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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/06/2012

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

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

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

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
GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 02/06/1956

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

GENERAL MOTORS LLC

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

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

2b Employer Identification Number (EIN) 27-0383222

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

2d Business code (see instructions) 336100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	KEVIN COBB
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	412
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**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2K 3F 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/06/2012

A Name of plan
GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

B Three-digit plan number (PN) ▶ 004

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 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).. . . . . [X] 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

FID. INVEST. INST. OPERATIONS CO.

04-2647786

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

GM INVESTMENT MANAGEMENT CORP.

38-2903925

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

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

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

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

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

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

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

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

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

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

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/06/2012

A Name of plan
GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
27-0383222

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

a Name of MTIA, CCT, PSA, or 103-12 IE: GM SAVINGS PLAN MASTER TRUST

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO.

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)
04-3259743-001	M	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/06/2012

A Name of plan
GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
27-0383222

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	11465916	0
(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)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	11465916	0
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11465916	0

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)	21975	
	(B) Participants	2a(1)(B)	4645	
	(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)		26620
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-64658
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-38038
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1170759	
(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)		1170759
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)		
(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)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1170759
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1208797
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		10257119

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		150000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
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. [X] **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)	**5b(2)** EIN(s)	**5b(3)** PN(s)
GM PERSONAL SAVINGS PLAN	27-0383222	014

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

Form 5500 – Annual Return of Employee Benefit Plan

Plan:	GM Income Security Plan for Hourly-Rate Employees
Plan No.	004
Plan Sponsor	General Motors LLC
EIN	27-0383222
Plan Year	01/01/2012 -- 07/06/2012

Accountant's Opinion

The Accountant's Opinion is included in the attached Financial Statements.

5500 Attachment – Accountant Opinion Statement.pdf



THE GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

EIN 27-0383222

PLAN 004

Financial Statements as of July 6, 2012 and December 31, 2011
and for the period January 1, 2012 through July 6, 2012,
and Independent Auditors' Report

TABLE OF CONTENTS

Page

INDEPENDENT AUDITORS' REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits as of July 6, 2012 and December 31, 2011 3

Statement of Changes in Net Assets Available for Benefits for the Period January 1, 2012 through July 6, 2012 4

Notes to Financial Statements 5

All 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.

Deloitte.

Deloitte & Touche LLP
Suite 3900
200 Renaissance Center
Detroit, MI 48243
USA

Tel: +1 313 396 3000
Fax: +1 313 396 3618
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
General Motors Income Security Plan for
Hourly-Rate Employees

We have audited the accompanying financial statements of the General Motors Income Security Plan for Hourly-Rate Employees (the "Plan"), which comprise the statements of net assets available for benefits as of July 6, 2012 and December 31, 2011, and the related statement of changes in net assets available for benefits for the period January 1, 2012 through July 6, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the General Motors Income Security Plan for Hourly-Rate Employees as of July 6, 2012 and December 31, 2011, and the changes in net assets available for benefits for the period January 1, 2012 through July 6, 2012 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As further discussed in Note 1 to the financial statements, the Plan was merged into the General Motors Personal Savings Plan for Hourly-Rate Employees in the United States on July 6, 2012.

Deloitte & Touche LLP

October 8, 2013

THE GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF JULY 6, 2012 AND DECEMBER 31, 2011 ($ in thousands)

Assets	2012	2011
Investment in General Motors Savings Plans Master Trust:		
Investments at fair value	$ -	$ 11,466
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	(213)
Net assets available for benefits	$ -	$ 11,253

See accompanying notes to the financial statements

THE GENERAL MOTORS INCOME SECURITY PLAN FOR HOURLY-RATE EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE PERIOD JANUARY 1, 2012 THROUGH JULY 6, 2012 ($ in thousands)

Additions	
Net investment gain from General Motors Savings Plans Master Trust	$ 148
Contributions:	
Participant	5
Employer	22
Total additions	175
Deductions	
Distributions to participants	(1,171)
Transfer of assets upon merger with PSP	(10,257)
Net decrease	(11,253)
Net assets available for benefits	
Beginning of period	11,253
End of period	$ -

See accompanying notes to financial statements

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following is a brief description of The General Motors Income Security Plan for Hourly-Rate Employees ("Plan") and provides only general information. The Plan sponsor was General Motors LLC ("GM LLC", "GM" or "Company"), an indirect wholly-owned subsidiary of General Motors Company. Participants should refer to the Plan document for a complete description of the Plan's provisions.

On January 25, 2012, the Company and the International Brotherhood of Electrical Workers ("IBEW") reached an agreement to cease all contributions to the Plan effective June 29, 2012 and to merge and terminate the Plan as soon thereafter as reasonably practicable. The Plan was merged into The General Motors Personal Savings Plan for Hourly-Rate Employees in the United States ("PSP") on July 6, 2012 and terminated. Plan assets representing fully vested participant account balances were transferred to the PSP and aggregated approximately $10.3 million.

General

The Plan was a defined contribution plan established pursuant to collective bargaining agreements between GM LLC, the IBEW and certain other labor unions. The purpose of the Plan was to provide benefits for (i) an eligible employee who was laid off under specified circumstances and conditions, who could withdraw stipulated weekly amounts to supplement state unemployment compensation benefits and (ii) an employee who retired or was terminated as defined in the Plan. Hourly employees were eligible to participate in the Plan upon attainment of seniority. The Plan was subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"), as amended.

The Employee Benefit Plans Committee was the named fiduciary for general administration. State Street Bank and Trust Company ("State Street" or "Trustee") is the Trustee of the General Motors Savings Plans Master Trust ("Master Trust"), and the GMAM Trust which holds the Income Fund ("IF") as described in Note 3. General Motors Investment Management Corporation ("GMIMCo") is the named fiduciary for investment purposes. GMIMCo is an indirect wholly-owned subsidiary of General Motors Company. Fidelity Investments Institutional Operations Company served as participant recordkeeper and is a wholly owned subsidiary of FMR Corp. ("Fidelity"). Certain affiliates of State Street and Fidelity served as manager and custodian for various Plan investments.

Contributions and Vesting

GM's contributions to the Plan were based upon negotiated rates for each compensated hour, while employee contributions, provided such contributions were permitted under the respective negotiated agreements, were based upon employee election and ranged from 1% to 5% of an employee's base hourly rate (as adjusted for cost of living allowance) times the number of weekly compensated hours. Employer and employee contributions to the Plan vested immediately. Contributions were subject to certain IRC limitations.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

Plan Investments

Assets of the Plan were maintained in the Master Trust. The Plan document provided for the types of investments that could be held. All investments were non-participant directed. As of December 31, 2011, and until merger of the Plan into the PSP on July 6, 2012, all Plan assets within the Master Trust were invested in the IF.

Participant Withdrawals

An employee who was eligible under the Plan could make weekly withdrawals (as defined in the Plan) during the period which the employee was laid off, not to exceed the employee's aggregate account balance. In addition, an employee's account balance was payable in a lump sum, upon retirement, termination of employment or death of the employee. Participant loans were not permitted.

Note 2. Summary of Significant Accounting Policies

The significant accounting policies followed in the preparation of the accompanying financial statements were as follows:

Basis of Accounting

The financial statements of the Plan were prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP required management to make estimates and assumptions that affected the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits

Distributions to participants were recorded when paid.

Plan Expenses

GM paid certain costs of Plan administration and such costs were not reflected in the financial statements.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

The Master Trust holds numerous investment securities that are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the participants' account balances and the amounts reported in the financial statements.

Investment Valuation

The investments held by the Master Trust were stated at fair value, except for the IF which is recorded at fair value and adjusted to contract value. Fair value of a financial instrument was the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* ("ASC 820"), as amended, established a fair value hierarchy that prioritized 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 Master Trust's policy is to transfer investments between the levels of the fair value hierarchy at the beginning of the year based upon changes to observable inputs that are significant to the overall fair value measurements.

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust

Master Trust

All of the Plan's investments were held in the Master Trust. The Master Trust was established pursuant to a trust agreement with State Street in order to permit the commingling of trust assets of multiple employee benefit plans for investment and administrative purposes.

The Plan participated in the Master Trust until its merger into the PSP on July 6, 2012. The other GM sponsored employee benefit plans participating in the Master Trust consisted of the PSP and General Motors Retirement Savings Plan for Salaried Employees in the United States.

Each participating employee benefit plan has a divided interest in the assets and changes therein of each of the Master Trust investment options in which the respective plan participates. At December 31, 2011, the Plan had approximately 0.1% interest in the Master Trust. The net investment income (loss) of the Master Trust investment funds is allocated by the Trustee to each participating plan based on that plan's interest in each investment fund, as compared with the total interest of all the participating plans in each investment fund. Security transactions are recorded on a trade-date basis. Investment income (loss) is recognized as earned based on the terms of the investments and the periods during which the investments are held by the Master Trust.

The net assets available for benefits of the Master Trust at December 31, 2011 were as follows ($ in thousands):

	2011
Assets	
Investments at fair value:	
Common Collective Trusts:	
Income Fund*	$ 5,732,529
State Street Global Advisors Large Cap Index*	1,166,993
Other common collective trusts	3,705,373
Total	10,604,895
Mutual Funds:	
Fidelity Contra Fund*	1,037,495
Other mutual funds	2,354,610
Total	3,392,105
Total investments at fair value	13,997,000
Participant notes receivable	409,856
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(106,405)
Net assets available for benefits	$ 14,300,451

*Represents five percent or more of the Master Trust net assets available for benefits.

Note 3. Investment in the Master Trust (continued)

The Plan's share of the Master Trust's net investment gain for the period January 1, 2012 through July 6, 2012 aggregated approximately $0.1 million.

The following table sets forth by level within the fair value hierarchy the Master Trust's investments at fair value by major category as of December 31, 2011 ($ in thousands). Investments are classified in their entirety based on the lowest level input that is significant to the fair value measurement.

	2011			
	Level 1	Level 2	Level 3	Total
Equity funds				
Domestic - large capitalization	$ 1,725,119	$ 1,393,176	$ -	$ 3,118,295
Domestic - medium capitalization	699,855	-	-	699,855
Domestic - small capitalization	-	658,055	-	658,055
Foreign and emerging markets	419,761	463,869	-	883,630
Fixed income funds				
Stable value	-	5,732,529	-	5,732,529
Bonds - high yield	298,032	-	-	298,032
Bonds - high quality	-	689,170	-	689,170
Bonds - other	249,339	275,057	-	524,396
Target retirement date funds	-	1,180,969	-	1,180,969
Real estate funds	-	212,069	-	212,069
Total investments at fair value	$ 3,392,106	$ 10,604,894	$ -	$ 13,997,000

All Level 1 investments are mutual funds that were traded in active markets and valued at the closing prices on the last reported business day. Investments categorized as Level 2 represent holdings of common collective trusts and commingled pools. These fund investments were valued using the net asset value (or its equivalent) determined by the respective investment manager based on the fair values of the underlying investments. Under procedures prescribed by the funds which make up each Plan investment option, periodic reviews of the valuation methodology used by each manager are conducted to ascertain that they utilize readily available market values and otherwise follow fair value procedures that the managers reasonably believe are consistent with those set forth in the funds' own valuation policies and procedures in determining net asset value. None of the funds held by the Master Trust have redemption restrictions.

There were no transfers of investments between the fair value hierarchy levels during 2011.

Note 3. Investment in the Master Trust (continued)

Wrapper Contracts

The Plan invested in the IF through a separate pool within the Master Trust. The IF is a common collective trust fund and invests primarily in U.S. investment grade corporate bonds, U.S. government/agency bonds, mortgage and other asset-backed securities, and other fixed income securities, as well as derivative instruments, coupled with negotiated contracts ("Wrappers") issued by three insurance companies (the "Issuers"). The Issuers are ING Life Insurance and Annuity Company, Pacific Life Insurance Company and Monumental Life Insurance Company. The Plan participated in the IF together with other employee benefit plans sponsored by GM. All plans of an employer that offer the IF as an investment option are referred to as a "Plan Group." During 2012, the only Plan Group participating in the IF was the GM Plan Group.

The Wrappers, as amended in August 2009, contain general obligations of the Issuers to pay under certain circumstances the amount, if any, by which the fair value of certain assets of the IF is less than the IF's contract value, which is the participant's original investment plus accrued interest thereon, based on a rate of return ("Crediting Rate"). The Wrappers enable gains or losses on the wrapped assets to generally be amortized over the duration of the portfolio, thereby leveling out changes in the IF's income and value with respect to these assets. The GMAM Trust holds the net assets of the IF and the Wrappers.

The Wrappers provide that the Crediting Rate will not be less than zero. The Crediting Rate is typically reset quarterly. The IF assets not covered by the Wrappers are generally invested in short-term investments and cash equivalents to provide necessary liquidity for participant withdrawals and exchanges. The Crediting Rate is affected by many factors, including market performance of the wrapped investments and purchases and redemptions by participants.

The Crediting Rate is determined based upon factors such as the rate of return set by formula for the relevant periods on the wrapped assets by the Issuers and confirmed by GMIMCo, the anticipated return of the IF's other assets for the relevant time period and anticipated liquidity needs.

The average actual portfolio yields and Crediting Rate for the six-month period ended June 30, 2012 and average annual portfolio yields and Crediting Rate for the year ended December 31, 2011 were as follows:

	Period Ended June 30, 2012	Year Ended December 31, 2011
Average actual portfolio yields	1.31%	3.29%
Average Crediting Rates	1.36%	3.40%

The Crediting Rate as of December 31, 2011 was 3.25%.

Note 3. Investment in the Master Trust (continued)

In the event of the insolvency of one of the Issuers, or the non-payment on, or the termination of, a Wrapper by the respective Issuer for reasons specified in the Wrapper, GM, GMIMCo, the GMAM Trust, the IF's managers, the Trustee, and the investment advisors (collectively, the "Fund-Related Parties") are not required to fulfill any of the Issuers' obligations under the Wrappers. The Fund-Related Parties do not guarantee either the units or the underlying assets or any Crediting Rate of return. The risks associated with investing in the IF were borne by the participants. . Units of the IF are not insured by the Federal Deposit Insurance Corporation.

The IF and the supporting Wrappers are designed to pay all participant-initiated transactions at contract value. Participant-initiated transactions are those transactions allowed by the Plan. Typically this would include withdrawals for benefits, loans or transfers to non-competing funds within the Plan.

The Wrappers may limit the ability of participants to transact at contract value upon the occurrence of an employer initiated event ("EIE"), where the cumulative value of net withdrawal activity by all Plans within the affected Plan Group during a defined time period exceeds a specified threshold value of such Plan Group's total investment in the IF. EIEs are determined by relevant Plan Group and include the following:

- Merger, consolidation, sale of assets or other events (e.g., spin-offs or restructurings) within the control of a Plan Group sponsor;
- Certain layoff or early retirement incentive programs of a Plan Group sponsor;
- The filing of a petition in bankruptcy by a Plan Group sponsor;
- An involuntary termination or take over by the Pension Benefit Guaranty Corporation of a Plan Group sponsor's defined benefit pension plans; and
- Elimination of the majority of a Plan Group sponsor's subsidy to its primary post-retirement medical benefits program.

The measurement principles for purposes of determining a Plan Group sponsor's net withdrawal threshold following an EIE, are as follows:

- The measurement period for each fiscal year is from July 1 to June 30;
- The cumulative value of net withdrawal activity related to a specific Plan Group equals or exceeds 18% of the IF book value for such Plan Group as of the prior June 30; and
- Net withdrawals include a specified percentage of full and partial withdrawals and loan draw downs by participants, netted against the full amount of contributions, loan repayments and rollovers into the IF for the respective Plan Group during the twelve months after an EIE. Participant exchanges into and out of the IF are not included in the calculations of net withdrawals.

If the net withdrawal thresholds are exceeded, benefit payments to all participants in the Plan Group would be made at fair value for the remainder of the measurement period. Benefit payments for Plan Groups other than the affected Plan Group would continue to be paid at contract value.

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

The Issuers have the right to terminate the Wrappers at any time without cause, after which benefit payments would continue to be made to all participants at contract value, subject to the terms of the Wrappers, for a period through a maturity date equal to the duration of the wrapped assets (which may be extended). On the maturity date, the Issuers would pay the amount, if any, by which the contract value exceeded either the fair value of the wrapped assets, or the liquidation proceeds from the sale of the wrapped assets, as selected by the GMAM Trust.

The Issuers have the right to terminate the Wrappers for cause upon the occurrence of the following events (either with respect to the applicable Plan Group, in the case of the first four events described below, or all Plan Groups in the other cases):

- A participating plan is disqualified by the Internal Revenue Service ("IRS") or is terminated and its assets are distributed to participants;
- A participating plan adds a competing fund to its investment options without the Issuers' approval (subject to a 30 day cure period);
- A participant communication is delivered, other than non-biased factual information regarding investment options or otherwise legally required communications, designed to induce participants to transfer into or out of the fund in a manner that materially and adversely impacts the Issuers;
- A participating plan is amended or its administration altered, thereby effecting a change which the Issuers reasonably determine will materially and adversely impact their obligations under the Wrappers (subject to a 30 day cure period);
- The GMAM Trust ceases to meet its material obligations under the Wrapper and fails to meet such obligation within 30 days following receipt of notification of the failure;
- The GMAM Trust, without the Issuers' consent, attempts to assign its interest in the Wrapper;
- GMIMCo is terminated as investment manager, and a successor that is reasonably acceptable to the Issuers is not appointed within 30 days from the termination date;
- The GMAM Trust changes the investment guidelines without the Issuers' written agreement;
- Investment discretion over the wrapped investments is exercised by or granted to anyone other than GMIMCo or a sub-advisor appointed by GMIMCo (or its successor) (subject to a 30 day cure period); and
- The GMAM Trust engages in any act of fraud, misrepresentation of material facts or deceit relating to the Wrappers.

In the event of a termination for cause, contract value benefit payments will cease and benefits will be paid at fair value. If benefit payments with respect to one or more but less than all Plan Groups are to be made at fair value, GMIMCo (or its successor) may deem it appropriate to restructure the Wrappers and/or the IF. It is possible that this could result in a temporary disruption of the IF's normal investment, admission and withdrawal activity.

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

Ratings of the Issuers could be reduced below their current level. In the event one of the Issuers defaults in the performance of its obligations, circumstances might be such that it would not be feasible to replace the Issuer, and that the other Issuers would thereby be obligated to accept a share of the terminated or defaulting Issuer's obligations, up to certain limits, for a period of up to six months.

Through the date of the Plan merger into the PSP, the IF continued to transact at contract value with Plan participants. The IF and the Plan's *Statements of Net Assets Available For Benefits* at December 31, 2011 were stated at fair value and adjusted to contract value in accordance with U.S. GAAP to reflect the IF's fully benefit responsiveness to conduct transactions with Plan participants at contract value. The Plan's share of the adjustment to contract value appears in the Plan's *Statement of Net Assets Available For Benefits* at December 31, 2011.

Note 4. Federal Income Tax Status

By letter dated June 16, 2011, the IRS has determined and informed GM that the Plan is a tax-qualified employee benefit plan, meeting the requirements of Sections 401(a) of the IRC, and the Master Trust established thereunder was determined to be exempt from United States Federal income taxes under Section 501(a) of the IRC. The Plan's management, fiduciary and tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the IRC at the time of the Plan merger and termination on July 6, 2012. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Plan management has analyzed the tax positions taken by the Plan and has concluded that as of July 6, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions. 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 5. Related Party-Transaction

The Plan and Master Trust had certain related-party relationships as described in Note 1 and enter into certain related-party transactions. These generally include investments with State Street, Fidelity, fund managers, GM and its subsidiaries. The fair value of investments held in the Master Trust sponsored by State Street, Fidelity and GMIMCo aggregated $12.0 billion at December 31, 2011. Such transactions were within the scope of the investment guidelines and Plan provisions.

NOTES TO FINANCIAL STATEMENTS

Note 6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the Plan's financial statements to the Form 5500 at July 6, 2012 and December 31, 2011 ($ in thousands):

	2012	2011
Net assets available for benefits per the financial statements	$ -	$ 11,253
Adjustment from contract value to fair value for fully benefit-responsive investment contracts		213
Net assets available for benefits per the Form 5500	$ -	$ 11,466

The following is a reconciliation of net investment gain from the Master Trust per the financial statements to the total investment loss per the Form 5500 for the period January 1, 2012 through July 6, 2012 ($ in thousands):

Net investment gain from the Master Trust per the financial statements	$ 148
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts at July 6, 2012	-
Subtract: Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2011	(213)
Total investment (loss) per the Form 5500	$ (65)

Note 7. Subsequent Event

Subsequent events have been evaluated through October 8, 2013, which is the date these financial statements were available to be issued.