sales prices and/or other observable inputs and are classified in Level 2. Common and preferred stock classified in Level 3 are those privately issued securities or other issues that are valued via the use of valuation models using significant unobservable inputs that generally consider among others, aged (stale) pricing, earnings multiples, discounted cash flows and/or other qualitative and quantitative factors. Other security attributes such as liquidity and market activity may be considered in assessing the observability of inputs used by pricing services or dealers, which may affect classification in the fair value hierarchy.

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

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

Group annuity contracts – Group annuity contracts are the contracts entered into with life insurance companies which are used as a funding instrument for specified benefits payments. The contracts are supported by one or more separately managed investment accounts which generally hold investments in high quality fixed income securities. The fair value of each contract depends, to a significant extent, on the values of the units of the separately managed investment accounts supporting the contract. The fair value of the separately managed investment accounts' assets is based on the fair value of the underlying securities held which are determined by each of the insurance companies. From time to time, the Plan's liabilities may increase when certain contractually required reserves, as estimated by an insurer under the terms of the contract, exceed the fair value of contract assets. The resulting difference represents an outstanding contract asset deficiency that must be funded by the Plan's sponsor. Group annuity contracts are unallocated arrangements and are classified in Level 3.

Investment funds – Investments in exchange traded funds and mutual funds, for which market quotations are readily available, are valued at the last reported sale price, official closing price or publicly available NAV (or its equivalent) on the primary market or exchange on which they are traded and are classified in Level 1. Investments in private investment funds (including hedge funds, private equity funds, real estate funds and other alternative investment funds) are generally valued based on their respective NAV (or its equivalent), as a practical expedient to estimate fair value due to the absence of readily available market prices. Fair value estimates for private investment funds are provided by the respective investment sponsors or investment advisers and are subsequently reviewed and approved by the Plan's management. In the event that Plan management concludes a reported NAV or fair value estimate (collectively, external valuation) does not reflect fair value or is not determined as of the financial reporting measurement date, Plan management will determine whether or not an adjustment is necessary based on a review of material factors that could affect the valuation, such as changes to the composition or performance of the underlying investment(s) or comparable investments, overall market conditions, expected sale prices for private investments which are probable of being sold in the short term, and other economic factors that may possibly have a favorable or unfavorable effect on the reported external valuation. Plan management may adjust the external valuation to ensure fair value as of the balance sheet date. Investment funds that may be fully redeemed at NAV in the near-term (within 90 days) are generally classified in Level 2, otherwise Level 3.

Private equity and debt investments – This category includes direct private equity investments acquired through private placement transactions and indirect investments made through private equity and debt investment funds. Direct investments are generally valued in good faith via the use of the market approach (earnings multiples from comparable companies) or the income approach (discounted cash flow techniques), and may consider inputs such as revenue growth and gross margin assumptions, discount rates, discounts for lack of liquidity, market capitalization rates and the selection of comparable companies. As these valuations incorporate significant unobservable inputs, such investments are classified in Level 3. Refer to *Investment Funds* above for a discussion on fair value estimates related to private equity and debt investment funds.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

Real estate and other alternative investments – This category includes direct real estate, real estate mezzanine loans, infrastructure, and natural resource investments (collectively “other alternative investments”) acquired through private placement transactions and indirect investments made through real estate and other alternative investment funds. Fair value estimates for direct investments are generally valued in good faith via the use of the market approach (comparable sales) or the income approach (discounted cash flow techniques), and may consider inputs such as annual gross rents, projected vacancy rates, collection loss and recovery rates, natural resource production and reserve estimates, forward price curves, operating expenses, discount rates, discounts for lack of liquidity and the selection of comparables. As these valuations incorporate significant unobservable inputs, such investments are classified in Level 3. Refer to *Investment Funds* above for a discussion on fair value estimates related to real estate and other alternative investment funds.

Derivatives – Exchange traded derivatives, such as options and futures, for which market quotations are readily available, are valued at the last reported sale price or official closing price on the primary market or exchange on which they are traded and are classified in Level 1. Over-the-counter derivatives, including but not limited, to swaps, swaptions and forwards, which are typically valued through independent pricing services with observable inputs, are generally classified in Level 2. Derivatives classified in Level 3 are typically valued via the use of pricing models which incorporate significant unobservable inputs, but may also include derivatives which are valued with the use of significant observable inputs which are not subject to corroboration. The inputs to the model based valuations may include extrapolated or model-derived assumptions such as volatilities and yield and credit spread assumptions.

Recently Adopted Accounting Standards

The Plan adopted the provisions of FASB Accounting Standards Update (“ASU”) 2010-06, *Fair Value Measurements and Disclosures* (“ASU 2010-06”) related to the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. ASU 2010-06 was effective for fiscal years beginning after December 15, 2010. The adoption of the expanded disclosure requirement did not have a material effect on the Plan’s financial statements.

New Accounting Standards

The FASB issued the accounting standards described below pertinent to liquidation basis accounting, 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 participant benefits 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.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

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.

The FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities* (“ASU 2011-11”) in December 2011. ASU 2011-11 requires improved disclosure of information about financial instruments and derivative instruments that are either: (1) offset in accordance with U.S. GAAP or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current accounting guidance. The enhanced disclosures will facilitate the evaluation of the effect or potential effect of netting arrangements on an entity’s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments. ASU 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013 and must be applied retrospectively for all comparative periods presented.

Note 3. Plan Amendments

The Plan was amended effective December 1, 2011 to afford eligible salaried participants with the option to elect a lump-sum distribution of their entire pension benefit upon retirement on or after December 1, 2011. The lump-sum distribution amount could be taken in the form of either: 1) cash; 2) direct transfer or roll-over into the participants 401(k) account in the General Motors Retirement Savings Plan for Salaried Employees in the United States (“RSP”) or 3) direct transfer or roll-over into an individual retirement account or an eligible retirement plan. The lump-sum option was not applicable to total and permanent disability retirements. The effect of this amendment on accumulated plan benefits was not significant.

In January 2012, the Plan was amended to cease the future accrual of benefits under the 1.25% formula effective September 30, 2012. Salaried employee benefits earned prior to this date were not reduced. This amendment did not have an effect on accumulated plan benefits.

The Plan was amended effective May 1, 2012 to provide a GM Voluntary Lump-Sum Offer Window Program (“LSOWP”) to specific eligible retirees and beneficiaries, and was subsequently amended again to provide for the transfer of all active and certain other retired and terminated vested participants and the associated benefit obligations and assets (pursuant to the requirements of IRC Section 414(l)) to the New SRP on August 1, 2012.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 4. Retiree Lump-Sum Offer and Annuity Contracts

On June 1, 2012, the LSOWP was offered to 44,806 eligible retirees and their beneficiaries who commenced receipt of benefits on or after October 1, 1997, but prior to December 1, 2011. Under the LSOWP, eligible participants had the option to elect to receive the entire amount of their pension benefits, except for certain benefits attributable to pre-1985 participant voluntary contributions (“Part B Primary Benefits”), in an aggregate lump-sum amount consisting of either: 1) cash; 2) direct transfer or roll-over into the participant’s 401(k) account in the RSP or 3) direct transfer or roll-over into an individual retirement account or another eligible retirement plan. In addition, LSOWP participants were offered the opportunity to change to one of the new forms of monthly joint and survivor benefits based on eligibility. The election period concluded on July 20, 2012 and a total of 12,437 participants voluntarily accepted the LSOWP. Approximately \$3.6 billion of lump-sum payments were issued to electing participants in late August 2012 of which \$3.5 billion was paid (i.e. cleared bank presentments) through September 30, 2012.

GM entered into a Definitive Transaction Framework Agreement (“DTFA”) with The Prudential Insurance Company of America (“Prudential”), a Prudential Financial, Inc. company, and State Street (on behalf of the Plan) on May 30, 2012. Pursuant to the DTFA, the Plan agreed to purchase from Prudential an irrevocable, single premium, nonparticipating group annuity contract that required Prudential to assume the obligations to pay and administer future annuity payments (other than Part B Primary Benefits) to those salaried retirees that were not transferred to the New SRP, not offered the LSOWP or offered the LSOWP but did not elect a lump-sum distribution.

The Plan owned three discrete participating group annuity contracts that were previously issued by Prudential, Metropolitan Life Insurance Company (“MetLife”) and Aetna Life Insurance Company (“Aetna”) and are referred to herein individually as the “Prudential GAC”, “MetLife GAC” and “Aetna GAC”. The Prudential GAC, MetLife GAC and Aetna GAC each separately guaranteed the payment of one third of participant pre-1985 Part B Primary Benefits under the Plan and were supported by certain assets held by the respective insurers in separate investment accounts. The Plan participated in the investment returns, participant mortality and other experience pertinent to these group annuity contracts. In August 2012, GM and State Street (on behalf of the Plan) entered into distinct Pricing Framework Agreements with MetLife (“MetLife PFA”) and Aetna (“Aetna PFA”) pursuant to which, the MetLife GAC and Aetna GAC would be amended, restated and converted to irrevocable, nonparticipating group annuity contracts upon Plan termination and the satisfactory completion of other conditions to closing. The Prudential GAC was amended and restated to reflect the conversion of the Part B Primary Benefits component to nonparticipating status, and to incorporate the purchase of terminal annuities as contemplated by the DTFA previously discussed.

The transactions with Prudential, MetLife and Aetna were consummated subsequent to September 30, 2012 as described in Note 20. Subsequent Events.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 5. Transfers to New SRP

All active salaried participants and certain terminated vested and other retirees were transferred to the New SRP effective August 1, 2012. The actuarial present value of accumulated Plan benefits attributable to the participants transferred aggregated approximately \$8.8 billion and was determined using the actuarial assumptions applicable to the New SRP. The fair value of the related investments totaled approximately \$6.1 billion and was calculated pursuant to the requirements of IRC Section 414(l). Investments with a fair value approximating \$4.7 billion were initially transferred to the New SRP on August 1, 2012. The remaining investments were transferred subsequent to September 30, 2012, including accumulated earning thereon to the transfer date, pending satisfactory completion of all requisite valuation and closing requirements. Accordingly, a liability of approximately \$1.5 billion representing the amount due the New SRP has been recorded in the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012.

The net assets of the Plan's 401(h) account which approximated \$7.6 million were also transferred to the New SRP on August 1, 2012.

Note 6. Investment in GM Company Common Stock

At September 30, 2011, the Plan directly owned 20,202,020 shares of GM Company \$.01 par value common stock ("GM Shares") with a fair value of approximately \$408 million. The investment in GM Shares was classified within Level 1 of the fair value hierarchy. The GM Shares were transferred to the New SRP on August 1, 2012.

The GM Shares were not registered under the Securities Act of 1933, as amended ("1933 Act"), or the securities laws of any state, and were subject to certain transfer restrictions, standstill provisions, voting protocols, registration procedures, covenants and other rights and obligations as specified in the applicable Contribution Agreement, Stockholders Agreement and the Registration Rights Agreement. The GM Shares became fully transferrable in July 2011.

Evercore Trust Company N.A. ("Evercore") served as independent fiduciary and investment manager with respect to the GM Shares.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 7. Directly Held Investments

The following table presents by level within the fair value hierarchy the Plan's directly held investments by major category as of September 30, 2012 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	\$ -	\$ 26,999	\$ -	\$ 26,999
Debt securities				
Corporate debt securities	-	19,843,085	-	19,843,085
U.S. government and agency obligations	-	2,270,578	-	2,270,578
Foreign governments and foreign government agencies	-	50,378	-	50,378
Agency mortgage and asset-backed securities	-	972,629	-	972,629
Non-agency mortgage and asset-backed securities	-	2,012	28,128	30,140
Total debt securities	-	23,138,682	28,128	23,166,810
Group annuity contracts	-	-	3,148,710	3,148,710
Derivatives^(a)	4,533	-	-	4,533
Total net investments	<u>\$ 4,533</u>	<u>\$23,165,681</u>	<u>\$ 3,176,838</u>	<u>\$26,347,052</u>

(a) Represents futures.

The following table summarizes the changes in the fair value of the Level 3 investments directly held by the Plan for the year ended September 30, 2012 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Debt securities							
Non-agency mortgage and asset-backed securities	\$ -	\$ 174	\$ 28,764	\$ 810	\$ -	\$ 28,128	\$ 1,675
Group annuity contracts	-	(19,413)	3,220,820	52,697	-	3,148,710	270,635
Total	<u>\$ -</u>	<u>\$ (19,239)</u>	<u>\$3,249,584</u>	<u>\$ 53,507</u>	<u>\$ -</u>	<u>\$3,176,838</u>	<u>\$ 272,310</u>

Substantially all of the amounts in the purchases/issuances column in the preceding table represents the estimated fair value of GMSEPT Level 3 investments upon conversion to simple trust status on August 1, 2012.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2012 were as follows (in thousands):

	2012				
	<u>GMAM I</u>	<u>GMAM II</u>	<u>GMAM III</u>	<u>GIFT</u>	<u>Combined</u>
Cash	<u>\$ 2,082</u>	<u>\$ 7,241</u>	<u>\$ 4,912</u>	<u>\$ 26,519</u>	<u>\$ 40,754</u>
Investments at fair value					
Cash equivalents and other short-term investments	-	121,889	-	137	122,026
Equity securities (short sales)	(60)	5,764	687,082	3,458,925	4,151,711
Debt securities	39,012	1,143,148	18,213	72,598	1,272,971
Investment funds	1,076	38,229	535,671	357,802	932,778
Private equity and debt investments	12,966	25,077	-	-	38,043
Real estate and other alternative investments	2,077	-	3,500	20,496	26,073
Derivatives, net	(6,762)	90	-	1,146	(5,526)
Total investments	<u>48,309</u>	<u>1,334,197</u>	<u>1,244,466</u>	<u>3,911,104</u>	<u>6,538,076</u>
Receivables					
Accrued investment income	528	14,554	8,087	10,858	34,027
Due from broker for securities sold	10	3,286	8,340	44,891	56,527
Other receivables	1,934	5,975	1,108	4,068	13,085
Total receivables	<u>2,472</u>	<u>23,815</u>	<u>17,535</u>	<u>59,817</u>	<u>103,639</u>
Total assets	<u>52,863</u>	<u>1,365,253</u>	<u>1,266,913</u>	<u>3,997,440</u>	<u>6,682,469</u>
Liabilities					
Due to brokers for securities purchased	-	3,697	7,595	17,164	28,456
Accrued expenses and other liabilities	1	3,931	2	13	3,947
Total liabilities	<u>1</u>	<u>7,628</u>	<u>7,597</u>	<u>17,177</u>	<u>32,403</u>
Total net assets	<u>\$ 52,862</u>	<u>\$ 1,357,625</u>	<u>\$ 1,259,316</u>	<u>\$ 3,980,263</u>	<u>\$ 6,650,066</u>
Plan's beneficial interest	<u>0.0%</u>	<u>11.5%</u>	<u>0.0%</u>	<u>0.0%</u>	

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2011 were as follows (in thousands):

	2011		
	GMAM I	GMAM III	Combined
Cash	\$ 5,221	\$ 7,252	\$ 12,473
Investments at fair value			
Cash equivalents and other short-term investments	33,469	24,607	58,076
Equity securities	42,045	790,209	832,254
Debt securities	306,702	-	306,702
Investment funds	244,572	1,002,628	1,247,200
Private equity and debt investments	34,597	-	34,597
Real estate and other alternative investments	2,040	-	2,040
Derivatives, net	3,521	(707)	2,814
Total unpledged investments	666,946	1,816,737	2,483,683
Debt securities loaned to counterparties under securities lending arrangements at fair value	25,228	-	25,228
Total investments	692,174	1,816,737	2,508,911
Receivables			
Accrued investment income	2,793	2,988	5,781
Due from broker for securities sold	927	132,452	133,379
Other receivables	3,696	679	4,375
Total receivables	7,416	136,119	143,535
Collateral held under securities lending agreements	26,363	-	26,363
Total assets	731,174	1,960,108	2,691,282
Liabilities			
Due to brokers for securities purchased	2,894	3,428	6,322
Liability to return collateral held under securities lending agreements	26,343	-	26,343
Accrued expenses and other liabilities	1	85	86
Total liabilities	29,238	3,513	32,751
Total net assets	<u>\$ 701,936</u>	<u>\$ 1,956,595</u>	<u>\$ 2,658,531</u>
Plan's beneficial interest	<u>14.3%</u>	<u>36.6%</u>	

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The net investment income (loss) attributable to GMAM II for the period August 1, 2012 through September 30, 2012, GIFT for the period December 1, 2011 through September 30, 2012 and GMAM I and GMAM III for the year ended September 30, 2012 was as follows (in thousands):

	<u>GMAM I</u>	<u>GMAM II</u>	<u>GMAM III</u>	<u>GIFT</u>
Investment income				
Net realized and unrealized gains and (losses)				
on investments				
Equity securities	\$ 10,924	\$ (17,261)	\$ 139,054	\$ 360,877
Debt securities	38,459	35,342	(992)	540
Investment funds	28,061	5,316	(6,433)	53,902
Private equity and debt investments	380	(9,570)	-	-
Real estate and other alternative investments	1,052	(1,655)	357	3,494
Derivatives (including foreign currency spot contracts), net	(6,617)	2,423	1,010	(3,207)
Net realized and unrealized gain				
on investments	<u>72,259</u>	<u>14,595</u>	<u>132,996</u>	<u>415,606</u>
Interest income	11,113	12,106	265	266
Dividend income	4,281	895	74,913	143,088
Securities lending and other income, net	570	1,022	(390)	129
	<u>15,964</u>	<u>14,023</u>	<u>74,788</u>	<u>143,483</u>
Administrative expenses and other, net	(763)	25	(1,166)	(8,394)
Net investment income	<u>\$ 87,460</u>	<u>\$ 28,643</u>	<u>\$ 206,618</u>	<u>\$ 550,695</u>

The following table presents the Plan's ownership period of each Master Trust, the net investment income of the Master Trusts during the Plan's ownership period and the Plan's proportionate beneficial interest in the income of the underlying securities of the respective Master Trusts for the period ended September 30, 2012 (in thousands).

	<u>GMAM I</u>	<u>GMAM II</u>	<u>GMAM III</u>	<u>GIFT</u>
	10/1/11	08/1/12	10/1/11	12/1/11
	to	to	to	to
Plan ownership period	7/31/12	09/30/12	7/31/12	7/31/12
Master Trust net investment income				
during Plan ownership period	<u>\$ 73,882</u>	<u>\$ 28,643</u>	<u>\$ 181,956</u>	<u>\$ 328,399</u>
Plan's share of Master Trust net investment income	<u>\$ 14,332</u>	<u>\$ 46,417</u>	<u>\$ 67,320</u>	<u>\$ 123,958</u>

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The changes in the net assets of GMAM II for the period August 1, 2012 through September 30, 2012, GIFT for the period December 1, 2011 through September 30, 2012 and GMAM I and GMAM III for the year ended September 30, 2012 are summarized as follows (in thousands):

	<u>GMAM I</u>	<u>GMAM II</u>	<u>GMAM III</u>	<u>GIFT</u>
Net investment income	\$ 87,460	\$ 28,643	\$ 206,618	\$ 550,695
Net redemptions	<u>(736,534)</u>	<u>(93,644)</u>	<u>(903,897)</u>	<u>(2,303,586)</u>
Decrease in net assets	<u>\$ (649,074)</u>	<u>\$ (65,001)</u>	<u>\$ (697,279)</u>	<u>\$ (1,752,891)</u>

The fair value of the net assets of GMAM II on August 1, 2012 and GIFT on December 1, 2011, the dates these trusts were recharacterized as master trusts, aggregated approximately \$1,422,626 and \$5,733,154, respectively.

The following table presents the individual investments that equaled or exceeded 5% of the respective Master Trusts' net assets as of September 30, 2012 and 2011.

	<u>2012</u>			<u>2011</u>	
	<u>GMAM I</u>	<u>GMAM II</u>	<u>GMAM III</u>	<u>GMAM I</u>	<u>GMAM III</u>
Cash equivalents and other short-term investments					
Government Short Term Investment Fund	\$ -	\$ 121,889	\$ -	\$ -	\$ -
Debt securities					
US Treasury Note 11/15/39, 4.375%	-	152,394	-	-	-
US Treasury Note 02/15/39, 3.5%	-	100,733	-	-	-
US Treasury Note 08/15/22, 1.62%	-	74,918	-	-	-
Marriott Waikiki Term Loan 05/09/14, 2.99025%	24,696	-	-	-	-
Marriott Waikiki Term Loan 05/09/14, 2.49025%	10,966	-	-	-	-
Investment funds					
Cameron I, Ltd.	-	-	-	244,572	-
Tennenbaum Opportunities Fund V, LLC	-	-	219,289	-	240,173
Tennenbaum Special Value Expansion Fund, LLC	-	-	194,701	-	200,943
Battery Park High Yield Opportunity Strategic Fund, Ltd.	-	-	-	-	108,458
Post Aggressive Credit Offshore Fund, Ltd.	-	-	-	-	163,909
Avenue Asia Special Situation IV Fund	-	-	75,118	-	-
Private equity and debt investments					
Regiment Capital Special Situations Fund IV LP	12,966	-	-	-	-
Derivatives					
Interest Rate Swap 4% Fixed, 12/31/44	(6,762)	-	-	-	-

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The following table presents by level within the fair value hierarchy the combined financial assets and liabilities of the Master Trusts by major category as of September 30, 2012 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	\$ -	\$ 122,026	\$ -	\$ 122,026
Equity securities				
Consumer discretionary and staples	931,844	8,609	5,700	946,153
Energy and utilities	531,473	2,376	-	533,849
Industrials and materials	739,379	4,172	235	743,786
Information technology and telecommunication services	692,022	4,732	-	696,754
Financial services	839,142	3,079	164	842,385
Other	388,403	465	-	388,868
Total equity securities	4,122,263	23,433	6,099	4,151,795
Debt securities				
Corporate debt securities	-	217,961	35,745	253,706
U.S. government and agency obligations	-	607,843	-	607,843
Foreign government and government agencies	-	370,645	-	370,645
Non-agency mortgage and asset-backed securities	-	5,095	35,662	40,757
Other	-	20	-	20
Total debt securities	-	1,201,564	71,407	1,272,971
Investment funds				
Equity funds	51,713	172,965	160,919	385,597
Fixed income funds	-	-	1,091	1,091
Multi-strategy funds	8,117	-	462,855	470,972
Event driven funds	-	-	75,118	75,118
Total investment funds	59,830	172,965	699,983	932,778
Private equity and debt investments				
Other	-	-	38,043	38,043
Real estate and other alternative investments				
Real estate investment trusts and other	23,997	-	2,076	26,073
Derivatives^(a)	72	1,586	51	1,709
Total financial assets	4,206,162	1,521,574	817,659	6,545,395
Liabilities^(b)				
Equity securities	-	-	(84)	(84)
Derivatives^(a)	(48)	(425)	(6,762)	(7,235)
Total financial liabilities	(48)	(425)	(6,846)	(7,319)
Total fair value of investments	\$ 4,206,114	\$ 1,521,149	\$ 810,813	\$ 6,538,076

(a) Includes futures, forwards, options, swaps, equity rights and warrants.

(b) Represents investments sold short and derivative contracts.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The following table presents by level within the fair value hierarchy the combined financial assets and liabilities of the Master Trusts by major category, excluding collateral held under securities lending arrangements, as of September 30, 2011 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	\$ -	\$ 58,076	\$ -	\$ 58,076
Equity securities				
Consumer discretionary and staples	242,813	5,183	-	247,996
Energy and utilities	102,262	724	-	102,986
Industrials and materials	86,111	1,214	-	87,325
Information technology and telecommunication services	169,668	-	-	169,668
Financial services	137,179	4,827	-	142,006
Other	82,409	-	-	82,409
Total equity securities	820,442	11,948	-	832,390
Debt securities				
Corporate debt securities	-	75,639	195,981	271,620
Non-agency mortgage and asset-backed securities	-	-	57,358	57,358
Other	-	2,952	-	2,952
Total debt securities	-	78,591	253,339	331,930
Investment funds				
Equity funds	11,537	-	13,251	24,788
Fixed income funds	-	199,123	244,572	443,695
Multi-strategy funds	-	-	702,191	702,191
Event driven funds	-	-	76,526	76,526
Total investment funds	11,537	199,123	1,036,540	1,247,200
Private equity and debt investments				
Other	-	-	34,597	34,597
Real estate and other alternative investments				
Real estate investment trusts and other	825	-	1,215	2,040
Derivatives^(a)	642	5,446	-	6,088
Total financial assets	<u>833,446</u>	<u>353,184</u>	<u>1,325,691</u>	<u>2,512,321</u>
Liabilities^(b)				
Equity securities	(51)	-	(85)	(136)
Derivatives^(a)	-	(3,273)	(1)	(3,274)
Total financial liabilities	<u>(51)</u>	<u>(3,273)</u>	<u>(86)</u>	<u>(3,410)</u>
Total fair value of investments	<u>\$ 833,395</u>	<u>\$ 349,911</u>	<u>\$ 1,325,605</u>	<u>\$ 2,508,911</u>

(a) Includes futures, forwards, options, swaps, equity rights and warrants.

(b) Represents investments sold short and derivative contracts.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

The following table summarizes the changes in the fair value of the Master Trust's combined Level 3 investments for the year ended September 30, 2012 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Equity securities							
Consumer discretionary and staples	\$ -	\$ 5,190	\$ 6,948	\$ 6,438	\$ -	\$ 5,700	\$ 1,253
Industrials and materials	-	(789)	1,024	-	-	235	(189)
Financial services	-	48	116	-	-	164	7
Total equity	-	4,449	8,088	6,438	-	6,099	1,071
Debt securities							
Corporate debt securities	195,981	92	70,615	230,943	-	35,745	(26,201)
Non-agency mortgage and asset-backed securities	57,358	18,702	132,989	173,387	-	35,662	16,384
Total debt	253,339	18,794	203,604	404,330	-	71,407	(9,817)
Investment funds							
Equity funds	13,251	34,992	517,549	404,873	-	160,919	6,214
Fixed income funds	244,572	28,156	13	271,650	-	1,091	(29,382)
Multi-strategy funds	702,191	(25,614)	14,279	228,001	-	462,855	(22,697)
Event driven funds	76,526	2,740	-	4,148	-	75,118	2,506
Total investment funds	1,036,540	40,274	531,841	908,672	-	699,983	(43,359)
Private equity and debt investments							
Other	34,597	(9,282)	36,482	23,754	-	38,043	(9,271)
Real estate and other alternative investments							
Real estate investment trusts and other	1,215	859	198	196	-	2,076	862
Total financial assets	1,325,691	55,094	780,213	1,343,390	-	817,608	(60,514)
Liabilities							
Equity securities	(85)	-	-	(1)	-	(84)	-
Total liabilities	(85)	-	-	(1)	-	(84)	-
Derivatives, net	(1)	(6,758)	48	-	-	(6,711)	(6,707)
Total	<u>\$ 1,325,605</u>	<u>\$ 48,336</u>	<u>\$ 780,261</u>	<u>\$ 1,343,389</u>	<u>\$ -</u>	<u>\$ 810,813</u>	<u>\$ (67,221)</u>

The purchases/issuances column in the preceding table includes amounts aggregating approximately \$515 million representing the combined estimated fair value of GMAM II and GIFT Level 3 investments upon conversion to master trust status on August 1, 2012 and December 1, 2011, respectively. The affected asset classes and amounts were as follows: corporate debt securities \$6 million and equity funds \$509 million.

Transfers Between Levels

There were no significant transfers between Level 1 and Level 2 during the year ended September 30, 2012.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trusts (continued)

Securities Lending

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

The counterparties have the right to sell or repledge the borrowed securities. Upon the termination of the lending agreements, the counterparties are obligated to deliver identical securities as those originally borrowed and the Master Trusts are obligated to return the value of the collateral they originally received. If the borrower fails to deliver the securities on a timely basis, the Master Trusts could experience losses on recovery. Additionally, the Master Trusts are subject to risk of loss from invested cash collateral. In accordance with ASC 860, *Transfers and Servicing*, loaned securities have been separately reported in the Master Trusts' disclosures.

None of the Master Trusts had investment securities on loan at September 30, 2012.

The income earned by each of the Master Trusts during the year ended September 30, 2012 under the securities lending programs was not significant.

As of September 30, 2011 both the fair value of the collateral and the liabilities to the counterparties to return the collateral received by GMAM I was approximately \$26 million.

The securities lending collateral portfolio held by GMAM I at September 30, 2011 consisted of a beneficial interest in a single fixed income investment fund and was classified within Level 2 of the fair value hierarchy.

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to the Master Trusts is contained in Note 11. Derivative Financial Instruments and Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions, respectively.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts

The fair value of the Plan's investments in the Investment Trusts (excluding amounts attributable to the 401(h) account), as of September 30, 2012 and 2011 is presented in the following table (in thousands):

Trusts	Trust EIN	2012	2011
GMAM Group Pension Trust II	02-0615827	\$ -	\$ 487,458
* General Motors Salaried Employees Pension Trust	25-6388249	-	25,101,669
* GMAM Investment Funds Trust	13-3160892	-	1,951,751
* First Plaza Group Trust	25-6295264	1,070,066	3,075,433
First Plaza Group Trust II	26-6389533	-	557,341
White Plaza Group Trust	11-3317084	187,137	560,756
General Motors Hourly-Rate Employees Pension Trust	25-6013833	10	690
Total beneficial interests in Investment Trusts		<u>\$ 1,257,213</u>	<u>\$ 31,735,098</u>

* Denotes investments representing 5 percent or more of the Plan's net assets as of September 30, 2011.

The Plan, along with other affiliated and unaffiliated employee benefit plans, owns a beneficial interest in the underlying net assets held by the Investment Trusts. The Plan's underlying beneficial interest in the net assets of the Investment Trusts approximated 2.0% and 35.2% at September 30, 2012 and 2011, respectively.

The following table provides a summary of the beneficial interests in the net assets of the Investment Trusts by participating plan and the aggregate fair value of the underlying net assets subject to ASC 820 leveling as of September 30, 2012 and 2011, (in thousands):

	2012	2011
Plan	\$ 1,257,213	\$ 31,735,098
Plan 401(h) account	-	7,085
Hourly Plan	55,931,508	57,879,827
New SRP	3,291,756	-
Personal Retirement Plan (PRP)	26,881	-
Plans of other employers	<u>1,675,693</u>	<u>528,083</u>
Total net assets of the Investment Trusts	62,183,051	90,150,093
Less:		
Cash	282,798	75,021
Net non-security assets	387,243	1,647,429
Plans of other employers	<u>1,675,693</u>	<u>-</u>
Fair value of Investment Trusts' net assets subject to leveling	<u>\$ 59,837,317</u>	<u>\$ 88,427,643</u>

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Investment Trusts by major category as of September 30, 2012 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	\$ -	\$ 72,670	\$ -	\$ 72,670
Equity securities				
Consumer discretionary and staples ^(a)	796,414	461	7,012	803,887
Energy and utilities	472,328	11	-	472,339
Industrials and materials	581,083	85	763	581,931
Information technology and telecommunication services	902,116	-	-	902,116
Financial services	573,896	2,124	283	576,303
Other	492,318	-	7,428	499,746
Total equity securities	3,818,155	2,681	15,486	3,836,322
Debt securities				
Corporate debt securities	-	18,632,999	62,146	18,695,145
US government and agency obligations	-	13,445,817	-	13,445,817
Foreign governments and government agencies	-	410,036	30	410,066
Agency mortgage and asset-backed securities	-	1,323,984	-	1,323,984
Non-agency mortgage and asset-backed securities	-	260,358	62,472	322,830
Total debt securities	-	34,073,194	124,648	34,197,842
Investment funds				
Equity funds	85,560	53,542	25,600	164,702
Fixed income funds	-	496,084	290,541	786,625
Funds of hedge funds	-	-	4,125,901	4,125,901
Multi-strategy funds	-	567,092	603,640	1,170,732
Other investment funds	-	381,090	10,681	391,771
Total investment funds	85,560	1,497,808	5,056,363	6,639,731
Private equity and debt investments^(b)				
Venture capital	-	-	1,781,920	1,781,920
Foreign equity	-	-	1,486,141	1,486,141
Leveraged buyouts	-	-	3,025,216	3,025,216
Distressed debt	-	-	1,746,658	1,746,658
Other	-	-	565,559	565,559
Total private equity and debt investments	-	-	8,605,494	8,605,494
Real estate and other alternative investments				
Real estate investment trusts	871,599	-	-	871,599
Core/core plus real estate investments ^(c)	-	-	3,123,762	3,123,762
Opportunistic	-	-	1,143,464	1,143,464
Other ^(d)	-	-	574,201	574,201
Total real estate and other alternative investments	871,599	-	4,841,427	5,713,026
Derivatives^(e)	22,870	1,720,416	958	1,744,244
Total financial assets	4,798,184	37,366,769	18,644,376	60,809,329

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities^(f)				
Agency mortgage and asset-backed securities	-	(9,731)	-	(9,731)
Derivatives^(e)	<u>(25,013)</u>	<u>(936,643)</u>	<u>(625)</u>	<u>(962,281)</u>
Total financial liabilities	<u>(25,013)</u>	<u>(946,374)</u>	<u>(625)</u>	<u>(972,012)</u>
Total fair value of investments	<u>\$ 4,773,171</u>	<u>\$36,420,395</u>	<u>\$18,643,751</u>	<u>\$59,837,317</u>

(a) Includes \$1.0 million of GM Company common stock within Level 1.

(b) Includes fund investments and direct holdings.

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

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

(e) Includes futures, forwards, options, swaps, equity rights and warrants.

(f) Represents investments sold short and derivative contracts.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Investment Trusts by major category as of September 30, 2011 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	\$ -	\$ 5,425,908	\$ -	\$ 5,425,908
Equity securities				
Consumer discretionary and staples ^(a)	1,862,457	20,798	22,747	1,906,002
Energy and utilities	1,098,496	3,223	64	1,101,783
Industrials and materials	1,600,419	6,234	8,489	1,615,142
Information technology and telecommunication services	1,683,683	545	1,573	1,685,801
Financial services	1,422,672	14,803	3,349	1,440,824
Other	869,149	225	6,107	875,481
Total equity securities	8,536,876	45,828	42,329	8,625,033
Debt securities				
Corporate debt securities	-	20,597,244	305,286	20,902,530
US government and agency obligations	-	12,601,553	1,783	12,603,336
Foreign governments and government agencies	-	1,402,470	4,624	1,407,094
Agency mortgage and asset-backed securities	-	1,687,060	555	1,687,615
Non-agency mortgage and asset-backed securities	-	1,633,184	84,072	1,717,256
Other	-	38,176	321,723	359,899
Total debt securities	-	37,959,687	718,043	38,677,730
Group annuity contracts	-	-	3,149,767	3,149,767
Investment funds				
Equity funds	4,428	1,003,834	617,723	1,625,985
Fixed income funds	-	1,200,083	1,029,384	2,229,467
Funds of hedge funds	-	-	6,616,573	6,616,573
Multi-strategy funds	7,062	1,046,582	2,207,310	3,260,954
Other investment funds	-	806,254	73,420	879,674
Total investment funds	11,490	4,056,753	10,544,410	14,612,653
Private equity and debt investments^(b)				
Venture capital	-	-	1,891,828	1,891,828
Foreign equity	-	-	1,701,136	1,701,136
Leveraged buyouts	-	-	3,019,852	3,019,852
Distressed debt	-	-	1,864,563	1,864,563
Other	-	-	391,313	391,313
Total private equity and debt investments	-	-	8,868,692	8,868,692
Real estate and other alternative investments				
Real estate investment trusts	1,123,254	585	-	1,123,839
Core/core plus real estate investments ^(c)	-	-	3,568,427	3,568,427
Opportunistic	-	-	1,277,979	1,277,979
Other ^(d)	-	-	736,709	736,709
Total real estate and other alternative investments	1,123,254	585	5,583,115	6,706,954
Derivatives^(e)	178,486	4,659,700	4,713	4,842,899
Total financial assets	9,850,106	52,148,461	28,911,069	90,909,636

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities^(f)				
Agency mortgage and asset-backed securities	-	(51,358)	-	(51,358)
Derivatives ^(e)	<u>(97,292)</u>	<u>(2,322,592)</u>	<u>(10,751)</u>	<u>(2,430,635)</u>
Total financial liabilities	<u>(97,292)</u>	<u>(2,373,950)</u>	<u>(10,751)</u>	<u>(2,481,993)</u>
Total fair value of investments	<u>\$ 9,752,814</u>	<u>\$49,774,511</u>	<u>\$28,900,318</u>	<u>\$88,427,643</u>

(a) Includes \$1.2 million of GM Company common stock within Level 1.

(b) Includes fund investments and direct holdings.

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

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

(e) Includes futures, forwards, options, swaps, equity rights and warrants.

(f) Represents investments sold short and derivative contracts.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

The following table summarizes the activity of the Investment Trusts' financial assets and liabilities classified in Level 3 of the valuation hierarchy for the year ended September 30, 2012 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Equity securities							
Consumer discretionary and staples	\$ 22,747	\$ 4,595	\$ 4,485	\$ 24,793	\$ (22)	\$ 7,012	\$ 1,916
Energy and utilities	64	110	-	174	-	-	-
Industrials and materials	8,489	(33)	386	8,434	355	763	(516)
Information technology and telecommunication services	1,573	(119)	377	966	(865)	-	-
Financial services	3,349	(287)	666	1,151	(2,294)	283	11
Other	6,107	1,549	-	228	-	7,428	1,564
Total equity	42,329	5,815	5,914	35,746	(2,826)	15,486	2,975
Debt securities							
Corporate debt securities	305,286	10,065	110,380	332,533	(31,052)	62,146	(5,547)
US Government and agency obligations	1,783	49	-	1,832	-	-	-
Foreign governments and government agencies	4,624	(183)	28	4,439	-	30	2
Agency mortgage and asset-backed securities	555	12	-	567	-	-	-
Non-agency mortgage and asset-backed securities	84,072	5,716	13,474	39,397	(1,393)	62,472	3,822
Other	321,723	12,460	341	328,405	(6,119)	-	-
Total debt	718,043	28,119	124,223	707,173	(38,564)	124,648	(1,723)
Group annuity contracts	3,149,767	83,103	319,538	3,552,408	-	-	-
Investment funds							
Equity funds	617,723	22,606	-	777,416	162,687	25,600	6,460
Fixed income funds	1,029,384	(21,112)	14,194	731,945	20	290,541	43,699
Funds of hedge funds	6,616,573	302,199	81,670	2,874,541	-	4,125,901	217,138
Multi-strategy funds	2,207,310	137,995	28,891	1,820,848	50,292	603,640	60,543
Other investment funds	73,420	11,784	9,385	83,908	-	10,681	88
Total investment funds	10,544,410	453,472	134,140	6,288,658	212,999	5,056,363	327,928
Private equity and debt investments							
Venture capital	1,891,828	101,848	241,408	440,076	(13,088)	1,781,920	(149,848)
Foreign equity	1,701,136	51,943	172,707	439,645	-	1,486,141	(183,617)
Leveraged buyouts	3,019,852	265,536	386,985	630,539	(16,618)	3,025,216	40,691
Distressed debt	1,864,563	159,566	172,890	450,361	-	1,746,658	138,938
Other	391,313	(47,336)	326,698	105,116	-	565,559	64,531
Total private equity and debt investments	8,868,692	531,557	1,300,688	2,065,737	(29,706)	8,605,494	(89,305)
Real estate and other alternative investments							
Core/core plus real estate investments	3,568,427	331,896	122,326	898,887	-	3,123,762	312,226
Opportunistic	1,277,979	(4,462)	166,023	296,076	-	1,143,464	21,280
Other	736,709	47,516	51,842	261,866	-	574,201	3,691
Total real estate and other alternative investments	5,583,115	374,950	340,191	1,456,829	-	4,841,427	337,197
	28,906,356	1,477,016	2,224,694	14,106,551	141,903	18,643,418	577,072
Derivatives, net	(6,038)	10,895	3,054	5,865	(1,713)	333	422
Total	\$ 28,900,318	\$ 1,487,911	\$ 2,227,748	\$ 14,112,416	\$ 140,190	\$ 18,643,751	\$ 577,494

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Investment Trusts (continued)

The sales/settlements column in the preceding table includes amounts aggregating approximately \$515 million representing the combined estimated fair value of GMAM II and GIFT Level 3 investments upon conversion to master trust status on August 1, 2012 and December 1, 2011, respectively. The affected asset classes and amounts were as follows: corporate debt securities \$6 million and equity funds \$509 million. The sales/settlements column also reflects amounts totaling approximately \$3.248 billion attributable to the estimated fair value of GMSEPT Level 3 investments that became directly held upon transition from investment trust to simple trust status on August 1, 2012. The amounts and asset classes impacted were: non-agency mortgage and asset backed securities \$29 million and group annuity contracts \$3.219 billion.

Transfers Between Levels

There were no significant transfers between Level 1 and Level 2 during the year ended September 30, 2012. Approximately \$163 million of equity funds were transferred from Level 2 to Level 3 during 2012 as a result of changes in fund redemption restrictions imposed by investment managers.

Securities Lending

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

Refer to Note 11. Derivative Financial Instruments and Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions for related disclosures pertaining to the Investment Trusts.

Note 10. Investment Risks

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

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

Currency Risk – The Plan, Master Trusts and Investment Trusts may/did invest in financial instruments denominated in foreign currencies and might be/were exposed to risks that the foreign currency exchange rates might fluctuate in a manner that adversely affects the value of foreign currency denominated assets or liabilities. Foreign currency contracts may be used to manage currency risk.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 10. Investment Risks (continued)

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

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

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

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

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

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 10. Investment Risks (continued)

Certain assets directly held by the Plan at September 30, 2012 and the Investment Trusts at September 30, 2011 represented investments in group annuity contracts. GM entered into group annuity contracts with various life insurance companies to provide pension benefits to certain of the salaried workforce and were supported by high quality fixed income securities. GM, as the Plan's sponsor, was exposed to counterparty risk if any or all of the life insurance companies failed to perform in accordance with the terms and conditions stipulated in the contracts, or any or all of the life insurance companies became insolvent or experience other forms of financial distress. GM and the Plan were also exposed to liquidity risk due to the funding obligation that could have arisen under these contracts. GMIMCo monitors counterparty and liquidity risks on an on-going basis and has procedures in place designed to monitor the financial performance of the life insurance companies that are parties to these contracts and maintain flexibility in addressing contract-specific and broader market events.

Plan investments, whose fair values were based on estimates in the absence of readily determinable fair values, aggregated approximately \$4 billion and \$12 billion at September 30, 2012 and 2011, respectively. The fair value of these investments represented approximately 15% and 36% of the Plan's total assets at September 30, 2012 and 2011, respectively. Because of the inherent uncertainty of these estimates, the values for these types of investments may differ significantly from the fair values that would have been used had a ready market for these investments existed, and the differences could be material.

Note 11. Derivative Financial Instruments

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

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 11. Derivative Financial Instruments (continued)

The fair values of derivative contracts held by the Master Trusts and the Investment Trusts as of September 30, 2012 and 2011 were as follows (in thousands):

	2012		2011	
	Master Trusts	Investment Trusts	Master Trusts	Investment Trusts
Derivative assets				
Interest rate contracts	\$ -	\$ 1,663,907	\$ -	\$ 4,419,869
Foreign currency contracts	441	34,267	5,446	268,580
Commodity contracts	22	48	-	247
Credit contracts	-	315	-	79,884
Equity contracts	1,246	45,707	642	74,319
Total derivative assets	<u>\$ 1,709</u>	<u>\$ 1,744,244</u>	<u>\$ 6,088</u>	<u>\$ 4,842,899</u>
Derivative liabilities				
Interest rate contracts	\$ (6,762)	\$ (879,825)	\$ -	\$ (2,135,869)
Foreign currency contracts	(425)	(24,186)	(3,273)	(162,903)
Commodity contracts	(48)	(22)	-	(869)
Credit contracts	-	(358)	-	(37,406)
Equity contracts	-	(57,890)	(1)	(93,588)
Total derivative liabilities	<u>\$ (7,235)</u>	<u>\$ (962,281)</u>	<u>\$ (3,274)</u>	<u>\$ (2,430,635)</u>

The fair values of the derivative contracts are included in the respective captions – *Interests in Investment Trusts* and in *Interests in Master Trusts* within the Plan's *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012 and *Statement of Net Assets Available for Benefits (Going Concern)* at September 30, 2011. Changes in the fair value of the derivative contracts are recorded in the respective captions – *Net Investment Gain from Investment Trusts* and *Net Investment Gain from Master Trusts* within the Plan's *Statement of Changes in Net Liabilities (Liquidation Basis)* and *Statement of Changes in Net Assets Available for Benefits (Going Concern Basis)*.

The derivative contracts directly held by the Plan as presented in the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012 represented interest rate contracts. Changes in the fair value of these derivative contracts are recorded in the respective caption – *Net Realized and Unrealized Gains (Losses) Derivatives* within the *Statement of Changes in Net Liabilities (Liquidation Basis)*.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 11. Derivative Financial Instruments (continued)

The following table presents the net realized and unrealized gains (losses) of the derivative contracts (including foreign currency spot contracts) held by the Master Trusts and the Investment Trusts. Amounts presented are for the year ended September 30, 2012, except for GMAM II and GIFT which are for the periods August 1, 2012 through September 30, 2012 and December 1, 2011 through September 30, 2012, respectively, (in thousands):

	GMAM I	GMAM II	GMAM III	GIFT	Investment Trusts
Interest rate contracts	\$ (6,762)	\$ 224	\$ -	\$ -	\$ 1,510,966
Foreign currency contracts	311	1,333	1,009	(3,203)	150,841
Commodity contracts	-	65	-	-	372
Credit contracts	-	-	-	-	(4,837)
Equity contracts	(166)	801	1	(4)	434,017
Total	<u>\$ (6,617)</u>	<u>\$ 2,423</u>	<u>\$ 1,010</u>	<u>\$ (3,207)</u>	<u>\$ 2,091,359</u>

The net realized and unrealized loss incurred by the Plan on directly held derivative contracts during 2012 (since conversion of the GMSEPT to simple trust status), as presented in the *Statement of Changes in Net Liabilities (Liquidation Basis)*, was primarily attributable to interest rate contracts.

The following tables present the derivatives activity within the Master Trusts and Investment Trusts based on the average notional amount of derivative contracts held throughout the years ended September 30, 2012 and 2011, except for GMAM II and GIFT which are for the periods August 1, 2012 through September 30, 2012 and December 1, 2011 through September 30, 2012, respectively, (in thousands). GIFT did not enter into any derivative contracts since its conversion to master trust status on December 1, 2011. The notional amount represents the contractual amount applicable to the derivative contracts and not the amount at risk.

2012				
	GMAM I	GMAM II	GMAM III	Investment Trusts
Interest rate contracts	\$ 33,333	\$ 10,148	\$ -	\$ 187,817,699
Foreign currency contracts	26,324	147,191	195,506	10,904,604
Commodity contracts	-	67	-	73
Credit contracts	-	-	-	395,780
Equity contracts	-	-	-	6,101
Total	<u>\$ 59,657</u>	<u>\$ 157,406</u>	<u>\$ 195,506</u>	<u>\$ 199,124,257</u>
2011				
	GMAM I	GMAM III	Investment Trusts	
Interest rate contracts	\$ 33,333	\$ 20,267	\$ 208,041,308	
Foreign currency contracts	117,336	312,157	14,753,059	
Commodity contracts	-	-	134	
Credit contracts	-	-	631,396	
Equity contracts	-	39	142,468	
Total	<u>\$ 150,669</u>	<u>\$ 332,463</u>	<u>\$ 223,568,365</u>	

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 11. Derivative Financial Instruments (continued)

The average notional amount of interest rate derivative contracts directly held by the Plan during 2012 (since conversion of the GMSEPT to simple trust status) was \$731,350.

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

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

Commodity contracts include options on energy products. Commodity options are primarily used to create an exposure to certain commodities, for hedging and risk management purposes, or otherwise as part of a specific investment strategy.

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

Equity contracts include equity swaps, options and futures on equity securities. Equity options and futures are primarily used to rebalance the Plan's asset mix. Equity swaps and options, and to some extent futures, are used to create an exposure to equities and equity indices. Equity options and futures may also be used for hedging and risk management purposes or otherwise as part of specific investment strategies.

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

The fair value of cash and securities posted as collateral by the Master Trusts and the Investment Trusts for the benefit of counterparties in connection with open derivatives contracts at September 30, 2012 and 2011 was as follows (in thousands).

	2012		2011	
	Master Trusts	Investment Trusts	Master Trusts	Investment Trusts
Fair value of collateral posted	\$ -	\$ 446,560	\$ -	\$ 562,507

The Plan did not post any collateral on directly held open derivatives contracts at September 30, 2012.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions

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

Investment Funds

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

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Master Trusts at September 30, 2012 (\$ in thousands):

				Funds with Permitted Redemptions		
Description	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable*	Redemption Frequency	Redemption Notice Period
GMAM I						
Fixed income funds ^(b)	\$ 1,075	\$ -	100%	0%	N/A	N/A
GMAM II						
Equity funds ^(a)	13,361	-	100%	0%	N/A	N/A
Fixed income funds ^(b)	16	-	100%	0%	N/A	N/A
Multi-strategy funds ^(c)	16,734	-	100%	0%	N/A	N/A
Total	\$ 30,111	\$ -				
GMAM III						
Equity funds ^(a)	5,108	-	100%	0%	N/A	N/A
Multi-strategy funds ^(c)	446,120	-	100%	0%	N/A	N/A
Event-driven funds ^(d)	75,118	-	100%	0%	N/A	N/A
Total	\$ 526,346	\$ -				
GIFT						
Equity funds ^(a)	\$ 315,415	\$ -	0%	100%	Daily, Monthly	2 - 30 days

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Master Trusts at September 30, 2011 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Not Redeemable*	Funds with Permitted Redemptions		
				Redeemable*	Redemption Frequency	Redemption Notice Period
GMAM I						
Fixed income funds ^(b)	\$ 244,572	\$ -	0%	100%	Tri-Annually	30 days
GMAM III						
Equity funds ^(a)	7,342	-	100%	0%	N/A	N/A
Fixed income funds ^(b)	199,122	-	0%	100%	Monthly	7 - 10 days
Multi-strategy funds ^(c)	702,191	-	63%	37%	Quarterly	60 days
Event-driven funds ^(d)	76,526	-	100%	0%	N/A	N/A
Total	\$ 985,181	\$ -				

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

(a) *Equity funds* - This category comprises investment funds that primarily invest in U.S. equities as well as equity securities issued by companies incorporated, listed or domiciled in developed and/or emerging markets countries. Also included in this category are equity long/short investment funds that attempt to profit from security mispricing in equity markets. Fund manager redemption restrictions existed for all investment funds in this category that were not redeemable at September 30, 2012.

(b) *Fixed income funds* - This category consists of funds that invest in high quality and high yield fixed income securities of domestic and foreign public and private company and government issuers. Also included in this category are funds investing in strategies whose focus is to invest in fixed income instruments that allow fund managers to profit from mispricing of these instruments. Certain derivatives may be used for hedging purposes by some fixed income fund managers to limit exposure to various risk factors. As of September 30, 2012, all of the investment funds within this category were not redeemable because exit restrictions have been imposed by the fund managers. At September 30, 2011, all of the investment funds within this category were redeemable at various frequencies with a notice period of 30 days or less and were subject to initial lock-up periods ranging from 30 months to 3 years.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

(c) *Multi-strategy funds* - This category represents funds that invest in broadly diversified portfolios of equity, fixed income and derivative instruments. Certain funds may also employ multiple alternative investment strategies, in combination, such as global macro, event-driven, and relative value (which seeks to take advantage of pricing discrepancies between instruments including equities, debt, options and futures). As of September 30, 2012, all of the investment funds (63% based on fair value at September 30, 2011) within this category could not be redeemed because exit restrictions were imposed by fund managers. Expected liquidation periods were 6 years or less for the periods presented. The redeemable investment funds in this category at September 30, 2011 were redeemable quarterly with 60 days' notice.

(d) *Event driven funds* - This category represents investment funds that invest in event-driven situations such as mergers, hostile takeovers, reorganizations, recapitalizations, share buybacks or leveraged buyouts. Fund transactions may involve the simultaneous purchase of stock in companies being acquired and the sale of stock in the acquirer, with the objective of profiting from the spread between the current market price and the ultimate purchase price of the target company. For the periods presented, all of the investment funds within this category could not be redeemed due to fund manager imposed exit restrictions. These investment funds are expected to be liquidated within 5 years or less.

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Investment Trusts as of September 30, 2012 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Not Redeemable*	Funds with Permitted Redemptions		
				Redeemable*	Redemption Frequency	Redemption Notice Period
Equity funds ^(a)	\$ 79,142	\$ -	32%	68%	Daily	2 days
Fixed income funds ^(b)	786,625	85,328	16%	84%	Daily, Monthly, Quarterly, Semi- Annually	2 - 90 days
Multi-strategy funds ^(c)	1,170,732	-	3%	97%	Monthly, Quarterly	3 - 91 days
Funds of hedge funds ^(d)	4,125,901	173,984	95%	5%	Semi-Annually	95 days
Other funds ^(e)	391,771	-	2%	98%	Monthly, Quarterly	5 - 45 days
Total	\$ 6,554,171	\$ 259,312				

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Investment Trusts as of September 30, 2011 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Not Redeemable*	Funds with Permitted Redemptions		
				Redeemable*	Redemption Frequency	Redemption Notice Period
Equity funds ^(a)	\$ 1,621,557	\$ -	1%	99%	Daily, Monthly	2 - 60 days
Fixed income funds ^(b)	2,229,467	89,342	13%	87%	Daily, Monthly, Bi-Monthly, Quarterly, Tri- Annually	2 - 90 days
Multi-strategy funds ^(c)	3,253,892	80,550	6%	94%	Weekly, Monthly, Quarterly, Tri- Annually	3 - 120 days
Funds of hedge funds ^(d)	6,616,573	-	95%	5%	Quarterly, Semi-Annually	60 - 95 days
Other funds ^(e)	879,674	11,094	8%	92%	Monthly, Quarterly	5 - 45 days
Total	<u>\$ 14,601,163</u>	<u>\$ 180,986</u>				

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

(a) *Equity funds* – As previously described, this category represents investment funds that primarily invest in U.S. and foreign equity securities and in equity long/short strategies with the primary objective of profiting from security mispricing in equity markets. As of September 30, 2012, investment funds representing 68% (99% as of September 30, 2011) of the fair value in this category were readily redeemable with notice periods of 60 days or less. The remaining investment funds in this category for the periods presented could not be redeemed due to fund manager imposed exit restrictions.

(b) *Fixed income funds* – As discussed previously, this category consists of funds that invest in high quality and high yield fixed income securities of domestic and foreign public and private company and government issuers and in various other strategies with the objective of profiting from mispricing of these types of fixed income instruments. Derivatives may be used for hedging purposes to limit various risk exposures. As of September 30, 2012, investment funds representing 16% (13% as of September 30, 2011) of the fair value in this category were not redeemable due to exit restrictions imposed by fund managers and were estimated to be liquidated within 10 years or less. The remaining funds within this category were redeemable with notice periods of 90 days or less. Investment funds representing approximately 21% and 39% of the fair value of this category at September 30, 2012 and 2011, respectively, were subject to initial lock-up periods ranging from 1 to 3 years.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

- (c) *Multi-strategy funds* – Multi-strategy funds invest in broadly diversified portfolios of equity, fixed income and derivative instruments as previously described. Investment funds representing approximately 3% of the fair value within this category at September 30, 2012 (6% at September 30, 2011) could not be redeemed as a result of exit restrictions imposed by fund managers and were estimated to be liquidated within 6 years or less. As of September 30, 2011, investment funds representing approximately 21% of the fair value in this category were subject to initial lock-up periods ranging from 1 to 3 years. There were no lock-up periods applicable to any of the investment funds held within this category at September 30, 2012.
- (d) *Fund of hedge funds* - This category represents funds that primarily invest in a portfolio of alternative investment funds. Funds of hedge fund managers typically seek to achieve their objectives by allocating capital across a broad array of alternative investment funds and/or investment managers. As of September 30, 2012, a single investment representing approximately 94% (95% as of September 30, 2011) of the fair value of this category comprised the holding of the General Motors Asset Management Absolute Return Strategy Fund ("ARS Fund"). The ARS Fund is managed by GMIMCo. Generally, investors in the ARS Fund do not have the right to redeem their interest from the fund. However, pursuant to the ARS Fund's offering documents and the Securities and Exchange Commission requirements for registered investment companies, redemption of interests from this fund may occur through a tender offer and payment for the interests tendered must be made within four to six months thereafter. Approximately 5% and 2% of the fair value of the investment funds in this category at September 30, 2012 and 2011, respectively, that were redeemable were subject to initial lock-up periods ranging from 1 to 3 years.
- (e) *Other investment funds* - This category includes investment funds that employ other investment strategies such as global macro (which invests in leveraged transactions), managed futures and event-driven. As of September 30, 2012, investment funds representing 2% (8% as of September 30, 2011) of the fair value in this category could not be redeemed currently because exit restrictions were imposed by the managers of certain investment funds and were estimated to be liquidated within 8 years or less. In addition, investment funds representing approximately 13% of the fair value of this category at September 30, 2012 (17% as of September 30, 2011) were subject to initial lock-up periods ranging from 3 months to 2 years.

Private Equity and Debt Investments

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain private equity and debt investments held by the Master Trusts as of September 30, 2012 and 2011(\$ in thousands):

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*		
			In less than five years	Between five and ten years	In more than ten years
<u>2012</u>					
GMAM I					
Other	\$ 12,966	\$ -	100%	0%	0%
<u>2011</u>					
GMAM I					
Other	\$ 34,597	\$ 24,486	100%	0%	0%

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

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain private equity and debt investments held by the Investment Trusts as of September 30, 2012 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*		
			In less than five years	Between five and ten years	In more than ten years
Venture capital	\$ 1,731,447	\$ 556,964	32%	39%	29%
Foreign equity	1,444,121	336,721	55%	25%	20%
Leveraged buyouts	2,731,412	1,026,232	42%	28%	30%
Distressed debt	1,746,658	303,902	47%	26%	27%
Other	490,483	68,874	32%	63%	5%
Total	\$ 8,144,121	\$ 2,292,693			

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain private equity and debt investments held by the Investment Trusts as of September 30, 2011 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*		
			In less than five years	Between six and ten years	In more than ten years
Venture capital	\$ 1,826,297	\$ 660,356	20%	46%	34%
Foreign equity	1,632,856	464,065	8%	44%	48%
Leveraged buyouts	2,762,440	1,224,828	13%	35%	52%
Distressed debt	1,863,455	406,995	18%	31%	51%
Other	244,654	74,936	0%	97%	3%
Total	\$ 8,329,702	\$ 2,831,180			

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

Certain Investment Trusts were party to new private equity investments that required funding commitments aggregating \$84 million and \$ 256 million at September 30, 2012 and 2011, respectively. These investments were unfunded and had a zero fair value at the respective measurement dates.

Real Estate and Other Alternative Investments

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

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain real estate investments held by the Master Trusts as of September 30, 2012 (\$ in thousands). The Master Trusts did not hold any of these types of real estate and other alternative investments at September 30, 2011.

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*			
			In less than one year	Between one and five years	Between six and ten years	In more than ten years
GMAM I						
Other	\$ 1,252	\$ -	0%	26%	0%	74%

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain real estate investments held by the Investment Trusts as of September 30, 2012 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*			
			In less than one year	Between one and five years	Between six and ten years	In more than ten years
Core/core plus real estate investments	\$ 3,123,972	\$ 74,806	14%	27%	10%	49%
Opportunistic	1,143,464	539,980	14%	71%	15%	0%
Other	355,171	267,894	4%	68%	27%	1%
Total	<u>\$ 4,622,607</u>	<u>\$ 882,680</u>				

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

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain real estate investments held by the Investment Trusts as of September 30, 2011 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Estimated Liquidation Period*			
			In less than one year	Between one and five years	Between six and ten years	In more than ten years
Core/core plus real estate investments	\$ 3,568,427	\$ 136,920	9%	32%	1%	58%
Opportunistic	1,277,980	625,774	13%	74%	12%	1%
Other	481,201	256,127	21%	49%	20%	10%
Total	<u>\$ 5,327,608</u>	<u>\$ 1,018,821</u>				

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

The “Core/Core Plus” category in the tables above for the Investment Trusts reflect approximately \$800 million and \$1.7 billion of investments, as of September 30, 2012 and 2011, respectively, which are held in entities managed by third-party investment advisors. The “Opportunistic” category at September 30, 2012 and 2011 included approximately \$41 million and \$200 million of similar third party managed investments. These investments are highly illiquid, generally cannot be redeemed and distributions from these entities are received upon liquidation of the underlying assets. Plan management has not established a liquidation date for approximately \$400 million and \$1.6 billion of the aforementioned investments as of September 30, 2012 and 2011, respectively. These investments were assigned an estimated liquidation period of “more than ten years”.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 13. 401(h) Account

The net assets of the Plan's 401(h) account at September 30, 2011 totaled \$7,085. The principal investment consisted of a publicly traded investment fund with a fair value of \$7,062 and classified in Level 1 of the fair value hierarchy. The remaining balance of the 401(h) account investments at September 30, 2011 represented cash equivalents and other short-term investments classified in Level 2 of the fair value hierarchy.

Note 14. Termination Priorities

The Plan was terminated effective November 1, 2012 as described in Note 20. Subsequent Events.

Note 15. Federal Income Tax Status

The Internal Revenue Service determined and informed the Company by a letter dated May 18, 2012 that the Plan and related trusts were designed in accordance with applicable sections of the IRC. The Plan was terminated effective November 1, 2012 in accordance with the standard termination procedures of Section 4041 of ERISA. Management believes the Plan was operated in compliance with the applicable sections of the IRC prior to its termination 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.

The Plan's management has analyzed the tax positions taken by the Plan and has concluded that as of September 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions. There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to audit for periods prior to the 2009 plan year.

Note 16. Actuarial Present Value of Accumulated Plan Benefits

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

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money through discounts for interest and the probability of payment by means of decrements such as for death, disability, withdrawal or retirement between the valuation date and the expected date of payment. The actuarial assumptions are based on the presumption that the Plan will continue. However, the Company has terminated the Plan as described in Note. 20 Subsequent Events. As such, the Plan's actuary has modified the actuarial assumptions effective June 1, 2012 to reflect the termination.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 16. Actuarial Present Value of Accumulated Plan Benefits (continued)

The following significant actuarial assumptions were used in the determination of the actuarial present value of accumulated plan benefits on a going concern basis as of May 31, 2012 and September 30, 2011:

- The interest rate used to discount accumulated plan benefits was 3.78% and 4.32% at May 31, 2012 and September 30, 2011, respectively.
- The mortality of retired and non-retired participants was estimated using GM Specific healthy and disabled mortality tables for salaried males and females. The mortality tables were projected with 100% scale AA from October 1, 2004.
- The withdrawal rate, retirement rate and incidence of total and permanent disability were based on GM experience.
- The average basic benefit was \$51.64 per month per year of credited service for the Plan's going concern periods ended May 31, 2012 and September 30, 2011.
- Interest credited to participant accounts under the ABP was at the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (4.27% for July 2011). It was assumed 100% of the participants elect to take this benefit in the form of a lump-sum payment.
- It was assumed that approximately 80% of all male participants and 40% of all female participants would not reject the surviving spouse coverage and the husband-wife age difference is three years for males and two years for females.
- It was assumed that for disability and non-disability retirements occurring prior to December 1, 2011, 100% of participants elect the annuity form of payment. For non-disability retirements on and after December 1, 2011, it was presumed that 50% of retirees would chose a lump-sum payment and the remaining 50% would elect the annuity form of payment for retirement.

The increase in accumulated plan benefits of approximately \$1.7 billion due to changes in actuarial assumptions was primarily caused by a decrease in the discount rate from 4.32% to 3.78%.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 16. Actuarial Present Value of Accumulated Plan Benefits (continued)

The actuarial present value of accumulated plan benefits at September 30, 2012 was converted to a liquidation basis effective June 1, 2012 as a result of the initiatives undertaken to terminate the Plan and reflects the following actuarial assumption revisions and other valuation inputs and adjustments:

- The interest rate used to discount accumulated plan benefits at September 30, 2012 was 3.24% versus 3.78% at May 31, 2012. The decline in the interest rate was the primary reason for the \$1.4 billion increase in the present value of accumulated plan benefits due to actuarial assumption changes.
- Interest credited to participant accounts under the ABP was the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (2.59% for July 2012).
- Lump-sum distributions to eligible retirees and their beneficiaries pursuant to the LSOWP discussed in Note 4. Retiree Lump-Sum Offer and Annuity Contracts totaled approximately \$3.6 billion of which \$3.5 billion was paid (i.e. cleared bank presentments) through September 30, 2012. The remaining amount was paid during the ensuing period October 2012 through April 2013 and discounted using the first spot rate of the October 1, 2012 yield curve which was 0.38%.
- The interest rate used to determine the pension benefit obligation transferred to the New SRP on August 1, 2012 was 3.78%.
- Benefits paid to Plan participants for the period October 1, 2012 through December 31, 2012 totaled approximately \$600 million and were included in the determination of the present value of accumulated plan benefits and discounted using the first spot rate of the October 1, 2012 yield curve which was 0.38%.
- The aggregate costs incurred, net of actuarial experience and certain other investment valuation and participant census data true-up adjustments, to consummate the purchase of the Prudential GAC, MetLife GAC and Aetna GAC described in Note 4. Retiree Lump-Sum Offer and Annuity Contracts and Note 20. Subsequent Events was approximately \$2.1 billion. The aggregate net costs were discounted from the actual payment dates using the first spot rate of the October 1, 2012 yield curve which was 0.38%.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 17. Employer Loans and Contributions

In furtherance of the Plan's termination under ERISA, the Company entered an agreement to pay to the Plan the amounts necessary to ensure that upon distribution of Plan assets, the Plan is able to provide all participant benefits and pay administrative costs.

In August 2012, GM and the Plan entered into a loan agreement whereby, GM loaned the Plan \$2.0 billion for a 90-day period without interest ("Initial Loan"). The Initial Loan satisfied the requirements of Prohibited Transaction Exemption 80-26 ("PTE 80-26") and was in compliance with ERISA. The loan agreement was amended in November 2012 and \$1.5 billion of the Initial Loan was forgiven by the Company and deemed an employer contribution for the year ended September 30, 2012. The due date of the remaining \$0.5 billion Initial Loan amount then outstanding was extended to April 15, 2013, of which \$250 million was repaid by the Plan in December 2012. The loan agreement was further amended in April 2013 and an additional \$150 million of the then outstanding Initial Loan amount was forgiven by the Company and deemed an employer contribution for the year ended September 30, 2012. The due date of the remaining \$100 million outstanding balance was extended to September 27, 2013. The Plan repaid an additional \$55 million during the period April 2013 through June 2013 leaving an outstanding Initial Loan balance of \$45 million. The contributions resulting from the forgiveness of indebtedness were recognized in the *Statement of Changes in Net Liabilities (Liquidation Basis)* for the period June 1, 2012 thru September 30, 2012 in accordance with the Plan's accounting policy.

GM and the Plan entered into a second loan agreement effective October 1, 2012 whereby, GM loaned the Plan \$180 million for a 90-day period without interest ("Second Loan") that also met the conditions of PTE 80-26. The Second Loan was fully repaid in December 2012.

The Company made a cash contribution to the Plan aggregating \$650 million in October 2012 and the amount was recorded as a contribution for the period ended September 30, 2012 and a contribution receivable at September 30, 2012 in accordance with the Plan's accounting policy.

Note 18. Related-Party Transactions

The Plan, Master Trusts and Investment Trusts enter into related-party transactions which generally include investments or transactions with trustees, fund managers, GM Company and its subsidiaries and other GM sponsored benefit plans as described throughout these financial statements. Such transactions are within the scope of the investment guidelines as established by the IFC and/or satisfied PTE 80-26 requirements.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 19. Reconciliation of Financial Statements to the Form 5500

The following table presents a reconciliation of net liabilities (*Liquidation Basis*) and net assets available for benefits (*Going Concern Basis*) per the financial statements to the Form 5500 as of September 30, 2012 and 2011, respectively, (in thousands):

	<u>2012</u>	<u>2011</u>
Net assets available for benefits (<i>Going Concern Basis</i>) per the financial statements		\$ 32,888,091
Net liabilities (<i>Liquidation Basis</i>) per the financial statements	\$ (519,897)	-
Add:		
Present value of participant benefits, including annuitization costs	27,585,489	-
Net assets held in 401(h) account	-	7,085
Net assets available for benefits per the Form 5500	<u>\$ 27,065,592</u>	<u>\$ 32,895,176</u>

The following is a reconciliation of the combined changes in net liabilities (*Liquidation Basis*) and net assets available for benefits (*Going Concern Basis*) per the financial statements to the Form 5500 for the year ended September 30, 2012 (in thousands):

	<u>Amounts per Financial Statements</u>	<u>Plan Liquidation Activity</u>	<u>401(h) Account Activity</u>	<u>Amounts per Form 5500</u>
Net investment income from Investment Trusts	\$ 4,049,990	\$ -	\$ 656	\$ 4,050,646
Benefits paid to participants	6,036,329	-	157	6,036,486
Transfers to New SRP	(6,142,617)	-	(7,575)	(6,150,192)
Administrative expenses	84,958	-	9	84,967
Present value of participant benefits, including annuitization costs	(27,585,489)	27,585,489 (a)	-	-

(a) Reversal of the present value of participant benefits, including annuitization costs recognized per the financial statements and excluded from Form 5500.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 20. Subsequent Events

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

Plan Termination, Closing of Annuity Contracts, Loan Activity and Investment Transfers

All legally required communications and documentation regarding the standard termination of the Plan were disseminated to participants and filed with the appropriate regulatory authorities. The Plan was terminated effective November 1, 2012 upon expiration of the Pension Benefit Guaranty Corporation review period.

The closing of the nonparticipating, amended and restated Prudential GAC was consummated on November 1, 2012 and Plan assets with an estimated fair value aggregating approximately \$24.1 billion were transferred to Prudential in conjunction with the purchase of terminal annuities. In addition, assets approximating \$1.0 billion attributable to Part B Primary Benefits that were held in the Prudential separate account were surrendered. Prudential irrevocably and unconditionally guaranteed payment of retired participant annuities (including its share of Part B Primary Benefits) beginning January 1, 2013.

The amended and restated MetLife GAC and Aetna GAC were executed on November 14, 2012 and December 3, 2012, respectively. The consideration to convert these annuity contracts to nonparticipating status approximated \$961 million and \$927 million for the MetLife GAC and Aetna GAC, respectively, and represented the surrender by the Plan of the assets held in the corresponding insurer's separate account associated with Part B Primary Benefits. Upon closing, MetLife and Aetna irrevocably and unconditionally guaranteed payment of their share of retired participants' Part B Primary Benefits commencing January 1, 2013.

The aggregate costs incurred, net of actuarial experience and certain other investment valuation and participant census data true-up adjustments, to consummate the purchase of the Prudential GAC, MetLife GAC and Aetna GAC was approximately \$2.1 billion and represented the difference between the present value of the consideration paid to the insurers and the present value of pension benefits due participants at September 30, 2012.

Transactions regarding GM loan activity and contributions made to the Plan subsequent to September 30, 2012 are described in Note 17. Employer Loans and Contributions. Post September 30, 2012 Plan investment transfers are discussed in Note 5. Transfers to New SRP.

SUPPLEMENTAL SCHEDULES

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a) (b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
* Investment in First Plaza Group Trust (25-6295264)	Common/Collective Trust	\$ 1,031,364	\$ 1,070,066
* Investment in White Plaza Group Trust (11-3317084)	Common/Collective Trust	187,061	187,137
* Investment in General Motors Hourly-Rate Employees Pension Trust (25-6013833)	Common/Collective Trust	<u>10</u>	<u>10</u>
Total common collective trusts		<u>1,218,435</u>	<u>1,257,213</u>
Directly held investments			
Cash equivalents and other short-term investments (see attached)	Cash equivalents and other short-term investments	27,000	26,999
Debt securities (see attached)	Debt	22,002,105	23,166,810
Derivatives (see attached)	Derivatives	-	4,533
Group annuity contracts (see attached)	Group annuity contracts	<u>2,027,464</u>	<u>3,148,710</u>
Total directly held investments		<u>24,056,569</u>	<u>26,347,052</u>
Total investments		<u>\$25,275,004</u>	<u>\$27,604,265</u>

* Denotes parties-in-interest.

Note:

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

**EMPLOYER ID: 27-0383222
PLAN NO.: 001**

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Single transactions:							
State Street Bank and Trust Company	General Motors Salaried Employees Pension Trust (25-6388249)	1	\$ -	\$ 1,972,775	\$ 1,871,258	\$ 1,972,775	\$ 101,517
Series of transactions:							
State Street Bank and Trust Company	General Motors Salaried Employees Pension Trust (25-6388249)	84	1,830,926	-	-	1,830,926	-
State Street Bank and Trust Company	General Motors Salaried Employees Pension Trust (25-6388249)	201	-	4,751,768	4,635,524	4,751,768	116,244

General Motors Retirement Program for Salaried Employees
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions
Plan No. – 001
Plan Year: 10/01/2011 – 09/30/2012

Schedule of Reportable Transactions

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

Schedule SB, Line 4 – Additional Information for Plans in At-Risk Status
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

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.

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

Change in assumptions and methods since prior valuation:

The SSDIB rate changed from a range of 80% to 95% depending on age in 2010 to 90% in 2011.

There was a change in the interest crediting rate for certain former Saturn employees and this change was treated as an assumption change.

The assumed plan-related expenses added to the target normal costs were changed from \$31,590,000 for 2010 to \$27,879,585 for 2011 based on recent plan experience.

In 2010 the 3-tier segment rates with 24-month averaging were used with no lookback. In 2011 the 3-tier segment rates were used with 24-month averaging were used with a 4-month lookback.

In 2011, it is assumed that 25% of deferred vested participants will elect an annuity and 75% will elect a lump sum. In 2010 it was assumed that 100% of deferred vested participants would elect an annuity.

There was a change in the post 2009 window assumptions for actives due to an involuntary separation program in which 250 salaried active employees are expected to terminate on April 1, 2012.

There was a change in the projected bonus schedule for executive salaried participants.

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

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

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

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

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

<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>
10/15/2012	650,000,000	10/1/2011 Plan Year	5.46%	615,074,514
11/19/2012	1,500,000,000	10/1/2011 Plan Year	5.46%	1,412,294,029
04/12/2013	150,000,000	10/1/2011 Plan Year	5.46%	138,278,337
	\$2,300,000,000			\$2,165,646,880

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

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

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

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

**Schedule SB, Line 26 – Schedule of Active Participant Data
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001**

Retained Age	Years of Credited Service														Total
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		40 & Over
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25															
25 - 29					2										2
30 - 34					10		478	86,453	1						487
35 - 39					38	92,176	1,316	92,203	369	102,844	7				1,720
40 - 44			2		42	90,112	1,392	90,504	866	103,010	671	115,360	18		2,062
45 - 49			1		48	102,091	1,050	99,706	803	104,746	1,104	113,311	1,293	120,792	4,311
50 - 54					32	98,268	822	99,990	525	105,173	708	105,873	1,849	115,908	5,305
55 - 59					18		324	98,281	222	103,993	275	102,012	638	112,511	3,418
60 - 64					8		120	106,172	75	104,478	67	103,083	154	111,063	865
65 - 69					2		23	107,893	10		9		17		146
70 & Over											1		1		16
Total			3		200	98,297	5,293	95,940	2,981	103,990	2,842	110,513	3,940	118,646	107,467

Average Age: 49.56
Average Past Service: 22.32

**Reflects 2011 Paycap of \$245,000

***Note that these counts differ from the counts on line 3(C)(3) as they exclude 6,395 transfers

Schedule SB, Line 32 – Schedule of Amortization Bases
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1* Shortfall	10/01/2011	\$9,218,794,098	15	\$9,218,794,098***	\$790,674,172**
Total				\$9,218,794,098	\$790,674,172

*Funding relief under the Pension Relief Act of 2010 was elected for the 2010 plan year using the 15-year amortization method.

** Amount includes Installment Acceleration Amount (IAA) under the Pension Relief Act (PRA) of 2010 of \$7,191,678.

The amortization payment prior to adjusting for the 2011 installment acceleration amount was \$783,482,494.

A portion of the plan was spun-off on 8/1/2012 and the amortization reflects the following:

Full plan amortization from 10/1/2011 to 7/31/2012 -- \$704,534,471

Continuing plan amortization 8/1/2012 to 9/30/2012 -- \$78,948,023

\$783,482,494

***The shortfall balance remaining as of 10/1/2011 following the spin-off of a portion of the plan on 8/1/2012 is \$5,165,152,310.

Schedule SB, Part V – Significant Events
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001

On August 1, 2012 a portion of the assets and liabilities of the General Motors Retirement Program for Salaried Employees (the Plan) were spun-off to the General Motors Salaried Retirement Program (SRP). The calculations were completed in accordance with Section 4044 of ERISA and Section 414(l) of the Internal Revenue Code.

Portions of the Plan's funding shortfall, credit balance, and target normal cost as of October 1, 2011, were allocated to the SRP. A prorated portion of the minimum required contribution amounts were applied to the SRP for the period August 1 – September 30, 2012. Note that these allocations are replicated in Part VIII of the Schedule SB.

The Plan will terminate and no longer be in effect as of 11/1/2012.

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	General Motors LLC
EIN/PN	27-0383222 / 001
Plan Name	General Motors Retirement Program for Salaried Employees
Valuation Date	October 1, 2011
Enrolled Actuary	Mary Gibbon
Enrollment Number	11-06921

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

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

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

Plan Sponsor	General Motors LLC
EIN/PN	27-0383222/001
Discount rates	Current plan year PPA effective interest rate: 5.46%
	Prior plan year PPA effective interest rate: 6.08%
	Three Segment Rates
	First segment rate: 2.27%
	Second segment rate: 5.43%
	Third segment rate: 6.34%
	Applicable month: June, 2011
	Transition election: No
Assumed cost of living adjustments	0.0%

Inclusion date

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

Administrative expenses

The assumed plan-related expenses are \$27,879,585 for the current plan year and \$31,590,000 for the prior plan year.

Mortality

GM Specific Salaried Male Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy and disabled mortality for males for current valuation.

GM Specific Salaried Female Mortality Table projected with 100% scale AA from 10/1/2004 is used for healthy and disabled mortality for females.

2011 Schedule SB Part V – Statement of Actuarial Assumptions/Methods
General Motors Retirement Program for Salaried Employees
EIN/PIN: 27-0383222/001

Retirement

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

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

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

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

Additionally, approximately 250 10/1/2011 active employees are assumed to terminate on April 1, 2012 under a SRP Involuntary Separation program. These terminations are spread over the active population.

Disability rates

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

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

Utilization of SSDIB related to temporary benefits is assumed to be 90%. Participants assumed to be on SSDIB do not receive the temporary supplement.

2011 Schedule SB Part V – Statement of Actuarial Assumptions/Methods
General Motors Retirement Program for Salaried Employees
EIN/PIN: 27-0383222/001

Representative termination rates not due to disability, retirement or mortality

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

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

Plan compensation

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

Compensation increases

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

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

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

Future increases in Social Security

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

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

Future increases in Maximum Benefits and Plan Compensation Limitations

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

Interest Credits for Account Balance Benefits

The greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (4.27% for July 2011).

Form of payment

The normal forms of payment are single life annuity or joint annuity with 65% survivor option for all benefits with exception of the Early Retirement Supplements, Temporary and Interim benefits, Account Balance Benefit and Level Benefit. Note that an employee's Basic benefit restores under 65% survivor option after spouse's death if hired prior to 1988.

The normal forms of payments are temporary annuity for the Early Retirement Supplements, Temporary and Interim benefits.

The normal form of payment is lump sum for Account Balance Benefit. Lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) with application of generational mortality and with recognition of the phase-in of IRC §417(e)(3) assumptions.

It is assumed that 25% of non-ABP terminated vested participants elect an annuity and 75% elect a lump sum 10 years following the date of termination. 100% of non-ABP terminated vested participants already beyond 10 years from date of termination were assumed to elect an annuity.

Spouse Age

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

Level Benefit Assumptions

15% of single life annuity elections of retirees get J&S Level benefit.

Covered Compensation

Plan compensation limited by the 2011 pay cap of \$245,000.

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.

Timing of Benefit Payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Assumptions Used with Respect to the Survivor Options

For purposes of valuing the pre-retirement surviving spouse's benefit other than the \$300 monthly level benefit, it is assumed that 80% of male employees and 40% of female employees would not reject the automatic survivor benefit election.

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

Valuation Date

First day of plan year and the twelve-month period ends September 30, 2012.

Funding Target

Present value of accrued benefits

Target Normal Cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Asset method

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.)

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 limits required under IRS Notice 2009-22.

Benefits Not Valued

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.

The plan pays small benefits (with a present value up to \$5,000 in a single lump sum payment. Such lumps sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

The assumed plan-related expenses added to the target normal cost were changed from \$31,590,000 for 2010 to \$27,879,585 for 2011.

In 2010 the 3-tier segment rates with 24-month averaging were used with no lookback. In 2011 the 3-tier segment rates were used with 24-month averaging were used with a 4-month lookback.

There was a change in the interest crediting rate for certain former Saturn employees and this change was treated as an assumption change.

The SSDIB rate changed from a range of 80% to 95% depending on age in 2010 to 90% in 2011.

In 2011, it is assumed that 25% of deferred vested participants will elect an annuity and 75% will elect a lump sum. In 2010 it was assumed that 100% of deferred vested participants would elect an annuity.

There was a change in the post 2009 window assumptions for actives due to an involuntary separation program in which 250 salaried active employees are expected to terminate on April 1, 2012.

There was a change in the projected bonus schedule for executive salaried participants.

Schedule SB, Part V – Summary of Plan Provisions

Plan Sponsor

General Motors LLC

Plan

General Motors Retirement Program for Salaried Employees

Effective Date and Most Recent Amendment

The plan was originally effective October 1, 1950 (as amended through October 1, 2010).

Plan Year

The twelve-month period ends September 30, 2012.

Coverage and Participation

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

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

Credited Service

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

Plan Compensation

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

Maximum Compensation and Maximum Benefit

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

Normal Retirement Date (NRD)

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

Vesting Service

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

Eligibility Requirements:

Normal retirement: age 65.

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

Automatic Retirement: age 65 for executives.

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

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

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

Monthly Retirement Benefits (other than Account Balance Plan)

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

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

- (b) Part B supplementary benefit of 1% of final 5-year average pay over \$5,165 per year of credited service prior to December 31, 2006.
- (c) Part B primary benefit of 1.25% of pay over \$3,800 prior to December 31, 2006.
- (d) Temporary benefit payable to age 62; rate per year of credited service is \$ 49.80 up to a maximum benefit of \$1,494 for credited service prior to December 31, 2006.

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

- (e) Early retirement and interim supplements for credited service prior to December 31, 2006:
- (i) The early retirement supplement payable to age 62 for employees retiring with 30 or more years of service is equal to \$3,020 minus the Part A basic and Part B supplementary benefits after reduction for early retirement but prior to any reduction for the survivor option and after reduction for any temporary benefit which might be payable for current plan.
 - (ii) The interim supplement payable to age 62, to employees retiring age 60 with 10 years or after age 55 with 85 points but less than 30 years of service if hired prior to 1988, is equal to the rate shown below per year of credited service:

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

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

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

- (g) Level Benefit

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

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

Annual Retirement Benefits for Account Balance Plan

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

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

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

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

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

Early Retirement Reduction Factors for non ABP

The sample early retirement reduction are shown below:

Percentage		
Age	Retirement Eligible	Vested Termination
42	21.0%	N/A
45	26.1%	N/A
50	38.3%	N/A
55	57.9%	42.8%
60	86.7%	64.0%
62	100.0%	78.4%
65	100.0%	100.0%

Normal Retirement Benefit

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

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

Early Retirement Benefit

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

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

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

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

Disability Benefit

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

Vested Benefits Upon Termination of Service

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

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

Death Benefits for Participants in Active Service

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

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

Surviving Spouse Coverage:

- (a) Applies to Part A basic, B supplementary, B primary, Career Average and ABP benefits.
- (b) Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service.

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

- (c) Adjustment factor is 95% plus (minus) $\frac{1}{2}\%$ for each year in excess of 5 that spouse's age exceeds (is less than) employee's age. Maximum 100%.
- (d) Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit for current plan.
- (e) For voluntary early retirements eligible for a re-determined benefit at age 62, the Part A basic benefit for the surviving spouse is based on the re-determined amount payable after age 62.
- (f) Restoration of Part A basic benefit at spouse's death by application of employee. Upon remarriage the employee may re-elect the option.

Divestiture:

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

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

Future Plan Change

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in plan provision since last actuarial valuation

There have been no changes in plan provisions since the last actuarial valuation.

Significant Events

On August 1, 2012 the assets and liabilities of the General Motors Salaried Retirement Plan (New SRP) was spun-off from the General Motors Retirement Program for Salaried Employees (GM SRP). The calculations were completed in accordance with Section 4044 of ERISA and Section 414(l) of the Internal Revenue Code.

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 001

D. EIN -- 27-0383222

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

1(a)		1(b)		
Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
		Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
(Yes)	(No)			
1	X	ADVANTAGE PARTNERS, LLP		C/O WALKERS SPV LIMITED, WALKER HOUSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, KY1-9002 CAYMAN ISLANDS
2	X	ADVENT INTERNATIONAL CORPORATION		75 State Street, Boston, MA 02109
3		APOLLO ADVISORS VII, LP	260673253	
4	X	AQR CAPITAL MANAGEMENT, LLC	133987414	
5	X	ATLAS VENTURE ADVISORS, INC.		25 First Street, Suite 303, Cambridge, MA 02141
6	X	AVENUE ASIA CAPITAL MANAGEMENT, L.P.		399 Park Avenue, 6th Floor, New York, NY 10022
7	X	AVENUE CAPITAL PARTNERS V, LLC		399 Park Ave., 6th Floor, NY, NY 10022
8	X	BABSON CAPITAL MANAGEMENT, LLC		1501 Main St., Springfield, MA 01118
9	X	BDCM OPPORTUNITY FUND II ADVISOR, LLC	421713257	
10	X	BDCM OPPORTUNITY FUND III ADVISOR, LLC	383806653	
11	X	BEACH POINT CAPITAL MANAGEMENT LP	800242162	
12	X	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.	133806691	
13	X	BLACKSTONE GROUP	208087954	
14	X	BLACKSTONE MEZZANINE ADVISORS LP		345 Park Avenue New York, NY 10154
15	X	BLUM CAPITAL PARTNERS, LP	943205364	
16	X	BRIDGEWATER ASSOCIATES, LP		One Glendinning Place, Westport, CT 06880
17	X	CAPITAL INTERNATIONAL, INC.	954154361	
18	X	CAPITAL ROYALTY, L.P.	320074639	
19	X	CAPITAL Z MANAGEMENT, LLC		142 W. 57th St, 3rd Floor, NY, NY 10019
20		CENTERBRIDGE ADVISORS II, LLC	273060225	
21		CENTERBRIDGE CAPITAL PARTNERS, L.P.	30587680	
22	X	CERBERUS ASIA CAPITAL MANAGEMENT	61564744	
23	X	CERBERUS DEUTSCHLAND GMBH		Bockenheimer Landstrasse 2-4 Frankfurt, 6306 Germany
24	X	CERBERUS GLOBAL INVESTMENT ADVISORS, LLC	861057076	
25	X	CERBERUS INSTITUTIONAL MANAGEMENT II, LLC	134196316	
26	X	CERBERUS JAPAN K.K.		Marunouchi MY Plaza 2-1-1- Marunouchi 8 th Floor Chiyoda-ku Tokyo, 100-0005 Japan
27	X	CERBERUS OPERATIONS AND ADVISORY COMPANY, LLC	205804477	
28	X	CERBERUS UK MANAGEMENT LTD.		Cerberus UK Management 84 Grosvenor, 2 nd floor London, W1K 3JZ UK
29	X	CID VENTURE CAPITAL MANAGEMENT II LIMITED		25th Fl., 97 Tun Hwa S. Road Sec 2, Taipei 106, Taiwan
30	X	CID VENTURE CAPITAL MANAGEMENT III LIMITED		25th Fl., 97 Tun Hwa S. Road Sec 2, Taipei 106, Taiwan
31	X	CIE MANAGEMENT II LIMITED		Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY
32		COLLER INVESTMENT MANAGEMENT LIMITED		PO Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3QL
33	X	CONTRARIAN CAPITAL MANAGEMENT, LLC		9 Harbor Bluff Lane Rowayton CT 06853
34	X	CT HIGH GRADE PARTNERS II MANAGER, LLC -- DOUGLAS ARMER - CAPITAL TRUST		410 Park Ave , 14th Floor, New York NY 10022
35	X	CT OPI MANAGER, LLC -- DOUGLAS ARMER - CAPITAL TRUST		410 Park Ave , 14th Floor, New York NY 10022
36	X	DELPHI MANAGEMENT PARTNERS IV, LLC		3000 Sand Hill Rd, #1-135, Menlo Park, CA 94025
37	X	DRAWBRIDGE ADVISORS		1345 Avenue of the Americas, NY, NY 10105
38	X	EIG PARTNERS		renee.davidovits@eigpartners.com
39	X	EQT IV (GENERAL PARTNER) LP		National Westminster House, Le Truchot, St Peter Port, Guernsey, GY1 2PT
40	X	EQT V (GENERAL PARTNER) LP		National Westminster House, Le Truchot, St Peter Port, Guernsey, GY1 2PT
41	X	ESL LIMITED		200 Greenwich Ave, Greenwich, CT 06830
42	X	FERRER FRIEDMAN & CO. LLC	006143502	
43	X	FFC PARTNERS III, L.P.	141909160	
44	X	FIG LLC		1345 Avenue of the Americas, NY, NY 10105
45	X	FIRST RESERVE XII ADVISORS, LLC	061210123	
46	X	FORTRESS CREDIT OPPORTUNITIES ADVISORS LLC		1345 Avenue of the Americas, NY, NY 10105
47	X	FOUNDATION CAPITAL IV MANAGEMENT CO. LLC		250 Middlefield Road Menlo Park, CA 94025
48	X	FOUNDATION CAPITAL V MANAGEMENT CO. LLC		250 Middlefield Road Menlo Park, CA 94025
49	X	FOUNDATION CAPITAL VI MANAGEMENT CO. LLC		250 Middlefield Road Menlo Park, CA 94025
50	X	FRAZIER MANAGEMENT, LLC		601 Union Street, Suite 3200 Seattle, WA 98101
51	X	FRC FOUNDERS CORPORATION	061210123	
52	X	FRIEDMAN FLEISCHER & LOWE, LLC		1 Maritime Plaza, Suite 2200, San Francisco CA 94111
53	X	GENERAL ATLANTIC SERVICE COMPANY, LLC		3 Pickwick Plaza, Suite 200, Greenwich, CT 06830
54	X	GENERAL PARTNER (LYDIARD PARTNERS III, LLC)		601 Carlson Parkway, Minnetonka, MN 55305

Form 5500 - **Sch. C - Service Provider Information**

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

B. Plan Number -- 001

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

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

1(a)		1(b)		
Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
		Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
(Yes)	(No)			
55	X	GENESIS ASSET MANAGERS, LLP		21 Knights Bridge, London England
56	X	GOLDMAN SACHS	133575636	
57	X	GOLDMAN, SACHS & CO.	133501777	
58	X	GRANTHAM, MAYO, VAN OTTERLOO & CO. LLC	010745810	
59	X	GRANTHAM, MAYO, VAN OTTERLOO & CO. LLC	270745810	
60	X	GRANTHAM, MAYO, VAN OTTERLOO & CO. LLC	273518095	
61	X	H/2 SO MANAGER II LP		680 Washington Blvd, 7Fl, Stamford CT 06901
62	X	H/2 SO MANAGER LP		680 Washington Blvd, 7Fl, Stamford CT 06901
63	X	HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III-PARTNERSHIP FUND L.P.	043402908	
64	X	HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS IV-PARTNERSHIP FUND L.P.	043541863	
65		X HELLMAN & FRIEDMAN L.P.	383708132	
66	X	HINES DMA S.A.S	320050677	
67	X	HINES EDF GP LIMITED PARTNERSHIP	320050677	
68	X	HINES EDF II GP LIMITED PARTNERSHIP	208465699	
69	X	HINES INTERESTS ESPANA, S.L.	320050677	
70	X	HINES INTERESTS ESPANA, S.L.	208465699	
71	X	HINES ITALIA S.R.L	320050677	
72	X	HINES ITALIA SGR S.R.L	320050677	
73	X	HINES LUXEMBOURG S.A.R.L	320050677	
74	X	HINES LUXEMBOURG S.A.R.L	208465699	
75	X	HINES PRELUDE S.A.S.	320050677	
76	X	HINES UK LIMITED	208465699	
77	X	HOUSATONIC PARTNERS MANAGEMENT COMPANY, INC.		One Post Street, Suite 2600, San Francisco, CA 94104
78	X	IGNITION GP III, LLC	201482899	
79	X	IGNITION GP IV, LLC	200880534	
80	X	IGNITION GROWTH GP, LLC	260880560	
81	X	IGNITION GROWTH MANAGEMENT, LLC	260880560	
82	X	IGNITION VENTURES MANAGEMENT, LLC	912135217	
83	X	IGNITION VENTURES MANAGEMENT, LLC	201482899	
84	X	IGNITION VENTURES MANAGEMENT, LLC	200880534	
85	X	J.W. CHILDS ADVISORS III, L.P.	030387301	
86	X	JP MORGAN HEDGE FUND SERVICES		JPMorgan Hedge Fund Services, 1 Beacon Street, 20th Floor, Boston, MA 02108
87	X	LARCH LANE ADVISORS LLC		800 Westchester Ave. , Suite 528, Rye, NY 10573
88	X	LASALLE INVESTMENT MANAGEMENT -- DEMETRI RACKOS		200 E Randolph #4400 Chicago, IL 60601
89	X	LASALLE INVESTMENT MANAGEMENT ASIA -- DEMETRI RACKOS		200 E Randolph #4400 Chicago, IL 60601
90	X	LEXINGTON ADVISORS INC.	061535745	
91	X	LEXINGTON ADVISORS INC.	061634170	
92	X	LEXINGTON ADVISORS INC.	342047997	
93	X	MARTIN CURRIE, INC.		Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES
94	X	MATLINPATTERSON GLOBAL ADVISERS LLC	134202931	
95	X	MATLINPATTERSON GLOBAL OPPORTUNITIES INVESTMENTS III L.P.	208724246	
96	X	MATLINPATTERSON GLOBAL PARTNERS III LLC	208724069	
97		X MHR FUND MANAGEMENT LLC	133902251	
98	X	MONDRIAN INVESTMENT PARTNERS LIMITED	980117968	
99	X	MOUNT KELLETT CAPITAL MANAGEMENT LP	266389533	
100	X	MV MANAGEMENT X, LLC	320133493	
101	X	BABSON CAPITAL MANAGEMENT, LLC		1500 Main St., Springfield, MA 01118
102	X	MV MANAGEMENT XI, LLC	320328318	
103	X	OAK HILL ADVISORS, L.P.	134077194	1114 Avenue of the Americas, 27 Floor, New York, NY 10036
104	X	OAKTREE CAPITAL MANAGEMENT, L.P.	711035237	1301 Avenue of the Americas, 34th Floor, New York, NY 10019
105	X	OCM OPPORTUNITIES FUND VII GP, L.P.	980521250	
106	X	OCM OPPORTUNITIES FUND VIII GP, L.P.	208514102	
107	X	OPEN DOOR INVESTMENT MANAGEMENT (US) LIMITED		Saltire Cour, 20 Castle Terrace, Edinburgh, EHI 2ES
108	X	PANGAEA TWO MANAGEMENT	272706983	
109	X	PANGORA ASSET MANAGEMENT AS SUBCONTRACTOR AND	043063840	

Form 5500 - **Sch. C - Service Provider Information**

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

B. Plan Number -- 001

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

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

1(a)		1(b)		
Persons Receiving Only Eligible Indirect Compensation		Persons Who Provided Disclosures on Eligible Indirect Compensation		
		Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
(Yes)	(No)			
110	X	PEABODY MANAGEMENT CO -- SUZANNE MACKENZIE		535 Madison Ave, New York NY 10022
111	X	PEARLMARK MEZZANINE REALTY PARTNERS II, LLC	5903776296	
112	X	PERELLA WEINBERG REAL ESTATE FUND I GP LP		20 Grafton Street W1S 4DZ, London UK
113	X	PHILADELPHIA FINANCIAL		100 Campus Drive Suite 250, Florham Park NJ 07932
114	X	PIEDMONT INVESTMENT ADVISORS, LLC	522258652	
115	X	PINEBRIDGE HIGHSTAR (SPE), LLC		277 Park Ave., 45th Floor, NY, NY 10172
116	X	PINEBRIDGE HIGHSTAR (SPE), LLC / HIGHSTAR CAPITAL LP		277 Park Ave., 45th Floor, NY, NY 10172
117	X	PREMIER FUND SERVICES LIMITED		Premier Fund Services Limited, First Commercial Centre, 2nd Floor, Suite 2 East, Mall Drive, PO Box F-44656, Freeport, GBI, Bahamas
118	X	PRINCIPAL GLOBAL INVESTORS, LLC	421479618	
119	X	PROSPECT PARTNERS MANAGEMENT GROUP II, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
120	X	PROSPECT PARTNERS MANAGEMENT GROUP III, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
121	X	PROSPECT PARTNERS MANAGEMENT GROUP, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
122		PROVIDENCE EQUITY PARTNERS L.L.C.		50 Kennedy Plaza, 4th Floor, Providence, RI 02903
123	X	PUTNAM INVESTMENTS INC.		One Post Office Square, Boston, MA 02109
124	X	RESIDENZE PORTA NUOVA S.R.L.	320050677	
125	X	SAIF MANAGEMENT II LIMITED (WITH RESPECT TO INVESTMENT MANAGEMENT FEES)	980528689	
126	X	SAIF MANAGEMENT II LIMITED (WITH RESPECT TO INVESTMENT MANAGEMENT FEES)	980637915	
127	X	SANDS CAPITAL MANAGEMENT	202830751	
128	X	SILVER LAKE MANAGEMENT COMPANY II, LLC	412116731	
129	X	SILVER LAKE MANAGEMENT COMPANY III, LLC	205884738	
130	X	SOUTHEASTERN ASSET MANAGEMENT, INC.	620951781	
131	X	STORM VENTURES LLC	412070163	
132	X	TENNENBAUM CAPITAL PARTNERS, LLC		2951 28th St. Suite 1000, Santa Monica, CA 90405
133	X	TENNENBAUM CAPITAL PARTNERS, LLC		2951 28th St. Suite 1000, Santa Monica, CA 90405
134	X	THE BANK OF NEW YORK MELLON	256078093	
135	X	THE VÅRDE FUND IX G.P., LLC	261594071	
136	X	THE VÅRDE FUND X (GP), L.P.	271014972	
137	X	TPG BIOTECHNOLOGY GENPAR II, L.P.	203556149	
138	X	TPG CAPITAL, L.P.	200347947	
139	X	TPG CAPITAL, L.P.	203556149	
140	X	TPG CAPITAL, L.P.	204578637	
141	X	TPG CAPITAL, L.P.	261684644	
142	X	TPG GENPAR II, L.P.	752695488	
143	X	TPG GENPAR III, L.P.	752852145	
144	X	TPG GENPAR IV, L.P.	200347947	
145	X	TRILOGY GLOBAL ADVISORS, LP	203003629	
146	X	UBS ALTERNATIVE AND QUANTITATIVE INVESTMENT LLC		677 Washington Blvd, Stamford, CT 06901
147	X	VÅRDE MANAGEMENT, LP	208368769	
148	X	VESTAR CAPITAL PARTNERS IV, LP		Vestar Capital Partners, 245 Park Ave., 41st, Floor, NY, NY, 10167, EIN# 13-3715250
149	X	VESTAR CAPITAL PARTNERS V, LP		Vestar Capital Partners, 245 Park Ave., 41st, Floor, NY, NY, 10167, EIN# 13-3715250
150	X	WELLINGTON MANAGEMENT	042683227	
151	X	YAMATO SERVICING K.K.		Yamato Servicing K.K. Meijiseimeikan, 2-1-1 Marunouchi, 4 th floor Chiyoda-ku, Tokyo 100-0005 Japan

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 001

D. EIN -- 27-0383222

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

	2(a)			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)		2(h)		
	Service Providers Receiving Direct or Indirect Compensation						Did Provider Receive Indirect Compens. (Other than from Plan or GM)?	Did Indirect Compens. Incl. Eligible Indirect Compens, which the Plan Recvd Required Disclosures?		Total Indirect Compens. Recvd by Provider. Excl. Eligible Indirect Compens. for which "Yes" was answered for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.?				
	Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)					Service Code	(Yes)		(No)	(Yes)	(No)	(Yes)	(No)
1	GM INVESTMENT MANAGEMENT CORP.	382903925		14	Subsidiary	17,570,138		X				0			
2	DDJ CAPITAL MANAGEMENT, LLC	043300754		28	None	14,199,501		X				0			
3	STATE STREET BANK	041867445		18	None	6,762,244		X				0			
4	TGM ASSOCIATES L.P.		650 Fifth Ave., New York NY 10019	28	None	5,580,425		X				0			
5	GM NORTH AMERICAN OPERATIONS	270383222		14	Division	5,448,477		X				0			
6	PERFORMANCE EQUITY MANAGEMENT LLC	134162590		28	None	4,030,320		X				0			
7	MELLON CAPITAL MANAGEMENT	251442864		28	None	3,524,075		X				0			
8	PACIFIC INVESTMENT MANAGEMENT CO	330629048		72	None	3,041,342		X				0			
9	BLACKROCK FINANCIAL MANAGEMENT	133806691		28	None	3,006,599		X				0			
10	SMITH BREEDEN ASSOCIATES	480938275		28	None	2,792,863		X				0			
11	AEW CAPITAL MANAGEMENT L.P.	043329433		28	None	2,746,114		X				0			
12	SS & C TECHNOLOGIES, INC.	061169696		15	None	2,138,495		X				0			
13	WELLINGTON MANAGEMENT COMPANY	042683227		28	None	2,078,006		X				0			
14	GOLDMAN SACHS ASSET MANAGEMENT	133575636		28	None	2,004,950		X				0			
15	NISA INVESTMENT ADVISORS	481140940		28	None	1,917,876		X				0			
16	PYRAMIS GLOBAL ADVISORS TRUST CO	202159373		28	None	1,868,003		X				0			
17	PUTNAM INVESTMENTS, INC.	043543039		28	None	1,812,630		X				0			
18	MARATHON ASSET MANAGEMENT	954328983		28	None	1,751,095		X				0			
19	AETNA CAPITAL MANAGEMENT INC.	066033492		28	None	1,705,530		X				0			
20	FIRST QUADRANT	954562891		72	None	1,596,526		X				0			
21	CAPITAL GUARDIAN TRUST COMPANY	952553868		28	None	1,527,749		X				0			
22	ARROWSTREET CAPITAL LP	043472863		28	None	1,353,754		X				0			
23	METLIFE-NY	135581829		28	None	1,330,113		X				0			
24	PRUDENTIAL INVESTMENTS	221211670		28	None	1,274,778		X				0			
25	WESTBROOK PARTNERS FUND VII	205372857		28	None	1,264,581		X				0			
26	JP MORGAN	133200244		18	None	1,119,392		X				0			
27	TOWERS WATSON DELAWARE INC.	530181291		11	None	1,112,715		X				0			
28	MELLON GLOBAL SECURITIES	135160382		18	None	1,071,948		X				0			
29	MARTIN CURRIE INC.		Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES	28	None	1,065,500		X				0			
30	GENESIS ASSET MANAGERS LTD.	223315669		28	None	1,063,909		X				0			
31	PRUDENTIAL FINANCIAL	610087127		28	None	920,284		X				0			
32	LSV ASSET MANAGEMENT	232772200		28	None	896,435		X				0			
33	KIRKLAND & ELLIS	361326630		29	None	895,179		X				0			
34	BAILLIE GIFFORD OVERSEAS LTD	118567178		28	None	865,558		X				0			
35	JP MORGAN CHASE & CO.	134994650		28	None	849,746		X				0			
36	NOMURA CORPORATE RESEARCH & ASSSET	132866631		28	None	831,104		X				0			
37	SKADDEN, ARPS, SLATE, MEAGHER & FLO	131777230		29	None	808,416		X				0			
38	JP MORGAN INVESTMENT MANAGEMENT, IN	133200244		28	None	786,071		X				0			
39	GLOBEOP FINANCIAL SERVICES LLC	522202017		15	None	731,232		X				0			
40	W.R. HUFF ASSET MGMT CO. LLC	133245475		28	None	703,789		X				0			
41	BABSON CAPITAL MANAGEMENT LLC	510504477		72	None	686,114		X				0			
42	PYRAMIS GLOBAL ADVISORS LLC	043532603		28	None	673,765		X				0			
43	OAKTREE CAPITAL MGMT	954521152		72	None	663,577		X				0			
44	PRINCIPAL GLOBAL INVESTORS, LLC	421479618		28	None	651,254		X				0			
45	MORGAN STANLEY	980226240		28	None	577,223		X				0			
46	MONDRIAN INVESTMENT PARTNERS LTD.	577554887		28	None	566,381		X				0			
47	WESTBROOK PARTNERS FUND V	203418817		28	None	540,622		X				0			
48	OFFSHORE ADVISORS	880302775		72	None	533,673		X				0			
49	BLACKROCK REALTY ADVISORS	752617200		28	None	533,063		X				0			
50	STONE HARBOR INVESTMENT PARTNERS LP	203888589		28	None	491,725		X				0			
51	PRIMECAP	953868081		28	None	472,563		X				0			
52	NEUBERGER BERMAN FIXED INCOME, LLC		190 S. LaSalle, Chicago, Illinois 60603	0	None	469,584		X				0			
53	FRONTIER CAPITAL MGMT. CO., L.L.C.	043492668		28	None	460,338		X				0			
54	ENERGY TRUST LLC (UBS)	134145449		28	None	438,903		X				0			

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 001

D. EIN -- 27-0383222

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

PART I. 2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION												
2(a)			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
Service Providers Receiving Direct or Indirect Compensation			Service Code	Relationship to GM (or indicate "None")	Direct Compens. Paid by Plan	Did Provider Receive Indirect Compens. (Other than from Plan or GM)?		Did Indirect Compens. Incl. Eligible Indirect Compens. which the Plan Recvd Required Disclosures?		Total Indirect Compens. Recvd by Provider. Excl. Eligible Indirect Compens. for which "Yes" was answered for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.?	
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)				(Yes)	(No)	(Yes)	(No)		(Yes)	(No)
55	COGENT PARTNERS	752993256	17	None	401,250		X			0		
56	SOUTHEASTERN ASSET	620951781	28	None	390,549		X			0		
57	NUMERIC INVESTORS LP	043068821	28	None	373,061		X			0		
58	BRIDGEWATER ASSOCIATES, INC.	132871809	28	None	355,848		X			0		
59	CLIFFORD CHANCE	135553664	29	None	342,244		X			0		
60	DELOITTE TAX LLP	133891517	10	None	333,380		X			0		
61	OAK HILL ADVISORS, L.P.	134077194	28	None	329,807		X			0		
62	THE BANK OF NEW YORK MELLON	135160382	18	None	326,782		X			0		
63	TRILOGY GLOBAL ADVISORS, LLC	203003629	28	None	325,925		X			0		
64	ALLIANCEBERNSTEIN L.P.	134064930	28	None	318,502		X			0		
65	SANDS CAPITAL MANAGEMENT	202830751	28	None	275,049		X			0		
66	DELOITTE	133891517	10	None	273,652		X			0		
67	BLACKROCK INVESTMENT MANAGEMENT, LLC	320174431	28	None	262,320		X			0		
68	BLACKROCK INSTITUTIONAL TRUST	133806691	28	None	250,196		X			0		
69	BLACKSTONE CAPITAL PARTNERS V	133948314	28	None	247,876		X			0		
70	SAROFIM REALTY ADVISORS	760029911	28	None	242,911		X			0		
71	BLOOMBERG LP	133417984	49	None	239,436		X			0		
72	BARCLAYS CAPITAL INC	61031656	49	None	195,753		X			0		
73	THOMAS LEE EQUITY VI L.P.		28	None	193,856		X			0		
74	WESTBROOK PARTNERS FUND VI	710987211	28	None	182,812		X			0		
75	MORGAN STANLEY REAL ESTATE FUND VI	205999082	28	None	176,934		X			0		
76	EVERCORE TRUST COMPANY	264691954	18	None	171,981		X			0		
77	AETNA LIFE INSURANCE COMPANY	066033492	18	None	166,778		X			0		
78	EZE CASTLE SOFTWARE	043449808	49	None	152,997		X			0		
79	CLEAR BRIDGE ADVISORS	010846058	28	None	146,625		X			0		
80	MORGAN STANLEY REAL ESTATE FUND V	201959919	28	None	132,528		X			0		
81	GARTMORE GLOBAL PARTNERS	756413426	28	None	131,121		X			0		
82	PIEDMONT INVESTMENT ADVISORS	522258652	28	None	124,831		X			0		
83	LAZARD FRERES & CO. LLC	135545100	17	None	122,223		X			0		
84	INSIGNIS INC. - DIRECT	364343706	49	None	121,267		X			0		
85	PRICEWATERHOUSECOOPERS LLP	134008324	17	None	114,700		X			0		
86	BLOOMBERG LP - DIRECT	133417984	49	None	84,159		X			0		
87	MJR REALTY ADVISORS, LLC	752834230	28	None	74,086		X			0		
88	MARKIT VALUATION LIMITED	003352562	49	None	72,585		X			0		
89	WEIL, GOTSHAL & MANGES, LLP	131456110	29	None	67,183		X			0		
90	JENNER & BLOCK LLP	362192554	29	None	55,686		X			0		
91	TRADEWEB	133932439	49	None	48,741		X			0		
92	MOODY'S ANALYTICS	133851829	49	None	44,786		X			0		
93	BATTERYMARCH FINANCIAL MGT., INC.	521893111	28	None	40,114		X			0		
94	HARTFORD LIFE INSURANCE COMPANY	60974148	28	None	37,268		X			0		
95	STATE STREET GLOBAL ADVISORS, LTD.	041867445	28	None	35,940		X			0		
96	THE BURGESS GROUP	223693659	49	None	34,754		X			0		
97	DELOITTE HASKINS & SELLS	510033500	10	None	32,686		X			0		
98	INSTITUTIONAL SHAREHOLDER SERVICES	061541449	17	None	27,441		X			0		
99	COST EFFECTIVENESS MEASUREMENT-CEM	980180257	17	None	25,000		X			0		
100	THOMAS H. LEE EQUITY FUND V L.P.-		28	None	24,618		X			0		
101	R. R. DONNELLEY RECEIVABLES, INC.	361004130	49	None	23,060		X			0		
102	TRINITY INVESTMENT ADVISORS	273990621	17	None	22,109		X			0		
103	DAVIS & HARMAN LLP	521378164	29	None	21,981		X			0		
104	ALTERNATIVESOFT AG		49	None	21,193		X			0		
105	KIRKPATRICK & LOCKHART PRESTON GATE	250921018	29	None	20,106		X			0		
106	PORTFOLIO MANAGEMENT TECHNOLOGY	943058798	49	None	19,833		X			0		
107	RUSSELL INVESTMENT GROUP	911175091	17	None	19,596		X			0		
108	KING & SPALDING	580520153	29	None	18,220		X			0		

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 001

D. EIN -- 27-0383222

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

2(a)			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
Service Providers Receiving Direct or Indirect Compensation						Did Provider Receive Indirect Compens. (Other than from Plan or GM)?		Did Indirect Compens. Incl. Eligible Indirect Compens. which the Plan Recvd Required Disclosures?		Total Indirect Compens. Recvd by Provider. Excl. Eligible Indirect Compens. for which "Yes" was answered for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.?	
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compens. Paid by Plan	(Yes)	(No)	(Yes)	(No)		(Yes)	(No)
109 LLOYD GEORGE MANAGEMENT	International	22 Victoria Street, Cannon's Court, Hamilton, Bermuda HM12	28	None	17,369	X				0		
110 ADVENT CAPITAL MANAGEMENT	943219135		72	None	16,988	X				0		
111 FIRST ADVANTAGE COREFACTS	542019342		17	None	15,633	X				0		
112 CREDIT SIGHTS, INC.	134137154		49	None	15,623	X				0		
113 WINSTON & STRAWN LLP	361975990		29	None	13,995	X				0		
114 WESTBROOK PARTNERS, FUND IV	133984373		28	None	12,423	X				0		
115 CADWALADER, WICKERSHAM & TAFT LLP	134980350		29	None	12,302	X				0		
116 MELLON TRANSITION MANAGEMENT	135160382		28	None	11,522	X				0		
117 MONUMENTAL LIFE	520419790		28	None	11,422	X				0		
118 MORGAN, LEWIS & BOCKIUS LLP	230891050		29	None	10,824	X				0		
119 MORGAN STANLEY REAL ESTATE FUND IV	522309805		28	None	10,503	X				0		
120 SNL FINANCIAL LC	222783243		49	None	9,965	X				0		
121 STRATEGIC FINANCIAL SOLUTIONS, LLC	880445410		17	None	9,116	X				0		
122 KASOWITZ, BENSON, TORRES & FRIEDMAN	133720397		29	None	8,318	X				0		
123 WALTON STREET CAPITAL, LLC	363986948		28	None	7,530	X				0		
124 HELIX CREDIT RANKINGS	751810563		17	None	7,319	X				0		
125 HUDDLESTON & CO INC	741941909		28	None	6,835	X				0		
126 ROGERS CASEY, INC.	030393028		17	None	6,773	X				0		
127 GLASS, LEWIS & CO. LLC	043737021		17	None	6,327	X				0		
128 COMPLIANCE SCIENCE , INC	020693753		49	None	5,941	X				0		
129 REUTERS AMERICAN INC.	204530702		49	None	5,911	X				0		
130 SHENKMAN CAPITAL MGMT	133280361		72	None	5,485	X				0		
131 JOHN HANCOCK FINANCIAL SERVICES, IN	001023346		28	None	5,026	X				0		
132 APOLLO ADVISORS VII, L.P.		One Manhattanville Road, Purchase, NY 10577	27	None		X		X		74,344		X
133 BLACKSTONE MANAGEMENT ASSOCIATES IV L.L.C.	134186516		27	None		X		X		65,521		X
134 BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C.	203176986		27	None		X		X		10,798		X
135 BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C.	261971725		27	None		X		X		62,526		X
136 COLLIER INVESTMENT MANAGEMENT LIMITED		PO Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3QL	52	None		X		X		156,687		X

Form 5500 - **Sch. C - Service Provider Information**
For Plan year Beginning 10/1/2011 and Ending 9/30/2012
A. Name of Plan -- General Motors Retirement Program for Salaried Employees
B. Plan Number -- 001
C. Plan Sponsor -- General Motors LLC
D. EIN -- 27-0383222

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

Form 5500 - **Sch. C - Service Provider Information**

For Plan year Beginning 10/1/2011 and Ending 9/30/2012

A. Name of Plan -- General Motors Retirement Program for Salaried Employees

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 001

D. EIN -- 27-0383222

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

PART III - SERVICE PROVIDERS WHO FAIL OR REFUSE TO PROVIDE INFORMATION				
4(a)			4(b)	4(c)
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Nature of Service Code	Describe Info. Provider Failed to Provide
1	BEACON ENERGY MANAGEMENT CO LLC	1 Chase Manhattan Plaza, New York, NY 10005	28	Indirect compensation info
2	SPINNAKER CAPITAL LIMITED	53-54 Grosvenor St., London, UK, W1K3HU	61	Indirect compensation info
3	CONVERGENCE PARTNERS	33 Fricker Road, Illovo, 2196, Johannesburg, South Africa	28	Indirect compensation info
4	MEDIA/COMMUNICATIONS PARTNERS LP	75 State Street, Suite 2500, boston, MA 02109	28	Indirect compensation info

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	SOCIETE GEN NO AMER	Cash equivalents and other short-term investments	\$ 27,000	\$ 26,999
			27,000	26,999
	3M COMPANY NOTES 06/22 2.	Debt	16,264	16,475
	3M COMPANY SR UNSECURED 02/28 6.375	Debt	275	271
	3M COMPANY SR UNSECURED 03/37 5.7	Debt	19,324	19,250
	3M COMPANY SR UNSECURED 09/16 1.375	Debt	4,069	4,063
	3M COMPANY UNSECURED 06/17 1.	Debt	14,557	14,611
	AAR CORP COMPANY GUAR 144A 01/22 7.25	Debt	896	941
	ABB FINANCE USA INC COMPANY GUAR 05/17 1.625	Debt	1,745	1,778
	ABB FINANCE USA INC COMPANY GUAR 05/22 2.875	Debt	28,163	28,807
	ABB FINANCE USA INC COMPANY GUAR 05/42 4.375	Debt	90,479	91,662
	ABBOTT LABORATORIES SR UNSECURED 04/19 5.125	Debt	8,253	8,727
	ABBOTT LABORATORIES SR UNSECURED 04/39 6.	Debt	15,166	16,530
	ABBOTT LABORATORIES SR UNSECURED 05/15 2.7	Debt	8,483	8,461
	ABBOTT LABORATORIES SR UNSECURED 05/16 5.875	Debt	9,468	9,493
	ABBOTT LABORATORIES SR UNSECURED 05/40 5.3	Debt	44,452	45,831
	ABBOTT LABORATORIES SR UNSECURED 11/17 5.6	Debt	4,934	5,209
	ABBOTT LABORATORIES SR UNSECURED 11/37 6.15	Debt	17,791	17,664
	ACCESS MIDSTREAM PARTNER COMPANY GUAR 04/21 5.875	Debt	200	210
	ACCESS MIDSTREAM PARTNER COMPANY GUAR 07/22 6.125	Debt	328	344
	ACE CAPITAL TRUST II LIMITD GUARA 04/30 9.7	Debt	844	931
	ACE INA HOLDINGS COMPANY GUAR 02/17 5.7	Debt	5,577	5,990
	ACE INA HOLDINGS COMPANY GUAR 06/19 5.9	Debt	1,465	1,521
	ACE INA HOLDINGS COMPANY GUAR 11/15 2.6	Debt	8,325	8,778
	ACE INA HOLDINGS INC COMPANY GUAR 05/36 6.7	Debt	1,872	1,997
	ACTUANT CORPORATION COMPANY GUAR 06/22 5.625	Debt	250	259
	ADOBE SYSTEMS INC SR UNSECURED 02/20 4.75	Debt	727	777
	ADT CORP COMPANY GUAR 144A 07/17 2.25	Debt	5,055	5,146
	ADT CORP COMPANY GUAR 144A 07/22 3.5	Debt	28,008	28,393
	ADT CORP COMPANY GUAR 144A 07/42 4.875	Debt	5,459	5,413
	ADVANCE AUTO PARTS INC COMPANY GUAR 01/22 4.5	Debt	375	404
	ADVANCED MICRO DEVICES SR UNSECURED 12/17 8.125	Debt	5,288	5,263
	AEGON NV SR UNSECURED 12/15 4.625	Debt	105	115
	AEP TEXAS CENTRAL CO SR UNSECURED 02/33 6.65	Debt	1,196	1,435
	AES CORPORATION SR UNSECURED 03/14 7.75	Debt	136	138
	AES CORPORATION SR UNSECURED 07/21 7.375	Debt	564	638
	AES CORPORATION SR UNSECURED 10/17 8.	Debt	29,145	29,209
	AETNA INC SR UNSECURED 05/17 1.75	Debt	387	395
	AETNA INC SR UNSECURED 05/42 4.5	Debt	3,499	3,645
	AETNA INC SR UNSECURED 06/21 4.125	Debt	2,174	2,317
	AETNA INC SR UNSECURED 06/36 6.625	Debt	2,417	2,737
	AETNA INC SR UNSECURED 09/18 6.5	Debt	2,141	2,200
	AETNA INC SR UNSECURED 09/20 3.95	Debt	6,251	6,413
	AETNA INC SR UNSECURED 12/37 6.75	Debt	7,847	8,221
	AFLAC INC SR UNSECURED 02/17 2.65	Debt	719	755
	AFLAC INC SR UNSECURED 02/22 4.	Debt	912	986
	AFLAC INC SR UNSECURED 12/39 6.9	Debt	1,361	1,546
	AGCO CORP SR UNSECURED 12/21 5.875	Debt	4,394	4,767
	AGILENT TECHNOLOGIES INC SR UNSECURED 09/15 5.5	Debt	4,720	4,770
	AGILENT TECHNOLOGIES INC SR UNSECURED 11/17 6.5	Debt	1,078	1,132
	AGRIUM INC SR UNSECURED 01/41 6.125	Debt	1,613	2,012
	AGRIUM INC SR UNSECURED 05/36 7.125	Debt	136	169
	AGRIUM INC SR UNSECURED 10/22 3.15	Debt	14,971	15,105
	AIR PRODUCTS + CHEMICALS SR UNSECURED 08/16 2.	Debt	234	245
	AIR PRODUCTS + CHEMICALS SR UNSECURED 11/21 3.	Debt	325	343
	AIRCASTLE LTD SR UNSECURED 04/17 6.75	Debt	2,190	2,182
	AIRCASTLE LTD SR UNSECURED 04/20 7.625	Debt	409	415
	AIRGAS INC SR UNSECURED 06/16 2.95	Debt	1,098	1,159
	AIRGAS INC SR UNSECURED 10/15 3.25	Debt	3,158	3,195
	ALABAMA POWER CO SR UNSECURED 01/16 5.2	Debt	766	763
	ALABAMA POWER CO SR UNSECURED 01/42 4.1	Debt	6,722	6,976
	ALABAMA POWER CO SR UNSECURED 03/39 6.	Debt	15,205	17,062
	ALABAMA POWER CO SR UNSECURED 03/41 5.5	Debt	20,010	20,750

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	ALABAMA POWER CO SR UNSECURED 05/38 6.125	Debt	802	815
	ALABAMA POWER CO SR UNSECURED 06/21 3.95	Debt	988	1,119
	ALABAMA POWER CO SR UNSECURED 06/41 5.2	Debt	4,097	4,369
	ALABAMA POWER CO SR UNSECURED 10/20 3.375	Debt	1,737	1,829
	ALABAMA POWER CO SR UNSECURED 12/22 5.875	Debt	2,846	3,040
	ALCOA INC SR UNSECURED 02/17 5.55	Debt	94	97
	ALCOA INC SR UNSECURED 02/22 5.87	Debt	184	199
	ALCOA INC SR UNSECURED 04/21 5.4	Debt	4,098	4,288
	ALCOA INC SR UNSECURED 07/18 6.75	Debt	1,268	1,369
	ALCOA INC SR UNSECURED 08/20 6.15	Debt	548	589
	ALEXANDRIA REAL ESTATE E COMPANY GUAR 04/22 4.6	Debt	389	415
	ALLEGHANY CORP SR UNSECURED 06/22 4.95	Debt	5,524	6,026
	ALLEGHENY TECHNOLOGIES SR UNSECURED 01/21 5.95	Debt	1,210	1,214
	ALLERGAN INC SR UNSECURED 04/16 5.75	Debt	1,345	1,364
	ALLERGAN INC SR UNSECURED 09/20 3.375	Debt	2,497	2,795
	ALLIANT TECHSYSTEMS INC COMPANY GUAR 09/20 6.875	Debt	3,890	4,044
	ALLIED WORLD ASSURANCE COMPANY GUAR 08/16 7.5	Debt	3,844	3,897
	ALLIED WORLD ASSURANCE COMPANY GUAR 11/20 5.5	Debt	215	238
	ALLSTATE CORP SR UNSECURED 01/42 5.2	Debt	20,619	23,229
	ALLSTATE CORP SR UNSECURED 04/36 5.95	Debt	2,601	3,011
	ALLSTATE CORP SR UNSECURED 05/18 6.75	Debt	773	834
	ALLSTATE CORP SR UNSECURED 05/19 7.45	Debt	4,593	4,843
	ALLSTATE CORP SR UNSECURED 06/33 5.35	Debt	5,903	6,600
	ALLTEL CORP SR UNSECURED 11/13 6.5	Debt	2,004	1,911
	ALLTEL CORPORATION SR UNSECURED 07/32 7.875	Debt	13,165	14,734
	ALTERA CORP SR UNSECURED 05/17 1.75	Debt	5,951	6,025
	ALTRIA GROUP INC COMPANY GUAR 02/39 10.2	Debt	31,533	36,206
	ALTRIA GROUP INC COMPANY GUAR 05/21 4.75	Debt	33,737	35,800
	ALTRIA GROUP INC COMPANY GUAR 08/19 9.25	Debt	1,400	1,492
	ALTRIA GROUP INC COMPANY GUAR 09/15 4.125	Debt	1,100	1,095
	ALTRIA GROUP INC COMPANY GUAR 11/18 9.7	Debt	15,765	16,751
	ALTRIA GROUP INC COMPANY GUAR 11/38 9.95	Debt	10,650	12,351
	AMAL LTD US GOVT GUAR 08/21 3.465	Debt	255	277
	AMER AIRLN PT TRST 09 1A PASS THRU CE 01/21 10.375	Debt	3,251	3,169
	AMER EXPRESS CREDIT CO SR UNSECURED 08/13 7.3	Debt	1,609	1,531
	AMER EXPRESS CREDIT CO SR UNSECURED 08/14 5.125	Debt	456	456
	AMER EXPRESS CREDIT CO SR UNSECURED 09/15 2.75	Debt	14,137	14,779
	AMEREN ILLINOIS CO SR SECURED 09/22 2.7	Debt	17,494	17,841
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/14 5.5	Debt	837	851
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/15 3.625	Debt	1,034	1,103
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/20 5.	Debt	14,321	15,504
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/35 6.375	Debt	5,418	6,077
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/40 6.125	Debt	38,476	42,378
	AMERICA MOVIL SAB DE CV COMPANY GUAR 09/16 2.375	Debt	4,017	4,162
	AMERICA MOVIL SAB DE CV COMPANY GUAR 10/19 5.	Debt	18,012	19,750
	AMERICA MOVIL SAB DE CV COMPANY GUAR 11/17 5.625	Debt	1,553	1,679
	AMERICA MOVIL SAB DE CV COMPANY GUAR 11/37 6.125	Debt	244	308
	AMERICA MOVIL SAB DE CV SR UNSECURED 07/22 3.125	Debt	2,767	2,834
	AMERICA MOVIL SAB DE CV SR UNSECURED 07/42 4.375	Debt	6,072	6,368
	AMERICAN EXPR CENTURION SR UNSECURED 06/17 5.95	Debt	1,764	1,848
	AMERICAN EXPR CENTURION SR UNSECURED 09/17 6.	Debt	17,137	17,947
	AMERICAN EXPR CENTURION SR UNSECURED 10/12 5.55	Debt	40	40
	AMERICAN EXPRESS BK FSB SR UNSECURED 09/17 6.	Debt	3,338	3,542
	AMERICAN EXPRESS CO SR UNSECURED 03/18 7.	Debt	6,903	7,271
	AMERICAN EXPRESS CO SR UNSECURED 03/38 8.15	Debt	4,419	5,149
	AMERICAN EXPRESS CO SR UNSECURED 05/19 8.125	Debt	8,425	9,013
	AMERICAN EXPRESS CO SR UNSECURED 08/17 6.15	Debt	13,024	13,693
	AMERICAN EXPRESS CO SUBORDINATED 09/66 VAR	Debt	1,386	1,484
	AMERICAN EXPRESS CREDIT SR UNSECURED 03/17 2.375	Debt	23,141	24,179
	AMERICAN EXPRESS CREDIT SR UNSECURED 06/15 1.75	Debt	2,599	2,659
	AMERICAN EXPRESS CREDIT SR UNSECURED 09/16 2.8	Debt	125	133
	AMERICAN GREETINGS COMPANY GUAR 12/21 7.375	Debt	150	155
	AMERICAN INTL GROUP JR SUB DEBS 05/68 VAR	Debt	7,780	9,998
	AMERICAN INTL GROUP JR SUBORDINA 03/87 6.25	Debt	361	536
	AMERICAN INTL GROUP SR UNSECURED 01/18 5.85	Debt	35,992	39,362

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	AMERICAN INTL GROUP SR UNSECURED 03/17 3.8	Debt	14,034	15,026
	AMERICAN INTL GROUP SR UNSECURED 05/13 4.25	Debt	96	104
	AMERICAN INTL GROUP SR UNSECURED 05/17 5.45	Debt	22,607	25,640
	AMERICAN INTL GROUP SR UNSECURED 05/36 6.25	Debt	1,965	2,998
	AMERICAN INTL GROUP SR UNSECURED 06/22 4.875	Debt	5,530	6,243
	AMERICAN INTL GROUP SR UNSECURED 08/18 8.25	Debt	15,081	18,616
	AMERICAN INTL GROUP SR UNSECURED 09/16 4.875	Debt	5,700	6,263
	AMERICAN INTL GROUP SR UNSECURED 10/15 5.05	Debt	571	657
	AMERICAN INTL GROUP SR UNSECURED 12/20 6.4	Debt	8,341	9,306
	AMERICAN INTL GROUP SR UNSECURED 144A 11/37 6.82	Debt	4,550	5,224
	AMERICAN MUNI PWR OHIO INC OH AMEPWR 02/50 FIXED 6.27	Debt	2,200	2,564
	AMERICAN MUNI PWR OHIO INC OH AMEPWR 02/50 FIXED 8.084	Debt	874	1,022
	AMERICAN TOWER CORP SR UNSECURED 01/18 4.5	Debt	6,436	7,090
	AMERICAN TOWER CORP SR UNSECURED 03/22 4.7	Debt	1,767	1,942
	AMERICAN TOWER CORP SR UNSECURED 10/17 7.	Debt	3,385	3,427
	AMERICAN TOWER CORPORATI SR UNSECURED 09/20 5.05	Debt	2,467	2,790
	AMERIGAS FINANCE LLC/COR COMPANY GUAR 05/22 7.	Debt	1,410	1,476
	AMERIGAS PART/FIN CORP SR UNSECURED 05/21 6.5	Debt	2,238	2,329
	AMERIGAS PART/FIN CORP SR UNSECURED 08/19 6.25	Debt	65	68
	AMERIPRISE FINANCIAL INC JR SUBORDINA 06/66 VAR	Debt	357	366
	AMERIPRISE FINANCIAL INC SR UNSECURED 03/20 5.3	Debt	4,162	4,457
	AMERIPRISE FINANCIAL INC SR UNSECURED 11/15 5.65	Debt	181	182
	AMERISOURCEBERGEN CORP COMPANY GUAR 09/15 5.875	Debt	364	363
	AMERISOURCEBERGEN CORP COMPANY GUAR 11/21 3.5	Debt	8,635	9,093
	AMGEN INC SENIOR NOTES 02/19 5.7	Debt	998	1,024
	AMGEN INC SR UNSECURED 02/39 6.4	Debt	12,123	13,205
	AMGEN INC SR UNSECURED 03/40 5.75	Debt	1,107	1,170
	AMGEN INC SR UNSECURED 05/17 2.125	Debt	3,003	3,113
	AMGEN INC SR UNSECURED 05/22 3.625	Debt	747	791
	AMGEN INC SR UNSECURED 05/43 5.375	Debt	7,721	8,749
	AMGEN INC SR UNSECURED 06/17 5.85	Debt	1,836	1,887
	AMGEN INC SR UNSECURED 06/37 6.375	Debt	3,799	4,197
	AMGEN INC SR UNSECURED 06/38 6.9	Debt	1,621	1,787
	AMGEN INC SR UNSECURED 06/42 5.65	Debt	11,250	13,006
	AMGEN INC SR UNSECURED 10/20 3.45	Debt	5,245	5,249
	AMGEN INC SR UNSECURED 10/41 4.95	Debt	6,047	6,560
	AMGEN INC SR UNSECURED 11/14 1.875	Debt	232	236
	AMGEN INC SR UNSECURED 11/16 2.5	Debt	1,527	1,549
	AMGEN INC SR UNSECURED 11/21 3.875	Debt	28,984	30,401
	AMGEN INC SR UNSECURED 11/41 5.15	Debt	11,468	12,423
	AMGEN INC UNSECURED 03/20 4.5	Debt	28	30
	AMKOR TECHNOLOGIES INC SR UNSECURED 05/18 7.375	Debt	1,670	1,791
	AMKOR TECHNOLOGIES INC SR UNSECURED 06/21 6.625	Debt	7,504	7,689
	AMKOR TECHNOLOGY INC COMPANY GUAR 144A 10/22 6.375	Debt	675	665
	ANADARKO FINANCE CO COMPANY GUAR 05/31 7.5	Debt	1,791	2,089
	ANADARKO PETROLEUM CORP SR UNSECURED 03/14 7.625	Debt	313	301
	ANADARKO PETROLEUM CORP SR UNSECURED 03/19 8.7	Debt	432	457
	ANADARKO PETROLEUM CORP SR UNSECURED 06/14 5.75	Debt	704	701
	ANADARKO PETROLEUM CORP SR UNSECURED 06/19 6.95	Debt	10,563	11,488
	ANADARKO PETROLEUM CORP SR UNSECURED 06/39 7.95	Debt	16,492	19,329
	ANADARKO PETROLEUM CORP SR UNSECURED 09/16 5.95	Debt	15,822	16,288
	ANADARKO PETROLEUM CORP SR UNSECURED 09/17 6.375	Debt	41,315	42,543
	ANADARKO PETROLEUM CORP SR UNSECURED 09/36 6.45	Debt	5,834	6,822
	ANADARKO PETROLEUM CORP UNSECURED 03/40 6.2	Debt	6,441	7,766
	ANALOG DEVICES SR UNSECURED 04/16 3.	Debt	10,515	10,506
	ANALOG DEVICES SR UNSECURED 07/14 5.	Debt	4,178	4,168
	ANGLOGOLD HOLDINGS PLC COMPANY GUAR 04/20 5.375	Debt	5,414	5,611
	ANGLOGOLD HOLDINGS PLC COMPANY GUAR 04/40 6.5	Debt	565	576
	ANHEUSER BUSCH COS LLC COMPANY GUAR 01/33 5.95	Debt	1,518	1,531
	ANHEUSER BUSCH COS LLC COMPANY GUAR 02/15 4.625	Debt	348	352
	ANHEUSER BUSCH COS LLC COMPANY GUAR 03/19 5.	Debt	141	146
	ANHEUSER BUSCH COS LLC COMPANY GUAR 04/36 5.75	Debt	876	909
	ANHEUSER BUSCH COS LLC COMPANY GUAR 05/42 6.5	Debt	5,464	5,680
	ANHEUSER BUSCH COS LLC COMPANY GUAR 08/32 6.8	Debt	1,820	1,954
	ANHEUSER BUSCH COS LLC COMPANY GUAR 09/37 6.45	Debt	5,737	5,893

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	ANHEUSER BUSCH COS LLC COMPANY GUAR 10/16 5.05	Debt	2,610	2,756
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/14 VAR	Debt	2,217	2,233
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/15 4.125	Debt	1,067	1,065
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/19 7.75	Debt	30,723	32,204
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/20 5.375	Debt	25,577	26,913
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/39 8.2	Debt	54,703	58,413
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/40 6.375	Debt	4,068	4,155
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 02/21 4.375	Debt	14,440	14,864
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 03/13 2.5	Debt	1,634	1,631
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 04/20 5.	Debt	3,716	3,894
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/17 1.375	Debt	11,949	12,010
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/22 2.5	Debt	6,002	6,116
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/42 3.75	Debt	24,956	24,366
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 11/19 6.875	Debt	2,769	2,910
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 11/39 8.	Debt	11,941	13,344
	AON CORP COMPANY GUAR 01/27 8.205	Debt	2,030	2,190
	AON CORP COMPANY GUAR 09/20 5.	Debt	9,754	10,385
	AON CORP SR UNSECURED 05/16 3.125	Debt	2,961	3,135
	AON CORP SR UNSECURED 09/40 6.25	Debt	16,084	16,893
	APACHE CORP SR UNSECURED 01/17 5.625	Debt	11,421	11,456
	APACHE CORP SR UNSECURED 01/37 6.	Debt	14,982	15,926
	APACHE CORP SR UNSECURED 02/42 5.25	Debt	7,081	7,548
	APACHE CORP SR UNSECURED 04/17 1.75	Debt	9,477	9,548
	APACHE CORP SR UNSECURED 04/22 3.25	Debt	2,383	2,496
	APACHE CORP SR UNSECURED 04/43 4.75	Debt	64,143	66,302
	APACHE CORP SR UNSECURED 09/13 6.	Debt	1,915	1,900
	APACHE CORP SR UNSECURED 09/40 5.1	Debt	17,515	18,667
	APPALACHIAN POWER CO SR UNSECURED 01/20 7.95	Debt	2,697	2,970
	APPALACHIAN POWER CO SR UNSECURED 03/21 4.6	Debt	406	435
	APPALACHIAN POWER CO SR UNSECURED 05/15 3.4	Debt	666	685
	APPALACHIAN POWER CO SR UNSECURED 08/37 6.7	Debt	3,426	3,989
	APPLIED MATERIALS INC SR UNSECURED 06/16 2.65	Debt	1,951	2,062
	APPLIED MATERIALS INC SR UNSECURED 06/21 4.3	Debt	12,187	12,431
	APPLIED MATERIALS INC SR UNSECURED 06/41 5.85	Debt	13,902	13,778
	ARCELORMITTAL SR UNSECURED 02/22 6.5	Debt	10,211	9,879
	ARCELORMITTAL SR UNSECURED 03/21 5.75	Debt	9,306	9,132
	ARCELORMITTAL SR UNSECURED 03/41 7.	Debt	7,546	6,653
	ARCELORMITTAL SR UNSECURED 06/18 6.125	Debt	6,526	6,366
	ARCELORMITTAL SR UNSECURED 06/19 10.1	Debt	3,775	3,440
	ARCELORMITTAL SR UNSECURED 08/20 5.5	Debt	792	771
	ARCELORMITTAL SR UNSECURED 10/39 7.25	Debt	4,373	3,888
	ARCH CAPITAL GROUP LTD SR UNSECURED 05/34 7.35	Debt	209	256
	ARCHER DANIELS MIDLAND C SR UNSECURED 03/21 4.479	Debt	1,751	1,863
	ARCHER DANIELS MIDLAND C SR UNSECURED 03/41 5.765	Debt	48,446	49,194
	ARCHER DANIELS SR UNSECURED 03/18 5.45	Debt	2,158	2,288
	ARCHER DANIELS SR UNSECURED 03/42 4.535	Debt	10,580	10,846
	ARCHER DANIELS SR UNSECURED 09/35 5.375	Debt	3,343	3,407
	ARCHER DANIELS SR UNSECURED 10/32 5.935	Debt	940	932
	ARIZONA PUBLIC SERVICE SR UNSECURED 03/19 8.75	Debt	2,355	2,355
	ARIZONA PUBLIC SERVICE SR UNSECURED 04/42 4.5	Debt	293	320
	ARIZONA PUBLIC SERVICE SR UNSECURED 08/16 6.25	Debt	110	114
	ARIZONA PUBLIC SERVICE SR UNSECURED 08/36 6.875	Debt	547	636
	ARIZONA PUBLIC SERVICE SR UNSECURED 09/41 5.05	Debt	795	926
	ARROW ELECTRONICS INC SR UNSECURED 11/15 3.375	Debt	561	587
	ASSOC BANC CORP SR UNSECURED 03/16 5.125	Debt	3,064	3,266
	ASTRAZENECA PLC SR UNSECURED 06/14 5.4	Debt	1,907	1,901
	ASTRAZENECA PLC SR UNSECURED 09/17 5.9	Debt	8,457	8,777
	ASTRAZENECA PLC SR UNSECURED 09/37 6.45	Debt	63,071	65,209
	AT+T CORP COMPANY GUAR 11/31 8.	Debt	24,069	26,009
	AT+T CORP SR UNSECURED 03/29 6.5	Debt	3,440	3,974
	AT+T INC SR UNSECURED 01/38 6.3	Debt	30,244	35,324
	AT+T INC SR UNSECURED 02/15 0.875	Debt	440	444
	AT+T INC SR UNSECURED 02/17 1.6	Debt	439	451
	AT+T INC SR UNSECURED 02/18 5.5	Debt	10,973	11,669
	AT+T INC SR UNSECURED 02/19 5.8	Debt	492	512

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	AT+T INC SR UNSECURED 02/22 3.	Debt	11,298	11,904
	AT+T INC SR UNSECURED 02/39 6.55	Debt	33,910	41,597
	AT+T INC SR UNSECURED 05/16 2.95	Debt	2,455	2,579
	AT+T INC SR UNSECURED 05/21 4.45	Debt	699	824
	AT+T INC SR UNSECURED 05/38 6.4	Debt	3,401	4,205
	AT+T INC SR UNSECURED 06/17 1.7	Debt	9,482	9,784
	AT+T INC SR UNSECURED 08/15 2.5	Debt	6,871	6,961
	AT+T INC SR UNSECURED 08/16 2.4	Debt	3,511	3,622
	AT+T INC SR UNSECURED 08/21 3.875	Debt	18,030	19,176
	AT+T INC SR UNSECURED 08/41 5.55	Debt	29,672	31,817
	AT+T INC SR UNSECURED 09/34 6.15	Debt	3,538	4,197
	AT+T INC SR UNSECURED 09/37 6.5	Debt	20,315	23,813
	AT+T INC SR UNSECURED 09/40 5.35	Debt	9,112	10,923
	AT+T MOBILITY LLC SR UNSECURED 12/31 7.125	Debt	8,555	9,125
	ATLANTIC CITY ELECTRIC 1ST MORTGAGE 04/21 4.35	Debt	599	680
	AUTONATION INC COMPANY GUAR 02/20 5.5	Debt	11,522	11,789
	AUTOZONE INC SR UNSECURED 01/15 5.75	Debt	1,292	1,326
	AUTOZONE INC SR UNSECURED 04/22 3.7	Debt	16,621	17,351
	AUTOZONE INC SR UNSECURED 06/16 6.95	Debt	2,382	2,372
	AUTOZONE INC SR UNSECURED 11/20 4.	Debt	748	813
	AVALONBAY COMMUNITIES SR UNSECURED 03/17 5.7	Debt	1,954	2,048
	AXA SA SUBORDINATED 12/30 8.6	Debt	1,261	1,572
	AXIS CAPITAL HOLDINGS SR UNSECURED 12/14 5.75	Debt	534	558
	AXIS SPECIALTY FINANCE COMPANY GUAR 06/20 5.875	Debt	99	112
	B/E AEROSPACE INC SR UNSECURED 04/22 5.25	Debt	11,835	11,960
	B/E AEROSPACE INC SR UNSECURED 10/20 6.875	Debt	2,741	2,775
	BAKER HUGHES INC SR UNSECURED 01/29 6.875	Debt	147	142
	BAKER HUGHES INC SR UNSECURED 08/21 3.2	Debt	8,893	9,020
	BAKER HUGHES INC SR UNSECURED 09/40 5.125	Debt	42,079	43,566
	BAKER HUGHES INC SR UNSECURED 11/18 7.5	Debt	350	360
	BALL CORP COMPANY GUAR 05/21 5.75	Debt	3,924	4,014
	BALL CORP COMPANY GUAR 09/19 7.375	Debt	114	117
	BALL CORP COMPANY GUAR 09/20 6.75	Debt	1,482	1,529
	BALTIMORE GAS + ELECTRIC SR UNSECURED 08/22 2.8	Debt	7,073	7,169
	BALTIMORE GAS + ELECTRIC SR UNSECURED 10/36 6.35	Debt	4,162	4,867
	BALTIMORE GAS + ELECTRIC SR UNSECURED 11/21 3.5	Debt	10,002	10,418
	BANK OF AMERICA CORP JR SUBORDINA 12/49 VAR	Debt	374	406
	BANK OF AMERICA CORP JR SUBORDINA 12/49 VAR	Debt	383	423
	BANK OF AMERICA CORP SR UNSECURED 01/21 5.875	Debt	2,293	2,590
	BANK OF AMERICA CORP SR UNSECURED 01/22 5.7	Debt	33,541	37,829
	BANK OF AMERICA CORP SR UNSECURED 02/42 5.875	Debt	51,529	53,513
	BANK OF AMERICA CORP SR UNSECURED 03/17 3.875	Debt	5,751	6,209
	BANK OF AMERICA CORP SR UNSECURED 04/15 4.5	Debt	66	70
	BANK OF AMERICA CORP SR UNSECURED 05/18 5.65	Debt	19,445	21,310
	BANK OF AMERICA CORP SR UNSECURED 05/21 5.	Debt	7,446	8,524
	BANK OF AMERICA CORP SR UNSECURED 06/19 7.625	Debt	5,352	5,694
	BANK OF AMERICA CORP SR UNSECURED 07/16 3.75	Debt	4,429	4,695
	BANK OF AMERICA CORP SR UNSECURED 07/20 5.625	Debt	16,750	19,032
	BANK OF AMERICA CORP SR UNSECURED 08/16 6.5	Debt	10,748	11,501
	BANK OF AMERICA CORP SR UNSECURED 09/17 6.	Debt	3,612	3,933
	BANK OF AMERICA CORP SR UNSECURED 10/16 5.625	Debt	1,300	1,436
	BANK OF AMERICA CORP SR UNSECURED 12/17 5.75	Debt	25,297	28,815
	BANK OF AMERICA CORP SUBORDINATED 03/17 5.42	Debt	56	54
	BANK OF AMERICA CORP SUBORDINATED 03/28 6.8	Debt	303	331
	BANK OF AMERICA CORP SUBORDINATED 08/16 5.75	Debt	2,174	2,285
	BANK OF AMERICA CORP SUBORDINATED 09/16 7.8	Debt	368	374
	BANK OF AMERICA CORP SUBORDINATED 12/15 5.25	Debt	2,223	2,247
	BANK OF AMERICA NA SUBORDINATED 03/17 5.3	Debt	342	388
	BANK OF AMERICA NA SUBORDINATED 06/17 6.1	Debt	2,282	2,448
	BANK OF MONTREAL SR UNSECURED 01/17 2.5	Debt	2,265	2,387
	BANK OF MONTREAL SR UNSECURED 04/14 1.75	Debt	746	759
	BANK OF NEW YORK MELLON SR UNSECURED 01/17 2.4	Debt	2,165	2,263
	BANK OF NEW YORK MELLON SR UNSECURED 01/20 4.6	Debt	373	379
	BANK OF NEW YORK MELLON SR UNSECURED 02/21 4.15	Debt	361	369
	BANK OF NEW YORK MELLON SR UNSECURED 05/19 5.45	Debt	3,420	3,589

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	BANK OF NEW YORK MELLON SR UNSECURED 06/15 2.95	Debt	1,851	1,934
	BANK OF NEW YORK MELLON SR UNSECURED 06/17 VAR	Debt	5,023	5,176
	BANK OF NEW YORK MELLON SR UNSECURED 08/13 5.125	Debt	286	273
	BANK OF NEW YORK MELLON SR UNSECURED 09/21 3.55	Debt	5,380	5,768
	BANK OF NOVA SCOTIA SR UNSECURED 01/15 3.4	Debt	335	344
	BANK OF NOVA SCOTIA SR UNSECURED 01/17 2.55	Debt	3,033	3,148
	BANK OF NOVA SCOTIA SR UNSECURED 01/21 4.375	Debt	1,161	1,339
	BARCLAYS BANK PLC SR UNSECURED 01/20 5.125	Debt	3,051	3,260
	BARCLAYS BANK PLC SR UNSECURED 05/19 6.75	Debt	4,079	4,451
	BARCLAYS BANK PLC SR UNSECURED 07/14 5.2	Debt	2,343	2,348
	BARCLAYS BANK PLC SR UNSECURED 09/16 5.	Debt	2,635	2,721
	BARCLAYS BANK PLC SUBORDINATED 10/20 5.14	Debt	1,081	1,291
	BARRICK GOLD CORP SR UNSECURED 04/19 6.95	Debt	597	620
	BARRICK GOLD CORP SR UNSECURED 04/22 3.85	Debt	5,871	5,952
	BARRICK GOLD CORP SR UNSECURED 04/42 5.25	Debt	3,094	3,354
	BARRICK GOLD CORP SR UNSECURED 05/14 1.75	Debt	724	736
	BARRICK GOLD CORP SR UNSECURED 05/16 2.9	Debt	2,652	2,782
	BARRICK GOLD CORP SR UNSECURED 11/34 5.8	Debt	724	757
	BARRICK NA FINANCE LLC COMPANY GUAR 05/21 4.4	Debt	5,464	5,440
	BARRICK NA FINANCE LLC COMPANY GUAR 05/41 5.7	Debt	10,627	11,897
	BARRICK NA FINANCE LLC COMPANY GUAR 09/38 7.5	Debt	2,631	2,852
	BARRICK PD AU FIN PTY LT COMPANY GUAR 10/39 5.95	Debt	9,497	10,330
	BAXTER INTERNATIONAL INC SR UNSECURED 01/17 1.85	Debt	17,533	17,554
	BAXTER INTERNATIONAL INC SR UNSECURED 02/28 6.625	Debt	712	791
	BAXTER INTERNATIONAL INC SR UNSECURED 03/14 4.	Debt	262	262
	BAXTER INTERNATIONAL INC SR UNSECURED 03/15 4.625	Debt	1,100	1,098
	BAXTER INTERNATIONAL INC SR UNSECURED 06/18 5.375	Debt	5,843	6,059
	BAXTER INTERNATIONAL INC SR UNSECURED 08/19 4.5	Debt	245	262
	BAXTER INTERNATIONAL INC SR UNSECURED 08/22 2.4	Debt	21,506	21,757
	BAXTER INTERNATIONAL INC SR UNSECURED 08/42 3.65	Debt	45,667	45,666
	BAXTER INTERNATIONAL INC SR UNSECURED 09/16 5.9	Debt	224	233
	BAXTER INTERNATIONAL INC SR UNSUB 12/37 6.25	Debt	10,391	10,400
	BAY AREA CA TOLL AUTH TOLL BRI BAYTRN 04/30 FIXED 6.793	Debt	3,302	3,854
	BAY AREA CA TOLL AUTH TOLL BRI BAYTRN 04/40 FIXED 6.918	Debt	1,573	1,805
	BAY AREA CA TOLL AUTH TOLL BRI BAYTRN 04/49 FIXED 6.263	Debt	645	908
	BAY AREA CA TOLL AUTH TOLL BRI BAYTRN 04/50 FIXED 7.043	Debt	1,267	1,303
	BB+T CORPORATION SR SUBORDINA 03/22 3.95	Debt	14,511	15,630
	BB+T CORPORATION SR UNSECURED 03/16 3.2	Debt	523	548
	BB+T CORPORATION SUBORDINATED 06/17 4.9	Debt	969	1,055
	BB+T CORPORATION SUBORDINATED 11/19 5.25	Debt	2,632	2,922
	BEAM INC SR UNSECURED 01/36 5.875	Debt	16,121	16,643
	BEAM INC SR UNSECURED 05/22 3.25	Debt	491	512
	BEAR STEARNS COS LLC SR UNSECURED 02/18 7.25	Debt	24,667	25,998
	BEAR STEARNS COS LLC SR UNSECURED 10/15 5.3	Debt	2,109	2,165
	BEAR STEARNS COS LLC SR UNSECURED 10/17 6.4	Debt	21,530	23,394
	BEAR STEARNS COS LLC SUBORDINATED 01/17 5.55	Debt	5,407	5,642
	BECTON DICKINSON SR UNSECURED 11/16 1.75	Debt	2,626	2,629
	BECTON DICKINSON SR UNSECURED 11/20 3.25	Debt	870	960
	BECTON DICKINSON SR UNSECURED 11/21 3.125	Debt	6,138	6,259
	BECTON DICKINSON SR UNSECURED 11/40 5.	Debt	2,298	2,595
	BELLSOUTH CAP FUNDING SR UNSECURED 07/97 7.12	Debt	875	936
	BELLSOUTH CORP SR UNSECURED 06/34 6.55	Debt	2,994	3,254
	BELLSOUTH TELECOMMUNICAT SR UNSECURED 11/45 5.85	Debt	286	346
	BELO CORP COMPANY GUAR 11/16 8.	Debt	5,901	5,930
	BEMIS COMPANY INC SR UNSECURED 10/21 4.5	Debt	3,363	3,718
	BERKLEY (WR) CORPORATION SR UNSECURED 03/22 4.625	Debt	3,945	4,189
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 01/40 5.75	Debt	7,996	8,456
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/17 1.6	Debt	1,214	1,243
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/18 5.4	Debt	2,972	3,089
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/22 3.	Debt	12,697	13,264
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/42 4.4	Debt	9,289	9,714
	BERKSHIRE HATHAWAY INC SR UNSECURED 01/22 3.4	Debt	668	716
	BERKSHIRE HATHAWAY INC SR UNSECURED 08/21 3.75	Debt	2,771	2,961
	BEST BUY CO INC SR UNSECURED 03/16 3.75	Debt	647	622
	BESTFOODS SR UNSECURED 12/26 7.25	Debt	819	801

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	BG ENERGY CAPITAL PLC COMPANY GUAR REGS 10/41 5.125	Debt	6,787	6,910
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/14 VAR	Debt	4,018	4,016
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/15 1.	Debt	1,012	1,010
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/17 1.625	Debt	20,839	21,272
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/22 2.875	Debt	7,346	7,580
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/42 4.125	Debt	58,624	59,916
	BHP BILLITON FIN USA LTD COMPANY GUAR 03/17 5.4	Debt	2,479	2,575
	BHP BILLITON FIN USA LTD COMPANY GUAR 04/19 6.5	Debt	4,264	4,328
	BHP BILLITON FIN USA LTD COMPANY GUAR 11/14 1.125	Debt	1,771	1,772
	BHP BILLITON FIN USA LTD COMPANY GUAR 11/21 3.25	Debt	4,827	5,132
	BHP BILLITON FINANCE COMPANY GUAR 03/26 6.42	Debt	1,272	1,273
	BIO RAD LABS SR SUBORDINA 09/16 8.	Debt	1,303	1,289
	BIOGEN IDEC INC SR UNSECURED 03/18 6.875	Debt	2,867	2,922
	BJ SERVICES CO COMPANY GUAR 06/18 6.	Debt	1,579	1,620
	BLACK HILLS POWER INC 1ST MORTGAGE 11/39 6.125	Debt	165	221
	BLACKROCK INC SR UNSECURED 05/21 4.25	Debt	2,101	2,329
	BLACKROCK INC SR UNSECURED 06/22 3.375	Debt	5,565	5,908
	BLACKROCK INC SR UNSECURED 09/17 6.25	Debt	1,642	1,664
	BLACKROCK INC SR UNSECURED 12/14 3.5	Debt	369	373
	BLACKROCK INC SR UNSECURED 12/19 5.	Debt	6,651	7,266
	BMC SOFTWARE INC SR UNSECURED 02/22 4.25	Debt	829	854
	BNP PARIBAS BANK GUARANT 01/21 5.	Debt	9,000	9,980
	BNP PARIBAS BANK GUARANT 02/16 3.6	Debt	3,316	3,468
	BNP PARIBAS BANK GUARANT 03/15 3.25	Debt	332	339
	BOARDWALK PIPELINES LLC COMPANY GUAR 09/19 5.75	Debt	3,110	3,158
	BOARDWALK PIPELINES LLC COMPANY GUAR 11/16 5.875	Debt	522	534
	BOEING CAPITAL CORP SR UNSECURED 08/18 2.9	Debt	4,759	5,167
	BOEING CO SR UNSECURED 02/20 4.875	Debt	4,959	5,000
	BOEING CO SR UNSECURED 02/33 6.125	Debt	1,098	1,091
	BOEING CO SR UNSECURED 02/38 6.625	Debt	816	889
	BOEING CO SR UNSECURED 02/40 5.875	Debt	11,630	12,479
	BOEING CO SR UNSECURED 03/14 5.	Debt	2,627	2,618
	BOEING CO SR UNSECURED 03/19 6.	Debt	3,079	3,261
	BOEING CO SR UNSECURED 03/39 6.875	Debt	9,174	9,515
	BOEING CO SR UNSECURED 08/21 8.75	Debt	1,767	1,791
	BOEING CO SR UNSECURED 08/24 7.95	Debt	611	689
	BOEING CO SR UNSECURED 11/16 3.75	Debt	1,674	1,675
	BOISE PAPER HDG/CO ISSR COMPANY GUAR 04/20 8.	Debt	763	777
	BOISE PAPER HDG/FINANCE COMPANY GUAR 11/17 9.	Debt	147	147
	BORGWARNER INC SR UNSECURED 09/20 4.625	Debt	391	407
	BOSTON PROPERTIES LP SR UNSECURED 02/23 3.85	Debt	5,929	6,258
	BOSTON PROPERTIES LP SR UNSECURED 05/21 4.125	Debt	821	866
	BOSTON PROPERTIES LP SR UNSECURED 10/19 5.875	Debt	7,764	8,611
	BOSTON PROPERTIES LP SR UNSECURED 11/18 3.7	Debt	4,947	5,297
	BOSTON PROPERTIES LP SR UNSECURED 11/20 5.625	Debt	821	934
	BOSTON SCIENTIFIC CORP SR UNSECURED 01/20 6.	Debt	1,225	1,337
	BOSTON SCIENTIFIC CORP SR UNSECURED 01/40 7.375	Debt	15,384	18,042
	BOSTON SCIENTIFIC CORP SR UNSECURED 06/14 5.45	Debt	1,304	1,285
	BOSTON SCIENTIFIC CORP SR UNSECURED 06/16 6.4	Debt	1,284	1,419
	BOTTLING GROUP LLC COMPANY GUAR 01/19 5.125	Debt	9,650	9,697
	BP CAPITAL MARKETS PLC COMPANY GUAR 03/16 3.2	Debt	18,494	19,359
	BP CAPITAL MARKETS PLC COMPANY GUAR 03/19 4.75	Debt	7,327	8,212
	BP CAPITAL MARKETS PLC COMPANY GUAR 03/21 4.742	Debt	1,570	1,830
	BP CAPITAL MARKETS PLC COMPANY GUAR 05/14 3.625	Debt	2,514	2,517
	BP CAPITAL MARKETS PLC COMPANY GUAR 05/17 1.846	Debt	2,861	2,911
	BP CAPITAL MARKETS PLC COMPANY GUAR 05/22 3.245	Debt	13,909	14,719
	BP CAPITAL MARKETS PLC COMPANY GUAR 10/15 3.125	Debt	780	834
	BP CAPITAL MARKETS PLC COMPANY GUAR 10/20 4.5	Debt	6,351	6,750
	BP CAPITAL MARKETS PLC COMPANY GUAR 11/13 5.25	Debt	1,508	1,499
	BP CAPITAL MARKETS PLC COMPANY GUAR 11/16 2.248	Debt	216	225
	BP CAPITAL MARKETS PLC COMPANY GUAR 11/21 3.561	Debt	27,726	28,753
	BP CAPITAL MARKETS PLC COMPANY GUAR 12/14 1.7	Debt	663	661
	BRANDYWINE OPER PARTNERS COMPANY GUAR 04/18 4.95	Debt	3,633	3,921
	BRANDYWINE OPER PARTNERS COMPANY GUAR 05/15 7.5	Debt	1,096	1,131
	BRE PROPERTIES INC SR UNSECURED 03/17 5.5	Debt	3,172	3,305

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	BRISTOL MYERS SQUIBB CO SR UNSECURED 05/18 5.45	Debt	747	807
	BRISTOL MYERS SQUIBB CO SR UNSECURED 05/38 6.125	Debt	26,115	26,341
	BRISTOL MYERS SQUIBB CO SR UNSECURED 08/17 0.875	Debt	15,108	15,141
	BRISTOL MYERS SQUIBB CO SR UNSECURED 08/22 2.	Debt	1,773	1,750
	BRISTOL MYERS SQUIBB CO SR UNSECURED 08/42 3.25	Debt	7,971	7,876
	BRISTOL MYERS SQUIBB CO SR UNSECURED 11/36 5.875	Debt	6,897	6,904
	BRITISH GAS INTL FINANCE COMPANY GUAR 11/21 0.00000	Debt	1,468	1,797
	BRITISH TELECOM PLC SR UNSECURED 01/18 5.95	Debt	5,944	5,988
	BRITISH TELECOM PLC SR UNSECURED 12/13 VAR	Debt	4,475	4,504
	BRITISH TELECOM PLC SR UNSECURED 12/30 1.	Debt	5,572	5,804
	BROADCOM CORP SR UNSECURED 11/15 2.375	Debt	172	172
	BROADCOM CORP SR UNSECURED 11/18 2.7	Debt	520	538
	BROADCOM CORP SR UNSECURED 144A 08/22 2.5	Debt	31,365	31,525
	BUCKEYE PARTNERS LP SR UNSECURED 02/21 4.875	Debt	1,338	1,351
	BUNGE LIMITED FINANCE CO COMPANY GUAR 03/16 4.1	Debt	580	622
	BUNGE LIMITED FINANCE CO COMPANY GUAR 06/19 8.5	Debt	2,532	2,708
	BUNGE NA FINANCE LP COMPANY GUAR 04/17 5.9	Debt	199	210
	BURLINGTN NORTH SANTA FE SR UNSECURED 01/15 4.875	Debt	306	307
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/18 5.75	Debt	4,952	5,172
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/22 3.05	Debt	2,330	2,403
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/41 5.05	Debt	4,314	4,708
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/42 4.4	Debt	5,205	5,568
	BURLINGTN NORTH SANTA FE SR UNSECURED 05/29 7.082	Debt	1,339	1,439
	BURLINGTN NORTH SANTA FE SR UNSECURED 05/37 6.15	Debt	6,617	7,845
	BURLINGTN NORTH SANTA FE SR UNSECURED 05/40 5.75	Debt	7,810	8,681
	BURLINGTN NORTH SANTA FE SR UNSECURED 06/21 4.1	Debt	1,045	1,164
	BURLINGTN NORTH SANTA FE SR UNSECURED 06/41 5.4	Debt	10,744	13,029
	BURLINGTN NORTH SANTA FE SR UNSECURED 08/28 6.7	Debt	55	62
	BURLINGTN NORTH SANTA FE SR UNSECURED 09/21 3.45	Debt	924	990
	BURLINGTN NORTH SANTA FE SR UNSECURED 09/22 3.05	Debt	3,983	4,140
	BURLINGTN NORTH SANTA FE SR UNSECURED 09/41 4.95	Debt	1,708	1,848
	BURLINGTN NORTH SANTA FE SR UNSECURED 10/19 4.7	Debt	533	560
	BURLINGTON RESOURCES FIN COMPANY GUAR 08/31 7.2	Debt	955	970
	BURLINGTON RESOURCES FIN COMPANY GUAR 12/31 7.4	Debt	3,982	4,106
	CAISSE D AMORT DETTE SOC SR UNSECURED 144A 02/15 1.75	Debt	879	899
	CALIFORNIA ST CAS 03/36 FIXED 7.95	Debt	3,308	3,286
	CALIFORNIA ST CAS 03/40 FIXED 7.625	Debt	2,617	2,776
	CALIFORNIA ST CAS 04/14 FIXED 5.25	Debt	167	170
	CALIFORNIA ST CAS 04/34 FIXED 7.5	Debt	4,218	5,200
	CALIFORNIA ST CAS 04/39 FIXED 7.55	Debt	4,645	5,399
	CALIFORNIA ST CAS 10/39 FIXED 7.3	Debt	7,902	8,083
	CALIFORNIA ST CAS 11/39 FIXED 7.35	Debt	1,786	1,972
	CALIFORNIA ST CAS 11/40 FIXED 7.6	Debt	6,635	7,319
	CALIFORNIA ST PUBLIC WKS BRD L CASFAC 10/34 FIXED 8.361	Debt	275	349
	CAMERON INTL CORP SR UNSECURED 04/15 1.6	Debt	115	117
	CAMERON INTL CORP SR UNSECURED 04/22 3.6	Debt	12,692	13,094
	CAMERON INTL CORP SR UNSECURED 06/21 4.5	Debt	372	409
	CAMERON INTL CORP SR UNSECURED 06/41 5.95	Debt	11,062	13,319
	CAMERON INTL CORP SR UNSECURED 07/18 6.375	Debt	679	729
	CAMPBELL SOUP CO SR UNSECURED 02/19 4.5	Debt	7,701	8,065
	CAMPBELL SOUP CO SR UNSECURED 04/21 4.25	Debt	895	1,030
	CAMPBELL SOUP CO SR UNSECURED 07/17 3.05	Debt	5,937	5,920
	CAMPBELL SOUP CO SR UNSECURED 08/14 3.375	Debt	1,928	1,920
	CAMPBELL SOUP CO SR UNSECURED 08/22 2.5	Debt	11,524	11,593
	CAMPBELL SOUP CO SR UNSECURED 08/42 3.8	Debt	40,753	41,260
	CANADIAN IMPERIAL BANK SR UNSECURED 12/15 2.35	Debt	499	526
	CANADIAN NAT L RAILWAY SR UNSECURED 10/31 7.375	Debt	193	244
	CANADIAN NATL RAILWAY	Debt	7,319	7,240
	CANADIAN NATL RAILWAY SR UNSECURED 03/19 5.55	Debt	1,234	1,341
	CANADIAN NATL RAILWAY SR UNSECURED 05/23 7.625	Debt	6,030	6,227
	CANADIAN NATL RAILWAY SR UNSECURED 06/36 6.2	Debt	1,135	1,132
	CANADIAN NATL RAILWAY SR UNSECURED 07/18 6.8	Debt	288	308
	CANADIAN NATL RAILWAY SR UNSECURED 08/34 6.25	Debt	2,552	2,826
	CANADIAN NATL RAILWAY SR UNSECURED 11/17 5.85	Debt	2,808	2,819
	CANADIAN NATL RAILWAY SR UNSECURED 11/37 6.375	Debt	14,727	15,126

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CANADIAN NATL RAILWAY SR UNSECURED 12/16 1.45	Debt	208	214
	CANADIAN NATL RAILWAY SR UNSECURED 12/21 2.85	Debt	328	349
	CANADIAN NATL RESOURCES SR UNSECURED 02/18 5.9	Debt	7,919	8,365
	CANADIAN NATL RESOURCES SR UNSECURED 02/35 5.85	Debt	270	306
	CANADIAN NATL RESOURCES SR UNSECURED 02/37 6.5	Debt	6,282	7,050
	CANADIAN NATL RESOURCES SR UNSECURED 02/39 6.75	Debt	545	640
	CANADIAN NATL RESOURCES SR UNSECURED 03/38 6.25	Debt	8,214	9,535
	CANADIAN NATL RESOURCES SR UNSECURED 05/17 5.7	Debt	4,171	4,256
	CANADIAN NATL RESOURCES SR UNSECURED 08/16 6.	Debt	580	591
	CANADIAN NATL RESOURCES SR UNSECURED 11/14 1.45	Debt	257	259
	CANADIAN NATL RESOURCES SR UNSECURED 11/21 3.45	Debt	5,680	6,039
	CANADIAN NATL RESOURCES SR UNSECURED 12/14 4.9	Debt	1,094	1,092
	CANADIAN PACIFIC RAILWAY SR UNSECURED 01/42 5.75	Debt	1,451	1,701
	CANADIAN PACIFIC RR CO SR UNSECURED 03/23 4.45	Debt	1,006	1,118
	CANADIAN PACIFIC RR CO SR UNSECURED 05/19 7.25	Debt	2,217	2,264
	CANADIAN PACIFIC RR CO SR UNSECURED 08/21 9.45	Debt	433	462
	CAPITAL ONE BANK USA NA SUBORDINATED 07/19 8.8	Debt	3,704	3,854
	CAPITAL ONE CAPITAL III LIMITD GUARA 08/66 7.686	Debt	512	510
	CAPITAL ONE CAPITAL IV LIMITD GUARA 02/82 VAR	Debt	6,741	6,717
	CAPITAL ONE CAPITAL V LIMITD GUARA 08/39 10.25	Debt	15,059	14,491
	CAPITAL ONE CAPITAL VI LIMITD GUARA 05/40 8.875	Debt	93	96
	CAPITAL ONE FINANCIAL CO SR UNSECURED 03/15 2.15	Debt	2,058	2,112
	CAPITAL ONE FINANCIAL CO SR UNSECURED 05/14 7.375	Debt	587	550
	CAPITAL ONE FINANCIAL CO SR UNSECURED 07/14 2.125	Debt	375	383
	CAPITAL ONE FINANCIAL CO SR UNSECURED 07/16 3.15	Debt	3,318	3,531
	CAPITAL ONE FINANCIAL CO SR UNSECURED 07/21 4.75	Debt	10,234	11,171
	CAPITAL ONE FINANCIAL CO SR UNSECURED 09/17 6.75	Debt	6,866	7,134
	CAPITAL ONE FINANCIAL CO SUBORDINATED 09/16 6.15	Debt	489	571
	CAPITAL ONE FINANCIAL SR UNSECURED 06/15 5.5	Debt	9,932	10,084
	CARDINAL HEALTH INC SR UNSECURED 06/15 4.	Debt	1,473	1,481
	CARDINAL HEALTH INC SR UNSECURED 06/17 1.9	Debt	579	590
	CARDINAL HEALTH INC SR UNSECURED 06/17 6.	Debt	1,914	1,982
	CARDINAL HEALTH INC SR UNSECURED 06/22 3.2	Debt	7,890	8,108
	CARDINAL HEALTH INC SR UNSECURED 12/20 4.625	Debt	1,349	1,502
	CAREFUSION CORP	Debt	289	287
	CAREFUSION CORP SR UNSECURED 08/14 5.125	Debt	1,319	1,283
	CAROLINA POWER + LIGHT 1ST MORTGAGE 04/38 6.3	Debt	5,468	6,079
	CAROLINA POWER + LIGHT 1ST MORTGAGE 12/15 5.25	Debt	826	822
	CASE NEW HOLLAND INC COMPANY GUAR 09/13 7.75	Debt	195	189
	CASE NEW HOLLAND INC COMPANY GUAR 12/17 7.875	Debt	795	978
	CATERPILLAR FIN SERV CRP SR UNSECURED 02/14 6.125	Debt	1,075	1,023
	CATERPILLAR FIN SERV CRP SR UNSECURED 04/18 5.45	Debt	1,184	1,205
	CATERPILLAR FIN SERV CRP SR UNSECURED 06/15 2.75	Debt	165	171
	CATERPILLAR FIN SERV CRP SR UNSECURED 08/13 4.9	Debt	94	90
	CATERPILLAR FIN SERV CRP SR UNSECURED 09/17 5.85	Debt	977	1,039
	CATERPILLAR FIN SERV CRP SR UNSECURED 10/18 7.05	Debt	10,643	10,922
	CATERPILLAR FINANCIAL SE SR UNSECURED 02/19 7.15	Debt	3,251	3,393
	CATERPILLAR FINANCIAL SE SR UNSECURED 06/17 1.625	Debt	1,098	1,123
	CATERPILLAR FINANCIAL SE SR UNSECURED 06/22 2.85	Debt	6,411	6,506
	CATERPILLAR FINANCIAL SE SR UNSECURED 08/16 2.05	Debt	1,824	1,850
	CATERPILLAR INC SENIOR NOTES 06/17 1.5	Debt	15,993	16,128
	CATERPILLAR INC SR UNSECURED 05/41 5.2	Debt	16,463	16,580
	CATERPILLAR INC SR UNSECURED 06/15 0.95	Debt	3,732	3,736
	CATERPILLAR INC SR UNSECURED 06/22 2.6	Debt	2,873	2,949
	CATERPILLAR INC SR UNSECURED 07/28 6.625	Debt	119	136
	CATERPILLAR INC SR UNSECURED 08/16 5.7	Debt	2,359	2,358
	CATERPILLAR INC SR UNSECURED 08/36 6.05	Debt	2,840	3,283
	CATERPILLAR INC SR UNSECURED 12/18 7.9	Debt	8,581	8,699
	CATERPILLAR INC SR UNSECURED 144A 08/42 3.803	Debt	105,211	103,920
	CBS CORP COMPANY GUAR 03/22 3.375	Debt	8,181	8,306
	CBS CORP COMPANY GUAR 04/20 5.75	Debt	2,000	2,164
	CBS CORP COMPANY GUAR 05/19 8.875	Debt	2,847	3,016
	CBS CORP COMPANY GUAR 07/17 1.95	Debt	5,440	5,638
	CBS CORP COMPANY GUAR 07/30 7.875	Debt	4,198	4,937
	CBS CORP COMPANY GUAR 07/42 4.85	Debt	12,778	13,406

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CBS CORP COMPANY GUAR 10/40 5.9	Debt	1,601	1,825
	CCO HLDGS LLC/CAP CORP COMPANY GUAR 01/19 7.	Debt	197	213
	CCO HLDGS LLC/CAP CORP COMPANY GUAR 04/21 6.5	Debt	2,994	3,033
	CCO HLDGS LLC/CAP CORP COMPANY GUAR 09/22 5.25	Debt	25,383	25,653
	CCO HLDGS LLC/CAP CORP COMPANY GUAR 10/17 7.25	Debt	3,274	3,270
	CELANESE US HOLDINGS LLC COMPANY GUAR 10/18 6.625	Debt	1,036	1,086
	CELGENE CORP SR UNSECURED 08/22 3.25	Debt	20,965	21,199
	CELGENE CORP SR UNSECURED 10/15 2.45	Debt	323	338
	CELLCO PART/VERI WIRELSS SR UNSECURED 11/18 8.5	Debt	23,874	25,229
	CELULOSA ARAUCO CONSTITU SR UNSECURED 01/21 5.	Debt	1,332	1,420
	CELULOSA ARAUCO CONSTITU SR UNSECURED 04/15 5.625	Debt	451	449
	CELULOSA ARAUCO CONSTITU SR UNSECURED 07/19 7.25	Debt	477	498
	CENOVUS ENERGY INC SR UNSECURED 09/14 4.5	Debt	174	174
	CENOVUS ENERGY INC SR UNSECURED 09/42 4.45	Debt	7,484	7,822
	CENOVUS ENERGY INC SR UNSECURED 10/19 5.7	Debt	8,957	9,127
	CENOVUS ENERGY INC SR UNSECURED 11/39 6.75	Debt	9,278	10,839
	CENTERPOINT ENER HOUSTON GENL REF MOR 03/33 6.95	Debt	459	494
	CENTERPOINT ENER HOUSTON GENL REF MOR 08/22 2.25	Debt	20,745	20,751
	CENTERPOINT ENER HOUSTON GENL REF MOR 08/42 3.55	Debt	45,683	44,840
	CENTERPOINT ENERGY INC SR UNSECURED 02/17 5.95	Debt	451	466
	CENTERPOINT ENERGY INC SR UNSECURED 05/18 6.5	Debt	2,871	2,964
	CENTERPOINT ENERGY RESOU SR UNSECURED 01/21 4.5	Debt	2,252	2,477
	CENTERPOINT ENERGY RESOU SR UNSECURED 01/41 5.85	Debt	784	989
	CENTERPOINT ENERGY RESOU SR UNSECURED 05/16 6.15	Debt	181	210
	CENTERPOINT ENERGY RESOU SR UNSECURED 11/37 6.625	Debt	252	337
	CENTURYLINK INC SR UNSECURED 03/22 5.8	Debt	18,964	20,740
	CENTURYLINK INC SR UNSECURED 03/42 7.65	Debt	10,783	10,654
	CENTURYLINK INC SR UNSECURED 06/17 5.15	Debt	1,621	1,772
	CENTURYLINK INC SR UNSECURED 06/21 6.45	Debt	7,993	8,846
	CENTURYLINK INC SR UNSECURED 09/39 7.6	Debt	2,119	2,274
	CF INDUSTRIES INC COMPANY GUAR 05/18 6.875	Debt	672	730
	CF INDUSTRIES INC COMPANY GUAR 05/20 7.125	Debt	264	296
	CGG VERITAS COMPANY GUAR 05/17 7.75	Debt	121	124
	CGG VERITAS COMPANY GUAR 06/21 6.5	Debt	508	515
	CHARLES SCHWAB CORP SR UNSECURED 07/20 4.45	Debt	2,138	2,399
	CHESAPEAKE ENERGY CORP COMPANY GUAR 02/15 9.5	Debt	4,337	4,473
	CHESAPEAKE ENERGY CORP COMPANY GUAR 02/21 6.125	Debt	429	433
	CHESAPEAKE ENERGY CORP COMPANY GUAR 08/18 6.875	Debt	2,014	2,184
	CHESAPEAKE ENERGY CORP COMPANY GUAR 08/20 6.625	Debt	308	311
	CHESAPEAKE ENERGY CORP COMPANY GUAR 11/20 6.875	Debt	7,572	8,071
	CHESAPEAKE ENERGY CORP COMPANY GUAR 12/18 7.25	Debt	327	352
	CHESAPEAKE OIL OP/FIN COMPANY GUAR 144A 11/19 6.625	Debt	175	168
	CHEVRON CORP SR UNSECURED 03/19 4.95	Debt	4,891	5,026
	CHOICE HOTELS INTL INC COMPANY GUAR 07/22 5.75	Debt	6,612	6,787
	CHOICE HOTELS INTL INC COMPANY GUAR 08/20 5.7	Debt	150	162
	CHS/COMMUNITY HEALTH SYS SR SECURED 08/18 5.125	Debt	4,645	4,721
	CHUBB CORP JR SUBORDINA 03/67 VAR	Debt	2,770	2,796
	CHUBB CORP SR UNSECURED 05/18 5.75	Debt	5,452	5,900
	CHUBB CORP SR UNSECURED 05/37 6.	Debt	7,579	8,383
	CHUBB CORP SR UNSECURED 05/38 6.5	Debt	8,474	9,168
	CHURCH + DWIGHT CO INC SR UNSECURED 10/22 2.875	Debt	19,981	20,292
	CHURCH + DWIGHT CO INC SR UNSECURED 12/15 3.35	Debt	197	203
	CIGNA CORP SR UNSECURED 02/22 4.	Debt	6,261	6,742
	CIGNA CORP SR UNSECURED 02/42 5.375	Debt	730	818
	CIGNA CORP SR UNSECURED 03/17 5.375	Debt	56	65
	CIGNA CORP SR UNSECURED 03/21 4.5	Debt	1,376	1,444
	CIGNA CORP SR UNSECURED 03/41 5.875	Debt	1,683	1,863
	CIGNA CORP SR UNSECURED 11/36 6.15	Debt	270	357
	CIMAREX ENERGY CO COMPANY GUAR 05/22 5.875	Debt	2,680	2,790
	CINCINNATI FINL CORP SR UNSECURED 05/28 6.92	Debt	1,697	1,889
	CINCINNATI FINL CORP SR UNSECURED 11/34 6.125	Debt	862	976
	CINCINNATI OH WTR SYS REVENUE CINWTR 12/34 FIXED 6.458	Debt	65	76
	CINTAS CORPORATION NO. 2 COMPANY GUAR 06/21 4.3	Debt	8,974	9,079
	CINTAS CORPORATION NO. 2 COMPANY GUAR 06/22 3.25	Debt	2,647	2,661
	CISCO SYSTEMS INC SR UNSECURED 01/20 4.45	Debt	6,938	7,488

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CISCO SYSTEMS INC SR UNSECURED 01/40 5.5	Debt	64,230	67,568
	CISCO SYSTEMS INC SR UNSECURED 02/16 5.5	Debt	4,957	4,956
	CISCO SYSTEMS INC SR UNSECURED 02/19 4.95	Debt	19,641	20,275
	CISCO SYSTEMS INC SR UNSECURED 02/39 5.9	Debt	25,256	26,635
	CISCO SYSTEMS INC SR UNSECURED 03/14 1.625	Debt	4,079	4,076
	CISCO SYSTEMS INC SR UNSECURED 03/17 3.15	Debt	10,050	10,158
	CISCO SYSTEMS INC SR UNSECURED 11/14 2.9	Debt	5,264	5,263
	CITIGROUP CAPITAL III COMPANY GUAR 12/36 7.625	Debt	433	450
	CITIGROUP INC SR UNSECURED 01/15 6.01	Debt	2,295	2,351
	CITIGROUP INC SR UNSECURED 01/17 4.45	Debt	5,275	5,701
	CITIGROUP INC SR UNSECURED 01/22 4.5	Debt	31,043	33,693
	CITIGROUP INC SR UNSECURED 01/42 5.875	Debt	13,101	14,933
	CITIGROUP INC SR UNSECURED 03/38 6.875	Debt	6,011	7,059
	CITIGROUP INC SR UNSECURED 04/14 VAR	Debt	606	605
	CITIGROUP INC SR UNSECURED 05/15 4.7	Debt	909	937
	CITIGROUP INC SR UNSECURED 05/15 4.75	Debt	2,217	2,228
	CITIGROUP INC SR UNSECURED 05/18 6.125	Debt	25,096	27,824
	CITIGROUP INC SR UNSECURED 05/18 VAR	Debt	891	1,072
	CITIGROUP INC SR UNSECURED 05/37 5.875	Debt	2,331	2,788
	CITIGROUP INC SR UNSECURED 07/39 8.125	Debt	34,147	39,225
	CITIGROUP INC SR UNSECURED 08/17 6.	Debt	18,412	19,927
	CITIGROUP INC SR UNSECURED 08/20 5.375	Debt	5,763	6,421
	CITIGROUP INC SR UNSECURED 10/14 5.5	Debt	1,094	1,078
	CITIGROUP INC SR UNSECURED 11/17 6.125	Debt	2,963	3,295
	CITIGROUP INC SR UNSECURED 12/15 4.587	Debt	2,670	2,778
	CITIGROUP INC SR UNSECURED 12/34 5.85	Debt	13,765	15,679
	CITIGROUP INC SUBORDINATED 02/17 5.5	Debt	4,244	4,536
	CITIGROUP INC SUBORDINATED 02/33 5.875	Debt	6,214	6,833
	CITIGROUP INC SUBORDINATED 06/32 6.625	Debt	3,860	4,237
	CITIGROUP INC SUBORDINATED 08/36 6.125	Debt	10,773	12,111
	CITIGROUP INC SUBORDINATED 09/14 5.	Debt	5,228	5,492
	CITIGROUP INC SUBORDINATED 10/33 6.	Debt	168	216
	CITIGROUP INC UNSECURED 05/19 8.5	Debt	22,437	24,231
	CLEARWATER PAPER CORP COMPANY GUAR 11/18 7.125	Debt	246	260
	CLEVELAND ELEC ILLUMINAT SR UNSECURED 12/13 5.65	Debt	5,830	5,741
	CLEVELAND ELECTRIC ILLUM 1ST MORTGAGE 08/24 5.5	Debt	194	203
	CLEVELAND ELECTRIC ILLUM 1ST MORTGAGE 11/18 8.875	Debt	1,419	1,487
	CLEVELAND ELECTRIC ILLUM SR UNSECURED 12/36 5.95	Debt	1,532	1,654
	CLIFFS NATURAL RESOURCES SR UNSECURED 04/21 4.875	Debt	2,892	2,716
	CLIFFS NATURAL RESOURCES SR UNSECURED 10/20 4.8	Debt	2,507	2,453
	CLIFFS NATURAL RESOURCES SR UNSECURED 10/40 6.25	Debt	2,924	2,811
	CLOROX COMPANY SR UNSECURED 11/21 3.8	Debt	3,706	4,015
	CMS ENERGY CORP SR UNSECURED 02/18 5.05	Debt	107	112
	CMS ENERGY CORP SR UNSECURED 05/14 2.75	Debt	1,849	1,877
	CMS ENERGY CORP SR UNSECURED 06/19 8.75	Debt	10	12
	CMS ENERGY CORP SR UNSECURED 07/17 6.55	Debt	108	111
	CNA FINANCIAL CORP SR UNSECURED 08/16 6.5	Debt	1,737	1,786
	CNA FINANCIAL CORP SR UNSECURED 08/20 5.875	Debt	5,453	6,178
	CNH CAPITAL LLC COMPANY GUAR 144A 11/16 6.25	Debt	125	136
	COCA COLA CO/THE SR UNSECURED 03/14 3.625	Debt	622	619
	COCA COLA CO/THE SR UNSECURED 03/15 0.75	Debt	503	504
	COCA COLA CO/THE SR UNSECURED 03/18 1.65	Debt	4,953	5,120
	COCA COLA CO/THE SR UNSECURED 09/16 1.8	Debt	10,613	10,734
	COCA COLA CO/THE SR UNSECURED 09/21 3.3	Debt	10,558	11,148
	COCA COLA CO/THE SR UNSECURED 11/13 0.75	Debt	893	898
	COCA COLA CO/THE SR UNSECURED 11/15 1.5	Debt	6,512	6,514
	COCA COLA CO/THE SR UNSECURED 11/20 3.15	Debt	4,969	5,203
	COCA COLA ENTERPRISES SR UNSECURED 08/16 2.	Debt	1,552	1,541
	COCA COLA ENTERPRISES SR UNSECURED 09/15 2.125	Debt	3,543	3,577
	COCA COLA ENTERPRISES SR UNSECURED 09/20 3.5	Debt	4,689	4,932
	COLGATE PALMOLIVE CO SR UNSECURED 01/17 1.3	Debt	5,320	5,335
	COLGATE PALMOLIVE CO SR UNSECURED 05/14 1.25	Debt	599	609
	COLGATE PALMOLIVE CO SR UNSECURED 05/17 2.625	Debt	7,970	8,111
	COLGATE PALMOLIVE CO SR UNSECURED 05/22 2.3	Debt	8,501	8,764
	COLGATE PALMOLIVE CO SR UNSECURED 11/14 0.6	Debt	1,507	1,510

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	COLGATE PALMOLIVE CO SR UNSECURED 11/15 1.375	Debt	1,042	1,076
	COLGATE PALMOLIVE CO SR UNSECURED 11/20 2.95	Debt	1,048	1,147
	COLGATE PALMOLIVE CO SR UNSECURED 11/21 2.45	Debt	650	685
	COLORADO ST COPS COSCTF 09/39 FIXED OID 6.45	Debt	323	396
	COMCAST CABLE COMM HLDGS COMPANY GUAR 11/22 9.455	Debt	463	502
	COMCAST CABLE COMMUNICAT COMPANY GUAR 06/13 7.125	Debt	363	339
	COMCAST CORP COMPANY GUAR 01/17 6.5	Debt	3,566	3,620
	COMCAST CORP COMPANY GUAR 02/18 5.875	Debt	15,713	16,429
	COMCAST CORP COMPANY GUAR 03/16 5.9	Debt	7,104	7,204
	COMCAST CORP COMPANY GUAR 03/20 5.15	Debt	10,032	10,328
	COMCAST CORP COMPANY GUAR 03/33 7.05	Debt	2,476	2,794
	COMCAST CORP COMPANY GUAR 03/37 6.45	Debt	2,083	2,590
	COMCAST CORP COMPANY GUAR 03/40 6.4	Debt	742	900
	COMCAST CORP COMPANY GUAR 05/18 5.7	Debt	10,297	11,198
	COMCAST CORP COMPANY GUAR 05/38 6.4	Debt	2,096	2,451
	COMCAST CORP COMPANY GUAR 07/19 5.7	Debt	6,736	7,589
	COMCAST CORP COMPANY GUAR 07/22 3.125	Debt	2,815	2,920
	COMCAST CORP COMPANY GUAR 07/39 6.55	Debt	5,610	6,966
	COMCAST CORP COMPANY GUAR 08/37 6.95	Debt	41,870	49,809
	COMCAST CORP COMPANY GUAR 11/17 6.3	Debt	110	120
	COMCAST CORP COMPANY GUAR 11/35 6.5	Debt	7,442	8,182
	COMERICA BANK SUBORDINATED 11/16 5.75	Debt	3,329	3,389
	COMMONWEALTH EDISON 10/42 3.8	Debt	31,968	32,368
	COMMONWEALTH EDISON 1ST MORTGAGE 01/38 6.45	Debt	444	548
	COMMONWEALTH EDISON 1ST MORTGAGE 02/33 5.875	Debt	2,779	3,172
	COMMONWEALTH EDISON 1ST MORTGAGE 03/18 5.8	Debt	4,109	4,293
	COMMONWEALTH EDISON 1ST MORTGAGE 03/36 5.9	Debt	8,445	8,526
	COMMONWEALTH EDISON 1ST MORTGAGE 08/20 4.	Debt	1,276	1,452
	COMMONWEALTH EDISON 1ST MORTGAGE 09/17 6.15	Debt	335	371
	COMMONWEALTH EDISON 1ST MORTGAGE 09/21 3.4	Debt	25,202	26,309
	COMMONWEALTH REIT SR UNSECURED 08/16 6.25	Debt	2,500	2,602
	CONAGRA FOODS INC SR UNSECURED 09/22 3.25	Debt	14,096	14,161
	CONAGRA FOODS INC SR UNSECURED 10/26 7.125	Debt	1,793	1,973
	CONOCO FUNDING CO COMPANY GUAR 10/31 7.25	Debt	3,811	4,689
	CONOCO INC SR UNSECURED 04/29 6.95	Debt	11,250	12,602
	CONOCOPHILLIPS CANADA COMPANY GUAR 10/16 5.625	Debt	12,393	12,397
	CONOCOPHILLIPS CANADA COMPANY GUAR 10/36 5.95	Debt	1,259	1,296
	CONOCOPHILLIPS COMPANY GUAR 01/15 4.6	Debt	2,730	2,729
	CONOCOPHILLIPS COMPANY GUAR 01/20 6.	Debt	101	105
	CONOCOPHILLIPS COMPANY GUAR 02/14 4.75	Debt	2,160	2,150
	CONOCOPHILLIPS COMPANY GUAR 02/19 5.75	Debt	9,385	10,027
	CONOCOPHILLIPS COMPANY GUAR 02/39 6.5	Debt	75,292	78,596
	CONOCOPHILLIPS COMPANY GUAR 05/18 5.2	Debt	328	336
	CONOCOPHILLIPS COMPANY GUAR 05/38 5.9	Debt	20,537	21,722
	CONOCOPHILLIPS COMPANY GUAR 10/32 5.9	Debt	1,125	1,282
	CONOCOPHILLIPS SR UNSECURED 03/29 7.	Debt	1,362	1,525
	CONOCOPHILLIPS SR UNSECURED 07/18 6.65	Debt	684	722
	CONS EDISON CO OF NY SR UNSECURED 03/35 5.3	Debt	11,396	11,427
	CONS EDISON CO OF NY SR UNSECURED 03/36 5.85	Debt	2,213	2,381
	CONS EDISON CO OF NY SR UNSECURED 03/42 4.2	Debt	40,817	43,870
	CONS EDISON CO OF NY SR UNSECURED 04/14 5.55	Debt	2,042	2,028
	CONS EDISON CO OF NY SR UNSECURED 04/18 5.85	Debt	6,367	6,478
	CONS EDISON CO OF NY SR UNSECURED 04/19 6.65	Debt	116	129
	CONS EDISON CO OF NY SR UNSECURED 04/38 6.75	Debt	13,632	15,790
	CONS EDISON CO OF NY SR UNSECURED 06/20 4.45	Debt	3,164	3,349
	CONS EDISON CO OF NY SR UNSECURED 06/36 6.2	Debt	4,621	5,022
	CONS EDISON CO OF NY SR UNSECURED 06/40 5.7	Debt	2,301	2,419
	CONS EDISON CO OF NY SR UNSECURED 07/35 5.25	Debt	779	869
	CONS EDISON CO OF NY SR UNSECURED 08/37 6.3	Debt	4,818	5,780
	CONS EDISON CO OF NY SR UNSECURED 12/15 5.375	Debt	465	456
	CONS EDISON CO OF NY SR UNSECURED 12/18 7.125	Debt	345	353
	CONS EDISON CO OF NY SR UNSECURED 12/36 5.7	Debt	3,604	3,744
	CONS EDISON CO OF NY SR UNSECURED 12/39 5.5	Debt	3,832	4,063
	CONSOLIDATED NATURAL GAS SR UNSECURED 03/14 5.	Debt	104	111
	CONSTELLATION BRANDS INC COMPANY GUAR 03/23 4.625	Debt	4,734	4,794

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CONSTELLATION BRANDS INC COMPANY GUAR 05/17 7.25	Debt	423	438
	CONSTELLATION BRANDS INC COMPANY GUAR 05/22 6.	Debt	5,350	5,688
	CONSTELLATION BRANDS INC COMPANY GUAR 09/16 7.25	Debt	821	836
	CONSTELLATION BRANDS INC COMPANY GUAR 12/14 8.375	Debt	51	52
	CONSTELLATION ENERGY GRO COMPANY GUAR 12/20 5.15	Debt	1,149	1,353
	CONSUMERS ENERGY CO 1ST MORTGAGE 05/22 2.85	Debt	4,507	4,703
	CONSUMERS ENERGY COMPANY 1ST MORTGAGE 02/17 5.15	Debt	288	287
	CONSUMERS ENERGY COMPANY 1ST MORTGAGE 03/19 6.125	Debt	1,248	1,354
	CONSUMERS ENERGY COMPANY 1ST MORTGAGE 04/20 5.65	Debt	5,163	5,387
	CONSUMERS ENERGY COMPANY 1ST MORTGAGE 08/16 5.5	Debt	1,040	1,042
	CONTINENTAL RESOURCES COMPANY GUAR 04/21 7.125	Debt	4,784	4,852
	CONTINENTAL RESOURCES COMPANY GUAR 09/22 5.	Debt	16,735	17,087
	CONTINENTAL RESOURCES COMPANY GUAR 10/19 8.25	Debt	374	383
	CONTINENTAL RESOURCES COMPANY GUAR 10/20 7.375	Debt	175	196
	CONTINENTAL RESOURCES COMPANY GUAR 144A 09/22 5.	Debt	5,300	5,225
	CONTL AIRLINES 1999 1 PASS THRU CE 08/20 6.545	Debt	145	149
	CONTL AIRLINES 2007 1 PASS THRU CE 10/23 5.983	Debt	2,788	3,078
	CONTL AIRLINES 2009 1 PASS THRU CE 01/18 9.	Debt	321	321
	CONTL AIRLINES 2009 2 PASS THRU CE 05/21 7.25	Debt	1,632	1,823
	CONTL AIRLINES 2010 A PASS THRU CE 07/22 4.75	Debt	202	216
	CONTL AIRLINES 2012 A PASS THRU CE 10/25 4.15	Debt	2,150	2,193
	CORNING INC SR UNSECURED 03/37 4.7	Debt	5,238	5,288
	CORNING INC SR UNSECURED 03/42 4.75	Debt	41,125	42,365
	CORNING INC SR UNSECURED 08/21 8.875	Debt	1,386	1,386
	CORNING INC SR UNSECURED 08/40 5.75	Debt	3,811	3,913
	COSTCO WHOLESALE CORP SR UNSECURED 03/17 5.5	Debt	852	884
	COUNTRYWIDE FINL CORP SUBORDINATED 05/16 6.25	Debt	259	265
	COVANTA HOLDING CORP SR UNSECURED 10/22 6.375	Debt	545	593
	COVENTRY HEALTH CARE INC SR UNSECURED 01/15 6.125	Debt	101	109
	COVENTRY HEALTH CARE INC SR UNSECURED 03/17 5.95	Debt	46	54
	COVENTRY HEALTH CARE INC SR UNSECURED 06/21 5.45	Debt	3,491	4,021
	COVENTRY HEALTH CARE INC SR UNSECURED 08/14 6.3	Debt	989	1,056
	COVIDIEN INTL FINANCE SA COMPANY GUAR 05/15 1.35	Debt	2,022	2,026
	COVIDIEN INTL FINANCE SA COMPANY GUAR 06/20 4.2	Debt	9,579	9,748
	COVIDIEN INTL FINANCE SA COMPANY GUAR 06/22 3.2	Debt	18,089	19,094
	COVIDIEN INTL FINANCE SA COMPANY GUAR 10/17 6.	Debt	11,882	12,385
	COVIDIEN INTL FINANCE SA COMPANY GUAR 10/37 6.55	Debt	21,586	22,903
	COX COMMUNICATIONS INC SR UNSECURED 06/13 4.625	Debt	192	185
	COX COMMUNICATIONS INC SR UNSECURED 10/15 5.5	Debt	5,688	5,669
	COX COMMUNICATIONS INC SR UNSECURED 12/14 5.45	Debt	3,770	3,759
	CR BARD INC SR UNSECURED 01/21 4.4	Debt	247	284
	CREDIT SUISSE NEW YORK SR UNSECURED 03/15 3.5	Debt	336	343
	CREDIT SUISSE NEW YORK SR UNSECURED 05/14 5.5	Debt	357	346
	CREDIT SUISSE NEW YORK SR UNSECURED 08/19 5.3	Debt	14,857	16,428
	CREDIT SUISSE NEW YORK SR UNSECURED 08/20 4.375	Debt	7,153	8,057
	CREDIT SUISSE NEW YORK SUBORDINATED 01/20 5.4	Debt	1,274	1,355
	CREDIT SUISSE NEW YORK SUBORDINATED 02/18 6.	Debt	4,598	5,042
	CREDIT SUISSE USA INC BANK GUARANT 01/15 4.875	Debt	502	499
	CREDIT SUISSE USA INC BANK GUARANT 03/16 5.375	Debt	1,289	1,352
	CREDIT SUISSE USA INC BANK GUARANT 07/32 7.125	Debt	443	502
	CREDIT SUISSE USA INC BANK GUARANT 08/15 5.125	Debt	2,006	2,032
	CRH AMERICA INC COMPANY GUAR 09/16 6.	Debt	1,129	1,137
	CROWN AMER/CAP CORP II COMPANY GUAR 05/17 7.625	Debt	120	118
	CROWN AMER/CAP CORP III COMPANY GUAR 02/21 6.25	Debt	3,292	3,475
	CROWN CORK + SEAL CO INC SR UNSECURED 12/26 7.375	Debt	2,606	2,744
	CSC HOLDINGS LLC SR UNSECURED 02/18 7.875	Debt	5,400	5,775
	CSC HOLDINGS LLC SR UNSECURED 07/18 7.625	Debt	271	277
	CSC HOLDINGS LLC SR UNSECURED 144A 11/21 6.75	Debt	855	943
	CSX CORP	Debt	11,374	11,127
	CSX CORP SR UNSECURED 02/19 7.375	Debt	2,313	2,425
	CSX CORP SR UNSECURED 03/18 6.25	Debt	840	903
	CSX CORP SR UNSECURED 04/41 5.5	Debt	2,136	2,589
	CSX CORP SR UNSECURED 05/37 6.15	Debt	32	41
	CSX CORP SR UNSECURED 05/42 4.75	Debt	1,615	1,740
	CSX CORP SR UNSECURED 06/21 4.25	Debt	1,765	1,850

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CSX CORP SR UNSECURED 10/20 3.7	Debt	2,053	2,188
	CSX CORP SR UNSECURED 10/36 6.	Debt	2,569	3,125
	CVS CAREMARK CORP SR UNSECURED 03/19 6.6	Debt	2,702	2,875
	CVS CAREMARK CORP SR UNSECURED 05/15 3.25	Debt	530	532
	CVS CAREMARK CORP SR UNSECURED 05/20 4.75	Debt	123	132
	CVS CAREMARK CORP SR UNSECURED 05/21 4.125	Debt	27,519	28,828
	CVS CAREMARK CORP SR UNSECURED 05/41 5.75	Debt	3,891	4,439
	CVS CAREMARK CORP SR UNSECURED 06/27 6.25	Debt	4,725	5,468
	CVS CAREMARK CORP SR UNSECURED 08/16 6.125	Debt	1,409	1,414
	CVS CAREMARK CORP SR UNSECURED 09/39 6.125	Debt	3,854	4,688
	CVS PASS THROUGH TRUST PASS THRU CE 01/30 6.943	Debt	1,002	1,089
	CVS PASS THROUGH TRUST PASS THRU CE 12/28 6.036	Debt	345	398
	D.R. HORTON INC COMPANY GUAR 05/17 4.75	Debt	5,413	5,645
	D.R. HORTON INC COMPANY GUAR 09/22 4.375	Debt	675	671
	DAIMLER FINANCE NA LLC COMPANY GUAR 01/31 8.5	Debt	62,248	64,211
	DAIMLER FINANCE NA LLC COMPANY GUAR 11/13 6.5	Debt	4,504	4,258
	DANAHER CORP SR UNSECURED 03/19 5.4	Debt	5,095	5,223
	DANAHER CORP SR UNSECURED 06/14 1.3	Debt	1,638	1,635
	DANAHER CORP SR UNSECURED 06/16 2.3	Debt	12,919	12,999
	DANAHER CORP SR UNSECURED 06/21 3.9	Debt	4,333	4,540
	DARDEN RESTAURANTS INC SR UNSECURED 10/12 5.625	Debt	730	697
	DARDEN RESTAURANTS INC SR UNSECURED 10/17 6.2	Debt	377	385
	DARDEN RESTAURANTS INC SR UNSECURED 10/21 4.5	Debt	485	523
	DARDEN RESTAURANTS INC SR UNSECURED 10/37 6.8	Debt	185	203
	DARTMOUTH COLLEGE UNSECURED 06/43 3.76	Debt	4,000	4,194
	DCP MIDSTREAM LLC SR UNSECURED 08/30 8.125	Debt	13,127	13,229
	DCP MIDSTREAM OPERATING COMPANY GUAR 04/22 4.95	Debt	11,924	12,542
	DDR CORP SR UNSECURED 04/17 7.5	Debt	498	531
	DEERE + COMPANY SR UNSECURED 06/22 2.6	Debt	28,139	28,937
	DEERE + COMPANY SR UNSECURED 06/42 3.9	Debt	66,328	66,662
	DEERE + COMPANY SR UNSECURED 10/19 4.375	Debt	9,588	9,858
	DEERE + COMPANY SR UNSECURED 10/29 5.375	Debt	6,613	7,112
	DELHAIZE GROUP COMPANY GUAR 04/19 4.125	Debt	334	324
	DELHAIZE GROUP COMPANY GUAR 06/17 6.5	Debt	1,773	1,713
	DELHAIZE GROUP COMPANY GUAR 10/40 5.7	Debt	504	445
	DELL INC SR UNSECURED 04/21 4.625	Debt	848	854
	DELL INC SR UNSECURED 04/38 6.5	Debt	6,267	6,533
	DELL INC SR UNSECURED 09/13 1.4	Debt	622	626
	DELL INC SR UNSECURED 09/40 5.4	Debt	28,821	29,102
	DELMARVA PWR + LIGHT CO 1ST MORTGAGE 06/42 4.	Debt	20,170	21,094
	DELTA AIR LINES 2009 1A PASS THRU CE 06/21 7.75	Debt	4,009	4,580
	DELTA AIR LINES 2010 1 A PASS THRU CE 01/20 6.2	Debt	861	904
	DELTA AIR LINES 2011 1 PASS THRU CE 10/20 5.3	Debt	1,024	1,111
	DELUXE CORP COMPANY GUAR 03/19 7.	Debt	683	718
	DENTSPLY INTERNATIONAL SR UNSECURED 08/21 4.125	Debt	4,084	4,193
	DETROIT EDISON COMPANY GENL REF MOR 06/22 2.65	Debt	3,909	4,038
	DETROIT EDISON COMPANY GENL REF MOR 06/42 3.95	Debt	18,356	18,517
	DETROIT EDISON COMPANY GENL REF MOR 09/41 4.5	Debt	712	806
	DETROIT EDISON COMPANY SR SECURED 06/18 5.6	Debt	250	269
	DETROIT EDISON COMPANY SR SECURED 06/36 6.625	Debt	1,345	1,609
	DETROIT EDISON COMPANY SR SECURED 10/20 3.45	Debt	837	937
	DETROIT EDISON COMPANY SR SECURED 10/37 5.7	Debt	381	393
	DEUTSCHE BANK AG LONDON SR UNSECURED 01/16 3.25	Debt	1,094	1,144
	DEUTSCHE BANK AG LONDON SR UNSECURED 03/15 3.45	Debt	1,354	1,390
	DEUTSCHE BANK AG LONDON SR UNSECURED 05/13 4.875	Debt	713	687
	DEUTSCHE BANK AG LONDON SR UNSECURED 08/14 3.875	Debt	1,419	1,418
	DEUTSCHE BANK AG LONDON SR UNSECURED 09/17 6.	Debt	4,692	4,948
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 06/30 8.75	Debt	11,855	13,460
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 06/32 9.25	Debt	2,303	2,487
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 07/13 5.25	Debt	351	336
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 07/19 6.	Debt	140	142
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 08/18 6.75	Debt	6,159	6,266
	DEVON ENERGY CORPORATION SR UNSECURED 01/19 6.3	Debt	494	497
	DEVON ENERGY CORPORATION SR UNSECURED 04/32 7.95	Debt	3,438	3,651
	DEVON ENERGY CORPORATION SR UNSECURED 05/17 1.875	Debt	4,386	4,429

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	DEVON ENERGY CORPORATION SR UNSECURED 05/22 3.25	Debt	10,221	10,675
	DEVON ENERGY CORPORATION SR UNSECURED 07/16 2.4	Debt	875	877
	DEVON ENERGY CORPORATION SR UNSECURED 07/21 4.	Debt	3,441	3,579
	DEVON ENERGY CORPORATION SR UNSECURED 07/41 5.6	Debt	4,748	5,327
	DEVON FINANCING CORP ULC COMPANY GUAR 09/31 7.875	Debt	8,313	9,147
	DIAGEO CAPITAL PLC COMPANY GUAR 01/14 7.375	Debt	325	298
	DIAGEO CAPITAL PLC COMPANY GUAR 05/17 1.5	Debt	8,757	8,763
	DIAGEO CAPITAL PLC COMPANY GUAR 07/20 4.828	Debt	4,823	5,009
	DIAGEO CAPITAL PLC COMPANY GUAR 09/36 5.875	Debt	3,963	4,417
	DIAGEO CAPITAL PLC COMPANY GUAR 10/17 5.75	Debt	994	1,050
	DIAGEO FINANCE BV COMPANY GUAR 01/15 3.25	Debt	1,018	1,029
	DIAGEO FINANCE BV COMPANY GUAR 10/15 5.3	Debt	368	369
	DIAGEO INVESTMENT CORP COMPANY GUAR 04/35 7.45	Debt	856	838
	DIAGEO INVESTMENT CORP COMPANY GUAR 05/22 2.875	Debt	658	688
	DIAGEO INVESTMENT CORP COMPANY GUAR 05/42 4.25	Debt	35,498	35,643
	DIAMOND OFFSHORE DRILL SR UNSECURED 05/19 5.875	Debt	395	427
	DIAMOND OFFSHORE DRILL SR UNSECURED 10/39 5.7	Debt	683	894
	DIGITAL REALTY TRUST LP COMPANY GUAR 02/20 5.875	Debt	432	474
	DIGITAL REALTY TRUST LP COMPANY GUAR 03/21 5.25	Debt	1,094	1,213
	DIRECTV HOLDINGS/FING COMPANY GUAR 02/21 4.6	Debt	4,707	5,254
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/15 3.55	Debt	1,060	1,059
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/16 3.5	Debt	10,923	11,252
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/20 5.2	Debt	1,424	1,465
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/21 5.	Debt	9,470	9,944
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/22 3.8	Debt	22,001	22,758
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/40 6.35	Debt	1,207	1,339
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/41 6.375	Debt	784	893
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/42 5.15	Debt	2,418	2,467
	DIRECTV HOLDINGS/FING COMPANY GUAR 08/40 6.	Debt	13,409	13,880
	DIRECTV HOLDINGS/FING COMPANY GUAR 10/14 4.75	Debt	174	174
	DIRECTV HOLDINGS/FING COMPANY GUAR 10/19 5.875	Debt	6,489	6,713
	DISCOVER BANK SUBORDINATED 04/20 7.	Debt	4,994	5,502
	DISCOVER BANK SUBORDINATED 11/19 8.7	Debt	4,425	4,894
	DISCOVER FINANCIAL SVS NOTES 144A 04/22 5.2	Debt	875	907
	DISCOVERY COMMUNICATIONS COMPANY GUAR 05/22 3.3	Debt	3,158	3,308
	DISCOVERY COMMUNICATIONS COMPANY GUAR 05/42 4.95	Debt	3,764	4,069
	DISCOVERY COMMUNICATIONS COMPANY GUAR 06/15 3.7	Debt	1,249	1,284
	DISCOVERY COMMUNICATIONS COMPANY GUAR 06/20 5.05	Debt	4,779	4,766
	DISCOVERY COMMUNICATIONS COMPANY GUAR 06/21 4.375	Debt	9,664	9,648
	DISCOVERY COMMUNICATIONS COMPANY GUAR 06/40 6.35	Debt	15,732	16,598
	DISCOVERY COMMUNICATIONS COMPANY GUAR 08/19 5.625	Debt	7,186	7,240
	DISH DBS CORP COMPANY GUAR 02/16 7.125	Debt	127	127
	DISH DBS CORP COMPANY GUAR 05/15 7.75	Debt	117	118
	DISH DBS CORP COMPANY GUAR 06/21 6.75	Debt	506	534
	DISH DBS CORP COMPANY GUAR 10/13 7.	Debt	1,609	1,601
	DISH DBS CORP COMPANY GUAR 10/14 6.625	Debt	4,003	4,069
	DISH DBS CORP COMPANY GUAR 144A 07/17 4.625	Debt	7,988	8,231
	DISH DBS CORP COMPANY GUAR 144A 07/22 5.875	Debt	5,644	5,904
	DOLLAR GENERAL CORP COMPANY GUAR 07/17 4.125	Debt	8,902	9,013
	DOMINION RESOURCES INC SR UNSECURED 01/19 8.875	Debt	3,873	3,985
	DOMINION RESOURCES INC SR UNSECURED 03/21 4.45	Debt	7,815	8,415
	DOMINION RESOURCES INC SR UNSECURED 03/33 6.3	Debt	756	853
	DOMINION RESOURCES INC SR UNSECURED 06/18 6.4	Debt	2,415	2,495
	DOMINION RESOURCES INC SR UNSECURED 06/38 7.	Debt	1,238	1,538
	DOMINION RESOURCES INC SR UNSECURED 08/16 1.95	Debt	2,308	2,351
	DOMINION RESOURCES INC SR UNSECURED 08/19 5.2	Debt	44	49
	DOMINION RESOURCES INC SR UNSECURED 08/41 4.9	Debt	2,474	2,686
	DOMINION RESOURCES INC SR UNSECURED 09/15 2.25	Debt	249	250
	DOMINION RESOURCES INC SR UNSECURED 09/42 4.05	Debt	14,566	15,433
	DOMINION RESOURCES INC SR UNSECURED 11/16 5.6	Debt	570	600
	DOMINION RESOURCES INC SR UNSECURED 11/17 6.	Debt	2,455	2,676
	DOMTAR CORP COMPANY GUAR 04/22 4.4	Debt	649	666
	DOMTAR CORP COMPANY GUAR 08/15 7.125	Debt	243	252
	DONNELLEY (R.R.) + SONS SR UNSECURED 08/16 8.6	Debt	190	201
	DOVER CORP SR UNSECURED 03/21 4.3	Debt	947	1,076

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	DOVER CORP SR UNSECURED 03/41 5.375	Debt	18,734	19,680
	DOW CHEMICAL CO/THE SR UNSECURED 02/16 2.5	Debt	2,891	2,897
	DOW CHEMICAL CO/THE SR UNSECURED 05/14 7.6	Debt	1,212	1,231
	DOW CHEMICAL CO/THE SR UNSECURED 05/18 5.7	Debt	1,687	1,866
	DOW CHEMICAL CO/THE SR UNSECURED 05/19 8.55	Debt	14,008	15,084
	DOW CHEMICAL CO/THE SR UNSECURED 05/39 9.4	Debt	9,619	9,965
	DOW CHEMICAL CO/THE SR UNSECURED 11/20 4.25	Debt	12,449	13,797
	DOW CHEMICAL CO/THE SR UNSECURED 11/21 4.125	Debt	33,585	35,101
	DOW CHEMICAL CO/THE SR UNSECURED 11/41 5.25	Debt	2,514	2,723
	DPL INC SR UNSECURED 144A 10/16 6.5	Debt	4,240	4,390
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 01/16 2.9	Debt	742	784
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 01/19 2.6	Debt	1,317	1,360
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 05/18 6.82	Debt	705	766
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 05/38 7.45	Debt	2,681	2,879
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 11/21 3.2	Debt	1,310	1,373
	DRESDNER BANK NEW YORK SUBORDINATED 09/15 7.25	Debt	356	343
	DTE ENERGY COMPANY SR UNSECURED 04/33 6.375	Debt	1,091	1,337
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 02/40 5.3	Debt	5,180	5,383
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 04/38 6.05	Debt	8,368	8,354
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 06/20 4.3	Debt	164	187
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 06/21 3.9	Debt	18,002	18,640
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 12/16 1.75	Debt	5,189	5,257
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 12/41 4.25	Debt	32,997	32,697
	DUKE ENERGY CAROLINAS 1ST REF MORT 01/38 6.	Debt	9,652	9,953
	DUKE ENERGY CAROLINAS 1ST REF MORT 10/15 5.3	Debt	1,704	1,701
	DUKE ENERGY CAROLINAS 1ST REF MORT 11/13 5.75	Debt	1,148	1,143
	DUKE ENERGY CAROLINAS 1ST REF MORT 11/18 7.	Debt	1,603	1,619
	DUKE ENERGY CAROLINAS SR UNSECURED 06/37 6.1	Debt	4,996	4,975
	DUKE ENERGY CAROLINAS SR UNSECURED 10/32 6.45	Debt	5,828	5,952
	DUKE ENERGY CORP SR UNSECURED 04/15 3.35	Debt	5,023	5,092
	DUKE ENERGY CORP SR UNSECURED 08/22 3.05	Debt	9,962	10,096
	DUKE ENERGY CORP SR UNSECURED 09/19 5.05	Debt	9,926	10,774
	DUKE ENERGY CORP SR UNSECURED 09/21 3.55	Debt	4,127	4,310
	DUKE ENERGY CORP SR UNSECURED 11/16 2.15	Debt	2,609	2,599
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 03/42 4.2	Debt	4,438	4,526
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 04/39 6.45	Debt	4,417	4,430
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 07/20 3.75	Debt	1,626	1,773
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 08/38 6.35	Debt	11,196	11,026
	DUKE ENERGY INDIANA INC SR UNSECURED 10/35 6.12	Debt	630	737
	DUKE ENERGY OHIO INC SR UNSECURED 06/25 6.9	Debt	357	395
	DUKE ENERGY OHIO INC SR UNSECURED 06/33 5.375	Debt	546	623
	DUKE REALTY LP COMPANY GUAR 06/22 4.375	Debt	1,267	1,345
	DUKE REALTY LP SR UNSECURED 02/15 7.375	Debt	441	444
	DUKE REALTY LP SR UNSECURED 02/17 5.95	Debt	2,648	2,771
	DUKE REALTY LP SR UNSECURED 03/20 6.75	Debt	10,368	10,661
	DYCOM INVESTMENTS INC COMPANY GUAR 01/21 7.125	Debt	75	81
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/14 5.875	Debt	1,038	1,037
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/15 3.25	Debt	756	754
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/16 1.95	Debt	2,192	2,253
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/20 4.625	Debt	2,382	2,642
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/21 3.625	Debt	783	821
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/41 4.9	Debt	10,437	10,723
	E.I. DU PONT DE NEMOURS SR UNSECURED 03/14 1.75	Debt	286	286
	E.I. DU PONT DE NEMOURS SR UNSECURED 03/15 4.75	Debt	1,064	1,066
	E.I. DU PONT DE NEMOURS SR UNSECURED 03/19 5.75	Debt	3,414	3,690
	E.I. DU PONT DE NEMOURS SR UNSECURED 04/16 2.75	Debt	4,184	4,317
	E.I. DU PONT DE NEMOURS SR UNSECURED 07/18 6.	Debt	1,141	1,242
	E.I. DU PONT DE NEMOURS SR UNSECURED 12/16 5.25	Debt	5,929	5,865
	E.I. DU PONT DE NEMOURS SR UNSECURED 12/36 5.6	Debt	323	325
	EAST BAY CA MUNI UTILITY DIST EBYWTR 06/40 FIXED 5.874	Debt	2,528	2,484
	EASTMAN CHEMICAL CO SR UNSECURED 01/24 7.25	Debt	424	443
	EASTMAN CHEMICAL CO SR UNSECURED 06/17 2.4	Debt	219	230
	EASTMAN CHEMICAL CO SR UNSECURED 08/22 3.6	Debt	1,111	1,180
	EASTMAN CHEMICAL CO SR UNSECURED 12/15 3.	Debt	200	212
	EATON CORP SR UNSECURED 03/19 6.95	Debt	3,333	3,429

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	EATON CORP SR UNSECURED 03/37 5.8	Debt	2,142	2,306
	EBAY INC SR UNSECURED 07/15 0.7	Debt	3,611	3,606
	EBAY INC SR UNSECURED 07/17 1.35	Debt	16,710	16,728
	EBAY INC SR UNSECURED 07/22 2.6	Debt	14,918	14,753
	EBAY INC SR UNSECURED 07/42 4.	Debt	40,193	40,009
	EBAY INC SR UNSECURED 10/13 0.875	Debt	2,014	2,006
	EBAY INC SR UNSECURED 10/15 1.625	Debt	7,537	7,548
	EBAY INC SR UNSECURED 10/20 3.25	Debt	597	645
	ECOLAB INC SR UNSECURED 12/14 2.375	Debt	969	1,006
	ECOLAB INC SR UNSECURED 12/16 3.	Debt	1,158	1,247
	ECOLAB INC SR UNSECURED 12/21 4.35	Debt	11,444	12,207
	ECOLAB INC SR UNSECURED 12/41 5.5	Debt	20,630	20,962
	EDISON INTERNATIONAL SR UNSECURED 09/17 3.75	Debt	6,210	6,602
	EL PASO CORP SR UNSECURED 06/18 7.25	Debt	132	138
	EL PASO CORPORATION SR UNSECURED 01/32 7.75	Debt	632	655
	EL PASO CORPORATION SR UNSECURED 06/17 7.	Debt	9,984	10,120
	EL PASO CORPORATION SR UNSECURED 08/31 7.8	Debt	203	218
	EL PASO CORPORATION SR UNSECURED 10/30 8.05	Debt	87	88
	EL PASO CORPORATION SR UNSECURED 12/12 7.375	Debt	172	164
	EL PASO LLC SR UNSECURED 02/37 7.42	Debt	1,156	1,213
	EL PASO NATURAL GAS SR UNSECURED 01/22 8.625	Debt	8,094	8,894
	EL PASO NATURAL GAS SR UNSECURED 06/32 8.375	Debt	1,992	2,355
	EL PASO PIPELINE PART OP COMPANY GUAR 04/20 6.5	Debt	5,659	6,072
	EL PASO PIPELINE PART OP COMPANY GUAR 10/21 5.	Debt	472	523
	EL PASO PIPELINE PART OP COMPANY GUAR 11/15 4.1	Debt	6,056	6,222
	ELI LILLY + CO SR UNSECURED 01/36 6.77	Debt	7,030	7,002
	ELI LILLY + CO SR UNSECURED 03/14 4.2	Debt	2,112	2,107
	ELI LILLY + CO SR UNSECURED 03/17 5.2	Debt	15,632	15,710
	ELI LILLY + CO SR UNSECURED 03/27 5.5	Debt	7,628	8,682
	ELI LILLY + CO SR UNSECURED 03/37 5.55	Debt	55,374	56,061
	ELI LILLY + CO SR UNSECURED 06/25 7.125	Debt	2,954	2,943
	ELI LILLY + CO SR UNSECURED 11/37 5.95	Debt	3,488	4,076
	EMBARQ CORP SR UNSECURED 06/16 7.082	Debt	149	153
	EMBARQ CORP SR UNSECURED 06/36 7.995	Debt	753	787
	EMERSON ELECTRIC CO SR UNSECURED 04/15 4.125	Debt	578	577
	EMERSON ELECTRIC CO SR UNSECURED 04/39 6.125	Debt	895	1,009
	EMERSON ELECTRIC CO SR UNSECURED 10/18 5.25	Debt	9,494	9,620
	EMERSON ELECTRIC CO SR UNSECURED 10/19 4.875	Debt	1,485	1,639
	EMERSON ELECTRIC CO SR UNSECURED 11/13 5.625	Debt	1,330	1,322
	EMERSON ELECTRIC CO SR UNSECURED 11/20 4.25	Debt	516	576
	EMERSON ELECTRIC CO SR UNSECURED 11/39 5.25	Debt	574	624
	EMPRESA BRAS DE AERONAU SR UNSECURED 06/22 5.15	Debt	850	912
	EMPRESA NACIONAL DE ELEC SR UNSECURED 08/15 8.625	Debt	116	116
	ENBRIDGE ENERGY PARTNERS SR UNSECURED 03/20 5.2	Debt	6,512	6,659
	ENBRIDGE ENERGY PARTNERS SR UNSECURED 04/38 7.5	Debt	1,925	2,185
	ENBRIDGE ENERGY PARTNERS SR UNSECURED 09/21 4.2	Debt	13,776	14,173
	ENBRIDGE ENERGY PARTNERS SR UNSECURED 09/40 5.5	Debt	2,189	2,380
	ENBRIDGE ENERGY PARTNERS SR UNSECURED 12/34 6.3	Debt	572	670
	ENBRIDGE INC SR UNSECURED 04/17 5.6	Debt	3,774	3,903
	ENCANA CORP SR UNSECURED 02/38 6.5	Debt	3,242	3,603
	ENCANA CORP SR UNSECURED 08/34 6.5	Debt	2,356	2,493
	ENCANA CORP SR UNSECURED 08/37 6.625	Debt	9,008	9,727
	ENCANA CORP SR UNSECURED 11/21 3.9	Debt	330	349
	ENCANA CORP SR UNSECURED 11/41 5.15	Debt	1,647	1,730
	ENCANA CORP SR UNSECURED 12/17 5.9	Debt	1,279	1,355
	ENDO HEALTH SOLUTIONS IN COMPANY GUAR 01/22 7.25	Debt	4,643	4,883
	ENDO HEALTH SOLUTIONS IN COMPANY GUAR 07/19 7.	Debt	6,180	6,144
	ENDURANCE SPECIALTY HLDG SR UNSECURED 07/34 7.	Debt	133	205
	ENERGIZER HOLDINGS INC COMPANY GUAR 05/21 4.7	Debt	675	715
	ENERGY TRANSFER EQUITY SR SECURED 10/20 7.5	Debt	1,179	1,258
	ENERGY TRANSFER PARTNERS SR UNSECURED 02/15 5.95	Debt	1,760	1,757
	ENERGY TRANSFER PARTNERS SR UNSECURED 02/22 5.2	Debt	11,866	12,885
	ENERGY TRANSFER PARTNERS SR UNSECURED 02/42 6.5	Debt	9,384	10,172
	ENERGY TRANSFER PARTNERS SR UNSECURED 03/19 9.7	Debt	3,581	3,807
	ENERGY TRANSFER PARTNERS SR UNSECURED 04/19 9.	Debt	815	860

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	ENERGY TRANSFER PARTNERS SR UNSECURED 06/21 4.65	Debt	2,453	2,651
	ENERGY TRANSFER PARTNERS SR UNSECURED 07/18 6.7	Debt	4,015	4,274
	ENERGY TRANSFER PARTNERS SR UNSECURED 10/36 6.625	Debt	275	300
	ENSCO PLC SR UNSECURED 03/16 3.25	Debt	6,971	7,255
	ENSCO PLC SR UNSECURED 03/21 4.7	Debt	8,089	8,415
	ENTERGY CORP SR UNSECURED 01/17 4.7	Debt	5,676	6,079
	ENTERGY CORP SR UNSECURED 09/20 5.125	Debt	1,786	1,903
	ENTERGY GULF STATES 1ST MORTGAGE 07/33 6.2	Debt	36	37
	ENTERGY GULF STATES LA 1ST MORTGAGE 10/20 3.95	Debt	2,017	2,195
	ENTERGY LOUISIANA LLC 1ST MORTGAGE 11/24 5.4	Debt	2,551	2,693
	ENTERGY MISSISSIPPI INC 1ST MORTGAGE 07/19 6.64	Debt	185	196
	ENTERGY TEXAS INC 1ST MORTGAGE 02/19 7.125	Debt	5,674	5,826
	ENTERGY TEXAS INC 1ST MORTGAGE 06/15 3.6	Debt	586	605
	ENTERGY TEXAS INC 1ST MORTGAGE 09/21 4.1	Debt	329	343
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 01/19 6.5	Debt	2,005	2,142
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 01/20 5.25	Debt	2,946	3,134
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/22 4.05	Debt	17,216	18,064
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/41 5.95	Debt	1,175	1,420
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/42 5.7	Debt	4,787	5,141
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/43 4.45	Debt	6,963	6,924
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 04/18 6.65	Debt	1,684	1,736
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 04/38 7.55	Debt	2,458	2,642
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 08/42 4.85	Debt	1,647	1,704
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 09/17 6.3	Debt	1,494	1,621
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 09/20 5.2	Debt	6,032	6,685
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 09/40 6.45	Debt	619	720
	ENTERTAINMENT PROPERTIES COMPANY GUAR 07/20 7.75	Debt	263	288
	EOG RESOURCES INC SR UNSECURED 02/16 2.5	Debt	3,968	4,083
	EOG RESOURCES INC SR UNSECURED 03/23 2.625	Debt	40,547	41,240
	EOG RESOURCES INC SR UNSECURED 06/19 5.625	Debt	3,164	3,377
	EOG RESOURCES INC SR UNSECURED 09/17 5.875	Debt	1,556	1,631
	EQUIFAX INC SR UNSECURED 07/17 6.3	Debt	338	369
	EQUINIX INC SR UNSECURED 03/18 8.125	Debt	3,486	3,707
	EQUINIX INC SR UNSECURED 07/21 7.	Debt	21	24
	ERICSSON LM SR UNSECURED 05/22 4.125	Debt	657	681
	ERP OPERATING LP SR UNSECURED 06/17 5.75	Debt	9,075	9,634
	ERP OPERATING LP SR UNSECURED 07/20 4.75	Debt	868	997
	ERP OPERATING LP SR UNSECURED 08/16 5.375	Debt	3,275	3,441
	ERP OPERATING LP SR UNSECURED 10/17 7.125	Debt	3,577	3,650
	ERP OPERATING LP SR UNSECURED 12/21 4.625	Debt	24,043	26,633
	ESTEE LAUDER CO INC SR UNSECURED 05/37 6.	Debt	2,078	2,121
	ESTEE LAUDER CO INC SR UNSECURED 08/22 2.35	Debt	799	799
	ESTEE LAUDER CO INC SR UNSECURED 08/42 3.7	Debt	57,470	56,916
	EXELIS INC COMPANY GUAR 10/16 4.25	Debt	1,597	1,671
	EXELON CORP SR UNSECURED 06/15 4.9	Debt	14	16
	EXELON CORP SR UNSECURED 06/35 5.625	Debt	176	208
	EXELON GENERATION CO LLC SR UNSECURED 10/17 6.2	Debt	1,283	1,363
	EXELON GENERATION CO LLC SR UNSECURED 10/19 5.2	Debt	2,189	2,323
	EXELON GENERATION CO LLC SR UNSECURED 10/20 4.	Debt	1,718	1,824
	EXELON GENERATION CO LLC SR UNSECURED 10/41 5.75	Debt	1,315	1,446
	EXELON GENERATION CO LLC SR UNSECURED 144A 06/22 4.25	Debt	5,454	5,741
	EXELON GENERATION CO LLC SR UNSECURED 144A 06/42 5.6	Debt	4,503	4,727
	EXPORT IMPORT BK KOREA SR UNSECURED 01/14 8.125	Debt	688	653
	EXPORT IMPORT BK KOREA SR UNSECURED 01/15 5.875	Debt	5,059	5,278
	EXPORT IMPORT BK KOREA SR UNSECURED 01/21 4.	Debt	795	872
	EXPORT IMPORT BK KOREA SR UNSECURED 09/21 4.375	Debt	1,840	2,073
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 05/16 3.125	Debt	3,439	3,647
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 06/14 6.25	Debt	452	436
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 06/19 7.25	Debt	9,089	9,334
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 02/15 2.1	Debt	3,209	3,308
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 02/17 2.65	Debt	12,208	12,868
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 02/22 3.9	Debt	26,321	27,984
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 11/14 2.75	Debt	724	753
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 11/16 3.5	Debt	3,255	3,360
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 11/21 4.75	Debt	1,453	1,649

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 144A 11/41 6.125	Debt	18,037	18,149
	FANNIE DISCOUNT NOTE DISCOUNT NOT 11/12 0.00000	Debt	49,872	49,872
	FANNIE MAE NOTES 01/13 VAR	Debt	30,140	30,140
	FANNIE MAE NOTES 12/12 VAR	Debt	27,400	27,400
	FED FARM CRD DISCOUNT NT DISCOUNT NOT 04/13 0.00000	Debt	6,975	6,975
	FED HM LN PC POOL 170156	Debt	10	10
	FED HM LN PC POOL A13133	Debt	862	860
	FED HM LN PC POOL A15469	Debt	5,324	5,379
	FED HM LN PC POOL A15639	Debt	26	28
	FED HM LN PC POOL A15860	Debt	5	5
	FED HM LN PC POOL A17666	Debt	137	140
	FED HM LN PC POOL A22005	Debt	247	260
	FED HM LN PC POOL A25557	Debt	85	86
	FED HM LN PC POOL A51729	Debt	172	175
	FED HM LN PC POOL A66177	Debt	242	245
	FED HM LN PC POOL A68767	Debt	936	936
	FED HM LN PC POOL A76246	Debt	97	99
	FED HM LN PC POOL A77290	Debt	1,518	1,529
	FED HM LN PC POOL A78509	Debt	308	317
	FED HM LN PC POOL A81218	Debt	479	481
	FED HM LN PC POOL A85164	Debt	5,020	5,161
	FED HM LN PC POOL A89336	Debt	2,236	2,242
	FED HM LN PC POOL A89760	Debt	5,434	5,475
	FED HM LN PC POOL A90047	Debt	235	235
	FED HM LN PC POOL A90764	Debt	1,329	1,334
	FED HM LN PC POOL A91528	Debt	899	954
	FED HM LN PC POOL A91538	Debt	954	1,013
	FED HM LN PC POOL A92241	Debt	2,201	2,218
	FED HM LN PC POOL A93101	Debt	1,072	1,078
	FED HM LN PC POOL A93688	Debt	441	440
	FED HM LN PC POOL A94833	Debt	1,396	1,569
	FED HM LN PC POOL A95825	Debt	7,309	7,503
	FED HM LN PC POOL A97046	Debt	833	841
	FED HM LN PC POOL A97047	Debt	315	318
	FED HM LN PC POOL A97052	Debt	3,077	3,111
	FED HM LN PC POOL A97620	Debt	5,574	5,637
	FED HM LN PC POOL A97673	Debt	274	275
	FED HM LN PC POOL B12977	Debt	743	748
	FED HM LN PC POOL B13585	Debt	1,777	1,794
	FED HM LN PC POOL B15519	Debt	459	462
	FED HM LN PC POOL B17618	Debt	171	174
	FED HM LN PC POOL B19064	Debt	232	234
	FED HM LN PC POOL C00405	Debt	25	25
	FED HM LN PC POOL C00497	Debt	9	10
	FED HM LN PC POOL C00501	Debt	18	18
	FED HM LN PC POOL C00560	Debt	2	2
	FED HM LN PC POOL C00565	Debt	1	1
	FED HM LN PC POOL C00600	Debt	9	10
	FED HM LN PC POOL C00643	Debt	10	10
	FED HM LN PC POOL C00689	Debt	66	69
	FED HM LN PC POOL C00760	Debt	10	10
	FED HM LN PC POOL C01034	Debt	4	5
	FED HM LN PC POOL C01106	Debt	5	5
	FED HM LN PC POOL C01152	Debt	2	2
	FED HM LN PC POOL C01211	Debt	5	5
	FED HM LN PC POOL C01285	Debt	14	14
	FED HM LN PC POOL C01286	Debt	56	57
	FED HM LN PC POOL C01297	Debt	16	16
	FED HM LN PC POOL C01367	Debt	34	35
	FED HM LN PC POOL C01388	Debt	38	39
	FED HM LN PC POOL C01394	Debt	7	7
	FED HM LN PC POOL C01416	Debt	21	21
	FED HM LN PC POOL C01436	Debt	43	44
	FED HM LN PC POOL C01605	Debt	366	384
	FED HM LN PC POOL C01847	Debt	504	502

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FED HM LN PC POOL C01856	Debt	476	501
	FED HM LN PC POOL C03786	Debt	1,503	1,541
	FED HM LN PC POOL C09000	Debt	5,205	5,294
	FED HM LN PC POOL C09001	Debt	10,493	10,635
	FED HM LN PC POOL C26743	Debt	2	2
	FED HM LN PC POOL C37002	Debt	1	1
	FED HM LN PC POOL C38576	Debt	3	3
	FED HM LN PC POOL C39592	Debt	12	12
	FED HM LN PC POOL C48479	Debt	35	36
	FED HM LN PC POOL C51062	Debt	15	15
	FED HM LN PC POOL C51435	Debt	7	7
	FED HM LN PC POOL C61475	Debt	12	12
	FED HM LN PC POOL C65859	Debt	6	7
	FED HM LN PC POOL C66381	Debt	14	14
	FED HM LN PC POOL C69057	Debt	2	2
	FED HM LN PC POOL C75164	Debt	99	101
	FED HM LN PC POOL C80344	Debt	4	4
	FED HM LN PC POOL C80349	Debt	3	3
	FED HM LN PC POOL C80358	Debt	5	5
	FED HM LN PC POOL C80435	Debt	2	2
	FED HM LN PC POOL C90214	Debt	6	6
	FED HM LN PC POOL C90422	Debt	1	1
	FED HM LN PC POOL C90428	Debt	6	7
	FED HM LN PC POOL C90526	Debt	4	5
	FED HM LN PC POOL C90534	Debt	1	1
	FED HM LN PC POOL C90560	Debt	7	8
	FED HM LN PC POOL C90580	Debt	1	1
	FED HM LN PC POOL C90600	Debt	159	168
	FED HM LN PC POOL C90651	Debt	121	128
	FED HM LN PC POOL C91093	Debt	190	192
	FED HM LN PC POOL C91176	Debt	415	415
	FED HM LN PC POOL C91288	Debt	2,295	2,294
	FED HM LN PC POOL C91295	Debt	782	820
	FED HM LN PC POOL C91308	Debt	2,907	2,888
	FED HM LN PC POOL C91309	Debt	396	398
	FED HM LN PC POOL C91344	Debt	831	925
	FED HM LN PC POOL C91354	Debt	436	439
	FED HM LN PC POOL C91402	Debt	3,133	3,228
	FED HM LN PC POOL C91456	Debt	2,191	2,220
	FED HM LN PC POOL D82094	Debt	6	6
	FED HM LN PC POOL D82391	Debt	12	12
	FED HM LN PC POOL D82964	Debt	4	4
	FED HM LN PC POOL D82965	Debt	1	2
	FED HM LN PC POOL D82966	Debt	1	1
	FED HM LN PC POOL D83404	Debt	2	2
	FED HM LN PC POOL D92626	Debt	5	5
	FED HM LN PC POOL D95418	Debt	7	7
	FED HM LN PC POOL D95618	Debt	8	8
	FED HM LN PC POOL D95721	Debt	103	109
	FED HM LN PC POOL E00573	Debt	2	1
	FED HM LN PC POOL E00750	Debt	3	2
	FED HM LN PC POOL E00751	Debt	4	4
	FED HM LN PC POOL E00976	Debt	11	11
	FED HM LN PC POOL E00977	Debt	4	4
	FED HM LN PC POOL E00978	Debt	11	11
	FED HM LN PC POOL E00985	Debt	9	9
	FED HM LN PC POOL E01127	Debt	32	31
	FED HM LN PC POOL E01378	Debt	9	9
	FED HM LN PC POOL E01448	Debt	104	104
	FED HM LN PC POOL E02746	Debt	959	1,016
	FED HM LN PC POOL E70675	Debt	1	1
	FED HM LN PC POOL E72700	Debt	1	1
	FED HM LN PC POOL E89199	Debt	8	7
	FED HM LN PC POOL E97046	Debt	98	99
	FED HM LN PC POOL E98687	Debt	105	107

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FED HM LN PC POOL G00674	Debt	2	2
	FED HM LN PC POOL G00702	Debt	3	3
	FED HM LN PC POOL G00752	Debt	4	4
	FED HM LN PC POOL G00767	Debt	4	4
	FED HM LN PC POOL G01158	Debt	4	4
	FED HM LN PC POOL G01346	Debt	25	26
	FED HM LN PC POOL G01361	Debt	12	12
	FED HM LN PC POOL G01381	Debt	41	43
	FED HM LN PC POOL G01391	Debt	25	26
	FED HM LN PC POOL G01444	Debt	88	90
	FED HM LN PC POOL G01840	Debt	866	866
	FED HM LN PC POOL G02318	Debt	139	139
	FED HM LN PC POOL G02869	Debt	375	388
	FED HM LN PC POOL G03066	Debt	935	949
	FED HM LN PC POOL G03508	Debt	298	303
	FED HM LN PC POOL G03551	Debt	567	568
	FED HM LN PC POOL G03776	Debt	1,223	1,225
	FED HM LN PC POOL G03926	Debt	7,941	7,953
	FED HM LN PC POOL G04015	Debt	1,211	1,213
	FED HM LN PC POOL G04401	Debt	245	251
	FED HM LN PC POOL G04424	Debt	539	547
	FED HM LN PC POOL G04593	Debt	901	901
	FED HM LN PC POOL G04913	Debt	13,407	13,516
	FED HM LN PC POOL G04951	Debt	2,796	2,818
	FED HM LN PC POOL G05015	Debt	3,102	3,111
	FED HM LN PC POOL G05507	Debt	8,678	8,738
	FED HM LN PC POOL G05527	Debt	1,598	1,643
	FED HM LN PC POOL G05646	Debt	350	352
	FED HM LN PC POOL G05671	Debt	20,708	20,793
	FED HM LN PC POOL G05849	Debt	246	248
	FED HM LN PC POOL G05963	Debt	461	463
	FED HM LN PC POOL G06168	Debt	1,262	1,440
	FED HM LN PC POOL G06409	Debt	1,995	2,005
	FED HM LN PC POOL G06493	Debt	1,879	1,878
	FED HM LN PC POOL G06956	Debt	13,530	13,602
	FED HM LN PC POOL G06977	Debt	2,457	2,556
	FED HM LN PC POOL G08004	Debt	246	254
	FED HM LN PC POOL G08068	Debt	228	233
	FED HM LN PC POOL G08368	Debt	2,750	2,768
	FED HM LN PC POOL G08372	Debt	10,968	11,027
	FED HM LN PC POOL G10822	Debt	4	4
	FED HM LN PC POOL G10983	Debt	21	19
	FED HM LN PC POOL G11421	Debt	17	17
	FED HM LN PC POOL G11678	Debt	209	213
	FED HM LN PC POOL G11976	Debt	1,179	1,178
	FED HM LN PC POOL G12727	Debt	13	13
	FED HM LN PC POOL G13443	Debt	169	172
	FED HM LN PC POOL G13804	Debt	1,147	1,145
	FED HM LN PC POOL G14204	Debt	1,055	1,061
	FED HM LN PC POOL G14208	Debt	1,924	1,941
	FED HM LN PC POOL G14255	Debt	3,902	3,976
	FED HM LN PC POOL G14396	Debt	6,861	6,904
	FED HM LN PC POOL G18002	Debt	4,044	4,062
	FED HM LN PC POOL G18307	Debt	592	589
	FED HM LN PC POOL G18316	Debt	679	705
	FED HM LN PC POOL G18438	Debt	1,216	1,243
	FED HM LN PC POOL G30432	Debt	442	442
	FED HM LN PC POOL J04979	Debt	45	46
	FED HM LN PC POOL J05160	Debt	10	10
	FED HM LN PC POOL J05221	Debt	9	9
	FED HM LN PC POOL J05243	Debt	43	44
	FED HM LN PC POOL J05259	Debt	21	21
	FED HM LN PC POOL J05260	Debt	34	35
	FED HM LN PC POOL J05361	Debt	35	36
	FED HM LN PC POOL J09926	Debt	342	343

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FED HM LN PC POOL J11890	Debt	1,857	1,852
	FED HM LN PC POOL J12083	Debt	848	861
	FED HM LN PC POOL J13598	Debt	1,531	1,544
	FED HM LN PC POOL J13606	Debt	986	1,045
	FED HM LN PC POOL J14025	Debt	1,568	1,628
	FED HM LN PC POOL J14126	Debt	1,864	1,875
	FED HM LN PC POOL J14483	Debt	753	755
	FED HM LN PC POOL J15111	Debt	999	1,001
	FED HM LN PC POOL J15852	Debt	390	390
	FED HM LN PC POOL J16584	Debt	1,866	1,870
	FED HM LN PC POOL J16992	Debt	2,083	2,110
	FED HM LN PC POOL J18360	Debt	971	978
	FED HM LN PC POOL J18413	Debt	978	989
	FED HM LN PC POOL J18702	Debt	6,117	6,164
	FED HM LN PC POOL J18848	Debt	779	790
	FED HM LN PC POOL J19197	Debt	2,294	2,318
	FED HM LN PC POOL Q00281	Debt	3,706	3,999
	FED HM LN PC POOL Q01443	Debt	288	289
	FED HM LN PC POOL Q04098	Debt	1,185	1,238
	FED HM LN PC POOL Q04651	Debt	2,691	2,824
	FED HM LN PC POOL Q05426	Debt	3,809	3,896
	FED HM LN PC POOL Q06528	Debt	5,825	5,962
	FED HM LN PC POOL Q06969	Debt	2,062	2,099
	FED HM LN PC POOL Q09271	Debt	5,807	5,934
	FED HM LN PC POOL Q10724	Debt	4,634	4,697
	FED HM LN PC POOL Q10762	Debt	5,915	5,998
	FED HOME LN DISCOUNT NT DISCOUNT NOT 11/12 0.00000	Debt	4,678	4,678
	FED HOME LN DISCOUNT NT DISCOUNT NOT 11/12 0.00000	Debt	41,091	41,091
	FED REPUBLIC OF BRAZIL SR UNSECURED 02/25 8.75	Debt	204	246
	FED REPUBLIC OF BRAZIL UNSECURED 01/34 8.25	Debt	3,564	4,131
	FEDERAL FARM CREDIT BANK BONDS 02/13 VAR	Debt	13,537	13,537
	FEDERAL FARM CREDIT BANK BONDS 12/13 VAR	Debt	3,976	3,976
	FEDERAL FARM CREDIT BANK BONDS 12/13 VAR	Debt	4,386	4,386
	FEDERAL HOME LOAN BANK BONDS 02/13 0.18	Debt	38,905	38,905
	FEDERAL HOME LOAN BANK BONDS 05/13 0.24	Debt	82,790	82,790
	FEDERAL HOME LOAN BANK BONDS 06/14 VAR	Debt	52,776	52,776
	FEDEX CORP COMPANY GUAR 01/19 8.	Debt	435	440
	FEDEX CORP COMPANY GUAR 08/22 2.625	Debt	19,082	18,964
	FIDELITY NATIONAL INFORM COMPANY GUAR 07/17 7.625	Debt	7,851	7,897
	FIDELITY NATIONAL INFORM COMPANY GUAR 07/20 7.875	Debt	1,510	1,518
	FIFTH THIRD BANCORP SR UNSECURED 01/16 3.625	Debt	2,302	2,443
	FIFTH THIRD BANCORP SR UNSECURED 03/22 3.5	Debt	20,940	22,544
	FIFTH THIRD BANCORP SUBORDINATED 01/17 5.45	Debt	1,065	1,126
	FIFTH THIRD BANCORP SUBORDINATED 03/38 8.25	Debt	4,389	5,017
	FIFTH THIRD BANCORP SUBORDINATED 06/18 4.5	Debt	3,295	3,637
	FIFTH THIRD BANK SR UNSECURED 05/13 VAR	Debt	489	497
	FIFTH THIRD CAP TRUST IV LIMITD GUARA 04/67 VAR	Debt	295	296
	FIRST HORIZON NATIONAL SR UNSECURED 12/15 5.375	Debt	559	602
	FIRST NIAGARA FIN GRP SR UNSECURED 03/20 6.75	Debt	2,117	2,187
	FIRSTENERGY CORP SR UNSECURED 11/31 7.375	Debt	15,509	16,186
	FIRSTENERGY SOLUTIONS CO COMPANY GUAR 02/15 4.8	Debt	170	174
	FIRSTENERGY SOLUTIONS CO COMPANY GUAR 08/39 6.8	Debt	8,579	8,808
	FLEETBOSTON FINL CORP SUBORDINATED 07/28 6.7	Debt	371	404
	FLORIDA POWER + LIGHT 1ST MORTGAGE 02/37 5.65	Debt	5,240	5,369
	FLORIDA POWER + LIGHT 1ST MORTGAGE 02/38 5.95	Debt	299	396
	FLORIDA POWER + LIGHT 1ST MORTGAGE 02/41 5.25	Debt	454	579
	FLORIDA POWER + LIGHT 1ST MORTGAGE 02/42 4.125	Debt	15,394	16,498
	FLORIDA POWER + LIGHT 1ST MORTGAGE 04/34 5.625	Debt	2,067	2,444
	FLORIDA POWER + LIGHT 1ST MORTGAGE 04/39 5.96	Debt	96	115
	FLORIDA POWER + LIGHT 1ST MORTGAGE 05/37 5.85	Debt	5,400	5,662
	FLORIDA POWER + LIGHT 1ST MORTGAGE 06/35 4.95	Debt	2,582	3,209
	FLORIDA POWER + LIGHT 1ST MORTGAGE 06/36 6.2	Debt	4,266	4,573
	FLORIDA POWER + LIGHT 1ST MORTGAGE 06/42 4.05	Debt	45,315	46,968
	FLORIDA POWER + LIGHT 1ST MORTGAGE 09/35 5.4	Debt	1,016	1,195
	FLORIDA POWER + LIGHT 1ST MORTGAGE 10/33 5.95	Debt	22	30

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FLORIDA POWER CORP 1ST MORTGAGE 04/40 5.65	Debt	3,145	3,240
	FLORIDA POWER CORP 1ST MORTGAGE 06/18 5.65	Debt	887	914
	FLORIDA POWER CORP 1ST MORTGAGE 06/38 6.4	Debt	33,175	32,631
	FLORIDA POWER CORP 1ST MORTGAGE 08/21 3.1	Debt	570	605
	FLORIDA POWER CORP 1ST MORTGAGE 09/17 5.8	Debt	6,083	6,046
	FLORIDA POWER CORP 1ST MORTGAGE 09/37 6.35	Debt	6,547	7,200
	FLORIDA POWER CORP 1ST MORTGAGE 12/15 5.1	Debt	170	169
	FLOWERS FOODS INC SR UNSECURED 04/22 4.375	Debt	668	690
	FLUOR CORP (NEW) SR UNSECURED 09/21 3.375	Debt	5,483	5,669
	FMC CORP SR UNSECURED 02/22 3.95	Debt	324	345
	FMG RESOURCES AUG 2006 SR UNSECURED 144A 04/17 6.	Debt	360	335
	FNMA POOL 555743	Debt	302	307
	FNMA POOL 050190	Debt	1	1
	FNMA POOL 190375	Debt	6,128	6,149
	FNMA POOL 190377	Debt	42	44
	FNMA POOL 250627	Debt	19	20
	FNMA POOL 251141	Debt	1	1
	FNMA POOL 251799	Debt	35	38
	FNMA POOL 252386	Debt	1	1
	FNMA POOL 252392	Debt	5	6
	FNMA POOL 252570	Debt	3	4
	FNMA POOL 252925	Debt	2	2
	FNMA POOL 252974	Debt	4	4
	FNMA POOL 253397	Debt	1	1
	FNMA POOL 253515	Debt	1	1
	FNMA POOL 253950	Debt	6	6
	FNMA POOL 253951	Debt	7	7
	FNMA POOL 254004	Debt	7	7
	FNMA POOL 254006	Debt	12	13
	FNMA POOL 254007	Debt	7	8
	FNMA POOL 254009 254009	Debt	23	24
	FNMA POOL 254133	Debt	13	14
	FNMA POOL 254147 254147	Debt	11	12
	FNMA POOL 254195	Debt	20	20
	FNMA POOL 254199 254199	Debt	16	16
	FNMA POOL 254240	Debt	47	50
	FNMA POOL 254250	Debt	1	2
	FNMA POOL 254441	Debt	55	59
	FNMA POOL 254449	Debt	12	12
	FNMA POOL 254514	Debt	39	40
	FNMA POOL 254548	Debt	436	451
	FNMA POOL 254720	Debt	117	120
	FNMA POOL 254759	Debt	105	108
	FNMA POOL 254766	Debt	1,452	1,460
	FNMA POOL 254831	Debt	125	128
	FNMA POOL 254903	Debt	182	190
	FNMA POOL 254907	Debt	115	117
	FNMA POOL 254918	Debt	229	243
	FNMA POOL 254981	Debt	116	119
	FNMA POOL 255180	Debt	162	166
	FNMA POOL 255451	Debt	700	704
	FNMA POOL 255770	Debt	188	193
	FNMA POOL 255811	Debt	319	339
	FNMA POOL 256041	Debt	585	643
	FNMA POOL 256201	Debt	149	152
	FNMA POOL 256375	Debt	1	1
	FNMA POOL 256602	Debt	7	7
	FNMA POOL 256750	Debt	340	357
	FNMA POOL 256840	Debt	6	7
	FNMA POOL 313041	Debt	5	5
	FNMA POOL 313046	Debt	6	7
	FNMA POOL 313247	Debt	2	2
	FNMA POOL 323689	Debt	48	50
	FNMA POOL 323702	Debt	54	55
	FNMA POOL 323862	Debt	7	7

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL 342068	Debt	3	3
	FNMA POOL 345503	Debt	2	2
	FNMA POOL 348134	Debt	4	4
	FNMA POOL 357926	Debt	204	210
	FNMA POOL 364385	Debt	1	1
	FNMA POOL 369128	Debt	3	3
	FNMA POOL 369218	Debt	2	2
	FNMA POOL 411385	Debt	3	4
	FNMA POOL 412649	Debt	1	1
	FNMA POOL 417391	Debt	3	4
	FNMA POOL 421676	Debt	2	2
	FNMA POOL 424268	Debt	1	1
	FNMA POOL 436307	Debt	2	2
	FNMA POOL 436333	Debt	3	3
	FNMA POOL 437138	Debt	2	2
	FNMA POOL 437985	Debt	2	2
	FNMA POOL 440265	Debt	3	3
	FNMA POOL 443351	Debt	5	5
	FNMA POOL 444861	Debt	5	5
	FNMA POOL 447113	Debt	7	6
	FNMA POOL 447668	Debt	2	2
	FNMA POOL 490109	Debt	4	4
	FNMA POOL 490610	Debt	4	4
	FNMA POOL 497337	Debt	2	2
	FNMA POOL 499274	Debt	6	6
	FNMA POOL 504076	Debt	3	3
	FNMA POOL 505849	Debt	1	1
	FNMA POOL 506218	Debt	1	1
	FNMA POOL 511094	Debt	3	3
	FNMA POOL 520592	Debt	1	1
	FNMA POOL 523497	Debt	1	1
	FNMA POOL 524802	Debt	1	1
	FNMA POOL 526018	Debt	1	1
	FNMA POOL 526319	Debt	2	3
	FNMA POOL 527168	Debt	3	2
	FNMA POOL 529016	Debt	1	1
	FNMA POOL 529496	Debt	4	4
	FNMA POOL 531196	Debt	2	2
	FNMA POOL 533494	Debt	1	1
	FNMA POOL 535662	Debt	20	20
	FNMA POOL 535669	Debt	9	10
	FNMA POOL 535911	Debt	7	8
	FNMA POOL 542913	Debt	13	12
	FNMA POOL 543273	Debt	5	5
	FNMA POOL 543650	Debt	4	3
	FNMA POOL 545078	Debt	2	2
	FNMA POOL 545278	Debt	20	22
	FNMA POOL 545914	Debt	9	8
	FNMA POOL 545997	Debt	147	152
	FNMA POOL 555254	Debt	58	60
	FNMA POOL 555326	Debt	71	73
	FNMA POOL 555495	Debt	95	97
	FNMA POOL 555531	Debt	35	36
	FNMA POOL 555592 FNMA POOL 555592	Debt	91	94
	FNMA POOL 555783	Debt	273	290
	FNMA POOL 555880	Debt	117	121
	FNMA POOL 561436	Debt	1	1
	FNMA POOL 561790	Debt	18	20
	FNMA POOL 562299	Debt	8	8
	FNMA POOL 564126	Debt	39	42
	FNMA POOL 567105	Debt	1	1
	FNMA POOL 567612	Debt	1	1
	FNMA POOL 570328	Debt	1	2
	FNMA POOL 572672	Debt	12	12
	FNMA POOL 572961	Debt	6	6

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL 577883	Debt	8	8
	FNMA POOL 581662	Debt	4	4
	FNMA POOL 583615	Debt	8	8
	FNMA POOL 585629	Debt	4	4
	FNMA POOL 589535	Debt	1	1
	FNMA POOL 599670	Debt	8	8
	FNMA POOL 599761	Debt	34	40
	FNMA POOL 602033	Debt	1	1
	FNMA POOL 606941	Debt	9	9
	FNMA POOL 609505	Debt	1	2
	FNMA POOL 626094	Debt	25	25
	FNMA POOL 630401	Debt	133	136
	FNMA POOL 631323	Debt	4	4
	FNMA POOL 633127	Debt	19	19
	FNMA POOL 633154	Debt	29	28
	FNMA POOL 635187	Debt	2	2
	FNMA POOL 640180	Debt	11	11
	FNMA POOL 645915	Debt	3	3
	FNMA POOL 647998	Debt	9	9
	FNMA POOL 649186	Debt	4	4
	FNMA POOL 649699	Debt	1	1
	FNMA POOL 655013	Debt	2	2
	FNMA POOL 655603	Debt	2	2
	FNMA POOL 656355	Debt	7	7
	FNMA POOL 688129	Debt	25	26
	FNMA POOL 694306	Debt	24	25
	FNMA POOL 695156	Debt	26	27
	FNMA POOL 702916	Debt	20	20
	FNMA POOL 708908	Debt	35	37
	FNMA POOL 713947	Debt	22	23
	FNMA POOL 721540	Debt	143	150
	FNMA POOL 725162	Debt	16	17
	FNMA POOL 725168	Debt	137	141
	FNMA POOL 725171	Debt	177	182
	FNMA POOL 725205	Debt	243	254
	FNMA POOL 725206	Debt	6	6
	FNMA POOL 725226	Debt	236	235
	FNMA POOL 725232	Debt	265	277
	FNMA POOL 725236	Debt	262	278
	FNMA POOL 725339	Debt	7,495	7,530
	FNMA POOL 725592	Debt	179	184
	FNMA POOL 725594	Debt	315	325
	FNMA POOL 725704	Debt	134	138
	FNMA POOL 725708	Debt	1,645	1,657
	FNMA POOL 725762	Debt	27	28
	FNMA POOL 725946	Debt	6	6
	FNMA POOL 727051	Debt	5	5
	FNMA POOL 727355	Debt	177	182
	FNMA POOL 730636	Debt	142	148
	FNMA POOL 731346	Debt	54	56
	FNMA POOL 735022	Debt	184	189
	FNMA POOL 735060	Debt	147	150
	FNMA POOL 735140	Debt	301	320
	FNMA POOL 735288	Debt	2,225	2,247
	FNMA POOL 735667	Debt	4,350	4,397
	FNMA POOL 735676	Debt	1,718	1,737
	FNMA POOL 735893	Debt	8,627	8,712
	FNMA POOL 738371	Debt	1	1
	FNMA POOL 738611	Debt	220	234
	FNMA POOL 739289	Debt	1	2
	FNMA POOL 739414	Debt	703	710
	FNMA POOL 740309	Debt	1	1
	FNMA POOL 743043	Debt	1	1
	FNMA POOL 745148	Debt	3,273	3,277
	FNMA POOL 745336	Debt	1,545	1,562

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL 745343	Debt	2,208	2,223
	FNMA POOL 745418	Debt	10,226	10,288
	FNMA POOL 745515	Debt	526	549
	FNMA POOL 745932	Debt	309	315
	FNMA POOL 747825	Debt	659	666
	FNMA POOL 750699	Debt	2	2
	FNMA POOL 750977	Debt	414	440
	FNMA POOL 752976	Debt	1	1
	FNMA POOL 758847	Debt	828	836
	FNMA POOL 761492	Debt	515	521
	FNMA POOL 761531	Debt	209	215
	FNMA POOL 762045	Debt	1	1
	FNMA POOL 770173	Debt	767	770
	FNMA POOL 772377	Debt	4	4
	FNMA POOL 783646	Debt	1,908	1,956
	FNMA POOL 789005	Debt	1,942	1,948
	FNMA POOL 793395	Debt	831	839
	FNMA POOL 797524	Debt	40	43
	FNMA POOL 802081	Debt	182	187
	FNMA POOL 817865	Debt	4	4
	FNMA POOL 819248	Debt	135	139
	FNMA POOL 819361	Debt	8	9
	FNMA POOL 822692	Debt	12	12
	FNMA POOL 830825	Debt	73	76
	FNMA POOL 831864	Debt	188	191
	FNMA POOL 832869	Debt	248	258
	FNMA POOL 833163	Debt	8,660	8,734
	FNMA POOL 833689	Debt	46	47
	FNMA POOL 834842	Debt	2	2
	FNMA POOL 838046	Debt	242	256
	FNMA POOL 841765	Debt	305	313
	FNMA POOL 843952	Debt	20	21
	FNMA POOL 848276	Debt	48	51
	FNMA POOL 851887	Debt	17	18
	FNMA POOL 852301	Debt	53	55
	FNMA POOL 852931	Debt	10	11
	FNMA POOL 868293	Debt	354	354
	FNMA POOL 869204	Debt	9	9
	FNMA POOL 879514	Debt	17	18
	FNMA POOL 888344	Debt	1,891	1,907
	FNMA POOL 888366	Debt	243	248
	FNMA POOL 888481	Debt	771	793
	FNMA POOL 888645	Debt	5,843	5,875
	FNMA POOL 889010	Debt	5,439	5,450
	FNMA POOL 889235	Debt	919	924
	FNMA POOL 889575	Debt	357	358
	FNMA POOL 889579	Debt	1,180	1,186
	FNMA POOL 889657	Debt	997	1,007
	FNMA POOL 889691	Debt	1,717	1,726
	FNMA POOL 889734	Debt	386	397
	FNMA POOL 889995	Debt	390	401
	FNMA POOL 890176	Debt	13,570	13,645
	FNMA POOL 894097	Debt	72	74
	FNMA POOL 896344	Debt	44	45
	FNMA POOL 899650	Debt	412	414
	FNMA POOL 901675	Debt	8	8
	FNMA POOL 902318	Debt	34	34
	FNMA POOL 906252	Debt	16	16
	FNMA POOL 908099	Debt	144	146
	FNMA POOL 909352	Debt	14	14
	FNMA POOL 928003	Debt	58	59
	FNMA POOL 928027	Debt	1,133	1,148
	FNMA POOL 928048	Debt	1,354	1,365
	FNMA POOL 930946	Debt	1,491	1,514
	FNMA POOL 931029	Debt	23	26

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL 931743	Debt	1,983	1,995
	FNMA POOL 932123	Debt	24	28
	FNMA POOL 932557	Debt	446	465
	FNMA POOL 935140	Debt	627	668
	FNMA POOL 941168	Debt	85	94
	FNMA POOL 948848	Debt	4,557	4,597
	FNMA POOL 975103	Debt	5,385	5,409
	FNMA POOL 975259	Debt	118	121
	FNMA POOL 981359	Debt	67	68
	FNMA POOL 982888	Debt	110	113
	FNMA POOL 982892	Debt	271	277
	FNMA POOL 993718	Debt	306	304
	FNMA POOL 995203	Debt	2,288	2,300
	FNMA POOL 995224	Debt	3,987	3,996
	FNMA POOL 995529	Debt	1,253	1,248
	FNMA POOL 995576	Debt	385	392
	FNMA POOL 995708	Debt	50	51
	FNMA POOL AA4096	Debt	94	107
	FNMA POOL AA4104	Debt	1,039	1,035
	FNMA POOL AA4756	Debt	12	14
	FNMA POOL AA7681	Debt	9,458	9,527
	FNMA POOL AA8781	Debt	40	45
	FNMA POOL AB1152	Debt	1,634	1,647
	FNMA POOL AB1370	Debt	27	28
	FNMA POOL AB1600	Debt	21	21
	FNMA POOL AB1611	Debt	7,924	9,019
	FNMA POOL AB1766	Debt	2	2
	FNMA POOL AB1845	Debt	43	46
	FNMA POOL AB2525	Debt	2,573	2,707
	FNMA POOL AB3194	Debt	11,223	11,352
	FNMA POOL AB3546	Debt	1,579	1,596
	FNMA POOL AB3902	Debt	2,231	2,311
	FNMA POOL AB4226	Debt	3,999	4,207
	FNMA POOL AB4296	Debt	5,055	5,324
	FNMA POOL AB4321	Debt	5,927	5,988
	FNMA POOL AB4528	Debt	6,634	6,712
	FNMA POOL AB4742	Debt	1,922	2,033
	FNMA POOL AB5445	Debt	1,425	1,445
	FNMA POOL AC2642	Debt	3,784	3,804
	FNMA POOL AC3243	Debt	7	8
	FNMA POOL AC3318	Debt	2,486	2,505
	FNMA POOL AC6684	Debt	10,508	10,751
	FNMA POOL AC7249	Debt	6,050	6,083
	FNMA POOL AC8480	Debt	234	234
	FNMA POOL AC8518	Debt	6,518	6,465
	FNMA POOL AD0095	Debt	303	305
	FNMA POOL AD0138	Debt	142	145
	FNMA POOL AD0242	Debt	12,023	12,075
	FNMA POOL AD0454	Debt	1,517	1,527
	FNMA POOL AD1588	Debt	1,010	1,108
	FNMA POOL AD1593	Debt	22,124	22,334
	FNMA POOL AD1609	Debt	754	787
	FNMA POOL AD4739	Debt	3,899	3,936
	FNMA POOL AD5163	Debt	1,306	1,307
	FNMA POOL AD5222	Debt	2,573	2,584
	FNMA POOL AD6438	Debt	1,167	1,179
	FNMA POOL AD6679	Debt	4	5
	FNMA POOL AD6929	Debt	275	280
	FNMA POOL AD7771	Debt	1,139	1,145
	FNMA POOL AD8333	Debt	1,052	1,057
	FNMA POOL AD8529	Debt	987	1,054
	FNMA POOL AD9689	Debt	1,056	1,203
	FNMA POOL AE0028	Debt	2,177	2,186
	FNMA POOL AE0113	Debt	6,503	6,578
	FNMA POOL AE0374	Debt	9,550	9,583

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL AE0394	Debt	558	560
	FNMA POOL AE0828	Debt	1,673	1,779
	FNMA POOL AE1188	Debt	951	1,033
	FNMA POOL AE1761	Debt	295	309
	FNMA POOL AE4818	Debt	74	83
	FNMA POOL AE5164	Debt	6,275	6,870
	FNMA POOL AE5487	Debt	55	57
	FNMA POOL AE6765	Debt	897	962
	FNMA POOL AE6800	Debt	1,660	1,891
	FNMA POOL AE7683	Debt	619	619
	FNMA POOL AE7758	Debt	1,339	1,416
	FNMA POOL AE8099	Debt	24	25
	FNMA POOL AE8395	Debt	852	934
	FNMA POOL AE8410	Debt	170	176
	FNMA POOL AE8783	Debt	46	50
	FNMA POOL AE9093	Debt	1,113	1,194
	FNMA POOL AE9172	Debt	20	21
	FNMA POOL AE9234	Debt	90	92
	FNMA POOL AE9244	Debt	26	27
	FNMA POOL AH0838	Debt	74	82
	FNMA POOL AH0853	Debt	101	113
	FNMA POOL AH0946	Debt	1,577	1,692
	FNMA POOL AH1223	Debt	252	271
	FNMA POOL AH1983	Debt	46	51
	FNMA POOL AH2080	Debt	41	43
	FNMA POOL AH2281	Debt	22	23
	FNMA POOL AH2380	Debt	2,675	2,708
	FNMA POOL AH2399	Debt	70	77
	FNMA POOL AH2711	Debt	8,209	8,979
	FNMA POOL AH3394	Debt	43	46
	FNMA POOL AH3613	Debt	10,692	11,372
	FNMA POOL AH3857	Debt	1,447	1,448
	FNMA POOL AH4170	Debt	29	33
	FNMA POOL AH5583	Debt	386	387
	FNMA POOL AH5653	Debt	1,667	1,865
	FNMA POOL AH6543	Debt	1,094	1,216
	FNMA POOL AH6572	Debt	367	403
	FNMA POOL AH6693	Debt	60	66
	FNMA POOL AH6795	Debt	473	481
	FNMA POOL AH8022	Debt	1,581	1,695
	FNMA POOL AH9054	Debt	350	355
	FNMA POOL AH9708	Debt	206	209
	FNMA POOL AI0462	Debt	172	185
	FNMA POOL AI1186	Debt	2,505	2,594
	FNMA POOL AI2463	Debt	369	370
	FNMA POOL AI2468	Debt	237	241
	FNMA POOL AI2470	Debt	443	464
	FNMA POOL AI4287	Debt	359	376
	FNMA POOL AI5011	Debt	10,094	10,189
	FNMA POOL AI5334	Debt	45	48
	FNMA POOL AI5619	Debt	142	152
	FNMA POOL AI5671	Debt	289	310
	FNMA POOL AI6501	Debt	327	351
	FNMA POOL AI6578	Debt	664	680
	FNMA POOL AI7960	Debt	392	420
	FNMA POOL AI8081	Debt	778	797
	FNMA POOL AI8709	Debt	43	46
	FNMA POOL AI9419	Debt	775	832
	FNMA POOL AI9669	Debt	987	1,059
	FNMA POOL AI9740	Debt	5,009	5,102
	FNMA POOL AJ0136	Debt	2,287	2,317
	FNMA POOL AJ1415	Debt	1,293	1,335
	FNMA POOL AJ4087	Debt	874	905
	FNMA POOL AJ4250	Debt	4,985	5,100
	FNMA POOL AJ5233	Debt	5,135	5,199

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL AJ5581	Debt	2,334	2,393
	FNMA POOL AJ5889	Debt	2,368	2,491
	FNMA POOL AJ7711	Debt	3,075	3,194
	FNMA POOL AJ8067	Debt	5,619	5,747
	FNMA POOL AJ9355	Debt	2,866	2,937
	FNMA POOL AK0607	Debt	3,005	3,091
	FNMA POOL AK0784	Debt	4,383	4,526
	FNMA POOL AK8274	Debt	862	869
	FNMA POOL AL0662	Debt	2,906	2,945
	FNMA POOL AL0934	Debt	425	425
	FNMA POOL AL1456	Debt	1,102	1,101
	FNMA POOL AL1842	Debt	2,443	2,485
	FNMA POOL AO0308	Debt	2,090	2,103
	FNMA POOL AO2545	Debt	2,488	2,549
	FNMA POOL AO2757	Debt	3,554	3,632
	FNMA POOL AO4385	Debt	1,343	1,373
	FNMA POOL MA0022	Debt	384	404
	FNMA POOL MA0354	Debt	843	879
	FNMA POOL MA0411	Debt	1,530	1,546
	FNMA POOL MA0517	Debt	592	591
	FNMA POOL MA0534	Debt	1,308	1,326
	FNMA POOL MA0613	Debt	103	103
	FNMA POOL MA0614	Debt	301	323
	FNMA POOL MA0660	Debt	530	529
	FNMA POOL MA0667	Debt	1,900	1,914
	FNMA POOL MA0688	Debt	1,368	1,366
	FNMA POOL MA0704	Debt	183	183
	FNMA POOL MA0737	Debt	571	575
	FNMA POOL MA0772	Debt	170	170
	FNMA POOL MA0805	Debt	342	344
	FNMA POOL MA0844	Debt	885	887
	FNMA POOL MA0924	Debt	124	124
	FNMA POOL MA0949	Debt	3,069	3,187
	FNMA POOL MA1107	Debt	2,950	2,981
	FNMA POOL MA3904	Debt	123	122
	FORD MOTOR COMPANY SR UNSECURED 07/31 7.45	Debt	11,136	11,209
	FORD MOTOR COMPANY SR UNSECURED 08/18 6.5	Debt	10,251	10,422
	FORD MOTOR COMPANY SR UNSECURED 11/46 7.4	Debt	8,285	8,238
	FORD MOTOR CREDIT CO LLC SR UNSECURED 04/15 7.	Debt	7,264	7,280
	FORD MOTOR CREDIT CO LLC SR UNSECURED 04/16 4.207	Debt	3,687	3,789
	FORD MOTOR CREDIT CO LLC SR UNSECURED 05/15 12.	Debt	2,499	2,480
	FORD MOTOR CREDIT CO LLC SR UNSECURED 05/15 2.75	Debt	6,600	6,731
	FORD MOTOR CREDIT CO LLC SR UNSECURED 06/16 3.984	Debt	1,933	2,003
	FORD MOTOR CREDIT CO LLC SR UNSECURED 08/17 6.625	Debt	3,654	3,654
	FORD MOTOR CREDIT CO LLC SR UNSECURED 08/21 5.875	Debt	8,283	8,391
	FORD MOTOR CREDIT CO LLC SR UNSECURED 10/13 7.	Debt	3	3
	FORD MOTOR CREDIT CO LLC SR UNSECURED 10/14 8.7	Debt	304	311
	FRAC TECH SVCS/FRAC TECH COMPANY GUAR 144A 11/18 8.125	Debt	16,800	17,406
	FRANCE TELECOM SR UNSECURED 01/42 5.375	Debt	31,358	33,565
	FRANCE TELECOM SR UNSECURED 03/31 8.5	Debt	57,846	60,913
	FRANCE TELECOM SR UNSECURED 07/14 4.375	Debt	2,077	2,076
	FRANCE TELECOM SR UNSECURED 09/15 2.125	Debt	4,219	4,272
	FRANCE TELECOM SR UNSECURED 09/16 2.75	Debt	537	567
	FRANCE TELECOM SR UNSECURED 09/21 4.125	Debt	2,883	3,164
	FRANKLIN RESOURCES INC SR UNSECURED 05/15 3.125	Debt	516	524
	FRANKLIN RESOURCES INC SR UNSECURED 05/20 4.625	Debt	2,062	2,280
	FREDDIE MAC DISCOUNT NT DISCOUNT NOT 11/12 0.00000	Debt	19,947	19,947
	FREDDIE MAC NOTES 09/13 VAR	Debt	20,547	20,547
	FREDDIE MAC NOTES 10/12 VAR	Debt	27,401	27,401
	FREEPORT MCMORAN C + G SR UNSECURED 02/15 1.4	Debt	1,163	1,173
	FREEPORT MCMORAN C + G SR UNSECURED 03/17 2.15	Debt	944	956
	FREEPORT MCMORAN C + G SR UNSECURED 03/22 3.55	Debt	13,356	13,406
	FRESENIUS MED CARE US COMPANY GUAR 07/17 6.875	Debt	3,413	3,524
	FRONTIER COMMUNICATIONS SR UNSECURED 01/13 6.25	Debt	4,522	4,467
	FRONTIER COMMUNICATIONS SR UNSECURED 01/23 7.125	Debt	6,588	6,604

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FRONTIER COMMUNICATIONS SR UNSECURED 03/15 6.625	Debt	4,580	4,801
	FRONTIER COMMUNICATIONS SR UNSECURED 04/15 7.875	Debt	3,928	3,920
	FRONTIER COMMUNICATIONS SR UNSECURED 04/17 8.25	Debt	365	403
	FRONTIER COMMUNICATIONS SR UNSECURED 04/20 8.5	Debt	122	141
	FRONTIER COMMUNICATIONS SR UNSECURED 04/22 8.75	Debt	3,384	3,519
	FRONTIER COMMUNICATIONS SR UNSECURED 07/21 9.25	Debt	4,025	4,485
	FRONTIER COMMUNICATIONS SR UNSECURED 08/31 9.	Debt	1,037	1,085
	FRONTIER COMMUNICATIONS SR UNSECURED 10/18 8.125	Debt	208	213
	FRONTIER OIL CORP COMPANY GUAR 11/18 6.875	Debt	2,951	2,977
	FTI CONSULTING INC COMPANY GUAR 10/16 7.75	Debt	385	386
	FTI CONSULTING INC COMPANY GUAR 10/20 6.75	Debt	4,709	4,775
	GANNETT CO INC COMPANY GUAR 09/18 7.125	Debt	2,454	2,671
	GANNETT CO INC COMPANY GUAR 11/14 8.75	Debt	225	229
	GANNETT CO INC COMPANY GUAR 11/17 9.375	Debt	8,897	9,022
	GATX CORP SR UNSECURED 05/14 8.75	Debt	252	245
	GATX CORP SR UNSECURED 05/15 4.75	Debt	56	58
	GATX CORP SR UNSECURED 06/22 4.75	Debt	158	169
	GATX FINANCIAL CORP SR UNSECURED 03/16 5.8	Debt	1,823	1,876
	GE CAPITAL TRUST I LIMITD GUARA 11/67 VAR	Debt	1,891	2,022
	GENENTECH INC SR UNSECURED 07/15 4.75	Debt	565	579
	GENERAL DYNAMICS CORP COMPANY GUAR 01/15 1.375	Debt	200	204
	GENERAL DYNAMICS CORP COMPANY GUAR 07/16 2.25	Debt	699	736
	GENERAL DYNAMICS CORP COMPANY GUAR 07/21 3.875	Debt	349	396
	GENERAL ELEC CAP CORP SR UNSECURED 01/20 5.5	Debt	530	578
	GENERAL ELEC CAP CORP SR UNSECURED 01/21 4.625	Debt	7,213	8,097
	GENERAL ELEC CAP CORP SR UNSECURED 01/38 5.875	Debt	47,575	53,877
	GENERAL ELEC CAP CORP SR UNSECURED 01/39 6.875	Debt	36,310	41,983
	GENERAL ELEC CAP CORP SR UNSECURED 02/17 5.4	Debt	1,449	1,541
	GENERAL ELEC CAP CORP SR UNSECURED 03/32 6.75	Debt	25,332	28,291
	GENERAL ELEC CAP CORP SR UNSECURED 04/17 2.3	Debt	7,267	7,478
	GENERAL ELEC CAP CORP SR UNSECURED 05/18 5.625	Debt	17,490	19,122
	GENERAL ELEC CAP CORP SR UNSECURED 06/15 3.5	Debt	332	345
	GENERAL ELEC CAP CORP SR UNSECURED 08/19 6.	Debt	3,111	3,290
	GENERAL ELEC CAP CORP SR UNSECURED 08/37 6.15	Debt	25,197	27,147
	GENERAL ELEC CAP CORP SR UNSECURED 09/17 5.625	Debt	3,524	3,804
	GENERAL ELEC CAP CORP SR UNSECURED 09/20 4.375	Debt	4,456	4,910
	GENERAL ELEC CAP CORP SR UNSECURED 10/21 4.65	Debt	9,810	10,277
	GENERAL ELEC CAP CORP SR UNSECURED 11/15 2.25	Debt	6,325	6,473
	GENERAL ELEC CAP CORP SUBORDINATED 02/21 5.3	Debt	1,112	1,148
	GENERAL ELEC CAP CORP SUBORDINATED 11/67 VAR	Debt	2,679	2,747
	GENERAL ELEC CAP SVCS COMPANY GUAR 08/35 7.5	Debt	1,712	1,806
	GENERAL ELECTRIC CO SR UNSECURED 12/17 5.25	Debt	9,047	9,723
	GENERAL MILLS INC SR UNSECURED 02/17 5.7	Debt	5,614	5,625
	GENERAL MILLS INC SR UNSECURED 02/19 5.65	Debt	993	1,052
	GENERAL MILLS INC SR UNSECURED 06/40 5.4	Debt	467	559
	GENERAL MILLS INC SR UNSECURED 12/21 3.15	Debt	1,584	1,639
	GENWORTH FINANCIAL INC SR UNSECURED 06/20 7.7	Debt	130	136
	GENWORTH FINANCIAL INC SR UNSECURED 09/21 7.625	Debt	3,972	3,929
	GENZYME CORP COMPANY GUAR 06/15 3.625	Debt	168	175
	GENZYME CORP COMPANY GUAR 06/20 5.	Debt	1,467	1,627
	GEORGE WASHINGTON UNIVER BONDS 09/22 3.485	Debt	6,078	6,152
	GEORGIA PACIFIC LLC SR UNSECURED 01/24 8.	Debt	2,785	3,265
	GEORGIA PACIFIC LLC SR UNSECURED 05/31 8.875	Debt	1,411	1,627
	GEORGIA POWER COMPANY SR UNSECURED 03/37 5.65	Debt	2,601	2,624
	GEORGIA POWER COMPANY SR UNSECURED 03/42 4.3	Debt	39,883	40,396
	GEORGIA POWER COMPANY SR UNSECURED 04/16 3.	Debt	1,335	1,351
	GEORGIA POWER COMPANY SR UNSECURED 05/22 2.85	Debt	4,098	4,267
	GEORGIA POWER COMPANY SR UNSECURED 06/17 5.7	Debt	4,654	4,627
	GEORGIA POWER COMPANY SR UNSECURED 06/18 5.4	Debt	3,458	3,543
	GEORGIA POWER COMPANY SR UNSECURED 06/40 5.4	Debt	2,027	2,382
	GEORGIA POWER COMPANY SR UNSECURED 09/13 1.3	Debt	2,713	2,722
	GEORGIA POWER COMPANY SR UNSECURED 09/40 4.75	Debt	6,442	6,646
	GEORGIA POWER COMPANY SR UNSECURED 12/19 4.25	Debt	8,473	8,547
	GILEAD SCIENCES INC SR UNSECURED 04/21 4.5	Debt	1,095	1,147
	GILEAD SCIENCES INC SR UNSECURED 12/14 2.4	Debt	434	450

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GILEAD SCIENCES INC SR UNSECURED 12/16 3.05	Debt	1,933	1,994
	GILEAD SCIENCES INC SR UNSECURED 12/21 4.4	Debt	9,434	10,031
	GILEAD SCIENCES INC SR UNSECURED 12/41 5.65	Debt	15,324	17,674
	GLAXOSMITHKLINE CAP INC COMPANY GUAR 04/34 5.375	Debt	3,317	3,399
	GLAXOSMITHKLINE CAP INC COMPANY GUAR 05/18 5.65	Debt	15,533	16,018
	GLAXOSMITHKLINE CAP INC COMPANY GUAR 05/38 6.375	Debt	102,789	104,871
	GLAXOSMITHKLINE CAPITAL COMPANY GUAR 05/15 0.75	Debt	3,594	3,596
	GLAXOSMITHKLINE CAPITAL COMPANY GUAR 05/17 1.5	Debt	14,417	14,548
	GLAXOSMITHKLINE CAPITAL COMPANY GUAR 05/22 2.85	Debt	17,473	18,072
	GNMA II POOL 002617	Debt	22	23
	GNMA II POOL 002908	Debt	5	5
	GNMA II POOL 002959	Debt	4	4
	GNMA II POOL 002990	Debt	1	1
	GNMA II POOL 003001	Debt	5	6
	GNMA II POOL 003013	Debt	7	9
	GNMA II POOL 003067	Debt	10	11
	GNMA II POOL 003133	Debt	19	20
	GNMA II POOL 003161	Debt	11	11
	GNMA II POOL 003171	Debt	92	95
	GNMA II POOL 003321	Debt	64	67
	GNMA II POOL 003530	Debt	232	241
	GNMA II POOL 003531	Debt	143	147
	GNMA II POOL 003652	Debt	285	295
	GNMA II POOL 003700	Debt	11	11
	GNMA II POOL 003702	Debt	312	323
	GNMA II POOL 003722	Debt	11	11
	GNMA II POOL 003734	Debt	29	31
	GNMA II POOL 003747	Debt	1,176	1,229
	GNMA II POOL 003795	Debt	1,987	1,982
	GNMA II POOL 004006	Debt	2,859	2,877
	GNMA II POOL 004028	Debt	3,642	3,653
	GNMA II POOL 004050	Debt	208	215
	GNMA II POOL 004072	Debt	182	188
	GNMA II POOL 004163	Debt	94	95
	GNMA II POOL 004169	Debt	2,787	2,781
	GNMA II POOL 004245	Debt	6,988	7,013
	GNMA II POOL 004290	Debt	2,741	2,736
	GNMA II POOL 004315	Debt	457	456
	GNMA II POOL 004636	Debt	1,239	1,334
	GNMA II POOL 004703	Debt	782	787
	GNMA II POOL 004905	Debt	6,343	6,407
	GNMA II POOL 004922	Debt	4,315	4,644
	GNMA II POOL 005055	Debt	1,249	1,311
	GNMA II POOL 005116	Debt	2,508	2,512
	GNMA II POOL 005204	Debt	5,370	5,412
	GNMA II POOL 005258	Debt	8,045	8,400
	GNMA II POOL 005280	Debt	3,956	4,077
	GNMA II POOL 781534	Debt	28	29
	GNMA II POOL MA0022	Debt	2,598	2,684
	GNMA II POOL MA0090	Debt	12,775	12,850
	GNMA II POOL MA0091	Debt	8,027	8,010
	GNMA II POOL MA0318	Debt	8,620	8,745
	GNMA POOL 171775	Debt	1	1
	GNMA POOL 176601	Debt	3	3
	GNMA POOL 183466	Debt	1	1
	GNMA POOL 183476	Debt	1	1
	GNMA POOL 186997	Debt	2	2
	GNMA POOL 188741	Debt	2	2
	GNMA POOL 189568	Debt	1	1
	GNMA POOL 190234	Debt	3	3
	GNMA POOL 190558	Debt	1	1
	GNMA POOL 191211	Debt	1	1
	GNMA POOL 192597	Debt	2	1
	GNMA POOL 192895	Debt	4	4
	GNMA POOL 193706	Debt	4	4

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GNMA POOL 194937	Debt	1	1
	GNMA POOL 195625	Debt	1	1
	GNMA POOL 196023	Debt	1	1
	GNMA POOL 197995	Debt	1	1
	GNMA POOL 200048	Debt	1	1
	GNMA POOL 200534	Debt	1	1
	GNMA POOL 201119	Debt	2	2
	GNMA POOL 206256	Debt	1	1
	GNMA POOL 207961	Debt	1	1
	GNMA POOL 208450	Debt	2	2
	GNMA POOL 221281	Debt	2	2
	GNMA POOL 222717	Debt	1	1
	GNMA POOL 230176	Debt	2	2
	GNMA POOL 277536	Debt	3	3
	GNMA POOL 281182	Debt	4	4
	GNMA POOL 284898	Debt	20	20
	GNMA POOL 337344	Debt	2	2
	GNMA POOL 346053	Debt	15	16
	GNMA POOL 347703	Debt	3	3
	GNMA POOL 348498	Debt	3	4
	GNMA POOL 352024	Debt	1	1
	GNMA POOL 353523	Debt	5	5
	GNMA POOL 353822	Debt	5	5
	GNMA POOL 354718	Debt	18	18
	GNMA POOL 356693	Debt	6	6
	GNMA POOL 356705	Debt	2	2
	GNMA POOL 357322	Debt	2	2
	GNMA POOL 359980	Debt	2	2
	GNMA POOL 363722	Debt	7	7
	GNMA POOL 366985	Debt	12,278	12,341
	GNMA POOL 370869	Debt	6	7
	GNMA POOL 372928	Debt	4	4
	GNMA POOL 386120	Debt	1	1
	GNMA POOL 396845	Debt	1	1
	GNMA POOL 409187	Debt	20	20
	GNMA POOL 417328	Debt	2	2
	GNMA POOL 417542	Debt	4	5
	GNMA POOL 418925	Debt	2	2
	GNMA POOL 421705	Debt	5	6
	GNMA POOL 422469	Debt	1	1
	GNMA POOL 429293	Debt	2	2
	GNMA POOL 429388	Debt	4	4
	GNMA POOL 430206	Debt	2	2
	GNMA POOL 430901	Debt	1	1
	GNMA POOL 432003	Debt	66	74
	GNMA POOL 434308	Debt	1	1
	GNMA POOL 434484	Debt	1	1
	GNMA POOL 434589	Debt	1	1
	GNMA POOL 434747	Debt	2	2
	GNMA POOL 434888	Debt	3	3
	GNMA POOL 436197	Debt	1	1
	GNMA POOL 441582	Debt	14	15
	GNMA POOL 443203	Debt	7	7
	GNMA POOL 449527	Debt	2	2
	GNMA POOL 455321	Debt	5	5
	GNMA POOL 457415	Debt	8	9
	GNMA POOL 458983	Debt	13	13
	GNMA POOL 462835	Debt	1	1
	GNMA POOL 464479	Debt	5	6
	GNMA POOL 464768	Debt	2	3
	GNMA POOL 468370	Debt	5	5
	GNMA POOL 470249	Debt	5	5
	GNMA POOL 470467	Debt	2	2
	GNMA POOL 470637	Debt	3	4
	GNMA POOL 473017	Debt	11	13

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GNMA POOL 477017	Debt	1	1
	GNMA POOL 477481	Debt	14	14
	GNMA POOL 478148	Debt	2	1
	GNMA POOL 479446	Debt	2	2
	GNMA POOL 479501	Debt	1	1
	GNMA POOL 479582	Debt	13	14
	GNMA POOL 479584	Debt	2	2
	GNMA POOL 479683	Debt	10,392	10,464
	GNMA POOL 482257	Debt	3	3
	GNMA POOL 482900	Debt	6	6
	GNMA POOL 484241	Debt	3	3
	GNMA POOL 486597	Debt	3	3
	GNMA POOL 486842	Debt	6	7
	GNMA POOL 486876	Debt	1	1
	GNMA POOL 487067	Debt	6	7
	GNMA POOL 487130	Debt	4	5
	GNMA POOL 487212	Debt	6	7
	GNMA POOL 490440	Debt	3	4
	GNMA POOL 490510	Debt	5	5
	GNMA POOL 491164	Debt	2	2
	GNMA POOL 491644	Debt	2	2
	GNMA POOL 492196	Debt	4	5
	GNMA POOL 492438	Debt	1	2
	GNMA POOL 494047	Debt	2	3
	GNMA POOL 494182	Debt	2	3
	GNMA POOL 494430	Debt	1	1
	GNMA POOL 495926	Debt	2	3
	GNMA POOL 496132	Debt	2	2
	GNMA POOL 496174	Debt	3	3
	GNMA POOL 496231	Debt	4	4
	GNMA POOL 496461	Debt	9	11
	GNMA POOL 496563	Debt	3	4
	GNMA POOL 497405	Debt	1	1
	GNMA POOL 497476	Debt	1	2
	GNMA POOL 498386	Debt	4	4
	GNMA POOL 498759	Debt	4	4
	GNMA POOL 499420	Debt	3	3
	GNMA POOL 499474	Debt	1	1
	GNMA POOL 499563	Debt	2	3
	GNMA POOL 501423	Debt	4	4
	GNMA POOL 501427	Debt	7	8
	GNMA POOL 501483	Debt	6	7
	GNMA POOL 502084	Debt	2	2
	GNMA POOL 502578	Debt	4	4
	GNMA POOL 503046	Debt	5	5
	GNMA POOL 503513	Debt	1	2
	GNMA POOL 503577	Debt	6	7
	GNMA POOL 503833	Debt	7	8
	GNMA POOL 504553	Debt	1	1
	GNMA POOL 505732	Debt	3	3
	GNMA POOL 506415	Debt	3	3
	GNMA POOL 506659	Debt	16	19
	GNMA POOL 506746	Debt	1	1
	GNMA POOL 506871	Debt	7	9
	GNMA POOL 507738	Debt	2	2
	GNMA POOL 507870	Debt	2	2
	GNMA POOL 507963	Debt	2	2
	GNMA POOL 508317	Debt	1	1
	GNMA POOL 508342	Debt	1	1
	GNMA POOL 510302	Debt	1	2
	GNMA POOL 510533	Debt	5	6
	GNMA POOL 510706	Debt	4	4
	GNMA POOL 511149	Debt	1	1
	GNMA POOL 511697	Debt	2	2
	GNMA POOL 511739	Debt	3	3

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GNMA POOL 512880	Debt	11	11
	GNMA POOL 512907	Debt	2	2
	GNMA POOL 514338	Debt	4	5
	GNMA POOL 514395	Debt	1	1
	GNMA POOL 516525	Debt	1	2
	GNMA POOL 518198	Debt	4	4
	GNMA POOL 518398	Debt	3	4
	GNMA POOL 518571	Debt	1	1
	GNMA POOL 519442	Debt	6	6
	GNMA POOL 519483	Debt	1	1
	GNMA POOL 519634	Debt	3	3
	GNMA POOL 520978	Debt	1	1
	GNMA POOL 521125	Debt	2	3
	GNMA POOL 521228	Debt	1	1
	GNMA POOL 521490	Debt	1	1
	GNMA POOL 521709	Debt	2	2
	GNMA POOL 522636	Debt	3	3
	GNMA POOL 523010	Debt	12	11
	GNMA POOL 523042	Debt	2	2
	GNMA POOL 523190	Debt	2	2
	GNMA POOL 525284	Debt	1	1
	GNMA POOL 525589	Debt	7	7
	GNMA POOL 527106	Debt	2	2
	GNMA POOL 527265	Debt	5	5
	GNMA POOL 527359	Debt	8	7
	GNMA POOL 529641	Debt	1	1
	GNMA POOL 530012	Debt	2	2
	GNMA POOL 530017	Debt	4	4
	GNMA POOL 530066	Debt	9	8
	GNMA POOL 530200	Debt	3	3
	GNMA POOL 530202	Debt	4	3
	GNMA POOL 530316	Debt	1	1
	GNMA POOL 530836	Debt	4	4
	GNMA POOL 531299	Debt	1	1
	GNMA POOL 531641	Debt	8	7
	GNMA POOL 531809	Debt	2	2
	GNMA POOL 532278	Debt	3	2
	GNMA POOL 532947	Debt	2	2
	GNMA POOL 533406	Debt	12	11
	GNMA POOL 533464	Debt	2	2
	GNMA POOL 533510	Debt	1	1
	GNMA POOL 537449	Debt	1	2
	GNMA POOL 537511	Debt	2	2
	GNMA POOL 538287	Debt	14	14
	GNMA POOL 538551	Debt	3	4
	GNMA POOL 538578	Debt	4	3
	GNMA POOL 539063	Debt	3	2
	GNMA POOL 542099	Debt	12	15
	GNMA POOL 543869	Debt	1	1
	GNMA POOL 543872	Debt	1	1
	GNMA POOL 544722	Debt	1	1
	GNMA POOL 547846	Debt	1	1
	GNMA POOL 557305	Debt	1	1
	GNMA POOL 557513	Debt	5	5
	GNMA POOL 561599	Debt	4	5
	GNMA POOL 564806	Debt	9	9
	GNMA POOL 565069	Debt	18	21
	GNMA POOL 569800	Debt	19	20
	GNMA POOL 569840	Debt	12	13
	GNMA POOL 579118	Debt	66	66
	GNMA POOL 579137	Debt	67	69
	GNMA POOL 580971	Debt	1	1
	GNMA POOL 595260	Debt	96	99
	GNMA POOL 599625	Debt	614	653
	GNMA POOL 603328	Debt	89	91

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GNMA POOL 604549	Debt	296	308
	GNMA POOL 604550	Debt	159	164
	GNMA POOL 612813	Debt	565	589
	GNMA POOL 658217	Debt	2,374	2,377
	GNMA POOL 687836	Debt	716	736
	GNMA POOL 688143	Debt	316	325
	GNMA POOL 693547	Debt	361	373
	GNMA POOL 697697	Debt	2,580	2,568
	GNMA POOL 698012	Debt	277	285
	GNMA POOL 701728	Debt	783	866
	GNMA POOL 706464	Debt	478	479
	GNMA POOL 706762	Debt	33	37
	GNMA POOL 710453	Debt	78	88
	GNMA POOL 710935	Debt	1,323	1,356
	GNMA POOL 717072	Debt	9,011	9,043
	GNMA POOL 721434	Debt	1,411	1,407
	GNMA POOL 723354	Debt	1,616	1,620
	GNMA POOL 723430	Debt	502	537
	GNMA POOL 723540	Debt	1,114	1,111
	GNMA POOL 733887	Debt	855	916
	GNMA POOL 734671	Debt	7,850	7,920
	GNMA POOL 734716	Debt	6,244	6,300
	GNMA POOL 735361	Debt	483	491
	GNMA POOL 736568	Debt	1,952	1,960
	GNMA POOL 736578	Debt	259	264
	GNMA POOL 737033	Debt	1,000	1,070
	GNMA POOL 737035	Debt	1,323	1,410
	GNMA POOL 737193	Debt	4,314	4,314
	GNMA POOL 737261	Debt	1,156	1,206
	GNMA POOL 737544	Debt	9,076	9,117
	GNMA POOL 737796	Debt	8,044	9,266
	GNMA POOL 742550	Debt	2,996	3,001
	GNMA POOL 772038	Debt	3,196	3,206
	GNMA POOL 772641	Debt	770	796
	GNMA POOL 778669	Debt	1,925	1,940
	GNMA POOL 778681	Debt	3,068	3,117
	GNMA POOL 779234	Debt	5,609	5,713
	GNMA POOL 779250	Debt	2,285	2,305
	GNMA POOL 779863	Debt	7,276	7,326
	GNMA POOL 780129	Debt	3	3
	GNMA POOL 780338	Debt	2	2
	GNMA POOL 780339	Debt	2	2
	GNMA POOL 780994	Debt	6	7
	GNMA POOL 781043	Debt	8	9
	GNMA POOL 781070	Debt	1	1
	GNMA POOL 781143	Debt	7	6
	GNMA POOL 781148	Debt	26	30
	GNMA POOL 781210	Debt	5	5
	GNMA POOL 781324	Debt	17	18
	GNMA POOL 781364	Debt	3	3
	GNMA POOL 781380	Debt	18	19
	GNMA POOL 781429	Debt	21	22
	GNMA POOL 781448	Debt	145	148
	GNMA POOL 781688	Debt	241	248
	GNMA POOL 782034	Debt	324	333
	GNMA POOL 782088	Debt	482	496
	GNMA POOL 782974	Debt	7,453	7,464
	GNMA POOL 783201	Debt	1,411	1,407
	GNMA POOL 790122	Debt	3,649	3,863
	GNMA POOL 798959	Debt	2,022	2,077
	GNMA POOL AA5381	Debt	6,514	6,635
	GOLDMAN SACHS CAP III LIMITD GUARA 09/49 VAR	Debt	982	1,088
	GOLDMAN SACHS CAPITAL I LIMITD GUARA 02/34 6.345	Debt	1,641	1,758
	GOLDMAN SACHS GROUP INC SENIOR NOTES 02/41 6.25	Debt	20,065	23,188
	GOLDMAN SACHS GROUP INC SR UNSECURED 01/15 5.125	Debt	106	104

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GOLDMAN SACHS GROUP INC SR UNSECURED 01/15 VAR	Debt	392	397
	GOLDMAN SACHS GROUP INC SR UNSECURED 01/16 5.35	Debt	2,764	2,867
	GOLDMAN SACHS GROUP INC SR UNSECURED 01/18 5.95	Debt	15,113	16,662
	GOLDMAN SACHS GROUP INC SR UNSECURED 01/22 5.75	Debt	28,929	32,391
	GOLDMAN SACHS GROUP INC SR UNSECURED 02/16 3.625	Debt	10,450	10,971
	GOLDMAN SACHS GROUP INC SR UNSECURED 02/19 7.5	Debt	24,688	25,980
	GOLDMAN SACHS GROUP INC SR UNSECURED 02/33 6.125	Debt	7,913	8,710
	GOLDMAN SACHS GROUP INC SR UNSECURED 03/16 VAR	Debt	412	545
	GOLDMAN SACHS GROUP INC SR UNSECURED 03/20 5.375	Debt	4,545	4,929
	GOLDMAN SACHS GROUP INC SR UNSECURED 04/18 6.15	Debt	22,159	24,409
	GOLDMAN SACHS GROUP INC SR UNSECURED 06/20 6.	Debt	1,509	1,688
	GOLDMAN SACHS GROUP INC SR UNSECURED 07/21 5.25	Debt	8,514	9,762
	GOLDMAN SACHS GROUP INC SR UNSECURED 08/15 3.7	Debt	1,641	1,666
	GOLDMAN SACHS GROUP INC SR UNSECURED 09/14 VAR	Debt	143	144
	GOLDMAN SACHS GROUP INC SR UNSECURED 09/17 6.25	Debt	4,505	4,888
	GOLDMAN SACHS GROUP INC SR UNSECURED 10/13 5.25	Debt	1,759	1,771
	GOLDMAN SACHS GROUP INC SUBORDINATED 01/17 5.625	Debt	995	1,050
	GOLDMAN SACHS GROUP INC SUBORDINATED 01/27 5.95	Debt	3,433	3,662
	GOLDMAN SACHS GROUP INC SUBORDINATED 05/36 6.45	Debt	3,398	3,684
	GOLDMAN SACHS GROUP INC SUBORDINATED 10/37 6.75	Debt	32,585	35,125
	GOODRICH CORP SR UNSECURED 02/18 6.8	Debt	374	403
	GOODRICH CORP SR UNSECURED 02/21 3.6	Debt	761	828
	GOODRICH CORP SR UNSECURED 03/19 6.125	Debt	4,144	4,308
	GOODRICH CORP SR UNSECURED 07/36 6.8	Debt	8,139	8,709
	GOOGLE INC SR UNSECURED 05/16 2.125	Debt	18,533	18,634
	GOOGLE INC SR UNSECURED 05/21 3.625	Debt	3,097	3,308
	GREAT PLAINS ENERGY INC SR UNSECURED 06/21 4.85	Debt	699	776
	GREAT PLAINS ENERGY INC SR UNSECURED 06/22 VAR	Debt	3,171	3,476
	GREIF INC SR UNSECURED 08/19 7.75	Debt	695	729
	GRUPO TELEVISA SAB SR UNSECURED 01/40 6.625	Debt	4,334	5,231
	GRUPO TELEVISA SAB SR UNSECURED 03/32 8.5	Debt	179	218
	GTE CORP COMPANY GUAR 04/18 6.84	Debt	2,690	2,780
	GTE CORP COMPANY GUAR 04/28 6.94	Debt	10,223	10,617
	GTE CORP COMPANY GUAR 11/21 8.75	Debt	265	271
	GULF POWER CO SR UNSECURED 05/22 3.1	Debt	1,318	1,355
	GULF SOUTH PIPELINE SENIOR NOTES 144A 06/22 4.	Debt	797	807
	HALLIBURTON COMPANY SR UNSECURED 09/18 5.9	Debt	6,538	6,817
	HALLIBURTON COMPANY SR UNSECURED 09/19 6.15	Debt	422	442
	HALLIBURTON COMPANY SR UNSECURED 09/38 6.7	Debt	6,855	7,236
	HALLIBURTON COMPANY SR UNSECURED 09/39 7.45	Debt	23,490	24,197
	HALLIBURTON COMPANY SR UNSECURED 11/41 4.5	Debt	23,014	24,455
	HANOVER INSURANCE GROUP SR UNSECURED 06/21 6.375	Debt	348	401
	HARRIS CORPORATION SR UNSECURED 12/40 6.15	Debt	3,579	3,923
	HARTFORD FINL SVCS GRP SR UNSECURED 01/19 6.	Debt	910	1,004
	HARTFORD FINL SVCS GRP SR UNSECURED 03/18 6.3	Debt	1,857	2,103
	HARTFORD FINL SVCS GRP SR UNSECURED 03/20 5.5	Debt	4,856	5,347
	HARTFORD FINL SVCS GRP SR UNSECURED 03/40 6.625	Debt	857	1,006
	HARTFORD FINL SVCS GRP SR UNSECURED 04/22 5.125	Debt	11,364	12,532
	HARTFORD FINL SVCS GRP SR UNSECURED 04/42 6.625	Debt	1,258	1,498
	HARTFORD FINL SVCS GRP SR UNSECURED 10/41 6.1	Debt	1,343	1,586
	HARVARD UNIVERSITY SENIOR NOTES 10/40 4.875	Debt	7,687	7,813
	HARVEST OPERATIONS CORP COMPANY GUAR 10/17 6.875	Debt	199	211
	HASBRO INC SR UNSECURED 03/40 6.35	Debt	2,264	2,533
	HASBRO INC SR UNSECURED 09/17 6.3	Debt	2,044	2,070
	HCA INC SR SECURED 02/20 6.5	Debt	4,627	4,828
	HCA INC SR SECURED 02/20 7.875	Debt	2,381	2,452
	HCA INC SR SECURED 03/22 5.875	Debt	2,630	2,850
	HCA INC SR SECURED 04/19 8.5	Debt	13,863	13,925
	HCP INC SR UNSECURED 01/17 6.	Debt	2,092	2,199
	HCP INC SR UNSECURED 01/18 6.7	Debt	2,778	2,878
	HCP INC SR UNSECURED 02/16 3.75	Debt	1,617	1,698
	HCP INC SR UNSECURED 02/21 5.375	Debt	2,106	2,347
	HCP INC SR UNSECURED 02/41 6.75	Debt	1,571	1,946
	HCP INC SR UNSECURED 12/13 5.65	Debt	349	338
	HEALTH CARE REIT INC SR UNSECURED 01/22 5.25	Debt	591	670

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	HEALTH CARE REIT INC SR UNSECURED 03/16 3.625	Debt	897	950
	HEALTH CARE REIT INC SR UNSECURED 03/41 6.5	Debt	892	1,052
	HEALTH CARE REIT INC SR UNSECURED 04/19 4.125	Debt	8,036	8,549
	HEALTH CARE REIT INC SR UNSECURED 09/17 4.7	Debt	1,524	1,656
	HEALTH MANAGEMENT ASSOC SR SECURED 04/16 6.125	Debt	2,917	3,140
	HERSHEY COMPANY SR UNSECURED 11/16 1.5	Debt	658	680
	HERSHEY COMPANY SR UNSECURED 12/20 4.125	Debt	1,838	2,005
	HESS CORP SR UNSECURED 01/40 6.	Debt	6,570	7,214
	HESS CORP SR UNSECURED 02/19 8.125	Debt	682	695
	HESS CORP SR UNSECURED 02/41 5.6	Debt	3,255	3,474
	HESS CORP SR UNSECURED 03/33 7.125	Debt	1,176	1,342
	HESS CORP SR UNSECURED 08/31 7.3	Debt	600	677
	HEWLETT PACKARD CO SR UNSECURED 03/18 5.5	Debt	2,111	2,108
	HEWLETT PACKARD CO SR UNSECURED 06/16 2.65	Debt	4,345	4,399
	HEWLETT PACKARD CO SR UNSECURED 06/21 4.3	Debt	4,987	4,925
	HEWLETT PACKARD CO SR UNSECURED 09/14 VAR	Debt	2,535	2,530
	HEWLETT PACKARD CO SR UNSECURED 09/16 3.	Debt	5,719	5,917
	HEWLETT PACKARD CO SR UNSECURED 09/17 2.6	Debt	300	301
	HEWLETT PACKARD CO SR UNSECURED 09/21 4.375	Debt	5,732	5,875
	HEWLETT PACKARD CO SR UNSECURED 09/22 4.05	Debt	9,761	9,914
	HEWLETT PACKARD CO SR UNSECURED 09/41 6.	Debt	37,837	35,808
	HEWLETT PACKARD CO SR UNSECURED 12/14 2.625	Debt	2,394	2,458
	HEWLETT PACKARD CO SR UNSECURED 12/16 3.3	Debt	2,270	2,297
	HEWLETT PACKARD CO SR UNSECURED 12/20 3.75	Debt	7,443	7,431
	HEWLETT PACKARD CO SR UNSECURED 12/21 4.65	Debt	30,733	30,877
	HILLENBRAND INC SR UNSECURED 07/20 5.5	Debt	1,493	1,678
	HISTORIC TW INC COMPANY GUAR 02/23 9.15	Debt	41	47
	HISTORIC TW INC COMPANY GUAR 05/29 6.625	Debt	2,720	3,104
	HISTORIC TW INC COMPANY GUAR 06/18 6.875	Debt	8,556	8,972
	HJ HEINZ CO SR UNSECURED 03/17 1.5	Debt	3,994	4,034
	HJ HEINZ CO SR UNSECURED 03/22 2.85	Debt	724	741
	HJ HEINZ CO SR UNSECURED 07/13 5.35	Debt	159	152
	HJ HEINZ CO SR UNSECURED 09/16 2.	Debt	1,639	1,702
	HJ HEINZ CO SR UNSECURED 09/21 3.125	Debt	3,456	3,641
	HOLLYFRONTIER CORP COMPANY GUAR 06/17 9.875	Debt	851	839
	HOME DEPOT INC SENIOR NOTES 09/40 5.4	Debt	16,076	17,686
	HOME DEPOT INC SR UNSECURED 03/16 5.4	Debt	744	769
	HOME DEPOT INC SR UNSECURED 04/21 4.4	Debt	1,966	2,070
	HOME DEPOT INC SR UNSECURED 04/41 5.95	Debt	33,946	34,804
	HOME DEPOT INC SR UNSECURED 09/20 3.95	Debt	1,358	1,529
	HOME DEPOT INC SR UNSECURED 12/36 5.875	Debt	85,662	90,375
	HONEYWELL INTERNATIONAL SR UNSECURED 02/19 5.	Debt	5,452	5,682
	HONEYWELL INTERNATIONAL SR UNSECURED 03/18 5.3	Debt	3,457	3,583
	HONEYWELL INTERNATIONAL SR UNSECURED 03/21 4.25	Debt	7,506	7,740
	HONEYWELL INTERNATIONAL SR UNSECURED 03/36 5.7	Debt	9,572	9,598
	HONEYWELL INTERNATIONAL SR UNSECURED 03/37 5.7	Debt	25,740	26,865
	HONEYWELL INTERNATIONAL SR UNSECURED 03/41 5.375	Debt	53,044	54,708
	HORMEL FOODS CORP SR UNSECURED 04/21 4.125	Debt	987	1,121
	HORNBECK OFFSHORE SERV COMPANY GUAR 09/17 8.	Debt	620	657
	HOSPIRA INC SR UNSECURED 03/17 6.05	Debt	849	879
	HOSPIRA INC SR UNSECURED 06/14 5.9	Debt	442	430
	HOSPITALITY PROP TRUST SR UNSECURED 03/17 5.625	Debt	206	216
	HOST HOTELS + RESORTS LP COMPANY GUAR 03/23 4.75	Debt	2,542	2,617
	HOST HOTELS + RESORTS LP COMPANY GUAR 05/17 9.	Debt	4,613	4,550
	HOST HOTELS + RESORTS LP COMPANY GUAR 11/20 6.	Debt	520	580
	HOST HOTELS + RESORTS LP UNSUBORDINAT 06/19 5.875	Debt	386	402
	HSBC BANK USA NA SUB NOTES 08/20 4.875	Debt	23,264	25,130
	HSBC BANK USA NA SUBORDINATED 01/39 7.	Debt	1,104	1,241
	HSBC BANK USA SUBORDINATED 08/17 6.	Debt	2,111	2,199
	HSBC BANK USA SUBORDINATED 08/35 5.625	Debt	670	715
	HSBC BANK USA SUBORDINATED 11/34 5.875	Debt	1,412	1,530
	HSBC FINANCE CORP SR SUBORDINA 01/21 6.676	Debt	5,416	6,065
	HSBC HOLDINGS PLC SR UNSECURED 01/22 4.875	Debt	4,554	4,878
	HSBC HOLDINGS PLC SR UNSECURED 01/42 6.1	Debt	11,955	14,466
	HSBC HOLDINGS PLC SR UNSECURED 03/22 4.	Debt	12,284	13,195

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	HSBC HOLDINGS PLC SR UNSECURED 04/21 5.1	Debt	6,249	6,908
	HSBC HOLDINGS PLC SUBORDINATED 05/36 6.5	Debt	8,939	9,428
	HSBC HOLDINGS PLC SUBORDINATED 06/38 6.8	Debt	37,704	40,992
	HSBC HOLDINGS PLC SUBORDINATED 09/37 6.5	Debt	26,245	29,116
	HUMANA INC SR UNSECURED 06/38 8.15	Debt	1,569	1,678
	HUMANA INC. SR UNSECURED 08/18 6.3	Debt	262	284
	HUNTINGTON INGALLS INDUS COMPANY GUAR 03/18 6.875	Debt	127	135
	HUNTINGTON INGALLS INDUS COMPANY GUAR 03/21 7.125	Debt	755	796
	HUSKY ENERGY INC SR UNSECURED 06/14 5.9	Debt	1,393	1,375
	HUSKY ENERGY INC SR UNSECURED 06/19 6.15	Debt	2,448	2,585
	HUSKY ENERGY INC SR UNSECURED 09/17 6.2	Debt	3,629	3,653
	HUSKY ENERGY INC SR UNSECURED 09/37 6.8	Debt	499	585
	HYATT HOTELS CORPS SR UNSECURED 08/16 3.875	Debt	921	984
	HYATT HOTELS CORPS SR UNSECURED 08/21 5.375	Debt	2,486	2,788
	HYDRO QUEBEC LOCAL GOVT G 01/22 8.4	Debt	3,211	3,187
	HYDRO QUEBEC LOCAL GOVT G 06/17 1.375	Debt	4,495	4,566
	HYDRO QUEBEC LOCAL GOVT G 07/24 8.05	Debt	1,354	1,438
	HYUNDAI CAPITAL SERVICES SR UNSECURED 144A 09/17 3.5	Debt	329	345
	IBERDROLA INTL BV COMPANY GUAR 07/36 6.75	Debt	3,885	4,131
	IBM CORP SR UNSECURED 01/28 6.5	Debt	3,044	3,414
	IBM CORP SR UNSECURED 02/15 0.55	Debt	986	993
	IBM CORP SR UNSECURED 02/17 1.25	Debt	13,864	13,926
	IBM CORP SR UNSECURED 05/15 0.75	Debt	679	684
	IBM CORP SR UNSECURED 05/19 1.875	Debt	30,906	32,121
	IBM CORP SR UNSECURED 06/42 4.	Debt	38,050	38,671
	IBM CORP SR UNSECURED 07/16 1.95	Debt	761	783
	IBM CORP SR UNSECURED 08/22 1.875	Debt	5,510	5,451
	IBM CORP SR UNSECURED 08/27 6.22	Debt	1,300	1,332
	IBM CORP SR UNSECURED 09/17 5.7	Debt	17,414	17,956
	IBM CORP SR UNSECURED 10/14 0.875	Debt	490	494
	IBM CORP SR UNSECURED 10/18 7.625	Debt	2,842	2,845
	IBM CORP SR UNSECURED 10/25 7.	Debt	1,135	1,262
	IBM CORP SR UNSECURED 11/19 8.375	Debt	15,008	15,052
	IBM CORP SR UNSECURED 11/21 2.9	Debt	1,950	2,036
	IBM CORP SR UNSECURED 11/32 5.875	Debt	7,836	8,499
	IBM CORP SR UNSECURED 11/39 5.6	Debt	18,292	19,682
	IBM CORP SR UNSECURED 12/96 7.125	Debt	94	125
	ICAHN ENTERPRISES/FIN COMPANY GUAR 01/16 7.75	Debt	7,076	7,147
	ICAHN ENTERPRISES/FIN COMPANY GUAR 01/18 8.	Debt	9,984	10,275
	IDAHO POWER CORP 1ST MORTGAGE 11/20 3.4	Debt	299	318
	ILLINOIS ST ILS 02/35 FIXED 6.63	Debt	898	920
	ILLINOIS ST ILS 03/19 FIXED 5.877	Debt	14,158	14,508
	ILLINOIS ST ILS 04/35 FIXED 6.725	Debt	1,339	1,435
	ILLINOIS ST ILS 06/33 FIXED 5.1	Debt	2,296	2,549
	ILLINOIS TOOL WORKS INC SR UNSECURED 04/14 5.15	Debt	3,758	3,743
	ILLINOIS TOOL WORKS INC SR UNSECURED 04/19 6.25	Debt	458	469
	ILLINOIS TOOL WORKS INC SR UNSECURED 09/41 4.875	Debt	3,536	3,518
	ILLINOIS TOOL WORKS INC SR UNSECURED 09/42 3.9	Debt	59,324	60,465
	INDIANA MICHIGAN POWER SR UNSECURED 03/19 7.	Debt	1,329	1,409
	INDIANA MICHIGAN POWER SR UNSECURED 03/37 6.05	Debt	1,087	1,238
	INDIANA MICHIGAN POWER SR UNSECURED 11/14 5.05	Debt	36	39
	ING US INC COMPANY GUAR 144A 07/22 5.5	Debt	4,419	4,612
	INGERSOLL RAND GL HLD CO	Debt	684	680
	INGERSOLL RAND GL HLD CO COMPANY GUAR 08/18 6.875	Debt	204	204
	INGREDION INC SR UNSECURED 11/20 4.625	Debt	157	170
	INTEGRYS ENERGY GROUP SR UNSECURED 11/20 4.17	Debt	200	218
	INTEL CORP SR UNSECURED 10/16 1.95	Debt	14,555	14,564
	INTEL CORP SR UNSECURED 10/21 3.3	Debt	22,860	23,135
	INTEL CORP SR UNSECURED 10/41 4.8	Debt	93,799	94,664
	INTERPUBLIC GROUP COS SR UNSECURED 03/22 4.	Debt	370	393
	INTERPUBLIC GROUP COS SR UNSECURED 07/17 10.	Debt	2,370	2,278
	INTERPUBLIC GROUP COS SR UNSECURED 11/14 6.25	Debt	2,568	2,530
	INTERSTATE POWER + LIGHT SR UNSECURED 06/15 3.3	Debt	163	172
	INTERSTATE POWER + LIGHT SR UNSECURED 09/20 3.65	Debt	400	432
	INTL LEASE FINANCE CORP SR SECURED 144A 09/14 6.5	Debt	240	259

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	INTL LEASE FINANCE CORP SR SECURED 144A 09/16 6.75	Debt	300	337
	INTL LEASE FINANCE CORP SR UNSECURED 01/22 8.625	Debt	375	453
	INTL LEASE FINANCE CORP SR UNSECURED 03/13 6.375	Debt	3,455	3,392
	INTL LEASE FINANCE CORP SR UNSECURED 03/17 8.75	Debt	498	519
	INTL LEASE FINANCE CORP SR UNSECURED 04/19 5.875	Debt	5,301	5,630
	INTL LEASE FINANCE CORP SR UNSECURED 05/16 5.75	Debt	375	398
	INTL LEASE FINANCE CORP SR UNSECURED 05/19 6.25	Debt	7,334	7,740
	INTL LEASE FINANCE CORP SR UNSECURED 09/15 8.625	Debt	4,463	4,734
	INTL LEASE FINANCE CORP SR UNSECURED 09/17 8.875	Debt	195	204
	INTL LEASE FINANCE CORP SR UNSECURED 11/13 6.625	Debt	363	392
	INTL PAPER CO SR UNSECURED 02/22 4.75	Debt	3,024	3,327
	INTL PAPER CO SR UNSECURED 05/19 9.375	Debt	4,116	4,301
	INTL PAPER CO SR UNSECURED 06/18 7.95	Debt	23,715	25,257
	INTL PAPER CO SR UNSECURED 06/38 8.7	Debt	190	225
	INTL PAPER CO SR UNSECURED 08/21 7.5	Debt	1,982	2,187
	INTL PAPER CO SR UNSECURED 11/39 7.3	Debt	1,996	2,275
	INTL PAPER CO SR UNSECURED 11/41 6.	Debt	17,344	18,055
	IPALCO ENTERPRISES INC SR SECURED 05/18 5.	Debt	112	115
	JABIL CIRCUIT INC SR UNSECURED 07/16 7.75	Debt	181	185
	JEFFERIES GROUP INC SR UNSECURED 06/27 6.45	Debt	590	605
	JEFFERIES GROUP INC SR UNSECURED 07/19 8.5	Debt	480	459
	JERSEY CENTRAL PWR + LT SR UNSECURED 05/36 6.4	Debt	1,919	1,994
	JOHN DEERE CAPITAL CORP SENIOR NOTES 01/17 2.	Debt	1,135	1,172
	JOHN DEERE CAPITAL CORP SENIOR NOTES 01/23 2.8	Debt	3,811	3,925
	JOHN DEERE CAPITAL CORP SENIOR NOTES 09/16 1.85	Debt	1,512	1,550
	JOHN DEERE CAPITAL CORP SR UNSECURED 03/17 1.4	Debt	4,203	4,291
	JOHN DEERE CAPITAL CORP SR UNSECURED 03/22 2.75	Debt	14,604	15,024
	JOHN DEERE CAPITAL CORP SR UNSECURED 04/17 5.5	Debt	1,969	2,022
	JOHN DEERE CAPITAL CORP SR UNSECURED 04/18 5.35	Debt	1,464	1,556
	JOHN DEERE CAPITAL CORP SR UNSECURED 07/21 3.9	Debt	2,843	3,021
	JOHN DEERE CAPITAL CORP SR UNSECURED 09/17 2.8	Debt	2,931	3,266
	JOHN DEERE CAPITAL CORP SR UNSECURED 10/21 3.15	Debt	597	640
	JOHN DEERE CAPITAL CORP UNSECURED 04/19 2.25	Debt	2,329	2,432
	JOHN SEVIER COMB CYCLE SECURED 01/42 4.626	Debt	4,236	4,693
	JOHNSON + JOHNSON SR UNSECURED 05/16 2.15	Debt	9,137	9,189
	JOHNSON + JOHNSON SR UNSECURED 05/21 3.55	Debt	693	794
	JOHNSON + JOHNSON SR UNSECURED 05/41 4.85	Debt	9,038	10,197
	JOHNSON + JOHNSON SR UNSECURED 07/18 5.15	Debt	706	773
	JOHNSON + JOHNSON SR UNSECURED 07/38 5.85	Debt	8,538	9,339
	JOHNSON + JOHNSON SR UNSECURED 08/37 5.95	Debt	22,705	25,280
	JOHNSON + JOHNSON UNSECURED 05/33 4.95	Debt	3,039	3,187
	JOHNSON + JOHNSON UNSECURED 08/17 5.55	Debt	5,792	5,874
	JOHNSON + JOHNSON UNSECURED 09/20 2.95	Debt	638	733
	JOHNSON + JOHNSON UNSECURED 09/29 6.95	Debt	1,991	2,059
	JOHNSON + JOHNSON UNSECURED 09/40 4.5	Debt	15,497	15,833
	JOHNSON CONTROLS INC SR UNSECURED 01/36 6.	Debt	2,568	3,015
	JOHNSON CONTROLS INC SR UNSECURED 03/20 5.	Debt	171	184
	JOHNSON CONTROLS INC SR UNSECURED 03/21 4.25	Debt	429	434
	JOHNSON CONTROLS INC SR UNSECURED 03/41 5.7	Debt	50	60
	JOHNSON CONTROLS INC SR UNSECURED 09/13 4.875	Debt	4,872	4,670
	JOHNSON CONTROLS INC SR UNSECURED 12/16 2.6	Debt	2,324	2,442
	JOHNSON CONTROLS INC SR UNSECURED 12/21 3.75	Debt	2,026	2,022
	JOY GLOBAL INC COMPANY GUAR 10/21 5.125	Debt	1,900	2,103
*	JP MORGAN CHASE BANK NA SUBORDINATED 07/17 6.	Debt	2,084	2,293
*	JP MORGAN CHASE BANK NA SUBORDINATED 10/17 6.	Debt	8,046	8,660
*	JPM CHASE CAPITAL XXI LIMITD GUARA 01/87 VAR	Debt	2,015	1,736
*	JPM CHASE CAPITAL XXIII LIMITD GUARA 12/67 VAR	Debt	1,286	1,136
*	JPMORGAN CHASE + CO JR SUBORDINA 04/49 VAR	Debt	3,816	4,143
*	JPMORGAN CHASE + CO SENIOR NOTES 01/42 5.4	Debt	9,159	9,997
*	JPMORGAN CHASE + CO SENIOR NOTES 05/21 4.625	Debt	15,371	16,348
*	JPMORGAN CHASE + CO SR UNSECURED 01/16 2.6	Debt	6,503	6,917
*	JPMORGAN CHASE + CO SR UNSECURED 01/18 6.	Debt	26,972	28,751
*	JPMORGAN CHASE + CO SR UNSECURED 01/22 4.5	Debt	37,452	39,686
*	JPMORGAN CHASE + CO SR UNSECURED 03/16 3.45	Debt	506	533
*	JPMORGAN CHASE + CO SR UNSECURED 03/20 4.95	Debt	1,791	1,999

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
*	JPMORGAN CHASE + CO SR UNSECURED 04/19 6.3	Debt	15,971	17,187
*	JPMORGAN CHASE + CO SR UNSECURED 05/14 VAR	Debt	2,170	2,216
*	JPMORGAN CHASE + CO SR UNSECURED 05/38 6.4	Debt	10,009	10,772
*	JPMORGAN CHASE + CO SR UNSECURED 06/15 3.4	Debt	1,996	2,123
*	JPMORGAN CHASE + CO SR UNSECURED 07/16 3.15	Debt	9,092	9,599
*	JPMORGAN CHASE + CO SR UNSECURED 07/20 4.4	Debt	7,869	8,818
*	JPMORGAN CHASE + CO SR UNSECURED 07/41 5.6	Debt	3,954	4,167
*	JPMORGAN CHASE + CO SR UNSECURED 08/21 4.35	Debt	3,649	4,034
*	JPMORGAN CHASE + CO SR UNSECURED 10/20 4.25	Debt	14,470	15,233
*	JPMORGAN CHASE + CO SR UNSECURED 10/40 5.5	Debt	15,984	18,480
*	JPMORGAN CHASE + CO SUBORDINATED 06/17 6.125	Debt	1,032	1,093
*	JPMORGAN CHASE + CO SUBORDINATED 10/15 5.15	Debt	34	38
	JUNIPER NETWORKS INC SR UNSECURED 03/21 4.6	Debt	6,272	6,279
	JUNIPER NETWORKS INC SR UNSECURED 03/41 5.95	Debt	5,875	5,581
	KAISER FOUNDATION HOSPIT SR UNSECURED 04/22 3.5	Debt	4,954	5,254
	KAISER FOUNDATION HOSPIT SR UNSECURED 04/42 4.875	Debt	37,745	39,730
	KANSAS CITY POWER + LT SR UNSECURED 06/17 5.85	Debt	2,251	2,255
	KANSAS CITY POWER + LT SR UNSECURED 10/41 5.3	Debt	1,937	2,266
	KANSAS CITY SOUTHERN MEX SR UNSECURED 02/18 8.	Debt	1,894	1,883
	KANSAS CITY SOUTHERN MEX SR UNSECURED 06/21 6.125	Debt	1,059	1,179
	KELLOGG CO	Debt	1,028	1,036
	KELLOGG CO SR UNSECURED 04/31 7.45	Debt	9,424	9,813
	KELLOGG CO SR UNSECURED 05/15 1.125	Debt	499	505
	KELLOGG CO SR UNSECURED 05/16 4.45	Debt	279	277
	KELLOGG CO SR UNSECURED 05/18 3.25	Debt	1,468	1,597
	KELLOGG CO SR UNSECURED 05/22 3.125	Debt	6,322	6,315
	KELLOGG CO SR UNSECURED 11/16 1.875	Debt	5,180	5,267
	KELLOGG CO SR UNSECURED 11/19 4.15	Debt	7,450	7,849
	KELLOGG CO SR UNSECURED 12/20 4.	Debt	2,627	2,971
	KEMPER CORP SR UNSECURED 05/17 6.	Debt	320	352
	KEMPER CORP SR UNSECURED 11/15 6.	Debt	250	263
	KENNAMETAL INC SR UNSECURED 02/22 3.875	Debt	304	318
	KENTUCKY UTILITIES 1ST MORTGAGE 11/15 1.625	Debt	746	747
	KENTUCKY UTILITIES 1ST MORTGAGE 11/20 3.25	Debt	3,030	3,223
	KENTUCKY UTILITIES 1ST MORTGAGE 11/40 5.125	Debt	12,275	13,090
	KEY BANK NA SUBORDINATED 03/16 5.45	Debt	543	558
	KEYCORP SR UNSECURED 03/21 5.1	Debt	7,145	8,303
	KEYCORP SR UNSECURED 08/15 3.75	Debt	1,066	1,102
	KEYSPAN CORP SR UNSECURED 04/33 5.875	Debt	2,053	2,260
	KEYSPAN CORP SR UNSECURED 04/35 5.803	Debt	1,635	1,672
	KFW GOVT GUARANT 01/22 2.625	Debt	4,830	5,092
	KFW GOVT GUARANT 03/14 3.5	Debt	894	878
	KIMBERLY CLARK CORP SR UNSECURED 03/22 2.4	Debt	601	621
	KIMBERLY CLARK CORP SR UNSECURED 03/41 5.3	Debt	52,456	53,740
	KIMBERLY CLARK CORP SR UNSECURED 08/17 6.125	Debt	7,242	7,367
	KIMBERLY CLARK CORP SR UNSECURED 08/20 3.625	Debt	4,807	4,849
	KIMBERLY CLARK CORP SR UNSECURED 08/37 6.625	Debt	23,852	24,344
	KIMBERLY CLARK CORP SR UNSECURED 11/18 7.5	Debt	4,060	4,164
	KIMCO REALTY CORP SR UNSECURED 02/15 4.904	Debt	260	260
	KIMCO REALTY CORP SR UNSECURED 02/18 4.3	Debt	2,033	2,158
	KIMCO REALTY CORP SR UNSECURED 05/17 5.7	Debt	526	557
	KIMCO REALTY CORP SR UNSECURED 06/14 4.82	Debt	431	425
	KIMCO REALTY CORP SR UNSECURED 10/19 6.875	Debt	1,603	1,655
	KIMCO REALTY CORP SR UNSECURED 11/15 5.584	Debt	535	606
	KINDER MORGAN ENER PART SR UNSECURED 01/38 6.95	Debt	4,805	5,402
	KINDER MORGAN ENER PART SR UNSECURED 02/17 6.	Debt	461	482
	KINDER MORGAN ENER PART SR UNSECURED 02/18 5.95	Debt	2,304	2,416
	KINDER MORGAN ENER PART SR UNSECURED 02/20 6.85	Debt	14,830	16,579
	KINDER MORGAN ENER PART SR UNSECURED 02/37 6.5	Debt	2,114	2,402
	KINDER MORGAN ENER PART SR UNSECURED 03/16 3.5	Debt	4,802	4,905
	KINDER MORGAN ENER PART SR UNSECURED 03/22 4.15	Debt	2,388	2,566
	KINDER MORGAN ENER PART SR UNSECURED 03/35 5.8	Debt	752	845
	KINDER MORGAN ENER PART SR UNSECURED 03/41 6.375	Debt	1,422	1,650
	KINDER MORGAN ENER PART SR UNSECURED 08/33 7.3	Debt	220	259
	KINDER MORGAN ENER PART SR UNSECURED 08/42 5.	Debt	794	831

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	KINDER MORGAN ENER PART SR UNSECURED 09/20 5.3	Debt	7,750	8,020
	KINDER MORGAN ENER PART SR UNSECURED 09/22 3.95	Debt	3,025	3,250
	KINDER MORGAN ENER PART SR UNSECURED 09/39 6.5	Debt	11,228	12,632
	KINDER MORGAN ENER PART SR UNSECURED 09/40 6.55	Debt	144	172
	KINDER MORGAN ENER PART SR UNSECURED 09/41 5.625	Debt	2,087	2,321
	KINDER MORGAN FINANCE COMPANY GUAR 01/16 5.7	Debt	14,268	14,508
	KINDER MORGAN KANSAS INC SR UNSECURED 03/15 5.15	Debt	1,325	1,328
	KINROSS GOLD CORP COMPANY GUAR 09/16 3.625	Debt	1,096	1,110
	KINROSS GOLD CORP COMPANY GUAR 09/21 5.125	Debt	1,091	1,138
	KINROSS GOLD CORP COMPANY GUAR 09/41 6.875	Debt	793	785
	KLA TENCOR CORP SR UNSECURED 05/18 6.9	Debt	802	796
	KOHL S CORPORATION SR UNSECURED 01/33 6.	Debt	13,917	13,761
	KOHL S CORPORATION SR UNSECURED 11/21 4.	Debt	4,407	4,680
	KOHL S CORPORATION SR UNSECURED 12/17 6.25	Debt	7,106	7,300
	KOHL S CORPORATION SR UNSECURED 12/37 6.875	Debt	3,953	3,987
	KONINKLIJKE KPN NV SR UNSECURED 10/30 8.375	Debt	917	944
	KOREA FINANCE CORP SR UNSECURED 11/21 4.625	Debt	922	1,045
	KRAFT FOODS GROUP INC COMPANY GUAR 144A 06/15 1.625	Debt	1,270	1,269
	KRAFT FOODS GROUP INC COMPANY GUAR 144A 06/17 2.25	Debt	644	664
	KRAFT FOODS GROUP INC COMPANY GUAR 144A 06/22 3.5	Debt	14,694	15,569
	KRAFT FOODS GROUP INC COMPANY GUAR 144A 06/42 5.	Debt	5,575	6,264
	KRAFT FOODS GROUP INC SR UNSECURED 144A 01/39 6.875	Debt	5,970	6,024
	KRAFT FOODS GROUP INC SR UNSECURED 144A 02/20 5.375	Debt	4,101	4,420
	KRAFT FOODS GROUP INC SR UNSECURED 144A 02/40 6.5	Debt	26,468	25,971
	KRAFT FOODS GROUP INC SR UNSECURED 144A 08/18 6.125	Debt	4,464	4,529
	KRAFT FOODS INC SR UNSECURED 01/39 6.875	Debt	3,752	4,041
	KRAFT FOODS INC SR UNSECURED 02/16 4.125	Debt	2,175	2,196
	KRAFT FOODS INC SR UNSECURED 02/18 6.125	Debt	16,067	16,576
	KRAFT FOODS INC SR UNSECURED 02/20 5.375	Debt	30,210	31,511
	KRAFT FOODS INC SR UNSECURED 02/38 6.875	Debt	4,629	5,181
	KRAFT FOODS INC SR UNSECURED 02/40 6.5	Debt	4,767	5,776
	KRAFT FOODS INC SR UNSECURED 08/17 6.5	Debt	14,307	14,625
	KRAFT FOODS INC SR UNSECURED 08/18 6.125	Debt	1,026	1,091
	KRAFT FOODS INC SR UNSECURED 08/37 7.	Debt	636	669
	KRAFT FOODS INC SR UNSECURED 11/31 6.5	Debt	2,003	2,230
	KROGER CO/THE	Debt	1,367	1,359
	KROGER CO/THE COMPANY GUAR 04/38 6.9	Debt	3,848	3,783
	KROGER CO/THE COMPANY GUAR 07/40 5.4	Debt	337	367
	KROGER CO/THE COMPANY GUAR 08/17 6.4	Debt	6,108	6,274
	KROGER CO/THE COMPANY GUAR 09/29 8.	Debt	150	162
	KROGER CO/THE COMPANY GUAR 10/15 3.9	Debt	1,085	1,087
	KROGER CO/THE SR UNSECURED 01/17 2.2	Debt	627	642
	KROGER CO/THE SR UNSECURED 04/22 3.4	Debt	805	844
	KROGER CO/THE SR UNSECURED 04/42 5.	Debt	9,126	9,180
	LABORATORY CORP OF AMER SR UNSECURED 02/13 5.5	Debt	622	609
	LAFARGE SA SR UNSECURED 144A 07/15 6.2	Debt	85	87
	LASMO (USA) INC COMPANY GUAR 11/27 7.3	Debt	1,458	1,478
	LEAR CORP COMPANY GUAR 03/18 7.875	Debt	3,674	3,683
	LEAR CORP COMPANY GUAR 03/20 8.125	Debt	3,007	3,051
	LENDER PROCESS SERVICES COMPANY GUAR 04/23 5.75	Debt	1,775	1,813
	LG+E + KU ENERGY LLC SR UNSECURED 10/21 4.375	Debt	988	1,085
	LG+E + KU ENERGY LLC SR UNSECURED 11/20 3.75	Debt	2,793	3,016
	LIBERTY PROPERTY LP SR UNSECURED 06/22 4.125	Debt	2,090	2,192
	LIBERTY PROPERTY LP SR UNSECURED 10/20 4.75	Debt	3,557	3,684
	LIBERTY PROPERTY LP SR UNSECURED 12/16 5.5	Debt	608	754
	LIFE TECHNOLOGIES CORP SENIOR NOTES 03/20 6.	Debt	2,539	2,666
	LIFE TECHNOLOGIES CORP SR UNSECURED 01/16 3.5	Debt	3,260	3,364
	LIFE TECHNOLOGIES CORP SR UNSECURED 01/21 5.	Debt	896	1,021
	LIFE TECHNOLOGIES CORP SR UNSECURED 03/15 4.4	Debt	275	277
	LIFEPOINT HOSPITALS INC COMPANY GUAR 10/20 6.625	Debt	332	358
	LIMITED BRANDS INC COMPANY GUAR 02/22 5.625	Debt	325	350
	LIMITED BRANDS INC COMPANY GUAR 04/21 6.625	Debt	3,233	3,405
	LIMITED BRANDS INC COMPANY GUAR 05/20 7.	Debt	742	795
	LIMITED BRANDS INC COMPANY GUAR 06/19 8.5	Debt	2,550	2,621
	LINCOLN NATIONAL CORP JR SUBORDINA 04/67 VAR	Debt	432	513

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	LINCOLN NATIONAL CORP JR SUBORDINA 05/66 VAR	Debt	1,067	1,087
	LINCOLN NATIONAL CORP SR UNSECURED 02/20 6.25	Debt	2,499	2,769
	LINCOLN NATIONAL CORP SR UNSECURED 03/22 4.2	Debt	330	345
	LINCOLN NATIONAL CORP SR UNSECURED 04/36 6.15	Debt	1,768	1,998
	LINCOLN NATIONAL CORP SR UNSECURED 06/15 4.3	Debt	85	91
	LINCOLN NATIONAL CORP SR UNSECURED 06/21 4.85	Debt	834	907
	LINCOLN NATIONAL CORP SR UNSECURED 06/40 7.	Debt	23	29
	LINCOLN NATIONAL CORP SR UNSECURED 07/19 8.75	Debt	1,225	1,318
	LINCOLN NATIONAL CORP SR UNSECURED 10/37 6.3	Debt	2,949	3,169
	LLOYDS TSB BANK PLC BANK GUARANT 01/16 4.875	Debt	1,391	1,495
	LLOYDS TSB BANK PLC COMPANY GUAR 03/17 4.2	Debt	2,257	2,494
	LOCKHEED MARTIN CORP SR UNSECURED 04/13 7.375	Debt	40	35
	LOCKHEED MARTIN CORP SR UNSECURED 06/40 5.72	Debt	20,620	20,404
	LOCKHEED MARTIN CORP SR UNSECURED 09/16 2.125	Debt	2,587	2,681
	LOCKHEED MARTIN CORP SR UNSECURED 09/21 3.35	Debt	4,320	4,480
	LOCKHEED MARTIN CORP SR UNSECURED 09/36 6.15	Debt	13,655	14,275
	LOCKHEED MARTIN CORP SR UNSECURED 09/41 4.85	Debt	53,587	55,602
	LOCKHEED MARTIN CORP SR UNSECURED 11/19 4.25	Debt	8,313	8,736
	LOCKHEED MARTIN CORP SR UNSECURED 11/39 5.5	Debt	15,519	16,014
	LORILLARD TOBACCO CO COMPANY GUAR 06/19 8.125	Debt	8,064	8,782
	LORILLARD TOBACCO CO COMPANY GUAR 08/16 3.5	Debt	10,922	11,357
	LORILLARD TOBACCO CO COMPANY GUAR 08/41 7.	Debt	1,276	1,385
	LOS ANGELES CA CMNTY CLG DIST LOSHGR 08/42 FIXED 6.6	Debt	541	700
	LOS ANGELES CA DEPARTMENT OF W LOSUTL 07/39 FIXED 5.716	Debt	472	583
	LOS ANGELES CA DEPARTMENT OF W LOSUTL 07/45 FIXED 6.574	Debt	31,293	30,831
	LOS ANGELES CA DEPT OF WTR + P LOSUTL 07/39 FIXED 6.008	Debt	703	734
	LOUISIANA ST PUBLIC FACS AUTH LASFAC 02/19 FIXED OID 5.75	Debt	456	453
	LOUISVILLE GAS + ELEC 1ST MORTGAGE 11/15 1.625	Debt	1,519	1,621
	LOWE S COMPANIES INC SR UNSECURED 02/28 6.875	Debt	559	564
	LOWE S COMPANIES INC SR UNSECURED 03/29 6.5	Debt	2,082	2,213
	LOWE S COMPANIES INC SR UNSECURED 04/16 2.125	Debt	1,038	1,106
	LOWE S COMPANIES INC SR UNSECURED 04/17 1.625	Debt	20,382	20,441
	LOWE S COMPANIES INC SR UNSECURED 04/20 4.625	Debt	177	185
	LOWE S COMPANIES INC SR UNSECURED 04/22 3.12	Debt	4,682	4,791
	LOWE S COMPANIES INC SR UNSECURED 04/40 5.8	Debt	9,940	10,345
	LOWE S COMPANIES INC SR UNSECURED 04/42 4.65	Debt	80,974	83,203
	LOWE S COMPANIES INC SR UNSECURED 09/37 6.65	Debt	6,040	6,665
	LOWE S COMPANIES INC SR UNSECURED 10/35 5.5	Debt	6,952	7,401
	LOWE S COMPANIES INC SR UNSECURED 10/36 5.8	Debt	2,278	2,369
	LOWE S COMPANIES INC SR UNSECURED 11/21 3.8	Debt	10,899	11,401
	LOWE S COMPANIES INC SR UNSECURED 11/41 5.125	Debt	10,849	11,272
	LUBRIZOL CORP COMPANY GUAR 02/19 8.875	Debt	290	332
	LYONDELLBASELL IND NV SR UNSECURED 04/19 5.	Debt	10,036	10,253
	LYONDELLBASELL IND NV SR UNSECURED 04/24 5.75	Debt	14,866	14,816
	LYONDELLBASELL IND NV SR UNSECURED 11/21 6.	Debt	4,174	4,167
	MACK CALI REALTY LP SR UNSECURED 04/22 4.5	Debt	340	365
	MACMILLAN BLOEDEL SR UNSECURED 02/26 7.7	Debt	11,643	11,361
	MACYS RETAIL HLDGS INC COMPANY GUAR 01/22 3.875	Debt	999	1,086
	MACYS RETAIL HLDGS INC COMPANY GUAR 01/42 5.125	Debt	5,735	5,606
	MACYS RETAIL HLDGS INC COMPANY GUAR 03/37 6.375	Debt	725	820
	MACYS RETAIL HLDGS INC COMPANY GUAR 07/14 5.75	Debt	1,224	1,219
	MACYS RETAIL HLDGS INC COMPANY GUAR 07/15 7.875	Debt	1,285	1,279
	MACYS RETAIL HLDGS INC COMPANY GUAR 07/17 7.45	Debt	8,162	8,408
	MANITOBA (PROVINCE OF) SR UNSECURED 04/13 2.125	Debt	867	857
	MANUF + TRADERS TRUST CO SUBORDINATED 12/21 VAR	Debt	1,210	1,210
	MANULIFE FINANCIAL CORP SR UNSECURED 09/15 3.4	Debt	1,786	1,833
	MANULIFE FINANCIAL CORP SR UNSECURED 09/20 4.9	Debt	3,452	3,703
	MARATHON PETROLEUM CORP SR UNSECURED 03/21 5.125	Debt	11,493	12,108
	MARATHON PETROLEUM CORP SR UNSECURED 03/41 6.5	Debt	18,132	18,866
	MARKEL CORPORATION SR UNSECURED 06/21 5.35	Debt	1,018	1,102
	MARKEL CORPORATION SR UNSECURED 07/22 4.9	Debt	3,829	4,052
	MARKWEST ENERGY PART/FIN COMPANY GUAR 04/18 8.75	Debt	367	360
	MARKWEST ENERGY PART/FIN COMPANY GUAR 06/22 6.25	Debt	1,350	1,451
	MARKWEST ENERGY PART/FIN COMPANY GUAR 08/21 6.5	Debt	4,290	4,536
	MARKWEST ENERGY PART/FIN COMPANY GUAR 11/20 6.75	Debt	276	298

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	MARRIOTT INTERNATIONAL SR UNSECURED 03/19 3.	Debt	574	595
	MARRIOTT INTERNATIONAL SR UNSECURED 06/17 6.375	Debt	1,119	1,190
	MARSH + MCLENNAN COS INC SR UNSECURED 04/17 2.3	Debt	5,595	5,715
	MARSH + MCLENNAN COS INC SR UNSECURED 04/19 9.25	Debt	2,017	2,063
	MARSH + MCLENNAN COS INC SR UNSECURED 07/21 4.8	Debt	5,637	6,135
	MASCO CORP SR UNSECURED 03/22 5.95	Debt	150	164
	MASCO CORP SR UNSECURED 10/16 6.125	Debt	191	205
	MASS INSTITUTE OF TECH NOTES 07/11 5.6	Debt	2,987	4,332
	MATTEL INC SR UNSECURED 10/20 4.35	Debt	505	532
	MATTEL INC SR UNSECURED 10/40 6.2	Debt	1,538	1,641
	MATTEL INC SR UNSECURED 11/16 2.5	Debt	2,296	2,367
	MATTEL INC SR UNSECURED 11/41 5.45	Debt	441	470
	MAXIM INTEGRATED PRODUCT SR UNSECURED 06/13 3.45	Debt	300	306
	MCCORMICK + CO SR UNSECURED 07/21 3.9	Debt	279	310
	MCDONALD S CORP SR UNSECURED 01/22 2.625	Debt	7,101	7,417
	MCDONALD S CORP SR UNSECURED 02/39 5.7	Debt	4,695	4,928
	MCDONALD S CORP SR UNSECURED 02/42 3.7	Debt	63,166	63,660
	MCDONALD S CORP SR UNSECURED 03/18 5.35	Debt	580	621
	MCDONALD S CORP SR UNSECURED 03/38 6.3	Debt	7,373	7,980
	MCDONALD S CORP SR UNSECURED 05/15 0.75	Debt	3,920	3,922
	MCDONALD S CORP SR UNSECURED 05/19 1.875	Debt	19,105	19,998
	MCDONALD S CORP SR UNSECURED 05/21 3.625	Debt	6,364	6,664
	MCDONALD S CORP SR UNSECURED 07/20 3.5	Debt	5,286	5,571
	MCDONALD S CORP SR UNSECURED 07/40 4.875	Debt	2,477	2,792
	MCDONALD S CORP SR UNSECURED 10/17 5.8	Debt	2,048	2,155
	MCDONALD S CORP SR UNSECURED 10/37 6.3	Debt	27,027	28,403
	MCGRAW HILL COS INC SR UNSECURED 11/37 6.55	Debt	2,042	2,086
	MCKESSON CORP SR UNSECURED 03/16 3.25	Debt	2,145	2,217
	MCKESSON CORP SR UNSECURED 03/21 4.75	Debt	2,817	2,924
	MCKESSON CORP SR UNSECURED 03/41 6.	Debt	4,904	5,464
	MEAD JOHNSON NUTRITION C SR UNSECURED 11/19 4.9	Debt	4,729	4,770
	MEDCO HEALTH SOLUTIONS SR UNSECURED 03/13 6.125	Debt	864	820
	MEDCO HEALTH SOLUTIONS SR UNSECURED 03/18 7.125	Debt	4,409	4,596
	MEDCO HEALTH SOLUTIONS SR UNSECURED 09/20 4.125	Debt	1,188	1,317
	MEDTRONIC INC SR UNSECURED 03/16 2.625	Debt	726	743
	MEDTRONIC INC SR UNSECURED 03/20 4.45	Debt	5,693	5,891
	MEDTRONIC INC SR UNSECURED 03/22 3.125	Debt	6,301	6,633
	MEDTRONIC INC SR UNSECURED 03/39 6.5	Debt	6,980	7,466
	MEDTRONIC INC SR UNSECURED 03/40 5.55	Debt	1,931	1,915
	MEDTRONIC INC SR UNSECURED 03/42 4.5	Debt	42,636	43,349
	MELLON FUNDING CORP COMPANY GUAR 11/18 5.5	Debt	1,470	1,537
	MEMORIAL SLOAN KETTERING SR UNSECURED 07/42 5.	Debt	2,293	2,617
	MERCK + CO INC SR UNSECURED 01/16 2.25	Debt	19,906	19,949
	MERCK + CO INC SR UNSECURED 01/21 3.875	Debt	5,493	5,953
	MERCK + CO INC SR UNSECURED 03/15 4.75	Debt	2,103	2,093
	MERCK + CO INC SR UNSECURED 03/28 6.4	Debt	4,330	4,962
	MERCK + CO INC SR UNSECURED 06/19 5.	Debt	1,957	2,033
	MERCK + CO INC SR UNSECURED 06/39 5.85	Debt	27,449	28,694
	MERCK + CO INC SR UNSECURED 09/17 6.	Debt	1,090	1,152
	MERCK + CO INC SR UNSECURED 09/37 6.55	Debt	45,784	45,484
	MERCK + CO INC SR UNSECURED 09/42 3.6	Debt	18,393	18,771
	MERCK + CO INC SR UNSECURED 11/36 5.75	Debt	4,972	5,079
	MERCK + CO INC SR UNSECURED 12/28 5.95	Debt	14	17
	MERCK + CO INC SR UNSECURED 12/33 6.5	Debt	31,697	35,216
	MERRILL LYNCH + CO SR UNSECURED 02/13 5.45	Debt	2,098	2,031
	MERRILL LYNCH + CO SR UNSECURED 02/14 5.	Debt	1,508	1,483
	MERRILL LYNCH + CO SR UNSECURED 04/18 6.875	Debt	61,288	66,006
	MERRILL LYNCH + CO SR UNSECURED 07/14 5.45	Debt	110	109
	MERRILL LYNCH + CO SR UNSECURED 08/17 6.4	Debt	3,306	3,506
	MERRILL LYNCH + CO SUBORDINATED 01/37 6.11	Debt	1,947	2,192
	MERRILL LYNCH + CO SUBORDINATED 05/16 6.05	Debt	2,571	2,895
	MERRILL LYNCH + CO SUBORDINATED 05/17 5.7	Debt	2,998	3,121
	MERRILL LYNCH + CO SUBORDINATED 05/38 7.75	Debt	12,943	14,521
	MERRILL LYNCH + CO SUBORDINATED 09/26 6.22	Debt	1,354	1,517
	MET TRANSPRTN AUTH NY DEDICATE MTATRN 11/39 FIXED 7.336	Debt	2,265	2,295

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	MET TRANSPRTN AUTH NY DEDICATE MTATRN 11/40 FIXED 6.089	Debt	210	271
	METHANEX CORP SR UNSECURED 03/22 5.25	Debt	174	187
	METHANEX CORP SR UNSECURED 08/15 6.	Debt	141	157
	METLIFE INC JR SUBORDINA 12/66 6.4	Debt	585	674
	METLIFE INC SR UNSECURED 02/19 7.717	Debt	5,893	6,260
	METLIFE INC SR UNSECURED 02/21 4.75	Debt	13,668	14,448
	METLIFE INC SR UNSECURED 02/41 5.875	Debt	16,587	17,347
	METLIFE INC SR UNSECURED 06/15 5.	Debt	1,949	1,971
	METLIFE INC SR UNSECURED 06/16 6.75	Debt	2,933	3,055
	METLIFE INC SR UNSECURED 06/34 6.375	Debt	527	562
	METLIFE INC SR UNSECURED 06/35 5.7	Debt	8,055	9,029
	METLIFE INC SR UNSECURED 08/18 6.817	Debt	8,218	8,745
	METLIFE INC SR UNSECURED 12/32 6.5	Debt	8,614	9,323
	MGM RESORTS INTL SR SECURED 03/20 9.	Debt	201	205
	MGM RESORTS INTL SR SECURED 11/13 13.	Debt	17,153	16,913
	MICROSOFT CORP	Debt	4,294	4,307
	MICROSOFT CORP SR UNSECURED 02/21 4.	Debt	2,476	2,921
	MICROSOFT CORP SR UNSECURED 02/41 5.3	Debt	46,737	48,047
	MICROSOFT CORP SR UNSECURED 06/19 4.2	Debt	1,003	1,043
	MICROSOFT CORP SR UNSECURED 06/39 5.2	Debt	20,940	21,536
	MICROSOFT CORP SR UNSECURED 09/15 1.625	Debt	10,347	10,365
	MICROSOFT CORP SR UNSECURED 10/20 3.	Debt	3,745	4,258
	MICROSOFT CORP SR UNSECURED 10/40 4.5	Debt	9,825	10,854
	MIDAMERICAN ENERGY CO SR UNSECURED 03/18 5.3	Debt	2,011	2,060
	MIDAMERICAN ENERGY CO SR UNSECURED 07/17 5.95	Debt	1,193	1,202
	MIDAMERICAN ENERGY CO SR UNSECURED 10/36 5.8	Debt	7,688	9,106
	MIDAMERICAN ENERGY CO SR UNSECURED 11/35 5.75	Debt	6,408	6,423
	MIDAMERICAN ENERGY CO SR UNSECURED 12/31 6.75	Debt	7,687	8,375
	MIDAMERICAN ENERGY HLDGS SR UNSECURED 04/18 5.75	Debt	16,984	17,826
	MIDAMERICAN ENERGY HLDGS SR UNSECURED 04/36 6.125	Debt	2,591	2,815
	MIDAMERICAN ENERGY HLDGS SR UNSECURED 05/37 5.95	Debt	8,641	9,100
	MIDAMERICAN ENERGY HLDGS SR UNSECURED 09/28 8.48	Debt	2,414	2,534
	MIDAMERICAN ENERGY HLDGS SR UNSECURED 09/37 6.5	Debt	5,308	6,197
	MIDAMERICAN FUNDING LLC SR SECURED 03/29 6.927	Debt	1,054	1,124
	MISSISSIPPI POWER CO SR UNSECURED 03/42 4.25	Debt	25,787	25,551
	MISSISSIPPI POWER CO SR UNSECURED 10/41 4.75	Debt	1,299	1,393
	MOLSON COORS BREWING CO COMPANY GUAR 05/17 2.	Debt	1,971	2,008
	MOLSON COORS BREWING CO COMPANY GUAR 05/22 3.5	Debt	1,956	2,061
	MOLSON COORS BREWING CO COMPANY GUAR 05/42 5.	Debt	17,491	17,071
	MONSANTO CO SR UNSECURED 04/16 2.75	Debt	11,136	11,161
	MONSANTO CO SR UNSECURED 07/22 2.2	Debt	8,769	8,794
	MONSANTO CO SR UNSECURED 07/42 3.6	Debt	37,694	37,438
	MORGAN STANLEY SR UNSECURED 01/14 VAR	Debt	601	601
	MORGAN STANLEY SR UNSECURED 01/15 4.1	Debt	1,344	1,385
	MORGAN STANLEY SR UNSECURED 01/17 5.45	Debt	5,216	5,596
	MORGAN STANLEY SR UNSECURED 01/20 5.5	Debt	4,261	4,817
	MORGAN STANLEY SR UNSECURED 01/21 5.75	Debt	2,634	2,909
	MORGAN STANLEY SR UNSECURED 03/17 4.75	Debt	7,286	7,837
	MORGAN STANLEY SR UNSECURED 04/15 6.	Debt	95	141
	MORGAN STANLEY SR UNSECURED 04/16 3.8	Debt	4,074	4,505
	MORGAN STANLEY SR UNSECURED 04/17 5.55	Debt	5,584	5,986
	MORGAN STANLEY SR UNSECURED 04/18 6.625	Debt	25,546	27,579
	MORGAN STANLEY SR UNSECURED 04/32 7.25	Debt	966	1,013
	MORGAN STANLEY SR UNSECURED 05/14 6.	Debt	1,091	1,060
	MORGAN STANLEY SR UNSECURED 05/19 7.3	Debt	5,474	5,729
	MORGAN STANLEY SR UNSECURED 07/20 5.5	Debt	1,247	1,344
	MORGAN STANLEY SR UNSECURED 07/21 5.5	Debt	24,269	27,003
	MORGAN STANLEY SR UNSECURED 07/42 6.375	Debt	41,260	41,610
	MORGAN STANLEY SR UNSECURED 08/17 6.25	Debt	32,231	34,119
	MORGAN STANLEY SR UNSECURED 08/26 6.25	Debt	544	591
	MORGAN STANLEY SR UNSECURED 09/19 5.625	Debt	28,088	30,871
	MORGAN STANLEY SR UNSECURED 10/15 5.375	Debt	1,571	1,655
	MORGAN STANLEY SR UNSECURED 10/15 VAR	Debt	6,250	6,852
	MORGAN STANLEY SR UNSECURED 10/16 5.75	Debt	351	379
	MORGAN STANLEY SR UNSECURED 11/14 4.2	Debt	4,371	4,400

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	MORGAN STANLEY SR UNSECURED 11/15 3.45	Debt	1,235	1,271
	MORGAN STANLEY SR UNSECURED 12/17 5.95	Debt	13,410	14,987
	MOSAIC CO SR UNSECURED 11/21 3.75	Debt	3,108	3,331
	MOTOROLA SOLUTIONS INC SR UNSECURED 05/22 3.75	Debt	10,153	10,515
	MOTOROLA SOLUTIONS INC SR UNSECURED 11/17 6.	Debt	1,110	1,164
	MPT OPER PARTNERSP/FINL COMPANY GUAR 05/21 6.875	Debt	3,790	4,077
	MUFG CAPITAL FIN 1 LTD BANK GUARANT 07/49 VAR	Debt	1,080	1,271
	MUNI ELEC AUTH OF GEORGIA MELPWR 04/57 FIXED 6.637	Debt	3,346	3,484
	MUNI ELEC AUTH OF GEORGIA MELPWR 04/57 FIXED 7.055	Debt	542	612
	MURPHY OIL CORP SR UNSECURED 06/22 4.	Debt	4,895	5,206
	MURPHY OIL CORPORATION SR UNSECURED 05/29 7.05	Debt	889	923
	N TX TOLLWAY AUTH REVENUE NRTTRN 01/49 FIXED 6.718	Debt	3,640	4,104
	NABORS INDUSTRIES INC COMPANY GUAR 02/18 6.15	Debt	1,121	1,193
	NATIONAL CINEMEDIA LLC SR SECURED 144A 04/22 6.	Debt	2,424	2,558
	NATIONAL CITY BANK SUBORDINATED 12/16 5.25	Debt	288	310
	NATIONAL CITY CORP SUBORDINATED 05/19 6.875	Debt	4,840	5,105
	NATIONAL FUEL GAS CO SR UNSECURED 05/19 8.75	Debt	150	149
	NATIONAL RURAL UTIL COOP COLLATERAL T 02/15 1.	Debt	107	108
	NATIONAL RURAL UTIL COOP COLLATERAL T 02/18 5.45	Debt	1,677	1,685
	NATIONAL RURAL UTIL COOP COLLATERAL T 02/22 3.05	Debt	164	175
	NATIONAL RURAL UTIL COOP COLLATERAL T 03/16 3.05	Debt	4,553	4,714
	NATIONAL RURAL UTIL COOP COLLATERAL T 04/17 5.45	Debt	1,706	1,787
	NATIONAL RURAL UTIL COOP COLLATERAL T 11/18 10.375	Debt	5,358	5,453
	NATIONAL RURAL UTIL COOP SR UNSECURED 03/32 8.	Debt	42,188	44,489
	NATL CITY BANK CLEV OH SUBORDINATED 06/17 5.8	Debt	5,394	5,766
	NATL GRID PLC SR UNSECURED 08/16 6.3	Debt	3,529	3,606
	NB CAPITAL TRUST II LIMITD GUARA 12/26 7.83	Debt	387	388
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/15 3.65	Debt	2,280	2,331
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/16 2.875	Debt	5,567	5,817
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/20 5.15	Debt	24,651	25,975
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/21 4.375	Debt	16,010	17,390
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/40 6.4	Debt	2,545	3,046
	NBCUNIVERSAL MEDIA LLC SR UNSECURED 04/41 5.95	Debt	14,331	15,788
	NESTLE PURINA PETCARE CO SR UNSECURED 06/25 7.875	Debt	188	223
	NEVADA POWER CO GENL REF MOR 03/19 7.125	Debt	1,257	1,314
	NEVADA POWER CO GENL REF MOR 05/18 6.5	Debt	2,954	3,027
	NEVADA POWER CO GENL REF MOR 08/18 6.5	Debt	9,057	9,568
	NEVADA POWER CO GENL REF MOR 09/40 5.375	Debt	1,101	1,137
	NEW CINGULAR WIRELESS SV SR UNSECURED 03/31 8.75	Debt	8,395	9,295
	NEW JERSEY BELL TELEPHON SR UNSECURED 11/29 7.85	Debt	276	307
	NEW JERSEY ST TRANSPRTN TRUST NJSTRN 12/40 FIXED 6.561	Debt	1,759	1,731
	NEW JERSEY ST TURNPIKE AUTH NJSTRN 01/40 FIXED 7.414	Debt	2,959	3,518
	NEW JERSEY ST TURNPIKE AUTH NJSTRN 01/41 FIXED 7.102	Debt	3,858	4,604
	NEW YORK CITY NY TRANSITIONAL NYCGEN 08/27 FIXED 5.008	Debt	1,450	1,694
	NEW YORK CITY NY TRANSITIONAL NYCGEN 08/37 FIXED 5.508	Debt	733	899
	NEW YORK ST URBAN DEV CORP REV NYSDEV 03/39 FIXED 5.77	Debt	572	676
	NEWELL RUBBERMAID INC SR UNSECURED 06/22 4.	Debt	2,392	2,521
	NEWELL RUBBERMAID INC SR UNSECURED 08/20 4.7	Debt	266	293
	NEWFIELD EXPLORATION CO SR SUBORDINA 02/20 6.875	Debt	8,540	8,780
	NEWFIELD EXPLORATION CO SR SUBORDINA 05/18 7.125	Debt	4,066	4,032
	NEWFIELD EXPLORATION CO SR UNSECURED 01/22 5.75	Debt	3,497	3,716
	NEWMONT MINING CORP COMPANY GUAR 03/22 3.5	Debt	14,780	15,171
	NEWMONT MINING CORP COMPANY GUAR 03/42 4.875	Debt	1,031	1,066
	NEWMONT MINING CORP COMPANY GUAR 04/35 5.875	Debt	2,980	3,005
	NEWMONT MINING CORP COMPANY GUAR 10/39 6.25	Debt	10,958	11,706
	NEWS AMERICA INC COMPANY GUAR 01/24 7.75	Debt	746	792
	NEWS AMERICA INC COMPANY GUAR 02/21 4.5	Debt	23,180	24,774
	NEWS AMERICA INC COMPANY GUAR 02/25 8.5	Debt	153	174
	NEWS AMERICA INC COMPANY GUAR 02/41 6.15	Debt	3,952	4,680
	NEWS AMERICA INC COMPANY GUAR 03/19 6.9	Debt	5,547	5,925
	NEWS AMERICA INC COMPANY GUAR 03/37 6.15	Debt	1,239	1,395
	NEWS AMERICA INC COMPANY GUAR 03/39 7.85	Debt	4,378	4,816
	NEWS AMERICA INC COMPANY GUAR 04/23 8.875	Debt	880	913
	NEWS AMERICA INC COMPANY GUAR 08/20 5.65	Debt	2,589	2,739
	NEWS AMERICA INC COMPANY GUAR 08/39 6.9	Debt	4,465	5,301

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	NEWS AMERICA INC COMPANY GUAR 10/25 7.7	Debt	3,647	4,027
	NEWS AMERICA INC COMPANY GUAR 10/96 8.25	Debt	209	251
	NEWS AMERICA INC COMPANY GUAR 11/28 7.625	Debt	2,516	2,766
	NEWS AMERICA INC COMPANY GUAR 12/34 6.2	Debt	3,235	3,723
	NEWS AMERICA INC COMPANY GUAR 12/35 6.4	Debt	2,937	3,284
	NEWS AMERICA INC COMPANY GUAR 12/45 7.75	Debt	2,916	3,266
	NEWS AMERICA INC COMPANY GUAR 12/95 7.9	Debt	155	188
	NEXEN INC SR UNSECURED 05/37 6.4	Debt	21,877	25,148
	NEXEN INC SR UNSECURED 07/39 7.5	Debt	2,498	2,990
	NEXTERA ENERGY CAPITAL COMPANY GUAR 06/14 1.611	Debt	251	253
	NEXTERA ENERGY CAPITAL COMPANY GUAR 06/67 VAR	Debt	382	407
	NEXTERA ENERGY CAPITAL COMPANY GUAR 09/15 2.6	Debt	1,420	1,477
	NIELSEN FINANCE LLC/CO COMPANY GUAR 10/18 7.75	Debt	5,012	5,074
	NIPPON TELEGR + TELEPH SR UNSECURED 07/17 1.4	Debt	3,395	3,447
	NISOURCE FINANCE CORP COMPANY GUAR 01/19 6.8	Debt	7,502	7,726
	NISOURCE FINANCE CORP COMPANY GUAR 02/23 3.85	Debt	3,137	3,304
	NISOURCE FINANCE CORP COMPANY GUAR 02/42 5.8	Debt	373	442
	NISOURCE FINANCE CORP COMPANY GUAR 02/43 5.25	Debt	10,663	11,896
	NISOURCE FINANCE CORP COMPANY GUAR 03/18 6.4	Debt	2,496	2,595
	NISOURCE FINANCE CORP COMPANY GUAR 03/22 6.125	Debt	24,176	25,210
	NISOURCE FINANCE CORP COMPANY GUAR 06/41 5.95	Debt	4,209	4,514
	NISOURCE FINANCE CORP COMPANY GUAR 09/20 5.45	Debt	2,285	2,354
	NISOURCE FINANCE CORP COMPANY GUAR 12/21 4.45	Debt	161	180
	NOBLE ENERGY INC SR UNSECURED 03/19 8.25	Debt	1,014	1,036
	NOBLE ENERGY INC SR UNSECURED 03/41 6.	Debt	18,264	18,280
	NOBLE ENERGY INC SR UNSECURED 12/21 4.15	Debt	2,629	2,819
	NOBLE HOLDING INTL LTD COMPANY GUAR 03/17 2.5	Debt	220	227
	NOBLE HOLDING INTL LTD COMPANY GUAR 03/22 3.95	Debt	20,324	20,883
	NOBLE HOLDING INTL LTD COMPANY GUAR 03/41 6.05	Debt	5,130	5,401
	NOBLE HOLDING INTL LTD COMPANY GUAR 03/42 5.25	Debt	2,978	3,014
	NOBLE HOLDING INTL LTD COMPANY GUAR 08/20 4.9	Debt	5,538	5,585
	NOKIA CORP SR UNSECURED 05/39 6.625	Debt	1,549	1,149
	NOMURA HOLDINGS INC SR UNSECURED 01/16 4.125	Debt	470	486
	NOMURA HOLDINGS INC SR UNSECURED 03/20 6.7	Debt	1,716	1,829
	NORDSTROM INC SR UNSECURED 01/38 7.	Debt	9,861	10,198
	NORDSTROM INC SR UNSECURED 03/28 6.95	Debt	568	592
	NORDSTROM INC SR UNSECURED 05/20 4.75	Debt	1,243	1,395
	NORDSTROM INC SR UNSECURED 10/21 4.	Debt	324	365
	NORFOLK SOUTHERN CORP SR UNSECURED 01/16 5.75	Debt	4,186	4,194
	NORFOLK SOUTHERN CORP SR UNSECURED 04/22 3.	Debt	2,108	2,180
	NORFOLK SOUTHERN CORP SR UNSECURED 05/11 6.	Debt	2,400	2,890
	NORFOLK SOUTHERN CORP SR UNSECURED 05/25 5.59	Debt	2,623	2,781
	NORFOLK SOUTHERN CORP SR UNSECURED 05/29 5.64	Debt	951	1,135
	NORFOLK SOUTHERN CORP SR UNSECURED 05/37 7.05	Debt	1,550	1,655
	NORFOLK SOUTHERN CORP SR UNSECURED 06/19 5.9	Debt	276	292
	NORFOLK SOUTHERN CORP SR UNSECURED 10/41 4.837	Debt	5,028	5,373
	NORFOLK SOUTHERN CORP SR UNSECURED 10/42 3.95	Debt	4,850	4,828
	NORFOLK SOUTHERN CORP SR UNSECURED 12/21 3.25	Debt	1,575	1,656
	NORTHERN STATES PWR MINN 1ST MORTGAGE 06/36 6.25	Debt	1,665	1,676
	NORTHERN STATES PWR MINN 1ST MORTGAGE 07/25 7.125	Debt	3,066	3,126
	NORTHERN STATES PWR MINN 1ST MORTGAGE 07/35 5.25	Debt	1,234	1,311
	NORTHERN STATES PWR MINN 1ST MORTGAGE 07/37 6.2	Debt	4,074	4,213
	NORTHERN STATES PWR MINN 1ST MORTGAGE 08/22 2.15	Debt	1,598	1,598
	NORTHERN STATES PWR MINN 1ST MORTGAGE 08/40 4.85	Debt	1,240	1,286
	NORTHERN STATES PWR MINN 1ST MORTGAGE 08/42 3.4	Debt	73,924	72,193
	NORTHERN STATES PWR MINN 1ST MORTGAGE 11/39 5.35	Debt	1,859	1,916
	NORTHERN TRUST COMPANY SUBORDINATED 08/18 6.5	Debt	559	565
	NORTHERN TRUST CORP SR UNSECURED 08/13 5.5	Debt	64	61
	NORTHERN TRUST CORP SR UNSECURED 08/21 3.375	Debt	1,069	1,106
	NORTHERN TRUST CORP SR UNSECURED 11/20 3.45	Debt	1,067	1,161
	NORTHROP GRUMMAN CORP	Debt	5,771	5,762
	NORTHROP GRUMMAN CORP SR UNSECURED 03/21 3.5	Debt	1,306	1,408
	NORTHROP GRUMMAN CORP SR UNSECURED 08/14 3.7	Debt	169	171
	NORTHROP GRUMMAN CORP SR UNSECURED 08/19 5.05	Debt	345	371
	NORTHROP GRUMMAN CORP SR UNSECURED 11/40 5.05	Debt	1,648	1,913

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	NORTHROP GRUMMAN SYSTEMS COMPANY GUAR 03/26 7.875	Debt	1,004	1,009
	NORTHWEST PIPELINE CORP SR UNSECURED 06/18 6.05	Debt	804	902
	NORTHWESTERN MUTUAL LIFE SUBORDINATED 144A 03/40 6.063	Debt	3,642	4,346
	NOVARTIS CAPITAL CORP COMPANY GUAR 04/15 2.9	Debt	109	114
	NOVARTIS CAPITAL CORP COMPANY GUAR 04/20 4.4	Debt	3,691	3,827
	NOVARTIS SECS INVEST LTD COMPANY GUAR 02/19 5.125	Debt	21,227	22,098
	NRG ENERGY INC COMPANY GUAR 01/18 7.625	Debt	3,663	3,671
	NRG ENERGY INC COMPANY GUAR 05/19 7.625	Debt	1,508	1,590
	NRG ENERGY INC COMPANY GUAR 05/21 7.875	Debt	12,223	12,207
	NRG ENERGY INC COMPANY GUAR 06/19 8.5	Debt	5,418	5,643
	NRG ENERGY INC COMPANY GUAR 09/20 8.25	Debt	11,779	11,941
	NSTAR ELECTRIC CO	Debt	6,437	6,317
	NSTAR SR UNSECURED 11/19 4.5	Debt	83	92
	NUCOR CORP SR UNSECURED 06/18 5.85	Debt	2,122	2,145
	NUCOR CORP SR UNSECURED 09/22 4.125	Debt	714	779
	NUCOR CORP SR UNSECURED 12/37 6.4	Debt	16,812	17,306
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/16 2.5	Debt	5,605	5,762
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/17 1.75	Debt	7,012	7,040
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/18 1.5	Debt	4,711	4,799
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/21 4.1	Debt	700	807
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/22 3.125	Debt	2,696	2,951
	OCCIDENTAL PETROLEUM COR SR UNSECURED 02/23 2.7	Debt	48,855	49,593
	OGLETHORPE POWER CORP 1ST MORTGAGE 09/50 5.25	Debt	9,449	10,110
	OGLETHORPE POWER CORP 1ST MORTGAGE 11/39 5.95	Debt	3,815	3,893
	OGLETHORPE POWER CORP 1ST MORTGAGE 11/40 5.375	Debt	18,597	19,238
	OHIO EDISON 1ST MORTGAGE 10/38 8.25	Debt	5,946	6,929
	OHIO EDISON SR UNSECURED 07/36 6.875	Debt	174	213
	OHIO POWER COMPANY SR UNSECURED 02/33 6.6	Debt	7,581	8,294
	OHIO POWER COMPANY SR UNSECURED 03/33 6.6	Debt	8,718	9,059
	OHIO POWER COMPANY SR UNSECURED 07/33 6.375	Debt	258	255
	OHIO POWER COMPANY SR UNSECURED 10/21 5.375	Debt	4,500	4,726
	OHIO POWER COMPANY SR UNSECURED 10/35 5.85	Debt	1,247	1,397
	OKLAHOMA G+E CO SR UNSECURED 05/41 5.25	Debt	1,014	1,233
	OLD DOMIN ELECTRIC COOP SR SECURED 12/28 5.676	Debt	1,429	1,458
	OMEGA HLTHCARE INVESTORS COMPANY GUAR 02/20 7.5	Debt	379	401
	OMEGA HLTHCARE INVESTORS COMPANY GUAR 03/24 5.875	Debt	410	437
	OMNICARE INC COMPANY GUAR 06/20 7.75	Debt	50	55
	OMNICOM GROUP INC COMPANY GUAR 08/20 4.45	Debt	4,401	4,666
	OMNICOM GROUP INC SR UNSECURED 05/22 3.625	Debt	12,845	13,345
	ONCOR ELECTRIC DELIVERY SR SECURED 01/15 6.375	Debt	30	33
	ONCOR ELECTRIC DELIVERY SR SECURED 06/22 4.1	Debt	1,617	1,719
	ONCOR ELECTRIC DELIVERY SR SECURED 06/42 5.3	Debt	7,024	7,512
	ONCOR ELECTRIC DELIVERY SR SECURED 09/18 6.8	Debt	6,371	6,819
	ONCOR ELECTRIC DELIVERY SR SECURED 09/22 7.	Debt	7,280	7,304
	ONCOR ELECTRIC DELIVERY SR SECURED 09/38 7.5	Debt	2,509	2,611
	ONCOR ELECTRIC DELIVERY SR SECURED 12/41 4.55	Debt	324	316
	ONEOK INC SR UNSECURED 02/22 4.25	Debt	2,346	2,547
	ONEOK PARTNERS LP COMPANY GUAR 02/16 3.25	Debt	100	105
	ONEOK PARTNERS LP COMPANY GUAR 02/41 6.125	Debt	9,324	9,525
	ONEOK PARTNERS LP COMPANY GUAR 03/19 8.625	Debt	839	919
	ONEOK PARTNERS LP COMPANY GUAR 10/36 6.65	Debt	1,443	1,549
	ONEOK PARTNERS LP COMPANY GUAR 10/37 6.85	Debt	6,789	6,736
	ONTARIO (PROVINCE OF) SR UNSECURED 12/17 3.15	Debt	832	913
	ORACLE CORP SR UNSECURED 01/16 5.25	Debt	5,208	5,193
	ORACLE CORP SR UNSECURED 04/18 5.75	Debt	15,642	16,446
	ORACLE CORP SR UNSECURED 04/38 6.5	Debt	14,363	15,949
	ORACLE CORP SR UNSECURED 07/14 3.75	Debt	2,125	2,118
	ORACLE CORP SR UNSECURED 07/19 5.	Debt	6,590	6,842
	ORACLE CORP SR UNSECURED 07/20 3.875	Debt	12,037	12,983
	ORACLE CORP SR UNSECURED 07/39 6.125	Debt	25,864	27,313
	ORACLE CORP SR UNSECURED 07/40 5.375	Debt	80,458	86,648
	OWENS BROCKWAY COMPANY GUAR 05/16 7.375	Debt	6,013	6,271
	OWENS CORNING INC COMPANY GUAR 06/19 9.	Debt	96	102
	OWENS CORNING INC COMPANY GUAR 12/16 6.5	Debt	114	117
	OWENS CORNING INC COMPANY GUAR 12/36 7.	Debt	1,483	1,591

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	OWENS ILLINOIS INC SR UNSECURED 05/18 7.8	Debt	12,276	12,465
	PACCAR FINANCIAL CORP SR UNSECURED 03/17 1.6	Debt	546	558
	PACCAR FINANCIAL CORP SR UNSECURED 06/13 2.05	Debt	329	328
	PACCAR FINANCIAL CORP SR UNSECURED 06/15 1.05	Debt	1,199	1,211
	PACCAR INC SR UNSECURED 02/14 6.875	Debt	3,869	3,864
	PACIFIC GAS + ELECTRIC SR UNSECURED 01/40 5.4	Debt	6,395	6,993
	PACIFIC GAS + ELECTRIC SR UNSECURED 02/38 6.35	Debt	5,156	6,108
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/34 6.05	Debt	28,002	31,569
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/37 5.8	Debt	6,981	7,468
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/39 6.25	Debt	11,356	12,059
	PACIFIC GAS + ELECTRIC SR UNSECURED 04/42 4.45	Debt	24,934	26,403
	PACIFIC GAS + ELECTRIC SR UNSECURED 05/21 4.25	Debt	3,540	3,792
	PACIFIC GAS + ELECTRIC SR UNSECURED 08/22 2.45	Debt	2,393	2,405
	PACIFIC GAS + ELECTRIC SR UNSECURED 08/42 3.75	Debt	2,398	2,330
	PACIFIC GAS + ELECTRIC SR UNSECURED 09/21 3.25	Debt	20,069	21,161
	PACIFIC GAS + ELECTRIC SR UNSECURED 10/20 3.5	Debt	6,879	7,361
	PACIFIC GAS + ELECTRIC SR UNSECURED 12/41 4.5	Debt	10,394	10,848
	PACIFICORP 1ST MORTGAGE 01/19 5.5	Debt	1,720	1,770
	PACIFICORP 1ST MORTGAGE 01/39 6.	Debt	21,257	22,689
	PACIFICORP 1ST MORTGAGE 02/22 2.95	Debt	6,027	6,350
	PACIFICORP 1ST MORTGAGE 02/42 4.1	Debt	34,108	35,327
	PACIFICORP 1ST MORTGAGE 04/37 5.75	Debt	1,491	1,514
	PACIFICORP 1ST MORTGAGE 06/21 3.85	Debt	1,198	1,352
	PACIFICORP 1ST MORTGAGE 07/18 5.65	Debt	670	706
	PACIFICORP 1ST MORTGAGE 07/38 6.35	Debt	9,591	9,471
	PACIFICORP 1ST MORTGAGE 08/36 6.1	Debt	674	835
	PACIFICORP 1ST MORTGAGE 10/37 6.25	Debt	17,545	18,992
	PARTNERS HEALTHCARE SYST UNSECURED 07/21 3.443	Debt	900	947
	PBF HOLDING CO LLC SR SECURED 144A 02/20 8.25	Debt	789	824
	PC FINANCIAL PARTNERSHIP COMPANY GUAR 11/14 5.	Debt	1,293	1,353
	PEABODY ENERGY CORP COMPANY GUAR 09/20 6.5	Debt	3,100	3,175
	PEABODY ENERGY CORP COMPANY GUAR 11/16 7.375	Debt	22	23
	PEABODY ENERGY CORP COMPANY GUAR 144A 11/18 6.	Debt	1,240	1,205
	PEABODY ENERGY CORP COMPANY GUAR 144A 11/21 6.25	Debt	11,778	11,627
	PECO ENERGY CO 1ST MORTGAGE 09/22 2.375	Debt	2,798	2,822
	PECO ENERGY CO 1ST REF MORT 03/18 5.35	Debt	1,109	1,151
	PECO ENERGY CO 1ST REF MORT 10/36 5.95	Debt	4,528	4,523
	PEMEX PROJ FDG MASTER TR COMPANY GUAR 06/35 6.625	Debt	1,175	1,354
	PENINSULA GAMING LLC SECURED 08/15 8.375	Debt	3,969	3,919
	PENNSYLVANIA ELECTRIC CO SR UNSECURED 04/20 5.2	Debt	806	816
	PENTAIR INC COMPANY GUAR 05/21 5.	Debt	2,036	2,291
	PEPSI BOTTLING GROUP INC COMPANY GUAR 03/29 7.	Debt	11,292	12,186
	PEPSICO INC SR UNSECURED 01/15 3.1	Debt	169	171
	PEPSICO INC SR UNSECURED 01/20 4.5	Debt	356	384
	PEPSICO INC SR UNSECURED 01/40 5.5	Debt	14,587	15,926
	PEPSICO INC SR UNSECURED 03/15 0.75	Debt	2,010	2,013
	PEPSICO INC SR UNSECURED 03/22 2.75	Debt	5,091	5,269
	PEPSICO INC SR UNSECURED 03/42 4.	Debt	51,585	50,631
	PEPSICO INC SR UNSECURED 05/16 2.5	Debt	2,772	2,850
	PEPSICO INC SR UNSECURED 06/18 5.	Debt	2,500	2,567
	PEPSICO INC SR UNSECURED 08/14 0.8	Debt	2,768	2,766
	PEPSICO INC SR UNSECURED 08/15 0.7	Debt	7,004	7,024
	PEPSICO INC SR UNSECURED 08/17 1.25	Debt	11,816	11,854
	PEPSICO INC SR UNSECURED 08/21 3.	Debt	2,794	2,971
	PEPSICO INC SR UNSECURED 08/42 3.6	Debt	27,578	27,515
	PEPSICO INC SR UNSECURED 11/18 7.9	Debt	6,540	6,646
	PEPSICO INC SR UNSECURED 11/20 3.125	Debt	1,860	1,964
	PEPSICO INC SR UNSECURED 11/40 4.875	Debt	11,927	12,733
	PERKINELMER INC SR UNSECURED 11/21 5.	Debt	373	417
	PETRO CANADA SR UNSECURED 05/18 6.05	Debt	1,586	1,702
	PETRO CANADA SR UNSECURED 05/35 5.95	Debt	2,007	2,346
	PETRO CANADA SR UNSECURED 05/38 6.8	Debt	2,295	2,627
	PETRO CANADA SR UNSECURED 10/21 9.25	Debt	430	468
	PETROBRAS INTL FIN CO COMPANY GUAR 01/16 3.875	Debt	7,968	8,277
	PETROBRAS INTL FIN CO COMPANY GUAR 01/20 5.75	Debt	5,905	6,288

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	PETROBRAS INTL FIN CO COMPANY GUAR 01/21 5.375	Debt	2,059	2,254
	PETROBRAS INTL FIN CO COMPANY GUAR 01/40 6.875	Debt	42	51
	PETROBRAS INTL FIN CO COMPANY GUAR 01/41 6.75	Debt	8,603	9,433
	PETROBRAS INTL FIN CO COMPANY GUAR 03/18 5.875	Debt	5,606	5,808
	PETROBRAS INTL FIN CO COMPANY GUAR 03/19 7.875	Debt	11,416	11,933
	PETROBRAS INTL FIN CO COMPANY GUAR 10/16 6.125	Debt	522	537
	PETROBRAS INTL FIN CO COMPANY GUAR 12/18 8.375	Debt	117	127
	PETROHAWK ENERGY CORP COMPANY GUAR 06/15 7.875	Debt	337	328
	PETROHAWK ENERGY CORP COMPANY GUAR 06/19 6.25	Debt	11,564	11,555
	PETROHAWK ENERGY CORP COMPANY GUAR 08/14 10.5	Debt	3,221	3,110
	PETROHAWK ENERGY CORP COMPANY GUAR 08/18 7.25	Debt	3,266	3,638
	PETROLEOS MEXICANOS COMPANY GUAR 01/21 5.5	Debt	1,083	1,231
	PETROLEOS MEXICANOS COMPANY GUAR 01/22 4.875	Debt	1,213	1,356
	PETROLEOS MEXICANOS COMPANY GUAR 06/41 6.5	Debt	338	424
	PETROLEOS MEXICANOS COMPANY GUAR 06/44 5.5	Debt	274	303
	PFIZER INC SR UNSECURED 03/15 5.35	Debt	6,581	6,577
	PFIZER INC SR UNSECURED 03/19 6.2	Debt	18,141	19,183
	PFIZER INC SR UNSECURED 03/39 7.2	Debt	105,928	109,837
	PHARMACIA CORP SR UNSECURED 12/28 6.6	Debt	1,540	1,664
	PHH CORP SR UNSECURED 03/16 9.25	Debt	8,132	8,793
	PHH CORP SR UNSECURED 09/19 7.375	Debt	8,915	9,491
	PHILIP MORRIS INTL INC SR UNSECURED 03/14 6.875	Debt	2,066	2,048
	PHILIP MORRIS INTL INC SR UNSECURED 03/17 1.625	Debt	9,655	9,671
	PHILIP MORRIS INTL INC SR UNSECURED 03/20 4.5	Debt	906	1,013
	PHILIP MORRIS INTL INC SR UNSECURED 03/42 4.5	Debt	6,547	7,194
	PHILIP MORRIS INTL INC SR UNSECURED 05/16 2.5	Debt	2,433	2,588
	PHILIP MORRIS INTL INC SR UNSECURED 05/18 5.65	Debt	30,994	32,218
	PHILIP MORRIS INTL INC SR UNSECURED 05/21 4.125	Debt	3,977	4,539
	PHILIP MORRIS INTL INC SR UNSECURED 05/38 6.375	Debt	55,870	57,124
	PHILIP MORRIS INTL INC SR UNSECURED 08/17 1.125	Debt	1,746	1,749
	PHILIP MORRIS INTL INC SR UNSECURED 08/22 2.5	Debt	2,373	2,405
	PHILIP MORRIS INTL INC SR UNSECURED 08/42 3.875	Debt	27,607	28,243
	PHILIP MORRIS INTL INC SR UNSECURED 11/21 2.9	Debt	35,717	37,248
	PHILIP MORRIS INTL INC SR UNSECURED 11/41 4.375	Debt	10,220	10,831
	PHILIPS ELECTRONICS NV SR UNSECURED 03/18 5.75	Debt	7,599	7,898
	PHILIPS ELECTRONICS NV SR UNSECURED 03/22 3.75	Debt	9,482	9,663
	PHILIPS ELECTRONICS NV SR UNSECURED 03/38 6.875	Debt	3,181	3,404
	PHILIPS ELECTRONICS NV SR UNSECURED 03/42 5.	Debt	52,034	52,493
	PHILLIPS 66 COMPANY GUAR 144A 04/22 4.3	Debt	17,089	18,186
	PHILLIPS 66 COMPANY GUAR 144A 05/17 2.95	Debt	23,184	24,349
	PHILLIPS 66 COMPANY GUAR 144A 05/42 5.875	Debt	16,574	17,164
	PINNACLE ENTERTAINMENT COMPANY GUAR 08/17 8.625	Debt	99	101
	PIONEER NATURAL RESOURCE COMPANY GUAR 07/16 5.875	Debt	1,474	1,481
	PIONEER NATURAL RESOURCE SR UNSECURED 01/20 7.5	Debt	8,521	9,339
	PIONEER NATURAL RESOURCE SR UNSECURED 03/17 6.65	Debt	2,265	2,374
	PIONEER NATURAL RESOURCE SR UNSECURED 07/22 3.95	Debt	522	558
	PLACER DOME INC SR UNSECURED 10/35 6.45	Debt	231	225
	PLAINS ALL AMER PIPELINE COMPANY GUAR 01/17 6.125	Debt	297	327
	PLAINS ALL AMER PIPELINE COMPANY GUAR 01/20 5.75	Debt	107	116
	PLAINS ALL AMER PIPELINE COMPANY GUAR 02/21 5.	Debt	3,125	3,272
	PLAINS ALL AMER PIPELINE COMPANY GUAR 05/18 6.5	Debt	2,380	2,503
	PLAINS ALL AMER PIPELINE COMPANY GUAR 05/19 8.75	Debt	158	173
	PLAINS ALL AMER PIPELINE SR UNSECURED 06/22 3.65	Debt	25,746	26,794
	PLAINS ALL AMER PIPELINE SR UNSECURED 06/42 5.15	Debt	18,215	18,905
	PLUM CREEK TIMBERLANDS L COMPANY GUAR 03/21 4.7	Debt	1,859	2,024
	PNC BANK NA SUBORDINATED 01/17 5.25	Debt	1,285	1,376
	PNC BANK NA SUBORDINATED 04/18 6.875	Debt	1,270	1,352
	PNC BANK NA SUBORDINATED 09/17 4.875	Debt	1,782	1,898
	PNC BANK NA SUBORDINATED 12/17 6.	Debt	3,472	3,693
	PNC FUNDING CORP BANK GUARANT 02/17 5.625	Debt	1,449	1,508
	PNC FUNDING CORP BANK GUARANT 02/20 5.125	Debt	849	877
	PNC FUNDING CORP BANK GUARANT 03/22 3.3	Debt	28,448	30,534
	PNC FUNDING CORP BANK GUARANT 06/14 5.4	Debt	355	349
	PNC FUNDING CORP BANK GUARANT 06/19 6.7	Debt	9,823	10,177
	PNC FUNDING CORP BANK GUARANT 08/20 4.375	Debt	1,273	1,460

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	PNC FUNDING CORP BANK GUARANT 11/15 5.25	Debt	722	742
	PORT AUTH OF NEW YORK + NEW JE PORTRN 10/51 FIXED 4.926	Debt	8,600	8,370
	PORT AUTH OF NEW YORK + NEW JE PORTRN 11/40 FIXED 5.647	Debt	2,557	2,556
	PORT AUTH OF NEW YORK + NEW JE PORTRN 12/24 FIXED 5.859	Debt	875	1,135
	PORT AUTH OF NEW YORK + NEW JE PORTRN 12/29 FIXED 6.04	Debt	635	702
	POST APARTMENT HOMES LP SR UNSECURED 10/17 4.75	Debt	727	802
	POTASH CORP SASKATCHEWAN SR UNSECURED 03/20 4.875	Debt	9,053	9,083
	POTASH CORP SASKATCHEWAN SR UNSECURED 09/15 3.75	Debt	328	341
	POTASH CORP SASKATCHEWAN SR UNSECURED 12/36 5.875	Debt	2,179	2,269
	POTASH CORP SASKATCHEWAN SR UNSECURED 12/40 5.625	Debt	6,888	8,548
	POTOMAC ELECTRIC POWER 1ST MORTGAGE 11/37 6.5	Debt	7,691	7,675
	POTOMAC ELECTRIC POWER 1ST MORTGAGE 12/38 7.9	Debt	17,095	17,582
	PPG INDUSTRIES INC SR UNSECURED 01/16 1.9	Debt	198	207
	PPG INDUSTRIES INC SR UNSECURED 08/22 2.7	Debt	12,498	12,535
	PPG INDUSTRIES INC SR UNSECURED 11/20 3.6	Debt	2,719	2,752
	PPG INDUSTRIES INC SR UNSECURED 11/40 5.5	Debt	3,030	3,603
	PPL CAPITAL FUNDING INC COMPANY GUAR 06/22 4.2	Debt	847	906
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 05/39 6.25	Debt	2,682	2,742
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 07/41 5.2	Debt	3,238	3,464
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 09/21 3.	Debt	2,777	2,968
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 09/22 2.5	Debt	34,104	34,589
	PPL ENERGY SUPPLY LLC SR UNSECURED 05/18 6.5	Debt	6,860	7,101
	PRAXAIR INC SR UNSECURED 02/22 2.45	Debt	1,155	1,167
	PRAXAIR INC SR UNSECURED 03/14 4.375	Debt	1,060	1,057
	PRAXAIR INC SR UNSECURED 03/15 4.625	Debt	1,377	1,375
	PRAXAIR INC SR UNSECURED 03/21 4.05	Debt	756	760
	PRAXAIR INC SR UNSECURED 08/22 2.2	Debt	46,282	45,958
	PRAXAIR INC SR UNSECURED 09/21 3.	Debt	1,415	1,465
	PRAXAIR INC SR UNSECURED 11/14 5.25	Debt	587	580
	PRECISION CASTPARTS CORP COMPANY GUAR 12/13 5.6	Debt	534	513
	PRECISION DRILLING CORP COMPANY GUAR 11/20 6.625	Debt	480	496
	PRESTIGE BRANDS INC SR SECURED 04/18 8.25	Debt	717	758
	PRIDE INTERNATIONAL INC COMPANY GUAR 06/19 8.5	Debt	2,363	2,791
	PRIDE INTERNATIONAL INC COMPANY GUAR 08/20 6.875	Debt	4,691	5,317
	PRIDE INTERNATIONAL INC COMPANY GUAR 08/40 7.875	Debt	8,685	9,903
	PRINCETON UNIVERSITY SR UNSECURED 03/39 5.7	Debt	12,432	12,366
	PRINCIPAL FINANCIAL GROU COMPANY GUAR 05/19 8.875	Debt	456	507
	PROCTER + GAMBLE ESOP COMPANY GUAR 01/21 9.36	Debt	9,861	9,931
	PROCTER + GAMBLE CO/THE SR UNSECURED 01/26 6.45	Debt	489	551
	PROCTER + GAMBLE CO/THE SR UNSECURED 02/19 4.7	Debt	4,096	4,234
	PROCTER + GAMBLE CO/THE SR UNSECURED 02/22 2.3	Debt	1,147	1,181
	PROCTER + GAMBLE CO/THE SR UNSECURED 02/34 5.5	Debt	4,270	4,447
	PROCTER + GAMBLE CO/THE SR UNSECURED 03/37 5.55	Debt	32,921	34,366
	PROCTER + GAMBLE CO/THE SR UNSECURED 08/14 0.7	Debt	2,410	2,415
	PROCTER + GAMBLE CO/THE SR UNSECURED 08/16 1.45	Debt	1,232	1,236
	PROCTER + GAMBLE CO/THE SR UNSECURED 08/34 5.8	Debt	2,679	2,779
	PROCTER + GAMBLE CO/THE SR UNSECURED 09/15 3.15	Debt	4,594	4,580
	PROCTER + GAMBLE CO/THE SR UNSECURED 09/24 8.	Debt	479	538
	PROCTER + GAMBLE CO/THE SR UNSECURED 11/15 1.8	Debt	1,392	1,426
	PROCTER + GAMBLE CO/THE SR UNSECURED 12/15 4.85	Debt	1,407	1,403
	PROGRESS ENERGY CAROLINA 1ST MORTGAGE 01/19 5.3	Debt	5,058	5,182
	PROGRESS ENERGY CAROLINA 1ST MORTGAGE 05/22 2.8	Debt	14,055	14,661
	PROGRESS ENERGY CAROLINA 1ST MORTGAGE 05/42 4.1	Debt	11,562	12,097
	PROGRESS ENERGY CAROLINA 1ST MORTGAGE 09/21 3.	Debt	903	957
	PROGRESS ENERGY INC SR UNSECURED 01/16 5.625	Debt	1,147	1,140
	PROGRESS ENERGY INC SR UNSECURED 01/21 4.4	Debt	18,822	19,295
	PROGRESS ENERGY INC SR UNSECURED 03/19 7.05	Debt	8,436	8,708
	PROGRESS ENERGY INC SR UNSECURED 03/31 7.75	Debt	2,113	2,142
	PROGRESS ENERGY INC SR UNSECURED 04/22 3.15	Debt	668	682
	PROGRESS ENERGY INC SR UNSECURED 12/19 4.875	Debt	12,605	13,220
	PROGRESS ENERGY INC SR UNSECURED 12/39 6.	Debt	3,402	3,618
	PROGRESSIVE CORP JR SUBORDINA 06/67 VAR	Debt	1,053	1,065
	PROGRESSIVE CORP SR UNSECURED 08/21 3.75	Debt	2,192	2,300
	PROLOGIS LP COMPANY GUAR 01/18 4.	Debt	2,306	2,451
	PROLOGIS LP COMPANY GUAR 03/17 6.25	Debt	181	188

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	PROLOGIS LP COMPANY GUAR 03/20 6.875	Debt	2,086	2,235
	PROLOGIS LP COMPANY GUAR 05/18 6.625	Debt	1,811	1,949
	PROLOGIS LP COMPANY GUAR 10/19 7.375	Debt	3,959	4,301
	PROLOGIS LP COMPANY GUAR 11/16 5.625	Debt	347	361
	PROLOGIS LP COMPANY GUAR 12/16 6.125	Debt	1,631	1,707
	PROLOGIS LP COMPANY GUAR 12/19 6.625	Debt	3,571	3,836
	PROVINCE OF SASKATCHEWAN DEBENTURES 07/22 8.5	Debt	1,108	1,231
	PSEG POWER LLC COMPANY GUAR 04/20 5.125	Debt	3,995	4,119
	PSEG POWER LLC COMPANY GUAR 04/31 8.625	Debt	962	1,059
	PSEG POWER LLC COMPANY GUAR 09/16 2.75	Debt	3,325	3,435
	PSEG POWER LLC COMPANY GUAR 09/21 4.15	Debt	704	763
	PSS WORLD MEDICAL INC COMPANY GUAR 03/22 6.375	Debt	206	213
	PUB SVC ELEC + GAS 1ST MORTGAGE 05/15 2.7	Debt	182	182
	PUB SVC ELEC + GAS 1ST REF MORT 05/42 3.95	Debt	42,564	43,581
	PUB SVC ELEC + GAS 1ST REF MORT 11/13 6.33	Debt	1,212	1,212
	PUB SVC ELEC + GAS SECURED 09/42 3.65	Debt	36,577	36,826
	PUB SVC ELEC + GAS SR SECURED 03/40 5.5	Debt	329	327
	PUB SVC ELEC + GAS SR SECURED 08/14 0.85	Debt	3,222	3,222
	PUB SVC ELEC + GAS SR SECURED 08/14 5.	Debt	2,712	2,709
	PUB SVC NEW HAMP 1ST MORTGAGE 06/21 4.05	Debt	1,017	1,116
	PUB SVC NEW HAMP 1ST MORTGAGE 09/21 3.2	Debt	1,643	1,693
	PUB SVC NEW HAMP 1ST MORTGAGE 12/19 4.5	Debt	162	183
	PUBLIC SERVICE CO OF NEW SR UNSECURED 05/18 7.95	Debt	183	202
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 06/19 5.125	Debt	15,972	16,130
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 08/38 6.5	Debt	5,789	6,027
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 08/41 4.75	Debt	12,699	12,851
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 09/42 3.6	Debt	6,228	6,175
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 11/20 3.2	Debt	2,318	2,545
	PUBLIC SERVICE EL + GAS SR SECURED 05/37 5.8	Debt	737	852
	PUBLIC SERVICE EL + GAS SR SECURED 07/35 5.25	Debt	899	926
	PUBLIC SERVICE OKLAHOMA SR UNSECURED 02/21 4.4	Debt	1,869	1,902
	PUGET ENERGY INC SR SECURED 09/21 6.	Debt	156	174
	PUGET ENERGY INC SR SECURED 144A 07/22 5.625	Debt	300	318
	PUGET SOUND ENERGY INC SR SECURED 03/37 6.274	Debt	6,266	6,177
	PUGET SOUND ENERGY INC SR SECURED 03/40 5.795	Debt	5,868	6,007
	PUGET SOUND ENERGY INC SR SECURED 04/41 5.638	Debt	6,835	6,523
	PUGET SOUND ENERGY INC SR SECURED 06/36 6.724	Debt	1,653	1,855
	PUGET SOUND ENERGY INC SR SECURED 07/40 5.764	Debt	15,078	15,356
	PUGET SOUND ENERGY INC SR SECURED 11/41 4.434	Debt	6,414	7,185
	PULTE GROUP INC COMPANY GUAR 10/17 7.625	Debt	5,147	5,405
	PVH CORP SR UNSECURED 05/20 7.375	Debt	3,330	3,390
	QUEST DIAGNOSTIC INC COMPANY GUAR 01/20 4.75	Debt	162	181
	QUEST DIAGNOSTIC INC COMPANY GUAR 01/40 5.75	Debt	584	710
	QUEST DIAGNOSTIC INC COMPANY GUAR 04/16 3.2	Debt	934	991
	QUEST DIAGNOSTIC INC COMPANY GUAR 04/21 4.7	Debt	599	674
	QUESTAR CORP SR UNSECURED 02/16 2.75	Debt	349	368
	QUESTAR PIPELINE CO SR UNSECURED 12/41 4.875	Debt	594	624
	QVC INC SR SECURED 144A 07/22 5.125	Debt	10,510	10,590
	QWEST COMMUNICATIONS INT COMPANY GUAR 04/18 7.125	Debt	2,021	1,963
	QWEST CORP SR UNSECURED 05/16 8.375	Debt	310	362
	QWEST CORP SR UNSECURED 06/13 VAR	Debt	1,310	1,382
	QWEST CORP SR UNSECURED 06/17 6.5	Debt	9,324	9,953
	QWEST CORP SR UNSECURED 09/33 6.875	Debt	157	159
	QWEST CORP SR UNSECURED 10/35 7.25	Debt	650	679
	QWEST CORP SR UNSECURED 12/21 6.75	Debt	8,553	9,019
	R.R. DONNELLEY + SONS SR UNSECURED 06/20 7.625	Debt	357	357
	RABOBANK NEDERLAND BANK GUARANT 02/22 3.875	Debt	5,725	6,124
	RABOBANK NEDERLAND BANK GUARANT 05/41 5.25	Debt	5,167	6,099
	RABOBANK NEDERLAND COMPANY GUAR 10/15 2.125	Debt	458	490
	RABOBANK NEDERLAND JR SUBORDINA REGS 12/49 VAR	Debt	295	313
	RANGE RESOURCES CORP COMPANY GUAR 05/19 8.	Debt	109	112
	RANGE RESOURCES CORP COMPANY GUAR 08/20 6.75	Debt	766	779
	RANGE RESOURCES CORP COMPANY GUAR 08/22 5.	Debt	1,944	2,122
	RANGE RESOURCES CORP COMPANY GUAR 10/17 7.5	Debt	3,361	3,298
	RAYMOND JAMES FINANCIAL SR UNSECURED 08/19 8.6	Debt	918	937

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	RAYONIER INC COMPANY GUAR 04/22 3.75	Debt	250	259
	RAYTHEON COMPANY SR UNSECURED 02/20 4.4	Debt	4,354	4,511
	RAYTHEON COMPANY SR UNSECURED 08/27 7.2	Debt	6,916	7,145
	RAYTHEON COMPANY SR UNSECURED 10/15 1.625	Debt	4,219	4,212
	RAYTHEON COMPANY SR UNSECURED 10/40 4.875	Debt	53,019	54,964
	RAYTHEON COMPANY SR UNSECURED 12/14 1.4	Debt	2,038	2,032
	RAYTHEON COMPANY SR UNSECURED 12/18 6.4	Debt	394	413
	RAYTHEON COMPANY SR UNSECURED 12/41 4.7	Debt	43,499	44,280
	REALTY INCOME CORP SR UNSECURED 08/19 6.75	Debt	965	1,098
	REED ELSEVIER CAPITAL COMPANY GUAR 01/19 8.625	Debt	378	385
	REGENCY CENTERS LP COMPANY GUAR 06/17 5.875	Debt	1,154	1,299
	REGENCY ENERGY PARTNERS COMPANY GUAR 12/18 6.875	Debt	441	460
	REGIONS BANK SUBORDINATED 05/18 7.5	Debt	201	207
	RENT A CENTER INC COMPANY GUAR 11/20 6.625	Debt	2,090	2,160
	REPUBLIC OF COLOMBIA SR UNSECURED 07/21 4.375	Debt	249	288
	REPUBLIC OF COLOMBIA SR UNSECURED 12/14 8.25	Debt	96	94
	REPUBLIC OF SOUTH AFRICA SR UNSECURED 05/22 5.875	Debt	342	399
	REPUBLIC SERVICES INC COMPANY GUAR 03/20 5.	Debt	84	94
	REPUBLIC SERVICES INC COMPANY GUAR 03/40 6.2	Debt	1,935	2,154
	REPUBLIC SERVICES INC COMPANY GUAR 05/18 3.8	Debt	6,140	6,577
	REPUBLIC SERVICES INC COMPANY GUAR 05/41 5.7	Debt	795	951
	REPUBLIC SERVICES INC COMPANY GUAR 06/22 3.55	Debt	6,686	7,048
	REPUBLIC SERVICES INC COMPANY GUAR 09/19 5.5	Debt	12,146	12,510
	REPUBLIC SERVICES INC COMPANY GUAR 11/21 5.25	Debt	1,176	1,225
	REYNOLDS AMERICAN INC COMPANY GUAR 06/13 7.25	Debt	1,137	1,062
	REYNOLDS AMERICAN INC COMPANY GUAR 06/16 7.625	Debt	3,434	3,447
	REYNOLDS AMERICAN INC COMPANY GUAR 06/37 7.25	Debt	367	468
	REYNOLDS GRP ISS/REYNOLD SR SECURED 04/19 7.125	Debt	5,350	5,275
	RIO TINTO ALCAN INC SR UNSECURED 03/31 7.25	Debt	5,385	5,621
	RIO TINTO ALCAN INC SR UNSECURED 06/15 5.	Debt	278	282
	RIO TINTO ALCAN INC SR UNSECURED 06/35 5.75	Debt	1,841	1,932
	RIO TINTO ALCAN INC SR UNSECURED 12/33 6.125	Debt	1,389	1,412
	RIO TINTO FIN USA LTD COMPANY GUAR 05/16 2.5	Debt	239	251
	RIO TINTO FIN USA LTD COMPANY GUAR 05/19 9.	Debt	13,732	13,660
	RIO TINTO FIN USA LTD COMPANY GUAR 05/21 4.125	Debt	3,556	3,760
	RIO TINTO FIN USA LTD COMPANY GUAR 07/18 6.5	Debt	11,599	12,000
	RIO TINTO FIN USA LTD COMPANY GUAR 07/28 7.125	Debt	7,413	7,854
	RIO TINTO FIN USA LTD COMPANY GUAR 09/16 2.25	Debt	5,184	5,183
	RIO TINTO FIN USA LTD COMPANY GUAR 09/21 3.75	Debt	8,146	8,482
	RIO TINTO FIN USA LTD COMPANY GUAR 11/15 1.875	Debt	2,177	2,173
	RIO TINTO FIN USA LTD COMPANY GUAR 11/20 3.5	Debt	2,692	2,820
	RIO TINTO FIN USA LTD COMPANY GUAR 11/40 5.2	Debt	37,716	35,952
	RIO TINTO FIN USA PLC COMPANY GUAR 03/15 1.125	Debt	1,508	1,512
	RIO TINTO FIN USA PLC COMPANY GUAR 03/17 2.	Debt	2,262	2,298
	RIO TINTO FIN USA PLC COMPANY GUAR 03/22 3.5	Debt	28,271	28,606
	RIO TINTO FIN USA PLC COMPANY GUAR 03/42 4.75	Debt	44,628	43,381
	RIO TINTO FIN USA PLC COMPANY GUAR 08/22 2.875	Debt	2,369	2,389
	RIO TINTO FIN USA PLC COMPANY GUAR 08/42 4.125	Debt	2,336	2,363
	ROCK TENN CO UNSECURED 144A 03/19 4.45	Debt	192	203
	ROCK TENN CO UNSECURED 144A 03/22 4.9	Debt	977	1,029
	ROCKWELL AUTOMATION INC SR UNSECURED 01/28 6.7	Debt	480	562
	ROCKWELL AUTOMATION SR UNSECURED 12/37 6.25	Debt	639	674
	ROCKWELL COLLINS INC SR UNSECURED 11/21 3.1	Debt	648	690
	ROCKWOOD SPECIALTIES GRO 10/20 4.625	Debt	425	431
	ROGERS COMMUNICATIONS IN COMPANY GUAR 03/15 7.5	Debt	479	469
	ROGERS COMMUNICATIONS IN COMPANY GUAR 08/18 6.8	Debt	6,148	6,413
	ROHM + HAAS COMPANY SR UNSECURED 07/29 7.85	Debt	1,622	1,904
	ROHM + HAAS COMPANY SR UNSECURED 09/17 6.	Debt	1,275	1,315
	ROUSE COMPANY SR UNSECURED 11/15 6.75	Debt	6,129	6,145
	ROWAN COMPANIES INC COMPANY GUAR 06/22 4.875	Debt	2,419	2,613
	ROWAN COMPANIES INC COMPANY GUAR 08/19 7.875	Debt	680	719
	ROYAL BANK OF CANADA SENIOR NOTES 12/15 2.625	Debt	276	290
	ROYAL BANK OF CANADA SR UNSECURED 04/16 2.875	Debt	1,122	1,192
	ROYAL BK OF SCOTLAND PLC BANK GUARANT 01/21 6.125	Debt	4,233	4,951
	ROYAL BK OF SCOTLAND PLC BANK GUARANT 03/15 4.875	Debt	9,786	9,974

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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(in thousands)

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	ROYAL BK OF SCOTLAND PLC BANK GUARANT 09/15 3.95	Debt	1,567	1,667
	ROYAL BK OF SCOTLAND PLC COMPANY GUAR 08/13 3.4	Debt	107	109
	ROYAL BK OF SCOTLAND PLC COMPANY GUAR 08/20 5.625	Debt	5,055	5,881
	ROYAL BK SCOTLND GRP PLC JR SUBORDINA 08/49 VAR	Debt	1,237	1,701
	ROYAL BK SCOTLND GRP PLC SR UNSECURED 10/19 6.4	Debt	178	205
	ROYAL CARIBBEAN CRUISES SR UNSECURED 06/13 7.	Debt	2,829	2,798
	ROYAL CARIBBEAN CRUISES SR UNSECURED 06/16 7.25	Debt	10,074	10,281
	RR DONNELLEY + SONS CO SR UNSECURED 03/19 8.25	Debt	479	487
	RR DONNELLEY + SONS CO SR UNSECURED 05/18 7.25	Debt	911	923
	RYDER SYSTEM INC SR UNSECURED 03/15 3.15	Debt	348	353
	RYDER SYSTEM INC SR UNSECURED 03/18 2.5	Debt	4,988	5,059
	RYDER SYSTEM INC SR UNSECURED 06/17 3.5	Debt	447	471
	SAFEWAY INC SR UNSECURED 02/31 7.25	Debt	2,088	1,856
	SAFEWAY INC SR UNSECURED 08/17 6.35	Debt	2,122	2,102
	SAFEWAY INC SR UNSECURED 08/20 3.95	Debt	2,468	2,434
	SAFEWAY INC SR UNSECURED 12/16 3.4	Debt	1,099	1,152
	SAFEWAY INC SR UNSECURED 12/21 4.75	Debt	703	719
	SAIC INC COMPANY GUAR 12/40 5.95	Debt	622	614
	SALLY HOLDINGS/SALLY CAP COMPANY GUAR 06/22 5.75	Debt	11,277	11,575
	SALLY HOLDINGS/SALLY CAP COMPANY GUAR 11/19 6.875	Debt	624	684
	SAN DIEGO G + E 1ST MORTGAGE 04/42 4.3	Debt	11,465	11,987
	SAN DIEGO G + E 1ST MORTGAGE 05/35 5.35	Debt	3,415	3,549
	SAN DIEGO G + E 1ST MORTGAGE 06/26 6.	Debt	5,729	6,526
	SAN DIEGO G + E 1ST MORTGAGE 08/21 3.	Debt	9,934	10,284
	SAN DIEGO G + E 1ST MORTGAGE 08/40 4.5	Debt	14,267	14,176
	SAN DIEGO G + E 1ST MORTGAGE 11/41 3.95	Debt	699	744
	SAN FRANCISCO CALIF CITY + SFOAPT 05/19 FIXED 3.396	Debt	1,030	1,106
	SANOFI SR UNSECURED 03/16 2.625	Debt	7,361	7,488
	SANOFI SR UNSECURED 03/21 4.	Debt	9,197	10,012
	SANOFI SR UNSECURED 09/14 1.2	Debt	1,998	2,027
	SANTA CLARA VLY CA TRANSPRTN A SCVTRN 04/32 FIXED 5.876	Debt	6,392	6,249
	SBERBANK (SB CAP SA) SR UNSECURED 07/15 5.499	Debt	618	646
	SCANA CORPORATION SR UNSECURED 02/22 4.125	Debt	2,605	2,694
	SCIENCE APPLICATIONS INT COMPANY GUAR 07/33 5.5	Debt	106	103
	SEAGATE HDD CAYMAN COMPANY GUAR 05/20 6.875	Debt	7,350	7,464
	SEAGATE HDD CAYMAN COMPANY GUAR 11/21 7.	Debt	18,445	18,527
	SEAGATE TECHNOLOGY HDD H COMPANY GUAR 10/16 6.8	Debt	4,445	4,430
	SEMPRA ENERGY SR UNSECURED 02/19 9.8	Debt	136	138
	SEMPRA ENERGY SR UNSECURED 04/17 2.3	Debt	3,369	3,511
	SEMPRA ENERGY SR UNSECURED 06/16 6.5	Debt	2,862	2,872
	SEMPRA ENERGY SR UNSECURED 06/18 6.15	Debt	12,725	12,833
	SEMPRA ENERGY SR UNSECURED 10/22 2.875	Debt	864	874
	SEMPRA ENERGY SR UNSECURED 10/39 6.	Debt	2,912	3,242
	SERVICE CORP INTL SR UNSECURED 04/16 6.75	Debt	529	573
	SERVICE CORP INTL SR UNSECURED 04/27 7.5	Debt	63	64
	SERVICE CORP INTL SR UNSECURED 05/19 7.	Debt	2,570	2,719
	SERVICE CORP INTL SR UNSECURED 06/17 7.	Debt	227	385
	SERVICE CORP INTL SR UNSECURED 10/14 7.375	Debt	66	66
	SERVICE CORP INTL SR UNSECURED 11/21 8.	Debt	2,369	2,586
	SESI LLC COMPANY GUAR 05/19 6.375	Debt	2,791	2,876
	SESI LLC COMPANY GUAR 06/14 6.875	Debt	211	208
	SESI LLC COMPANY GUAR 12/21 7.125	Debt	1,006	1,022
	SHELL INTERNATIONAL FIN COMPANY GUAR 03/14 4.	Debt	1,056	1,052
	SHELL INTERNATIONAL FIN COMPANY GUAR 03/17 5.2	Debt	1,569	1,567
	SHELL INTERNATIONAL FIN COMPANY GUAR 03/20 4.375	Debt	3,715	3,836
	SHELL INTERNATIONAL FIN COMPANY GUAR 03/40 5.5	Debt	27,619	28,120
	SHELL INTERNATIONAL FIN COMPANY GUAR 06/15 3.1	Debt	1,089	1,096
	SHELL INTERNATIONAL FIN COMPANY GUAR 08/17 1.125	Debt	6,011	6,021
	SHELL INTERNATIONAL FIN COMPANY GUAR 09/19 4.3	Debt	1,608	1,818
	SHELL INTERNATIONAL FIN COMPANY GUAR 12/38 6.375	Debt	38,078	42,621
	SHERATON HOLDING CORP COMPANY GUAR 11/15 7.375	Debt	141	145
	SIERRA PACIFIC POWER CO GENL REF MOR 07/37 6.75	Debt	1,785	2,129
	SILGAN HOLDINGS INC SR UNSECURED 04/20 5.	Debt	8,280	8,370
	SIMON PROPERTY GROUP LP SR UNSECURED 01/17 2.8	Debt	1,243	1,295
	SIMON PROPERTY GROUP LP SR UNSECURED 02/20 5.65	Debt	7,849	8,526

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	SIMON PROPERTY GROUP LP SR UNSECURED 02/40 6.75	Debt	4,973	5,345
	SIMON PROPERTY GROUP LP SR UNSECURED 03/21 4.375	Debt	7,145	7,915
	SIMON PROPERTY GROUP LP SR UNSECURED 03/22 3.375	Debt	23,865	25,298
	SIMON PROPERTY GROUP LP SR UNSECURED 03/42 4.75	Debt	5,300	5,719
	SIMON PROPERTY GROUP LP SR UNSECURED 04/19 10.35	Debt	1,244	1,295
	SIMON PROPERTY GROUP LP SR UNSECURED 05/16 6.1	Debt	804	805
	SIMON PROPERTY GROUP LP SR UNSECURED 05/18 6.125	Debt	8,235	8,797
	SIMON PROPERTY GROUP LP SR UNSECURED 09/17 2.15	Debt	1,692	1,752
	SIMON PROPERTY GROUP LP SR UNSECURED 12/21 4.125	Debt	8,530	8,872
	SLM CORP SENIOR NOTES 01/16 6.25	Debt	3,979	4,196
	SLM CORP SR UNSECURED 01/14 VAR	Debt	5,594	5,962
	SLM CORP SR UNSECURED 01/22 7.25	Debt	7,346	8,344
	SLM CORP SR UNSECURED 03/20 8.	Debt	4,279	4,699
	SLM CORP SR UNSECURED 05/14 5.375	Debt	1,630	1,659
	SLM CORP SR UNSECURED 06/18 8.45	Debt	3,282	4,002
	SLM CORP SR UNSECURED 08/33 5.625	Debt	3,275	3,493
	SLM CORP SR UNSECURED 10/13 5.	Debt	1,107	1,109
	SLM CORP UNSECURED 01/17 6.	Debt	2,889	3,130
	SMUCKER (J.M.) CO COMPANY GUAR 10/21 3.5	Debt	1,840	1,936
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 02/32 6.625	Debt	6,462	6,508
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 02/41 5.45	Debt	9,555	9,433
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 02/42 4.35	Debt	46,346	45,429
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 11/18 5.25	Debt	1,179	1,193
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 11/18 6.5	Debt	5,940	6,119
	SOUTH CAROLINA ST PUBLIC SVC A SCSUTL 01/14 FIXED 7.308	Debt	918	875
	SOUTHERN CAL EDISON 1ST MORTGAGE 03/40 5.5	Debt	16,132	16,135
	SOUTHERN CAL EDISON 1ST MORTGAGE 06/21 3.875	Debt	4,735	4,879
	SOUTHERN CAL EDISON 1ST MORTGAGE 09/40 4.5	Debt	6,491	6,601
	SOUTHERN CAL EDISON 1ST REF MORT 01/34 6.	Debt	12,436	12,635
	SOUTHERN CAL EDISON 1ST REF MORT 01/36 5.55	Debt	1,322	1,325
	SOUTHERN CAL EDISON 1ST REF MORT 01/37 5.55	Debt	3,599	3,994
	SOUTHERN CAL EDISON 1ST REF MORT 02/36 5.625	Debt	4,099	4,150
	SOUTHERN CAL EDISON 1ST REF MORT 02/38 5.95	Debt	12,176	12,699
	SOUTHERN CAL EDISON 1ST REF MORT 03/14 5.75	Debt	639	635
	SOUTHERN CAL EDISON 1ST REF MORT 03/39 6.05	Debt	16,419	18,180
	SOUTHERN CAL EDISON 1ST REF MORT 03/42 4.05	Debt	31,082	31,726
	SOUTHERN CAL EDISON 1ST REF MORT 04/15 4.65	Debt	57	62
	SOUTHERN CAL EDISON 1ST REF MORT 04/35 5.75	Debt	1,726	1,988
	SOUTHERN CAL EDISON 1ST REF MORT 07/35 5.35	Debt	2,980	2,978
	SOUTHERN CAL EDISON 1ST REF MORT 08/18 5.5	Debt	3,762	3,861
	SOUTHERN CAL EDISON 1ST REF MORT 12/41 3.9	Debt	19,577	19,893
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 04/18 5.45	Debt	2,855	2,842
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 11/35 5.75	Debt	3,224	3,313
	SOUTHERN CO	Debt	6,718	6,708
	SOUTHERN COPPER CORP SR UNSECURED 04/40 6.75	Debt	2,407	2,703
	SOUTHERN COPPER CORP SR UNSECURED 07/35 7.5	Debt	2,713	2,961
	SOUTHERN NAT GAS/ISSUING SR UNSECURED 06/21 4.4	Debt	534	569
	SOUTHERN NATURAL GAS SR UNSECURED 03/32 8.	Debt	1,621	1,936
	SOUTHERN NATURAL GAS SR UNSECURED 144A 04/17 5.9	Debt	209	228
	SOUTHERN POWER CO SR UNSECURED 09/41 5.15	Debt	3,653	4,040
	SOUTHWESTERN ELEC POWER SR UNSECURED 02/22 3.55	Debt	2,193	2,303
	SOUTHWESTERN ENERGY CO COMPANY GUAR 02/18 7.5	Debt	6,416	6,488
	SOUTHWESTERN ENERGY CO COMPANY GUAR 144A 03/22 4.1	Debt	9,737	10,295
	SOUTHWESTERN PUBLIC SERV 1ST MORTGAGE 08/41 4.5	Debt	2,010	2,133
	SOUTHWESTERN PUBLIC SERV SR UNSECURED 10/36 6.	Debt	20	25
	SOUTHWESTERN PUBLIC SERV SR UNSECURED 12/18 8.75	Debt	73	76
	SOVEREIGN BANK SUBORDINATED 05/18 8.75	Debt	201	200
	SPECTRA ENERGY CAPITAL COMPANY GUAR 02/13 6.25	Debt	786	732
	SPECTRA ENERGY CAPITAL COMPANY GUAR 02/32 6.75	Debt	705	789
	SPECTRA ENERGY CAPITAL COMPANY GUAR 08/14 5.668	Debt	360	355
	SPECTRA ENERGY CAPITAL COMPANY GUAR 09/38 7.5	Debt	3,243	3,384
	SPECTRA ENERGY PARTNERS SR UNSECURED 06/16 2.95	Debt	3,435	3,507
	SPECTRA ENERGY PARTNERS SR UNSECURED 06/21 4.6	Debt	1,883	2,030
	SPIRIT AEROSYSTEMS INC COMPANY GUAR 12/20 6.75	Debt	228	250
	ST JUDE MEDICAL INC	Debt	2,645	2,633

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	STANFORD UNIVERSITY SR UNSECURED 05/42 4.013	Debt	2,752	3,054
	STANLEY BLACK + DECKER I COMPANY GUAR 09/40 5.2	Debt	200	235
	STANLEY BLACK + DECKER I COMPANY GUAR 12/21 3.4	Debt	350	364
	STARBUCKS CORP SR UNSECURED 08/17 6.25	Debt	709	738
	STARWOOD HOTELS + RESORT SR UNSECURED 05/18 6.75	Debt	29	32
*	STATE STREET CAP TR IV LIMITD GUARA 06/77 VAR	Debt	4,492	4,382
*	STATE STREET CORP JR SUB DEBS 03/18 4.956	Debt	557	569
*	STATE STREET CORP SR UNSECURED 03/16 2.875	Debt	487	509
*	STATE STREET CORP SR UNSECURED 03/21 4.375	Debt	790	830
	STATOIL ASA COMPANY GUAR 01/18 6.7	Debt	785	816
	STATOIL ASA COMPANY GUAR 01/22 3.15	Debt	3,787	3,980
	STATOIL ASA COMPANY GUAR 01/28 6.8	Debt	578	681
	STATOIL ASA COMPANY GUAR 04/19 5.25	Debt	10,327	10,655
	STATOIL ASA COMPANY GUAR 08/17 3.125	Debt	639	701
	STATOIL ASA COMPANY GUAR 08/40 5.1	Debt	1,442	1,655
	STATOIL ASA COMPANY GUAR 09/27 7.25	Debt	2,176	2,360
	STATOIL ASA COMPANY GUAR 11/16 1.8	Debt	2,908	2,987
	STATOIL ASA COMPANY GUAR 11/41 4.25	Debt	4,085	4,368
	STEEL DYNAMICS INC COMPANY GUAR 03/20 7.625	Debt	11,517	11,544
	STEEL DYNAMICS INC COMPANY GUAR 144A 08/19 6.125	Debt	6,124	6,188
	STEEL DYNAMICS INC COMPANY GUAR 144A 08/22 6.375	Debt	1,300	1,342
	STRIP PRINC 02/16 0.00000	Debt	34,546	36,524
	STRIP PRINC 02/18 0.00000	Debt	15,650	16,339
	STRIP PRINC 02/25 0.00000	Debt	14,344	15,361
	STRIP PRINC 02/26 0.00000	Debt	5,051	6,649
	STRIP PRINC 02/31 0.00000	Debt	5,673	6,194
	STRIP PRINC 02/36 0.00000	Debt	4,331	4,828
	STRIP PRINC 02/41 0.00000	Debt	4,359	6,061
	STRIP PRINC 05/38 0.00000	Debt	19,571	28,517
	STRIP PRINC 05/39 0.00000	Debt	13,258	21,579
	STRIP PRINC 08/23 0.00000	Debt	9,490	10,189
	STRIP PRINC 08/25 0.00000	Debt	5,276	5,652
	STRIP PRINC 08/26 0.00000	Debt	19,686	26,097
	STRIP PRINC 08/39 0.00000	Debt	8,627	14,101
	STRIP PRINC 08/40 0.00000	Debt	4,113	5,584
	STRIP PRINC 11/24 0.00000	Debt	17,729	19,012
	STRIP PRINC 11/26 0.00000	Debt	12,421	16,505
	STRIP PRINC 11/39 0.00000	Debt	59,588	69,602
	STRYKER CORP SR UNSECURED 09/16 2.	Debt	3,616	3,622
	SUBURBAN PROPANE PARTNRS SR UNSECURED 03/20 7.375	Debt	535	537
	SUMITOMO MITSUI BANKING BANK GUARANT 07/22 3.2	Debt	3,550	3,620
	SUMITOMO MITSUI BANKING SR UNSECURED 07/17 1.8	Debt	3,597	3,656
	SUNCOR ENERGY INC SR UNSECURED 06/18 6.1	Debt	4,770	5,030
	SUNCOR ENERGY INC SR UNSECURED 06/38 6.5	Debt	5,704	6,330
	SUNCOR ENERGY INC SR UNSECURED 06/39 6.85	Debt	7,992	8,137
	SUNOCO LOGISTICS PARTNER COMPANY GUAR 02/20 5.5	Debt	4,446	4,437
	SUNOCO LOGISTICS PARTNER COMPANY GUAR 02/22 4.65	Debt	1,274	1,377
	SUNOCO LOGISTICS PARTNER COMPANY GUAR 02/42 6.1	Debt	350	386
	SUNTRUST BANKS INC SR UNSECURED 01/17 3.5	Debt	17,036	17,994
	SUNTRUST BANKS INC SR UNSECURED 04/16 3.6	Debt	1,459	1,549
	SW AIRLINES 07 1 TRUST SW AIRLINES 07 1 TRUST	Debt	756	831
	SWISS RE SOLUTIONS SR UNSECURED 02/26 7.	Debt	1,922	1,989
	SWISS RE SOLUTIONS SR UNSECURED 03/19 6.45	Debt	5,063	5,309
	SWISS RE SOLUTIONS SR UNSECURED 06/30 7.75	Debt	2,236	2,329
	SYMANTEC CORP SR UNSECURED 06/17 2.75	Debt	2,570	2,647
	SYMANTEC CORP SR UNSECURED 06/22 3.95	Debt	1,587	1,619
	SYMANTEC CORP SR UNSECURED 09/15 2.75	Debt	722	724
	SYNGENTA FINANCE NV COMPANY GUAR 03/22 3.125	Debt	329	347
	SYNGENTA FINANCE NV COMPANY GUAR 03/42 4.375	Debt	6,262	6,594
	SYSCO CORPORATION COMPANY GUAR 02/18 5.25	Debt	5,065	5,113
	SYSCO CORPORATION COMPANY GUAR 03/39 6.625	Debt	3,942	4,107
	SYSCO CORPORATION COMPANY GUAR 06/15 0.55	Debt	5,024	5,032
	SYSCO CORPORATION COMPANY GUAR 06/22 2.6	Debt	6,980	7,292
	SYSCO CORPORATION COMPANY GUAR 09/35 5.375	Debt	35,267	34,649
	TALISMAN ENERGY SR UNSECURED 02/38 6.25	Debt	6,034	5,932

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	TALISMAN ENERGY SR UNSECURED 05/42 5.5	Debt	11,010	11,939
	TALISMAN ENERGY SR UNSECURED 06/19 7.75	Debt	3,339	3,426
	TAMPA ELECTRIC SR UNSECURED 05/36 6.55	Debt	1,025	1,228
	TAMPA ELECTRIC SR UNSECURED 06/42 4.1	Debt	6,767	6,965
	TAMPA ELECTRIC SR UNSECURED 09/22 2.6	Debt	28,212	28,403
	TANGER PROPERTIES L.P. SR UNSECURED 06/20 6.125	Debt	126	131
	TARGA RESOURCES PARTNERS COMPANY GUAR 02/21 6.875	Debt	275	298
	TARGA RESOURCES PARTNERS COMPANY GUAR 07/16 8.25	Debt	525	526
	TARGA RESOURCES PARTNERS COMPANY GUAR 07/17 11.25	Debt	4,882	4,817
	TARGA RESOURCES PARTNERS COMPANY GUAR 10/18 7.875	Debt	258	272
	TARGET CORP SR UNSECURED 01/18 6.	Debt	2,838	3,012
	TARGET CORP SR UNSECURED 01/22 2.9	Debt	29,518	31,136
	TARGET CORP SR UNSECURED 01/38 7.	Debt	33,908	36,532
	TARGET CORP SR UNSECURED 05/17 5.375	Debt	1,195	1,193
	TARGET CORP SR UNSECURED 07/14 1.125	Debt	2,109	2,107
	TARGET CORP SR UNSECURED 07/20 3.875	Debt	4,467	4,829
	TARGET CORP SR UNSECURED 07/31 7.	Debt	304	298
	TARGET CORP SR UNSECURED 07/42 4.	Debt	56,394	57,532
	TARGET CORP SR UNSECURED 10/37 6.5	Debt	32,010	33,381
	TARGET CORP UNSECURED 05/18 4.875	Debt	2,260	2,343
	TARGET CORP UNSECURED 07/16 5.875	Debt	595	591
	TARGET CORP UNSECURED 11/32 6.35	Debt	1,045	1,094
	TC PIPELINES LP SR UNSECURED 06/21 4.65	Debt	349	370
	TCI COMMUNICATIONS INC SR UNSECURED 02/26 7.875	Debt	70	85
	TCI COMMUNICATIONS INC SR UNSECURED 02/28 7.125	Debt	1,075	1,156
	TD AMERITRADE HOLDING CO COMPANY GUAR 12/14 4.15	Debt	716	716
	TD AMERITRADE HOLDING CO COMPANY GUAR 12/19 5.6	Debt	984	1,080
	TECK COMINCO LIMITED SR UNSECURED 10/35 6.125	Debt	2,975	3,072
	TECK RESOURCES LIMITED COMPANY GUAR 01/17 3.15	Debt	5,639	5,766
	TECK RESOURCES LIMITED COMPANY GUAR 01/22 4.75	Debt	1,548	1,660
	TECK RESOURCES LIMITED COMPANY GUAR 03/19 3.	Debt	2,115	2,146
	TECK RESOURCES LIMITED COMPANY GUAR 03/42 5.2	Debt	2,726	2,586
	TECK RESOURCES LIMITED COMPANY GUAR 07/41 6.25	Debt	4,075	4,234
	TECK RESOURCES LIMITED COMPANY GUAR 08/17 3.85	Debt	1,981	2,109
	TECK RESOURCES LIMITED COMPANY GUAR 08/40 6.	Debt	5,776	5,795
	TECK RESOURCES LIMITED SR UNSECURED 05/19 10.75	Debt	2,560	2,456
	TECO FINANCE INC COMPANY GUAR 03/16 4.	Debt	1,539	1,581
	TECO FINANCE INC COMPANY GUAR 03/20 5.15	Debt	1,995	2,082
	TECO FINANCE INC COMPANY GUAR 05/15 6.75	Debt	1,535	1,498
	TECO FINANCE INC COMPANY GUAR 11/17 6.572	Debt	725	737
	TELECOM ITALIA CAPITAL COMPANY GUAR 06/19 7.175	Debt	1,551	1,626
	TELECOM ITALIA CAPITAL COMPANY GUAR 06/38 7.721	Debt	1,789	1,899
	TELECOM ITALIA CAPITAL COMPANY GUAR 07/36 7.2	Debt	143	152
	TELECOM ITALIA CAPITAL COMPANY GUAR 09/14 4.95	Debt	167	167
	TELECOM ITALIA CAPITAL COMPANY GUAR 09/34 6.	Debt	922	938
	TELECOM ITALIA CAPITAL COMPANY GUAR 10/15 5.25	Debt	3,880	3,921
	TELECOM ITALIA CAPITAL COMPANY GUAR 11/13 5.25	Debt	2,681	2,846
	TELEFONICA EMISIONES SAU COMPANY GUAR 02/13 5.855	Debt	1,301	1,235
	TELEFONICA EMISIONES SAU COMPANY GUAR 02/16 3.992	Debt	5,414	5,895
	TELEFONICA EMISIONES SAU COMPANY GUAR 02/21 5.462	Debt	1,586	1,553
	TELEFONICA EMISIONES SAU COMPANY GUAR 04/13 2.582	Debt	812	801
	TELEFONICA EMISIONES SAU COMPANY GUAR 04/15 3.729	Debt	343	323
	TELEFONICA EMISIONES SAU COMPANY GUAR 04/20 5.134	Debt	6,659	6,692
	TELEFONICA EMISIONES SAU COMPANY GUAR 06/16 6.421	Debt	1,912	1,849
	TELEFONICA EMISIONES SAU COMPANY GUAR 06/36 7.045	Debt	3,917	3,707
	TELEFONICA EMISIONES SAU COMPANY GUAR 07/17 6.221	Debt	2,331	2,205
	TELEFONICA EMISIONES SAU COMPANY GUAR 07/19 5.877	Debt	2,438	2,327
	TENET HEALTHCARE CORP SR SECURED 07/19 8.875	Debt	5,296	5,368
	TENET HEALTHCARE CORP SR SECURED 11/18 6.25	Debt	2,180	2,205
	TENNECO INC COMPANY GUAR 12/20 6.875	Debt	544	587
	TENNESSEE GAS PIPELINE SR UNSECURED 02/16 8.	Debt	3,040	3,136
	TENNESSEE GAS PIPELINE SR UNSECURED 06/32 8.375	Debt	620	771
	TESORO CORP COMPANY GUAR 06/19 9.75	Debt	17,086	17,494
	TESORO CORP COMPANY GUAR 10/22 5.375	Debt	3,030	3,064
	TEVA PHARM FIN CO LLC COMPANY GUAR 02/16 5.55	Debt	622	620

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	TEVA PHARM FIN CO LLC COMPANY GUAR 02/36 6.15	Debt	46,029	47,128
	TEVA PHARM FIN IV BV COMPANY GUAR 11/21 3.65	Debt	32,575	34,307
	TEVA PHARMA FIN II/III COMPANY GUAR 06/15 3.	Debt	123	130
	TEVA PHARMACEUT FIN BV COMPANY GUAR 11/21 3.65	Debt	658	715
	TEXAS EASTERN TRANSMISS SR UNSECURED 07/32 7.	Debt	1,906	1,998
	TEXAS INSTRUMENTS INC SR UNSECURED 05/14 1.375	Debt	4,298	4,312
	TEXAS INSTRUMENTS INC SR UNSECURED 05/16 2.375	Debt	21,225	21,414
	TEXAS INSTRUMENTS INC SR UNSECURED 08/15 0.45	Debt	547	548
	TEXAS INSTRUMENTS INC SR UNSECURED 08/19 1.65	Debt	14,648	14,794
	THERMO FISHER SCIENTIFIC SR UNSECURED 01/18 1.85	Debt	4,999	5,083
	THERMO FISHER SCIENTIFIC SR UNSECURED 02/14 2.05	Debt	1,277	1,274
	THERMO FISHER SCIENTIFIC SR UNSECURED 03/16 3.2	Debt	7,134	7,198
	THERMO FISHER SCIENTIFIC SR UNSECURED 03/21 4.5	Debt	848	957
	THERMO FISHER SCIENTIFIC SR UNSECURED 05/20 4.7	Debt	436	464
	THERMO FISHER SCIENTIFIC SR UNSECURED 08/16 2.25	Debt	1,549	1,557
	THERMO FISHER SCIENTIFIC SR UNSECURED 08/21 3.6	Debt	6,742	7,083
	THOMSON REUTERS CORP COMPANY GUAR 08/13 5.25	Debt	762	730
	THOMSON REUTERS CORP COMPANY GUAR 08/35 5.5	Debt	403	408
	THOMSON REUTERS CORP COMPANY GUAR 10/19 4.7	Debt	2,810	3,060
	THOMSON REUTERS CORP SR UNSECURED 04/40 5.85	Debt	6,799	7,448
	TIME WARNER CABLE INC COMPANY GUAR 02/15 3.5	Debt	1,312	1,320
	TIME WARNER CABLE INC COMPANY GUAR 02/19 8.75	Debt	10,116	10,756
	TIME WARNER CABLE INC COMPANY GUAR 02/20 5.	Debt	2,608	2,840
	TIME WARNER CABLE INC COMPANY GUAR 02/21 4.125	Debt	596	663
	TIME WARNER CABLE INC COMPANY GUAR 04/14 7.5	Debt	101	96
	TIME WARNER CABLE INC COMPANY GUAR 04/19 8.25	Debt	13,980	14,938
	TIME WARNER CABLE INC COMPANY GUAR 05/17 5.85	Debt	8,007	8,648
	TIME WARNER CABLE INC COMPANY GUAR 05/37 6.55	Debt	12,413	14,267
	TIME WARNER CABLE INC COMPANY GUAR 06/39 6.75	Debt	950	1,043
	TIME WARNER CABLE INC COMPANY GUAR 07/18 6.75	Debt	9,695	10,253
	TIME WARNER CABLE INC COMPANY GUAR 07/38 7.3	Debt	982	1,137
	TIME WARNER CABLE INC COMPANY GUAR 09/21 4.	Debt	26,603	28,429
	TIME WARNER CABLE INC COMPANY GUAR 09/41 5.5	Debt	2,484	2,716
	TIME WARNER CABLE INC COMPANY GUAR 11/40 5.875	Debt	2,182	2,454
	TIME WARNER COS INC COMPANY GUAR 02/24 7.57	Debt	1,493	1,749
	TIME WARNER ENT COMPANY GUAR 03/23 8.375	Debt	2,291	2,606
	TIME WARNER ENT COMPANY GUAR 07/33 8.375	Debt	2,604	2,986
	TIME WARNER INC COMPANY GUAR 01/21 4.7	Debt	6,138	6,849
	TIME WARNER INC COMPANY GUAR 01/22 4.	Debt	17,893	18,970
	TIME WARNER INC COMPANY GUAR 03/20 4.875	Debt	4,169	4,388
	TIME WARNER INC COMPANY GUAR 03/21 4.75	Debt	3,575	4,042
	TIME WARNER INC COMPANY GUAR 03/40 6.2	Debt	6,370	7,582
	TIME WARNER INC COMPANY GUAR 03/41 6.25	Debt	14,493	17,223
	TIME WARNER INC COMPANY GUAR 04/31 7.625	Debt	8,816	9,908
	TIME WARNER INC COMPANY GUAR 05/32 7.7	Debt	12,160	13,525
	TIME WARNER INC COMPANY GUAR 06/22 3.4	Debt	1,323	1,399
	TIME WARNER INC COMPANY GUAR 06/42 4.9	Debt	1,781	1,975
	TIME WARNER INC COMPANY GUAR 07/15 3.15	Debt	164	173
	TIME WARNER INC COMPANY GUAR 07/40 6.1	Debt	2,323	2,826
	TIME WARNER INC COMPANY GUAR 10/41 5.375	Debt	323	370
	TIME WARNER INC COMPANY GUAR 11/16 5.875	Debt	1,986	2,016
	TIME WARNER INC COMPANY GUAR 11/36 6.5	Debt	935	1,091
	TNK BP FINANCE SA COMPANY GUAR 144A 03/13 7.5	Debt	505	536
	TOLEDO EDISON COMPANY SR SECURED 05/37 6.15	Debt	1,428	1,671
	TOLL BROS FINANCE CORP COMPANY GUAR 02/22 5.875	Debt	149	164
	TOLL BROS FINANCE CORP COMPANY GUAR 10/17 8.91	Debt	18,060	18,540
	TOLL BROS FINANCE CORP COMPANY GUAR 11/19 6.75	Debt	93	105
	TORONTO DOMINION BANK SR UNSECURED 07/16 2.5	Debt	1,395	1,480
	TORONTO DOMINION BANK SR UNSECURED 10/16 2.375	Debt	5,452	5,648
	TOSCO CORP SR UNSECURED 01/27 7.8	Debt	390	417
	TOSCO CORP SR UNSECURED 02/30 8.125	Debt	3,068	3,037
	TOTAL CAPITAL INTL SA COMPANY GUAR 02/22 2.875	Debt	5,638	5,850
	TOTAL CAPITAL INTL SA COMPANY GUAR 06/17 1.55	Debt	7,381	7,462
	TOTAL CAPITAL SA COMPANY GUAR 01/21 4.125	Debt	1,484	1,652
	TOTAL CAPITAL SA COMPANY GUAR 06/20 4.45	Debt	15,661	16,858

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 01/16 2.8	Debt	1,138	1,211
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 01/17 2.05	Debt	2,646	2,756
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 01/21 4.25	Debt	2,582	2,806
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 01/22 3.3	Debt	1,016	1,106
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 05/17 1.75	Debt	2,092	2,157
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 06/15 3.2	Debt	666	692
	TOYOTA MOTOR CREDIT CORP SR UNSECURED 06/20 4.5	Debt	361	382
	TOYS R US PROPERTY CO II SR SECURED 12/17 8.5	Debt	8,155	8,297
	TRANS CANADA PIPELINES SR UNSECURED 01/19 7.125	Debt	354	385
	TRANS CANADA PIPELINES SR UNSECURED 01/39 7.625	Debt	32,872	36,063
	TRANS CANADA PIPELINES SR UNSECURED 03/15 0.875	Debt	7,970	8,074
	TRANS CANADA PIPELINES SR UNSECURED 03/34 5.6	Debt	984	1,012
	TRANS CANADA PIPELINES SR UNSECURED 03/36 5.85	Debt	5,010	5,253
	TRANS CANADA PIPELINES SR UNSECURED 06/40 6.1	Debt	51,210	54,713
	TRANS CANADA PIPELINES SR UNSECURED 08/18 6.5	Debt	15,618	16,235
	TRANS CANADA PIPELINES SR UNSECURED 08/22 2.5	Debt	2,398	2,428
	TRANS CANADA PIPELINES SR UNSECURED 08/38 7.25	Debt	7,228	7,934
	TRANS CANADA PIPELINES SR UNSECURED 10/37 6.2	Debt	1,725	1,862
	TRANSCONT GAS PIPE LINE SR UNSECURED 08/41 5.4	Debt	1,634	1,971
	TRANSOCEAN INC COMPANY GUAR 03/18 6.	Debt	12,779	13,594
	TRANSOCEAN INC COMPANY GUAR 03/38 6.8	Debt	15,189	15,392
	TRANSOCEAN INC COMPANY GUAR 04/18 7.375	Debt	1,711	1,793
	TRANSOCEAN INC COMPANY GUAR 11/20 6.5	Debt	12,572	14,087
	TRANSOCEAN INC COMPANY GUAR 12/16 5.05	Debt	7,409	7,710
	TRANSOCEAN INC COMPANY GUAR 12/21 6.375	Debt	17,111	18,023
	TRANSOCEAN INC COMPANY GUAR 12/41 7.35	Debt	150	197
	TRAVELERS COS INC SR UNSECURED 05/18 5.8	Debt	6,136	6,519
	TRAVELERS COS INC SR UNSECURED 06/16 6.25	Debt	2,976	2,956
	TRAVELERS COS INC SR UNSECURED 06/19 5.9	Debt	766	823
	TRAVELERS COS INC SR UNSECURED 06/37 6.25	Debt	11,660	12,612
	TRAVELERS COS INC SR UNSECURED 11/20 3.9	Debt	724	819
	TRAVELERS COS INC SR UNSECURED 11/40 5.35	Debt	4,567	5,089
	TRAVELERS PPTY CASUALTY COMPANY GUAR 03/33 6.375	Debt	6,126	6,520
	TREASURY BILL 07/13 0.00000	Debt	85,395	85,393
	TSY INFL IX N/B 07/14 2.	Debt	1	1
	TUFTS UNIVERSITY BONDS 04/12 5.017	Debt	1,917	2,156
	TUPPERWARE BRANDS CORP COMPANY GUAR 06/21 4.75	Debt	638	688
	TYCO ELECTRONICS GROUP S COMPANY GUAR 01/21 4.875	Debt	1,243	1,398
	TYCO ELECTRONICS GROUP S COMPANY GUAR 02/22 3.5	Debt	2,470	2,534
	TYCO ELECTRONICS GROUP S COMPANY GUAR 10/37 7.125	Debt	666	669
	TYCO INTERNATIONAL FINAN COMPANY GUAR 01/18 3.75	Debt	568	619
	TYCO INTERNATIONAL FINAN COMPANY GUAR 01/23 4.625	Debt	283	322
	TYCO INTERNATIONAL FINAN COMPANY GUAR 10/15 3.375	Debt	901	932
	TYCO/TYCO INTL FIN SA COMPANY GUAR 01/21 6.875	Debt	395	436
	TYCO/TYCO INTL FIN SA COMPANY GUAR 12/19 7.	Debt	683	720
	TYSON FOODS INC COMPANY GUAR 06/22 4.5	Debt	1,591	1,676
	UAL 2009 1 PASS THRU TR PASS THRU CE 05/18 10.4	Debt	392	420
	UAL 2009 2A PASS THRU TR PASS THRU CE 07/18 9.75	Debt	5,133	5,738
	UBS AG STAMFORD CT NOTES 01/15 3.875	Debt	332	343
	UBS AG STAMFORD CT NOTES 08/20 4.875	Debt	14,684	16,099
	UBS AG STAMFORD CT SR UNSECURED 04/18 5.75	Debt	21,083	23,050
	UBS AG STAMFORD CT SR UNSECURED 12/17 5.875	Debt	13,441	14,483
	UBS AG STAMFORD CT SUBORDINATED 06/17 7.375	Debt	336	348
	UBS AG STAMFORD CT SUBORDINATED 07/16 5.875	Debt	9,210	9,356
	UBS AG STAMFORD CT SUBORDINATED 09/26 7.75	Debt	384	475
	UBS PFD FUNDING TR V JR SUBORDINA 05/49 VAR	Debt	497	488
	UDR INC COMPANY GUAR 01/22 4.625	Debt	991	1,104
	UDR INC COMPANY GUAR 06/18 4.25	Debt	891	998
	UIL HOLDINGS CORPORATION SR UNSECURED 10/20 4.625	Debt	1,178	1,256
	UNILEVER CAPITAL CORP	Debt	4,975	4,959
	UNILEVER CAPITAL CORP COMPANY GUAR 02/16 2.75	Debt	2,122	2,157
	UNILEVER CAPITAL CORP COMPANY GUAR 02/19 4.8	Debt	13,068	13,299
	UNILEVER CAPITAL CORP COMPANY GUAR 02/21 4.25	Debt	2,077	2,215
	UNILEVER CAPITAL CORP COMPANY GUAR 08/17 0.85	Debt	19,935	19,988
	UNILEVER CAPITAL CORP COMPANY GUAR 11/32 5.9	Debt	9,045	9,746

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	UNION BANK NA SR UNSECURED 06/17 2.125	Debt	6,705	6,881
	UNION CARBIDE CORP SR UNSECURED 06/25 7.5	Debt	35	39
	UNION CARBIDE CORP SR UNSECURED 10/96 7.75	Debt	784	966
	UNION ELECTRIC CO 1ST MORTGAGE 09/42 3.9	Debt	47,353	47,700
	UNION ELECTRIC CO SR SECURED 02/19 6.7	Debt	7,608	7,769
	UNION ELECTRIC CO SR SECURED 03/39 8.45	Debt	20,886	21,509
	UNION ELECTRIC CO SR SECURED 06/17 6.4	Debt	7,561	7,728
	UNION ELECTRIC CO SR SECURED 08/37 5.3	Debt	3,261	3,354
	UNION PACIFIC CORP SR UNSECURED 01/15 4.875	Debt	307	306
	UNION PACIFIC CORP SR UNSECURED 01/23 2.95	Debt	7,041	7,307
	UNION PACIFIC CORP SR UNSECURED 02/20 6.125	Debt	1,491	1,503
	UNION PACIFIC CORP SR UNSECURED 02/21 4.	Debt	5,040	5,589
	UNION PACIFIC CORP SR UNSECURED 02/28 7.125	Debt	188	225
	UNION PACIFIC CORP SR UNSECURED 05/34 6.25	Debt	441	519
	UNION PACIFIC CORP SR UNSECURED 06/42 4.3	Debt	3,656	3,738
	UNION PACIFIC CORP SR UNSECURED 07/22 4.163	Debt	1,775	2,022
	UNION PACIFIC CORP SR UNSECURED 07/40 5.78	Debt	5,136	5,057
	UNION PACIFIC CORP SR UNSECURED 08/18 5.7	Debt	3,341	3,435
	UNION PACIFIC CORP SR UNSECURED 09/41 4.75	Debt	1,759	1,984
	UNITED MEXICAN STATES SR UNSECURED 01/17 5.625	Debt	7,650	8,611
	UNITED MEXICAN STATES SR UNSECURED 01/20 5.125	Debt	379	430
	UNITED MEXICAN STATES SR UNSECURED 01/40 6.05	Debt	262	349
	UNITED MEXICAN STATES SR UNSECURED 03/15 6.625	Debt	369	367
	UNITED MEXICAN STATES SR UNSECURED 03/44 4.75	Debt	325	367
	UNITED MEXICAN STATES SR UNSECURED 09/34 6.75	Debt	4,827	5,696
	UNITED MEXICAN STATES SR UNSECURED 10/49 5.75	Debt	330	418
	UNITED PARCEL SERVICE SR UNSECURED 01/18 5.5	Debt	1,019	1,027
	UNITED PARCEL SERVICE SR UNSECURED 01/21 3.125	Debt	2,454	2,510
	UNITED PARCEL SERVICE SR UNSECURED 01/38 6.2	Debt	34,468	36,130
	UNITED PARCEL SERVICE SR UNSECURED 04/14 3.875	Debt	8,945	8,954
	UNITED PARCEL SERVICE SR UNSECURED 04/19 5.125	Debt	1,013	1,020
	UNITED PARCEL SERVICE SR UNSECURED 10/22 2.45	Debt	3,791	3,831
	UNITED PARCEL SERVICE SR UNSECURED 10/42 3.625	Debt	55,299	56,100
	UNITED PARCEL SERVICE SR UNSECURED 11/40 4.875	Debt	6,644	6,857
	UNITED STATES TREAS BILLS 09/13 0	Debt	599	599
	UNITED TECHNOLOGIES CORP SR UNSECURED 02/19 6.125	Debt	14,582	14,896
	UNITED TECHNOLOGIES CORP SR UNSECURED 04/20 4.5	Debt	19,154	19,660
	UNITED TECHNOLOGIES CORP SR UNSECURED 04/40 5.7	Debt	17,986	19,349
	UNITED TECHNOLOGIES CORP SR UNSECURED 05/15 4.875	Debt	1,122	1,120
	UNITED TECHNOLOGIES CORP SR UNSECURED 05/35 5.4	Debt	2,125	2,179
	UNITED TECHNOLOGIES CORP SR UNSECURED 06/15 1.2	Debt	5,056	5,090
	UNITED TECHNOLOGIES CORP SR UNSECURED 06/17 1.8	Debt	14,485	14,676
	UNITED TECHNOLOGIES CORP SR UNSECURED 06/22 3.1	Debt	18,231	19,236
	UNITED TECHNOLOGIES CORP SR UNSECURED 06/42 4.5	Debt	70,171	74,969
	UNITED TECHNOLOGIES CORP SR UNSECURED 07/38 6.125	Debt	15,249	16,575
	UNITED TECHNOLOGIES CORP SR UNSECURED 08/28 6.7	Debt	221	235
	UNITED TECHNOLOGIES CORP SR UNSECURED 09/29 7.5	Debt	1,665	1,793
	UNITED TECHNOLOGIES CORP SR UNSECURED 12/17 5.375	Debt	940	1,004
	UNITEDHEALTH GROUP INC SR UNSECURED 02/18 6.	Debt	10,815	11,011
	UNITEDHEALTH GROUP INC SR UNSECURED 02/21 4.7	Debt	22	23
	UNITEDHEALTH GROUP INC SR UNSECURED 02/38 6.875	Debt	7,812	8,715
	UNITEDHEALTH GROUP INC SR UNSECURED 02/41 5.95	Debt	1,537	1,783
	UNITEDHEALTH GROUP INC SR UNSECURED 03/15 4.875	Debt	24	28
	UNITEDHEALTH GROUP INC SR UNSECURED 03/16 5.375	Debt	178	186
	UNITEDHEALTH GROUP INC SR UNSECURED 03/22 2.875	Debt	1,217	1,238
	UNITEDHEALTH GROUP INC SR UNSECURED 03/36 5.8	Debt	17,205	18,850
	UNITEDHEALTH GROUP INC SR UNSECURED 03/42 4.375	Debt	31,399	33,674
	UNITEDHEALTH GROUP INC SR UNSECURED 06/17 6.	Debt	801	821
	UNITEDHEALTH GROUP INC SR UNSECURED 06/37 6.5	Debt	2,119	2,146
	UNITEDHEALTH GROUP INC SR UNSECURED 10/20 3.875	Debt	536	550
	UNITEDHEALTH GROUP INC SR UNSECURED 10/40 5.7	Debt	1,246	1,485
	UNITEDHEALTH GROUP INC SR UNSECURED 11/21 3.375	Debt	1,428	1,509
	UNITEDHEALTH GROUP INC SR UNSECURED 11/37 6.625	Debt	2,760	3,191
	UNITEDHEALTH GROUP INC SR UNSECURED 11/41 4.625	Debt	12,685	13,511
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/12 FIXED 4.858	Debt	670	692

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/43 FIXED OID 5.77	Debt	3,139	3,398
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/45 FIXED 5.946	Debt	210	261
	UNIV OF SOUTHERN CALIFOR SR UNSECURED 10/11 5.25	Debt	303	383
	UNIVERSAL HEALTH SVCS SR SECURED 06/16 7.125	Debt	3,420	3,413
	UNIVERSITY OF PENNSYLVAN SR UNSECURED 09/12 4.674	Debt	670	764
	UNP RR CO 2006 PASS TRST PASS THRU CE 07/30 5.866	Debt	379	393
	UNUM GROUP SR UNSECURED 09/16 7.125	Debt	2,575	2,590
	UNUM GROUP SR UNSECURED 09/20 5.625	Debt	10,459	11,018
	UPS OF AMERICA INC SR UNSECURED 04/30 VAR	Debt	403	496
	UR MERGER SUB CORP SECURED 144A 07/18 5.75	Debt	6,917	7,072
	URS CORP SR UNSECURED 144A 04/22 5.	Debt	2,915	2,994
	US AIRWAYS 2012 1A PTT PASS THRU CE 04/26 5.9	Debt	3,423	3,596
	US BANCORP JR SUBORDINA 02/16 3.442	Debt	1,896	1,955
	US BANCORP SR UNSECURED 03/15 3.15	Debt	331	343
	US BANCORP SR UNSECURED 03/22 3.	Debt	5,249	5,491
	US BANCORP SR UNSECURED 05/14 4.2	Debt	347	342
	US BANCORP SR UNSECURED 05/17 1.65	Debt	16,356	16,774
	US BANCORP SR UNSECURED 05/21 4.125	Debt	1,793	2,058
	US BANCORP SR UNSECURED 11/14 2.875	Debt	1,007	1,039
	US BANK NA SUBORDINATED 04/20 VAR	Debt	1,373	1,402
	US CELLULAR CORP SR UNSECURED 12/33 6.7	Debt	1,999	2,077
	US STEEL CORP SR UNSECURED 06/17 6.05	Debt	275	269
	US TREASURY N/B	Debt	8,359	8,378
	US TREASURY N/B 02/22 2.	Debt	6,778	6,761
	US TREASURY N/B 02/36 4.5	Debt	103,735	104,622
	US TREASURY N/B 02/38 4.375	Debt	23,959	27,250
	US TREASURY N/B 02/40 4.625	Debt	136,055	167,280
	US TREASURY N/B 02/41 4.75	Debt	134,348	160,461
	US TREASURY N/B 02/42 3.125	Debt	21,111	21,275
	US TREASURY N/B 04/19 1.25	Debt	126	127
	US TREASURY N/B 05/15 2.125	Debt	1,421	1,421
	US TREASURY N/B 05/21 3.125	Debt	1,562	1,715
	US TREASURY N/B 05/22 1.75	Debt	29,535	29,611
	US TREASURY N/B 05/38 4.5	Debt	5,841	6,709
	US TREASURY N/B 05/39 4.25	Debt	105,239	126,909
	US TREASURY N/B 05/40 4.375	Debt	190,771	227,540
	US TREASURY N/B 07/15 1.75	Debt	308	312
	US TREASURY N/B 08/14 2.375	Debt	163	160
	US TREASURY N/B 08/15 1.25	Debt	88	90
	US TREASURY N/B 08/20 2.625	Debt	218	251
	US TREASURY N/B 08/21 2.125	Debt	4,240	4,443
	US TREASURY N/B 08/22 1.625	Debt	59,830	59,934
	US TREASURY N/B 08/39 4.5	Debt	9,999	11,973
	US TREASURY N/B 08/40 3.875	Debt	128,380	147,716
	US TREASURY N/B 08/41 3.75	Debt	1,188	1,196
	US TREASURY N/B 10/12 0.375	Debt	2,894	2,894
	US TREASURY N/B 10/16 3.125	Debt	2,599	2,642
	US TREASURY N/B 11/39 4.375	Debt	59,339	74,823
	US TREASURY N/B 11/40 4.25	Debt	6,858	9,249
	US TREASURY N/B 11/41 3.125	Debt	48,720	47,939
	UTAH ST TRANSIT AUTH SALES TAX UTSTRN 06/39 FIXED 5.937	Debt	170	216
	VAIL RESORTS INC COMPANY GUAR 05/19 6.5	Debt	448	484
	VALASSIS COMMUNICATION COMPANY GUAR 02/21 6.625	Debt	175	181
	VALE INCO LTD SR UNSECURED 09/32 7.2	Debt	208	237
	VALE OVERSEAS LIMITED COMPANY GUAR 01/16 6.25	Debt	3,567	3,552
	VALE OVERSEAS LIMITED COMPANY GUAR 01/17 6.25	Debt	1,774	1,880
	VALE OVERSEAS LIMITED COMPANY GUAR 01/22 4.375	Debt	18,388	19,023
	VALE OVERSEAS LIMITED COMPANY GUAR 01/34 8.25	Debt	2,448	2,573
	VALE OVERSEAS LIMITED COMPANY GUAR 09/19 5.625	Debt	387	395
	VALE OVERSEAS LIMITED COMPANY GUAR 09/20 4.625	Debt	5,827	5,998
	VALE OVERSEAS LIMITED COMPANY GUAR 11/36 6.875	Debt	413	459
	VALERO ENERGY CORP COMPANY GUAR 02/20 6.125	Debt	5,732	5,770
	VALERO ENERGY CORP COMPANY GUAR 03/19 9.375	Debt	5,380	5,442
	VALERO ENERGY CORP COMPANY GUAR 06/37 6.625	Debt	18,615	19,261
	VALMONT INDUSTRIES INC COMPANY GUAR 04/20 6.625	Debt	501	536

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	VENTAS REALTY LP/CAP CRP COMPANY GUAR 03/22 4.25	Debt	1,879	1,999
	VENTAS REALTY LP/CAP CRP COMPANY GUAR 06/21 4.75	Debt	2,981	3,325
	VENTAS REALTY LP/CAP CRP COMPANY GUAR 11/15 3.125	Debt	174	182
	VEOLIA ENVIRONNEMENT SR UNSECURED 06/38 6.75	Debt	2,038	2,166
	VERIZON COMMUNICATIONS SR UNSECURED 02/18 5.5	Debt	7,181	7,742
	VERIZON COMMUNICATIONS SR UNSECURED 02/38 6.4	Debt	24,419	27,188
	VERIZON COMMUNICATIONS SR UNSECURED 03/39 8.95	Debt	27,936	33,902
	VERIZON COMMUNICATIONS SR UNSECURED 04/13 5.25	Debt	3,075	2,882
	VERIZON COMMUNICATIONS SR UNSECURED 04/17 5.5	Debt	1,020	1,050
	VERIZON COMMUNICATIONS SR UNSECURED 04/18 6.1	Debt	11,968	12,561
	VERIZON COMMUNICATIONS SR UNSECURED 04/19 6.35	Debt	1,632	1,808
	VERIZON COMMUNICATIONS SR UNSECURED 04/21 4.6	Debt	496	593
	VERIZON COMMUNICATIONS SR UNSECURED 04/38 6.9	Debt	16,878	18,730
	VERIZON COMMUNICATIONS SR UNSECURED 04/39 7.35	Debt	4,895	5,472
	VERIZON COMMUNICATIONS SR UNSECURED 04/41 6.	Debt	322	424
	VERIZON COMMUNICATIONS SR UNSECURED 09/35 5.85	Debt	3,224	3,471
	VERIZON COMMUNICATIONS SR UNSECURED 11/14 1.25	Debt	1,532	1,534
	VERIZON COMMUNICATIONS SR UNSECURED 11/16 2.	Debt	4,311	4,480
	VERIZON COMMUNICATIONS SR UNSECURED 11/18 8.75	Debt	6,488	6,783
	VERIZON COMMUNICATIONS SR UNSECURED 11/21 3.5	Debt	42,996	45,827
	VERIZON COMMUNICATIONS SR UNSECURED 11/41 4.75	Debt	29,509	31,232
	VERIZON GLOBAL FUNDING SR UNSECURED 06/32 7.75	Debt	2,980	3,148
	VERIZON GLOBAL FUNDING SR UNSECURED 12/30 7.75	Debt	14,407	16,760
	VERIZON MARYLAND INC SR UNSECURED 10/29 8.	Debt	2,507	2,803
	VERIZON NEW YORK INC SR UNSECURED 04/28 6.5	Debt	789	864
	VERIZON NEW YORK INC SR UNSECURED 04/32 7.375	Debt	7,162	8,048
	VF CORP SR UNSECURED 10/33 6.	Debt	2,043	2,033
	VF CORP SR UNSECURED 11/37 6.45	Debt	1,961	2,009
	VIACOM INC SR UNSECURED 02/42 4.5	Debt	6,411	6,389
	VIACOM INC SR UNSECURED 03/21 4.5	Debt	6,108	6,910
	VIACOM INC SR UNSECURED 04/16 6.25	Debt	4,111	4,104
	VIACOM INC SR UNSECURED 04/17 3.5	Debt	892	984
	VIACOM INC SR UNSECURED 04/36 6.875	Debt	8,826	9,014
	VIACOM INC SR UNSECURED 06/22 3.125	Debt	788	826
	VIACOM INC SR UNSECURED 10/17 6.125	Debt	3,410	3,604
	VIACOM INC SR UNSECURED 10/37 6.75	Debt	1,639	1,856
	VIACOM INC SR UNSECURED 12/16 2.5	Debt	551	585
	VIACOM INC SR UNSECURED 12/21 3.875	Debt	13,730	14,494
	VIDEOTRON LTEE COMPANY GUAR 07/22 5.	Debt	1,950	2,090
	VIDEOTRON LTEE COMPANY GUAR 12/15 6.375	Debt	18	18
	VIRGIN MEDIA FINANCE PLC COMPANY GUAR 02/22 5.25	Debt	2,826	3,019
	VIRGIN MEDIA FINANCE PLC COMPANY GUAR 08/16 9.5	Debt	71	70
	VIRGIN MEDIA SECURED FIN SR SECURED 01/18 6.5	Debt	5,510	5,468
	VIRGIN MEDIA SECURED FIN SR SECURED 01/21 5.25	Debt	640	702
	VIRGINIA ELEC + POWER CO SR UNSECURED 01/22 2.95	Debt	23,967	25,056
	VIRGINIA ELEC + POWER CO SR UNSECURED 01/36 6.	Debt	11,344	13,113
	VIRGINIA ELEC + POWER CO SR UNSECURED 04/18 5.4	Debt	9,060	9,223
	VIRGINIA ELEC + POWER CO SR UNSECURED 05/37 6.	Debt	1,652	1,798
	VIRGINIA ELEC + POWER CO SR UNSECURED 09/17 5.95	Debt	10,969	11,222
	VIRGINIA ELEC + POWER CO SR UNSECURED 09/22 3.45	Debt	1,472	1,617
	VIRGINIA ELEC + POWER CO SR UNSECURED 11/37 6.35	Debt	14,184	15,552
	VIRGINIA ELEC + POWER CO SR UNSECURED 11/38 8.875	Debt	40,583	41,884
	VODAFONE GROUP PLC SR UNSECURED 01/15 5.375	Debt	4,031	3,999
	VODAFONE GROUP PLC SR UNSECURED 02/17 5.625	Debt	12,702	13,005
	VODAFONE GROUP PLC SR UNSECURED 02/30 7.875	Debt	3,790	4,118
	VODAFONE GROUP PLC SR UNSECURED 02/37 6.15	Debt	53,645	56,158
	VODAFONE GROUP PLC SR UNSECURED 03/16 2.875	Debt	627	671
	VODAFONE GROUP PLC SR UNSECURED 03/16 5.75	Debt	2,006	1,998
	VODAFONE GROUP PLC SR UNSECURED 03/17 1.625	Debt	4,141	4,198
	VODAFONE GROUP PLC SR UNSECURED 03/21 4.375	Debt	17,771	18,882
	VODAFONE GROUP PLC SR UNSECURED 06/14 4.15	Debt	912	908
	VODAFONE GROUP PLC SR UNSECURED 06/19 5.45	Debt	273	319
	VODAFONE GROUP PLC SR UNSECURED 07/18 4.625	Debt	1,326	1,439
	VODAFONE GROUP PLC SR UNSECURED 09/22 2.5	Debt	18,062	18,273
	VODAFONE GROUP PLC SR UNSECURED 11/15 3.375	Debt	900	938

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	VODAFONE GROUP PLC SR UNSECURED 11/32 6.25	Debt	4,994	5,310
	VORNADO REALTY LP SR UNSECURED 01/22 5.	Debt	995	1,107
	VORNADO REALTY LP SR UNSECURED 04/15 4.25	Debt	667	683
	VULCAN MATERIALS SR UNSECURED 06/21 7.5	Debt	547	616
	VULCAN MATERIALS SR UNSECURED 11/17 6.4	Debt	9,009	9,288
	VULCAN MATERIALS SR UNSECURED 12/16 6.5	Debt	6,595	6,832
	WACHOVIA BANK NA SUBORDINATED 01/38 6.6	Debt	38,076	44,333
	WACHOVIA BANK NA SUBORDINATED 02/15 4.875	Debt	343	364
	WACHOVIA BANK NA SUBORDINATED 02/37 5.85	Debt	14,107	16,389
	WACHOVIA BANK NA SUBORDINATED 03/16 VAR	Debt	974	1,310
	WACHOVIA BANK NA SUBORDINATED 11/17 6.	Debt	10,246	10,944
	WACHOVIA CORP SR UNSECURED 02/18 5.75	Debt	4,734	5,036
	WACHOVIA CORP SR UNSECURED 05/13 5.5	Debt	7,597	7,207
	WACHOVIA CORP SR UNSECURED 06/17 5.75	Debt	7,410	8,390
	WACHOVIA CORP SUBORDINATED 08/35 5.5	Debt	1,156	1,307
	WACHOVIA CORP SUBORDINATED 10/16 5.625	Debt	5,655	6,108
	WAL MART STORES INC SR UNSECURED 02/18 5.8	Debt	11,328	11,690
	WAL MART STORES INC SR UNSECURED 02/30 7.55	Debt	2,413	2,761
	WAL MART STORES INC SR UNSECURED 04/16 2.8	Debt	676	676
	WAL MART STORES INC SR UNSECURED 04/21 4.25	Debt	3,412	3,528
	WAL MART STORES INC SR UNSECURED 04/27 5.875	Debt	3,836	4,523
	WAL MART STORES INC SR UNSECURED 04/38 6.2	Debt	25,298	29,421
	WAL MART STORES INC SR UNSECURED 04/40 5.625	Debt	14,857	15,853
	WAL MART STORES INC SR UNSECURED 04/41 5.625	Debt	53,787	57,728
	WAL MART STORES INC SR UNSECURED 05/14 3.2	Debt	2,100	2,092
	WAL MART STORES INC SR UNSECURED 07/40 4.875	Debt	2,544	2,725
	WAL MART STORES INC SR UNSECURED 08/37 6.5	Debt	21,943	24,835
	WAL MART STORES INC SR UNSECURED 09/35 5.25	Debt	16,979	18,453
	WAL MART STORES INC SR UNSECURED 10/15 1.5	Debt	13,385	13,411
	WAL MART STORES INC SR UNSECURED 10/20 3.25	Debt	1,061	1,100
	WAL MART STORES INC SR UNSECURED 10/40 5.	Debt	7,228	8,670
	WALGREEN CO SR UNSECURED 01/19 5.25	Debt	4,713	4,842
	WALGREEN CO SR UNSECURED 09/22 3.1	Debt	10,140	10,148
	WALGREEN CO SR UNSECURED 09/42 4.4	Debt	10,203	10,311
	WALT DISNEY COMPANY/THE SR UNSECURED 02/22 2.55	Debt	2,790	2,845
	WALT DISNEY COMPANY/THE SR UNSECURED 03/19 5.5	Debt	2,205	2,236
	WALT DISNEY COMPANY/THE SR UNSECURED 03/32 7.	Debt	441	482
	WALT DISNEY COMPANY/THE SR UNSECURED 06/21 3.75	Debt	1,049	1,187
	WALT DISNEY COMPANY/THE SR UNSECURED 07/17 6.	Debt	402	406
	WALT DISNEY COMPANY/THE SR UNSECURED 07/93 7.55	Debt	186	210
	WALT DISNEY COMPANY/THE SR UNSECURED 08/16 1.35	Debt	11,728	11,741
	WALT DISNEY COMPANY/THE SR UNSECURED 08/21 2.75	Debt	4,358	4,600
	WALT DISNEY COMPANY/THE SR UNSECURED 08/41 4.375	Debt	12,612	12,606
	WALT DISNEY COMPANY/THE SR UNSECURED 09/16 5.625	Debt	796	805
	WALT DISNEY COMPANY/THE SR UNSECURED 12/13 4.5	Debt	1,223	1,223
	WALT DISNEY COMPANY/THE SR UNSECURED 12/14 0.875	Debt	2,780	2,779
	WALT DISNEY COMPANY/THE SR UNSECURED 12/17 5.875	Debt	1,908	2,021
	WALT DISNEY COMPANY/THE SR UNSECURED 12/41 4.125	Debt	46,733	47,934
	WASHINGTON DC MET AREA TRANSIT DCTGEN 07/34 FIXED OID 7	Debt	485	568
	WASTE MANAGEMENT INC COMPANY GUAR 03/14 5.	Debt	800	795
	WASTE MANAGEMENT INC COMPANY GUAR 03/15 6.375	Debt	368	365
	WASTE MANAGEMENT INC COMPANY GUAR 03/18 6.1	Debt	769	793
	WASTE MANAGEMENT INC COMPANY GUAR 03/19 7.375	Debt	943	990
	WASTE MANAGEMENT INC COMPANY GUAR 05/32 7.75	Debt	4,703	5,014
	WASTE MANAGEMENT INC COMPANY GUAR 06/20 4.75	Debt	10,406	10,894
	WASTE MANAGEMENT INC COMPANY GUAR 07/28 7.	Debt	510	546
	WASTE MANAGEMENT INC COMPANY GUAR 09/16 2.6	Debt	2,896	2,965
	WASTE MANAGEMENT INC COMPANY GUAR 09/22 2.9	Debt	9,968	9,985
	WASTE MANAGEMENT INC COMPANY GUAR 11/39 6.125	Debt	357	416
	WASTE MANAGEMENT INC SR UNSECURED 08/26 7.1	Debt	1,686	1,800
	WATSON PHARMACEUTICALS I SR UNSECURED 08/14 5.	Debt	931	939
	WATSON PHARMACEUTICALS I SR UNSECURED 08/19 6.125	Debt	698	734
	WEATHERFORD BERMUDA COMPANY GUAR 02/16 5.5	Debt	22	24
	WEATHERFORD BERMUDA COMPANY GUAR 03/18 6.	Debt	36	41
	WEATHERFORD BERMUDA COMPANY GUAR 03/19 9.625	Debt	2,682	2,571

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	WEATHERFORD BERMUDA COMPANY GUAR 03/39 9.875	Debt	855	854
	WEATHERFORD BERMUDA COMPANY GUAR 04/42 5.95	Debt	4,330	4,566
	WEATHERFORD BERMUDA COMPANY GUAR 08/36 6.5	Debt	3,355	3,351
	WEATHERFORD BERMUDA COMPANY GUAR 09/20 5.125	Debt	1,267	1,379
	WEATHERFORD BERMUDA COMPANY GUAR 09/40 6.75	Debt	3,132	3,305
	WEATHERFORD INTL INC COMPANY GUAR 06/37 6.8	Debt	231	234
	WELLPOINT INC SR UNSECURED 01/16 5.25	Debt	1,728	1,738
	WELLPOINT INC SR UNSECURED 01/36 5.85	Debt	18,902	19,549
	WELLPOINT INC SR UNSECURED 02/17 2.375	Debt	1,221	1,241
	WELLPOINT INC SR UNSECURED 02/19 7.	Debt	3,862	4,023
	WELLPOINT INC SR UNSECURED 05/22 3.125	Debt	3,264	3,279
	WELLPOINT INC SR UNSECURED 05/42 4.625	Debt	10,685	10,867
	WELLPOINT INC SR UNSECURED 06/17 5.875	Debt	5,484	5,731
	WELLPOINT INC SR UNSECURED 06/37 6.375	Debt	2,562	2,765
	WELLPOINT INC SR UNSECURED 08/20 4.35	Debt	427	454
	WELLPOINT INC SR UNSECURED 08/21 3.7	Debt	4,465	4,655
	WELLPOINT INC SR UNSECURED 08/40 5.8	Debt	19,623	18,987
	WELLPOINT INC SR UNSECURED 12/34 5.95	Debt	1,841	1,828
	WELLS FARGO + COMPANY NOTES 10/14 3.75	Debt	705	716
	WELLS FARGO + COMPANY SR UNSECURED 02/35 5.375	Debt	8,645	9,934
	WELLS FARGO + COMPANY SR UNSECURED 03/22 3.5	Debt	21,225	22,710
	WELLS FARGO + COMPANY SR UNSECURED 04/15 3.625	Debt	1,628	1,675
	WELLS FARGO + COMPANY SR UNSECURED 04/21 4.6	Debt	3,786	4,332
	WELLS FARGO + COMPANY SR UNSECURED 05/17 2.1	Debt	3,670	3,797
	WELLS FARGO + COMPANY SR UNSECURED 06/16 VAR	Debt	11,929	12,600
	WELLS FARGO + COMPANY SR UNSECURED 10/15 VAR	Debt	183	198
	WELLS FARGO + COMPANY SR UNSECURED 12/17 5.625	Debt	10,733	11,596
	WELLS FARGO + COMPANY SUBORDINATED 09/16 5.125	Debt	539	561
	WELLS FARGO BANK NA SUBORDINATED 02/15 4.75	Debt	46	52
	WELLS FARGO BANK NA SUBORDINATED 05/16 5.75	Debt	3,302	3,405
	WELLS FARGO BANK NA SUBORDINATED 05/16 VAR	Debt	1,286	1,347
	WELLS FARGO BANK NA SUBORDINATED 08/36 5.95	Debt	7,844	9,718
	WELLS FARGO CAPITAL X LIMITD GUARA 12/86 5.95	Debt	301	344
	WEST MASS ELECTRIC CO SR UNSECURED 09/21 3.5	Debt	491	514
	WESTAR ENERGY INC 1ST MORTGAGE 03/42 4.125	Debt	42,847	43,648
	WESTERN GAS PARTNERS SR UNSECURED 06/21 5.375	Debt	4,345	4,745
	WESTERN GAS PARTNERS SR UNSECURED 07/22 4.	Debt	4,836	5,083
	WESTERN UNION CO/THE SR UNSECURED 06/40 6.2	Debt	886	990
	WESTERN UNION CO/THE SR UNSECURED 11/36 6.2	Debt	12,649	13,196
	WESTLAKE CHEMICAL CORP COMPANY GUAR 07/22 3.6	Debt	1,886	1,915
	WESTPAC BANKING CORP SR UNSECURED 11/19 4.875	Debt	1,418	1,492
	WEYERHAEUSER CO SR UNSECURED 01/25 8.5	Debt	3,894	4,276
	WEYERHAEUSER CO SR UNSECURED 03/32 7.375	Debt	8,615	9,185
	WEYERHAEUSER CO SR UNSECURED 10/19 7.375	Debt	3,399	3,474
	WHIRLPOOL CORP SR UNSECURED 06/22 4.7	Debt	799	826
	WILLIAMS COMPANIES INC SR UNSECURED 01/31 7.5	Debt	207	244
	WILLIAMS COS INC SR UNSECURED 03/32 8.75	Debt	2,951	3,212
	WILLIAMS COS INC SR UNSECURED 06/31 7.75	Debt	1,821	2,026
	WILLIAMS COS INC SR UNSECURED 09/21 7.875	Debt	2,812	3,016
	WILLIAMS PARTNERS LP SR UNSECURED 03/20 5.25	Debt	7,902	8,459
	WILLIAMS PARTNERS LP SR UNSECURED 04/40 6.3	Debt	2,006	2,209
	WILLIAMS PARTNERS LP SR UNSECURED 08/22 3.35	Debt	17,170	17,556
	WILLIAMS PARTNERS LP SR UNSECURED 11/21 4.	Debt	9,201	9,750
	WILLIAMS PARTNERS LP/WIL SR UNSECURED 02/17 7.25	Debt	7,013	7,131
	WINDSTREAM CORP COMPANY GUAR 03/19 7.	Debt	633	651
	WINDSTREAM CORP COMPANY GUAR 04/23 7.5	Debt	9,147	9,682
	WINDSTREAM CORP COMPANY GUAR 09/18 8.125	Debt	4,917	4,990
	WINDSTREAM CORP COMPANY GUAR 10/20 7.75	Debt	118	134
	WINDSTREAM CORP COMPANY GUAR 10/21 7.75	Debt	5,041	5,118
	WINDSTREAM HLDGS MIDWEST SECURED 04/28 6.75	Debt	1,733	1,947
	WISC ELEC POWER SR UNSECURED 05/33 5.625	Debt	971	1,012
	WISC ELEC POWER SR UNSECURED 09/21 2.95	Debt	1,504	1,601
	WISC ELEC POWER SR UNSECURED 12/36 5.7	Debt	294	292
	WISCONSIN ENERGY CORP JR SUBORDINA 05/67 VAR	Debt	1,010	1,065
	WISCONSIN POWER + LIGHT SR UNSECURED 08/37 6.375	Debt	113	120

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

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

EMPLOYER ID: 27-0383222
PLAN NO.: 001

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	WISCONSIN POWER + LIGHT SR UNSECURED 10/38 7.6	Debt	493	600
	WMG ACQUISITION CORP SR SECURED 06/16 9.5	Debt	1,417	1,459
	WMG ACQUISITION CORP SR SECURED 06/16 9.5	Debt	79	82
	WPP FINANCE 2010 COMPANY GUAR 11/21 4.75	Debt	4,617	4,881
	WPX ENERGY INC	Debt	242	269
	WPX ENERGY INC SR UNSECURED 01/22 6.	Debt	7,005	7,557
	WYETH LLC COMPANY GUAR 02/14 5.5	Debt	2,010	2,003
	WYETH LLC COMPANY GUAR 02/16 5.5	Debt	13,313	13,281
	WYETH LLC COMPANY GUAR 02/24 6.45	Debt	956	1,117
	WYETH LLC COMPANY GUAR 02/34 6.5	Debt	20,775	21,394
	WYETH LLC COMPANY GUAR 02/36 6.	Debt	1,712	2,013
	WYETH LLC COMPANY GUAR 03/23 7.25	Debt	2,087	2,178
	WYETH LLC COMPANY GUAR 04/17 5.45	Debt	785	787
	WYETH LLC COMPANY GUAR 04/37 5.95	Debt	25,784	28,816
	WYNDHAM WORLDWIDE SR UNSECURED 03/21 5.625	Debt	466	485
	WYNN LAS VEGAS LLC/CORP 1ST MORTGAGE 08/20 7.75	Debt	9,171	9,130
	WYNN LAS VEGAS LLC/CORP 1ST MORTGAGE 11/17 7.875	Debt	576	573
	WYNN LAS VEGAS LLC/CORP 1ST MORTGAGE 144A 03/22 5.375	Debt	6,290	6,420
	XCEL ENERGY INC SR UNSECURED 04/17 5.613	Debt	18	21
	XCEL ENERGY INC SR UNSECURED 05/20 4.7	Debt	9,442	9,841
	XCEL ENERGY INC SR UNSECURED 09/41 4.8	Debt	4,680	4,838
	XEROX CORPORATION SR UNSECURED 03/16 6.4	Debt	266	272
	XEROX CORPORATION SR UNSECURED 03/17 2.95	Debt	5,090	5,218
	XEROX CORPORATION SR UNSECURED 04/16 7.2	Debt	1,744	1,745
	XEROX CORPORATION SR UNSECURED 05/18 6.35	Debt	3,743	3,802
	XEROX CORPORATION SR UNSECURED 05/21 4.5	Debt	20,850	21,494
	XEROX CORPORATION SR UNSECURED 12/19 5.625	Debt	259	295
	XL GROUP PLC JR SUBORDINA 12/49 VAR	Debt	935	911
	XL GROUP PLC SR UNSECURED 09/14 5.25	Debt	406	435
	XL GROUP PLC SR UNSECURED 11/24 6.375	Debt	242	357
	XLIT LTD COMPANY GUAR 10/21 5.75	Debt	325	374
	XTO ENERGY INC SR UNSECURED 02/14 4.9	Debt	619	614
	XTO ENERGY INC SR UNSECURED 06/15 5.3	Debt	227	227
	XTO ENERGY INC SR UNSECURED 06/38 6.375	Debt	2,170	2,537
	XTO ENERGY INC SR UNSECURED 12/13 5.75	Debt	482	478
	XTO ENERGY INC SR UNSECURED 12/18 6.5	Debt	5,280	5,537
	XYLEM INC COMPANY GUAR 09/16 3.55	Debt	5,312	5,343
	XYLEM INC SR UNSECURED 10/21 4.875	Debt	5,604	5,635
	YUM BRANDS INC SR UNSECURED 03/18 6.25	Debt	2,808	3,031
	YUM BRANDS INC SR UNSECURED 09/15 4.25	Debt	757	781
	YUM BRANDS INC SR UNSECURED 09/19 5.3	Debt	1,865	1,944
	YUM BRANDS INC SR UNSECURED 11/37 6.875	Debt	2,065	2,473
	ZENECA WILMINGTON COMPANY GUAR 11/23 7.	Debt	218	219
	ZIMMER HOLDINGS INC SR UNSECURED 11/14 1.4	Debt	159	160
	ZIMMER HOLDINGS INC SR UNSECURED 11/21 3.375	Debt	323	340
	ZIONS BANCORP SR UNSECURED 09/14 7.75	Debt	87	88
	ZIONS BANCORP SUBORDINATED 11/15 5.5	Debt	243	247
	TREASURY BILL 08/13 0.00000	Debt	44,031	44,036
	UNIV OF TEXAS TX UNHGR 08/30 FIXED 5.094	Debt	1,620	1,964
			22,002,105	23,166,810
	10YR US TREASURY NOTE FUTURES DEC12 XCBT	Derivative	-	4,533
			-	4,533
	AETNA SHORT TERM ACCOUNT	Group annuity contract	760,022	999,601
	MET LIFE GAC 300	Group annuity contract	1,031,993	1,134,791
	SALOMON BIG INDEX	Group annuity contract	235,449	1,014,318
			2,027,464	3,148,710
	Total directly held investments		\$ 24,056,569	\$ 26,347,052

* Denotes parties-in-interest

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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.

A Name of plan GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GENERAL MOTORS LLC	D Employer Identification Number (EIN) 27-0383222	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2011</u>			
2 Assets:			
a Market value.....	2a	32965733025	
b Actuarial value.....	2b	31748256532	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	122069	26383017237
b For terminated vested participants.....	3b	25327	822865460
c For active participants:			
(1) Non-vested benefits.....	3c(1)		743253598
(2) Vested benefits.....	3c(2)		4134741588
(3) Total active.....	3c(3)	25747	4877995186
d Total.....	3d	173143	32083877883
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☒			
a Funding target disregarding prescribed at-risk assumptions.....	4a	31696911371	
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.....	4b	32664327652	
5 Effective interest rate.....	5	5.46 %	
6 Target normal cost.....	6	168719997	

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

SIGN HERE	 Signature of actuary	<u>7/12/13</u> Date
	MARY GIBBON Type or print name of actuary	11-06921 Most recent enrollment number
	TOWERS WATSON Firm name	703-258-8163 Telephone number (including area code)
	901 NORTHE GLEBE ROAD ARLINGTON, VA 22203-1808 Address of the firm	

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

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	12016420000	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	183326000	0
9	Amount remaining (line 7 minus line 8)	11833094000	0
10	Interest on line 9 using prior year's actual return of <u>8.88</u> %	1050778747	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	4000700000	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	8883172747	0

Part III Funding percentages			
14	Funding target attainment percentage	14	71.26 %
15	Adjusted funding target attainment percentage	15	100.16 %
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	102.09 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2012	650000000				
11/19/2012	1500000000				
04/12/2013	150000000				
Totals ▶			18(b)	2300000000	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2165646880

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 2.27%	2nd segment: 5.43%	3rd segment: 6.34 %
			☐ N/A, full yield curve used
b Applicable month (enter code)	21b		4
22 Weighted average retirement age	22		63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☐ Prescribed - separate	☒ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	168719997	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	9218794098		790674172
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	959394169	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	200000000	0	200000000
36 Additional cash requirement (line 34 minus line 35)	36	759394169	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2165646880	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1406252711	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	200000000	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years		☒ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	7191678	
43 Excess installment acceleration amount to be carried over to future plan years	43		