

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>10/01/2012</u> and ending <u>09/30/2013</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 GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	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; include room or suite number (employer, if for a single-employer plan) GENERAL MOTORS LLC KEVIN W. COBB 300 RENAISSANCE CENTER MC 482-C33-D71 DETROIT, MI 48265-3000	2b Employer Identification Number (EIN) <u>27-0383222</u> 2c Sponsor's telephone number <u>313-665-1803</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	Filed with authorized/valid electronic signature.	07/10/2014	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 ☒ 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 109828
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	
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: 1A 1G 1I 3H 1H		
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) ☒ 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
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 2012 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

▶ **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>2012</u>	
2 Assets:	
a Market value	2a <u>28699482909</u>
b Actuarial value	2b <u>25829534619</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>109760</u> (1) Number of participants <u>18807466613</u> (2) Funding Target
b For terminated vested participants.....	3b <u>68</u> <u>2238366</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>0</u>
(2) Vested benefits.....	3c(2) <u>0</u>
(3) Total active	3c(3) <u>0</u>
d Total	3d <u>109828</u> <u>18809704979</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
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
5 Effective interest rate	5 <u>6.77 %</u>
6 Target normal cost.....	6 <u>1853167</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>06/19/2014</u>
	Signature of actuary	Date
<u>MARY E GIBBON</u>		<u>14-06921</u>
	Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON</u>		<u>703-258-8163</u>
	Firm name	Telephone number (including area code)
<u>901 N GLEBE ROAD</u> <u>ARLINGTON, VA 22201</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) 2012
v. 120126

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	8883172747	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	200000000	0
9	Amount remaining (line 7 minus line 8)	8683172747	0
10	Interest on line 9 using prior year's actual return of <u>18.77</u> %	1026939948	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	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		
12	Other reductions in balances due to elections or deemed elections	3211995612	
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	6498117083	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	102.77 %
15	Adjusted funding target attainment percentage	15	137.32 %
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	100.16 %
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
			Totals ►	18(b)	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
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22
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 subject to 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	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1853167	
b Excess assets, if applicable, but not greater than line 31a	31b	1853167	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment			
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 an election was made to use PRA 2010 funding relief for this plan:			
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		
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
SEE ATTACHED PDF ATTACHED IS A COMPLETE SCHEDULE C ALL SECTIONS, MI 00000

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

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

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

(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

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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)
---------------	--

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>0</u>
---------------------------------------	-------------------------------	---

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>0</u>
---------------------------------------	-------------------------------	---

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>0</u>
---------------------------------------	-------------------------------	---

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>0</u>
---------------------------------------	-------------------------------	---

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

SCHEDULE H (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>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013		
A Name of plan GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">001</div>
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)	1257212459	
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	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)		
(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	29245254445	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	365499495	
i Acquisition indebtedness	1i		
j Other liabilities	1j	1814163242	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2179662737	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27065591708	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)	39550496	
(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)		39550496
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)	8932457	
(C) Corporate debt instruments	2b(1)(C)	75135628	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	19654628	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		103722713
(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)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	32931712436	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	32614564160	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		317148276
(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		61125268
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		730372
(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		-4059162
d Total income. Add all income amounts in column (b) and enter total.....	2d		518217963

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	586013605	
(2) To insurance carriers for the provision of benefits	2e(2)	26991097623	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		27577111228
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)	1949913	
(2) Contract administrator fees	2i(2)	536856	
(3) Investment advisory and management fees	2i(3)	1991337	
(4) Other	2i(4)	2220337	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6698443
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		27583809671

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-27065591708
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ 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 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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		150000000
4e			
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	
4f			
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	
4g			
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	
4h			
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	
4i			
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		
4j			
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		
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year

☒ Yes ☐ No Amount:

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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>80</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)
----------------	--

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	--

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: 91% High-Yield Debt: 4% Real Estate: _____% Other: 5%

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 line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

Employer ID: 27-0383222

Plan Number: 001

Statements of Net Liabilities (Liquidation Basis)
as of September 30, 2013 and 2012

Statement of Changes in Net Liabilities (Liquidation Basis)
for the Year Ended September 30, 2013

Supplemental Schedule for the Year Ended September 30, 2013 and
Independent Auditors' Report

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Liabilities (Liquidation Basis) as of September 30, 2013 and 2012.....	3
Statement of Changes in Net Liabilities (Liquidation Basis) For the Year Ended September 30, 2013	4
Notes to Financial Statements.....	5
SUPPLEMENTAL SCHEDULE	
Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the Year Ended September 30, 2013.....	i

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.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
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"), which comprise the statements of net liabilities (liquidation basis) as of September 30, 2013 and 2012, and the related statement of changes in net liabilities (liquidation basis) for the year ended September 30, 2013, 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 financial status of the General Motors Retirement Program for Salaried Employees as of September 30, 2013 and 2012 (liquidation basis), and the changes in its financial status for the year ended September 30, 2013 (liquidation basis), in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 6 to the financial statements, the Plan was terminated effective November 1, 2012 and the Plan's assets were liquidated on September 27, 2013. In accordance with accounting principles generally accepted in the United States of America, the financial statements are presented under the liquidation basis of accounting.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Reportable Transactions for the year ended September 30, 2013 is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. These schedule has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedule 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 schedule is fairly stated in all material respects in relation to the financial statements as a whole.

Deloitte + Touche LLP

June 30, 2014

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENTS OF NET LIABILITIES (LIQUIDATION BASIS) AS OF SEPTEMBER 30, 2013 AND 2012 (in thousands)

	<u>2013</u>	<u>2012</u>
Assets		
Cash	\$ -	\$ 606,104
Investments at estimated fair value:		
Interests in Investment Trusts	-	1,257,213
Interests in Master Trusts	-	156,393
Cash equivalents and other short term investments	-	26,999
Debt securities	-	23,166,810
Group annuity contracts	-	3,148,710
Derivatives, net	-	4,533
Receivables:		
Contribution from GM	-	650,000
Accrued interest and other	-	226,768
Due from brokers for investments sold	-	1,725
Total assets	<u>-</u>	<u>29,245,255</u>
Liabilities		
Amount due New SRP	-	1,464,163
Loan payable to GM	-	350,000
Payable to brokers for investments purchased	-	339,088
Accrued administrative expenses and other	-	26,412
Present value of participant benefits, including annuitization costs	-	27,585,489
Total liabilities	<u>-</u>	<u>29,765,152</u>
Net liabilities in liquidation	<u>\$ -</u>	<u>\$ (519,897)</u>

See notes to financial statements

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

STATEMENT OF CHANGES IN NET LIABILITIES (LIQUIDATION BASIS) FOR THE YEAR ENDED SEPTEMBER 30, 2013 (in thousands)

Net liabilities in liquidation, beginning of year	<u>\$ (519,897)</u>
Decrease (increase) due to:	
Contributions from GM (to fund benefit payments and purchase of annuity contracts of \$586,014 and \$26,991,098, respectively)	39,550
Investment income (loss):	
Net investment gain from Investment Trusts	61,125
Net investment gain from Master Trusts	730
Net realized and unrealized gains (losses) on investments:	
Debt securities	277,675
Group annuity contracts	43,460
Derivatives	(3,986)
Interest income	103,723
Dividend and other income (loss), net	<u>(4,059)</u>
Total investment income	<u>478,668</u>
Interest	(9,175)
Experience gain	17,552
Administrative expenses	<u>(6,698)</u>
Net decrease	<u>519,897</u>
Net liabilities in liquidation, end of year	<u>\$ -</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 was General Motors LLC ("GM LLC", "GM" or "Company"), an indirect wholly-owned subsidiary of General Motors Company ("GM Company"). The Plan document contained a complete description of the Plan's provisions. 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 Plan was terminated effective November 1, 2012 as disclosed in Note 6. Plan Termination.

General

The Plan was 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. The accrual of benefits under the 1.25% formula ceased effective September 30, 2012 pursuant to a January 2012 amendment which did not affect participant accumulated plan benefits.
- 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. Balances under the ABP portion of the Plan continued to earn interest credits. Benefits earned prior to January 1, 2007 vested after three years of service.

Certain retirees and surviving spouses eligible for Company provided health care upon retirement received, commencing at age 65 when Company health care coverage ceased, a \$300 monthly benefit from the Plan.

For retirements commencing on or after December 1, 2011, eligible participants could elect to receive a lump-sum distribution of their entire pension benefit. 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.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 1. Description of the Plan (continued)

The Plan was amended during 2012 to afford a one-time GM Voluntary Lump-Sum Offer Window Program (“LSOWP”) to a specified class of in-pay retirees and beneficiaries, and 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 General Motors Salaried Retirement Program (“New SRP”) established and thereafter maintained by GM effective August 1, 2012.

The Investment Funds Committee (“IFC”) of the GM LLC Board of Managers was 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”) was 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”) served as the Plan’s principal trustee.

An Annuity Committee was established, pursuant to a 2012 Plan amendment, 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 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.

Note 2. Significant Accounting Policies

Basis of Accounting

As a result of the initiatives undertaken to terminate the Plan hereinafter discussed, the financial statements are presented on the liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Accordingly, the Plan reported its benefit obligation as a liability on the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012.

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP required management to make estimates and assumptions that affected the reported amounts of net liabilities in liquidation and the reported amounts of changes therein.

Contributions

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

Payment of Benefits

Benefit payments were accrued under the liquidation basis of accounting.

Administrative Expenses

Certain Plan administrative expenses were partly paid by the Company and such costs were 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 II ("GMAM II"), a master trust. The GM sponsored benefit plans participating in GMAM II were the Plan, the New SRP and General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan").

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

GMAM II and the Investment Trusts are tax exempt under the IRC and are direct filing entities. The plans that participated in either GMAM II and/or the Investment Trusts owned a beneficial interest in certain underlying investments of these respective trusts.

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

Risks and Uncertainties

The Plan, GMAM II and the Investment Trusts held numerous investment securities which were 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 was reasonably possible that changes in the values of investment securities would occur and those changes could have materially affected 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, GMAM II’s and the Investment Trusts’ policy was to transfer investments between the levels of the fair value hierarchy at the beginning of the year based upon changes to observable inputs that were significant to the overall fair value measurements.

Investment Valuation

The investments held by the Plan, within GMAM II and the 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, 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.

Mortgage and 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 were the contracts entered into with life insurance companies which were used as a funding instrument for specified benefits payments. The contracts were supported by one or more separately managed investment accounts which generally held 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 publicly traded real estate investment trusts, 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. The valuation of publicly traded real estate investment trusts is the same as that previously described for *Equity securities*. 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.

Note 3. 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.

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.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 3. Retiree Lump-Sum Offer and Annuity Contracts (continued)

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 closings of the amended and restated Prudential GAC, MetLife GAC and Aetna GAC were consummated on November 1, 2012, November 14, 2012 and December 3, 2012, respectively. The aggregate consideration paid related to the purchase of terminal annuities and the conversions to nonparticipating status approximated \$27 billion and included approximately \$2.9 billion of assets then held in the respective insurers’ separate investment accounts that were surrendered. Upon closing, Prudential, MetLife and Aetna each irrevocably and unconditionally guaranteed payment of retired participant terminal annuities and/or their respective share of Part B Primary Benefits commencing January 1, 2013.

Note 4. Employer Loans and Contributions

In conjunction with the Plan’s termination under ERISA, the Company entered into an agreement to pay to the Plan the amounts necessary to ensure that upon distribution of Plan assets, the Plan was 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 \$60.4 million during the period April 2013 through late September 2013 leaving an outstanding Initial Loan balance of \$39.6 million which was forgiven by the Company and deemed an employer contribution (pursuant to an executed Loan Repayment Agreement) for the year ended September 30, 2013.

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.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 4. Employer Loans and Contributions (continued)

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

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 estimated fair value of the investments attributable to the transferred participants 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. Transfer of the remaining investments, including accumulated earnings thereon, was completed in early 2013. A liability of approximately \$1.5 billion representing the amount due the New SRP was recorded in the *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012.

Note 6. Plan Termination

The Plan was terminated effective November 1, 2012 pursuant to a standard termination under Section 4041 of ERISA and upon expiration of the Pension Benefit Guaranty Corporation review period. Subsequent to the closing of the group annuity contracts and completion of the asset transfers to the New SRP as previously described, the Plan's trust was liquidated and terminated on September 27, 2013.

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
Mortgage and asset-backed securities	-	974,641	28,128	1,002,769
Total debt securities	-	23,138,682	28,128	23,166,810
Group annuity contracts	-	-	3,148,710	3,148,710
Derivatives	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>

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, 2013 (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							
Mortgage and asset-backed securities	\$ 28,128	\$ 200	\$ -	\$ 28,328	\$ -	\$ -	\$ -
Group annuity contracts	3,148,710	43,460	500,000	3,692,170	-	-	-
Total	<u>\$3,176,838</u>	<u>\$ 43,660</u>	<u>\$ 500,000</u>	<u>\$3,720,498</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

Note 8. Investment in Master Trust

The net assets of GMAM II at September 30, 2012 were as follows (in thousands):

Cash	<u>\$ 7,241</u>
Investments at fair value	
Cash equivalents and other short-term investments	121,889
Equity securities	5,764
Debt securities	1,143,148
Investment funds	38,229
Private equity and debt investments	25,077
Derivatives, net	90
Total investments	<u>1,334,197</u>
Receivables	
Accrued investment income	14,554
Due from broker for securities sold	3,286
Other receivables	5,975
Total receivables	<u>23,815</u>
Total assets	<u>1,365,253</u>
Liabilities	
Payable to broker for securities purchased	3,697
Accrued expenses and other liabilities	3,931
Total liabilities	<u>7,628</u>
Total net assets	<u><u>\$ 1,357,625</u></u>

The Plan's beneficial interest in GMAM II at September 30, 2012 approximated 11.5%.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trust (continued)

The net investment loss attributable to GMAM II for the year ended September 30, 2013 was as follows (in thousands):

Net realized and unrealized gains and (losses)	
on investments	
Equity securities	\$ 27,943
Debt securities	(318,379)
Investment funds	1,303
Private equity and debt investments	(5,741)
Real estate and other alternative investments	(450)
Derivatives (including foreign currency spot contracts), net	(3,110)
Other investments	<u>(2,346)</u>
Net realized and unrealized losses	
on investments	<u>(300,780)</u>
Interest income	55,959
Dividend income	11,236
Other income, net	<u>11,538</u>
	<u>78,733</u>
Administrative expenses and other, net	<u>(792)</u>
Net investment loss	<u>\$ (222,839)</u>

The Plan's ownership of GMAM II was substantially liquidated by December 31, 2012. The Plan's share of GMAM II net investment income prior to liquidation was \$730.

The following table presents the individual investments that equaled or exceeded 5% of GMAM II's net assets as of September 30, 2012 (in thousands):

Cash equivalents and other short-term investments	
Government Short Term Investment Fund	\$ 121,889
Debt securities	
U.S. Treasury Note 11/15/39, 4.375%	152,394
U.S. Treasury Note 02/15/39, 3.5%	100,733
U.S. Treasury Note 08/15/22, 1.62%	74,918

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Investment in Master Trust (continued)

The following table presents by level within the fair value hierarchy the financial assets and liabilities of GMAM II 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	\$ -	\$ 121,889	\$ -	\$ 121,889
Equity securities				
Consumer discretionary and staples	-	259	3,799	4,058
Energy and utilities	185	2	-	187
Industrials and materials	-	45	235	280
Financial services	-	1,099	164	1,263
Total equity securities	185	1,405	4,198	5,788
Debt securities				
Corporate debt securities	-	216,274	29,310	245,584
U.S. government and agency obligations	-	521,804	-	521,804
Foreign government and government agencies	-	370,645	-	370,645
Mortgage and asset-backed securities	-	5,115	-	5,115
Total debt securities	-	1,113,838	29,310	1,143,148
Investment funds				
Equity funds	-	-	13,362	13,362
Fixed income funds	-	-	16	16
Multi-strategy funds	8,117	-	16,734	24,851
Total investment funds	8,117	-	30,112	38,229
Private equity and debt investments				
Other	-	-	25,077	25,077
Derivatives(a)	71	441	51	563
Total financial assets	8,373	1,237,573	88,748	1,334,694
Liabilities(b)				
Equity securities	-	-	(24)	(24)
Derivatives(a)	(48)	(425)	-	(473)
Total financial liabilities	(48)	(425)	(24)	(497)
Total fair value of investments	\$ 8,325	\$ 1,237,148	\$ 88,724	\$ 1,334,197

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

(b) Represents investments sold short and derivative contracts.

Transfers Between Levels

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

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to GMAM II 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 as of September 30, 2012 is presented in the following table (in thousands):

<u>Trusts</u>	<u>Trust EIN</u>	<u>Fair Value</u>
First Plaza Group Trust	25-6295264	\$ 1,070,066
White Plaza Group Trust	11-3317084	187,137
General Motors Hourly-Rate Employees Pension Trust	25-6013833	10
Total beneficial interests in Investment Trusts		<u>\$ 1,257,213</u>

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

Plan	\$ 1,257,213
Hourly Plan	55,931,508
New SRP	3,291,756
Personal Retirement Plan	<u>26,881</u>
Total net assets of the Investment Trusts	60,507,358
Less:	
Cash	'282,798
Net non-security assets	<u>387,243</u>
Fair value of Investment Trusts' net assets subject to leveling	<u>\$ 59,837,317</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
Mortgage and asset-backed securities	-	1,584,342	62,472	1,646,814
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)

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

(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.

Transfers Between Levels

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

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 established the Plan's investment allocation policy and GMIMCo oversaw the allocation of investments with a view towards achieving the desired investment objectives. The Plan, GMAM II and Investment Trusts were exposed to various types of risks that were associated with the financial instruments and markets in which the Plan, GMAM II and Investment Trusts invested. These risks included market risk, credit risk and liquidity risk. The overall risk management strategies and policies complemented 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, GMAM II and Investment Trusts invested in financial instruments denominated in foreign currencies and were exposed to risks that the foreign currency exchange rates fluctuated in a manner that adversely affected the value of foreign currency denominated assets or liabilities. Foreign currency contracts were used to manage currency risk.

Interest Rate Risk – The Plan, GMAM II and Investment Trusts invested in fixed income securities for which changes to the relevant interest rates for particular securities may have resulted 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 may have resulted in an increase or decrease in the fair value of the securities held. Interest rate swaps and other financial derivative instruments were used to manage interest rate risk.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 10. Investment Risks (continued)

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 were carried at fair value and all changes in market prices directly affected net assets available for benefits, and such changes were recognized in the statement of changes in net assets available for benefits. The Plan, GMAM II and Investment Trusts managed price risk by constructing a diversified portfolio of financial instruments. In addition, price risk may have been 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 employed 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 were 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 would encounter difficulty in meeting obligations associated with its financial liabilities, primarily benefit payments as they became due. This situation might have arisen 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 have been impaired if other market participants were seeking to simultaneously sell similar assets.

Certain investment funds, private equity and debt investments, real estate investments and derivative contracts owned by GMAM II or Investment Trusts were illiquid. As a result, the Plan may have been 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 were generally long-term investments that complemented the long-term nature of the Plan's accumulated plan benefits and were not used to fund benefit payments when they became due. GMIMCo monitored liquidity risk on an ongoing basis and had 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 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 experienced 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 monitored counterparty and liquidity risks on an on-going basis and had procedures in place designed to monitor the financial performance of the life insurance companies that were parties to these contracts and maintained 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 at September 30, 2012. The fair value of these investments represented approximately 15% of the Plan's total assets at September 30, 2012. Because of the inherent uncertainty of these estimates, the values for these types of investments may have differed significantly from the fair values that would have been used had a ready market for these investments existed, and the differences could have been material.

Note 11. Derivative Financial Instruments

The Plan, GMAM II and the Investment Trusts entered 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 have arisen if the value of the derivative contract decreased due to an unfavorable change in the price of the underlying assets or if the counterparty did not perform under the contract. All derivative contracts were recorded at fair value.

Derivative contracts were 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, GMAM II and the Investment Trusts may have entered 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 Plan, GMAM II and the Investment Trusts as of September 30, 2012 were as follows (in thousands):

	2012		
	Plan	GMAM II	Investment Trusts
Derivative assets			
Interest rate contracts	\$ 4,533	\$ -	\$ 1,663,907
Foreign currency contracts	-	441	34,267
Commodity contracts	-	22	48
Credit contracts	-	-	315
Equity contracts	-	100	45,707
Total	<u>\$ 4,533</u>	<u>\$ 563</u>	<u>\$ 1,744,244</u>
Derivative liabilities			
Interest rate contracts	\$ -	\$ -	\$ (879,825)
Foreign currency contracts	-	(425)	(24,186)
Commodity contracts	-	(48)	(22)
Credit contracts	-	-	(358)
Equity contracts	-	-	(57,890)
Total	<u>\$ -</u>	<u>\$ (473)</u>	<u>\$ (962,281)</u>

The fair values of the derivative contracts were included in the respective captions – *Interests in Investment Trusts, Interests in Master Trusts and Derivatives, net* within the Plan's *Statement of Net Liabilities (Liquidation Basis)* at September 30, 2012. Changes in the fair value of the derivative contracts were recorded in the respective captions – *Net Investment Gain from Investment Trusts, Net Investment Gain from Master Trusts and Net Realized and Unrealized Gains (Losses) Derivatives* within the Plan's *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) attributable to the Plan, GMAM II and the Investment Trusts for the year ended September 30, 2013 (in thousands):

	2013		
	Plan	GMAM II	Investment Trusts
Interest rate contracts	\$ (3,998)	\$ (26,903)	\$ (12,629)
Foreign currency contracts	-	1,533	10,373
Commodity contracts	-	(58)	59
Credit contracts	-	-	99
Equity contracts	12	22,318	(7,176)
Total	<u>\$ (3,986)</u>	<u>\$ (3,110)</u>	<u>\$ (9,274)</u>

The following tables present the derivatives activity within the Plan, GMAM II and Investment Trusts based on the average notional amount of derivative contracts held throughout the years ended September 30, 2013 and 2012 (in thousands). The notional amount represents the contractual amount applicable to the derivative contracts and not the amount at risk.

	2013			2012		
	Plan	GMAM II	Investment Trusts	Plan	GMAM II	Investment Trusts
Interest rate contracts	\$ -	\$ 334,560	\$ 69,646,510	\$ 731,350	\$ 10,148	\$ 187,817,699
Foreign currency contracts	-	30,562	6,324,507	-	147,191	10,904,604
Commodity contracts	-	-	-	-	67	73
Credit contracts	-	-	12,971	-	-	395,780
Equity contracts	-	106	3,211	-	-	6,101
Total	<u>\$ -</u>	<u>\$ 365,228</u>	<u>\$ 75,987,199</u>	<u>\$ 731,350</u>	<u>\$ 157,406</u>	<u>\$ 199,124,257</u>

All of the derivative contracts directly held by the Plan were settled on October 1, 2012.

Interest rate contracts, including interest rate swaps, swaptions and financial futures, were generally used to reduce the Plan's sensitivity to changes in interest rates. In addition, interest rate swaps, swaptions and financial futures may have been 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 may have been used as a short-term or long-term hedge against possible variations in foreign exchange rates and for other risk management purposes.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 11. Derivative Financial Instruments (continued)

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

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

The fair value of cash and securities posted as collateral by the Investment Trusts for the benefit of counterparties in connection with open derivatives contracts at September 30, 2012 aggregated approximately \$446,500. Neither the Plan nor GMAM II posted any collateral on open derivative contracts at September 30, 2012.

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

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Investment Funds

The investment funds held by GMAM II and the Investment Trusts may have been 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 due to redemption restrictions imposed by fund managers. Distributions from such investment funds were received as the underlying investments comprising these funds were liquidated.

The following describes the various investment funds and their related strategies held by GMAM II and the Investment Trusts.

Equity funds primarily invest in U.S. equity securities as well as equity securities issued by companies incorporated, listed or domiciled in developed and/or emerging markets countries. Also included in this group are equity long/short investment funds that attempt to profit from security mispricing in equity markets.

Fixed income funds invest in high quality and high yield fixed income securities of domestic and foreign public and private companies and government issuers. This category also reflects investment funds 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.

Multi-strategy funds represent investment funds that invest in broadly diversified portfolios of equity, fixed income and derivative instruments. Certain investment 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).

Funds of hedge funds 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. Included in this group is the General Motors Asset Management Absolute Return Strategy Fund ("ARS") which is managed by GMIMCo. Generally, investors in ARS do not have the right to redeem their interest from the fund. However, pursuant to ARS's offering documents and the Securities and Exchange Commission requirements for registered investment companies, redemption of interests from ARS may occur through a tender offer and payment for the interests tendered must be made within four to six months thereafter.

Other investment funds invest in event-driven situations (i.e. mergers, hostile takeovers, reorganizations, recapitalizations, share buybacks or leveraged buyouts). This category also represents investment funds that employ other investment strategies such as global macro (i.e. investment in leveraged transactions) and managed futures.

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 GMAM II and the Investment Trusts at September 30, 2012 (\$ in thousands):

Description	Fair Value	Unfunded Commitments	Not Redeemable*	Funds with Permitted Redemptions		
				Redeemable*	Redemption Frequency	Redemption Notice Period
GMAM II						
Equity funds ^(a)	\$ 13,361	\$ -	100%	0%	N/A	N/A
Fixed income funds	16	-	100%	0%	N/A	N/A
Multi-strategy funds ^(b)	16,734	-	100%	0%	N/A	N/A
Total	<u>\$ 30,111</u>	<u>\$ -</u>				
Investment Trusts						
Equity funds	\$ 79,142	\$ -	32%	68%	Daily	2 days
Fixed income funds ^(c)	786,625	85,328	16%	84%	Daily, Monthly, Quarterly, Semi-Annually	2 - 90 days
Multi-strategy funds ^(d)	1,170,732	-	3%	97%	Monthly, Quarterly	3 - 91 days
Funds of hedge funds ^(e)	4,125,901	173,984	95%	5%	Semi-Annually	95 days
Other funds ^(f)	391,771	-	2%	98%	Monthly, Quarterly	5 - 45 days
Total	<u>\$ 6,554,171</u>	<u>\$ 259,312</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 representing 20% of the fair value had designated "side-pocket" investments.

(b) The funds comprising this category were expected to be liquidated within 6 years.

(c) A single investment fund representing 21% of the fair value of this strategy was subject to an initial lock-up period of 3 years. The nonredeemable funds in this category were estimated to be liquidated within 10 years.

(d) Investment funds representing 1% of the fair value had "side-pocket" investments. The nonredeemable funds were estimated to be liquidated within 6 years.

(e) Includes investment in ARS aggregating \$3.9 billion. Investment funds representing 0.1% of the total fair value had "side-pocket" investments. The redeemable investment funds in this category were subject to an initial lock-up period of 3 years.

(f) Approximately 13% of the fair value of investment funds in this category were subject to initial lock-up periods ranging from 3 months to 2 years. The nonredeemable funds were estimated to be liquidated within 8 years.

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Private Equity and Debt Investments

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

No private equity and debt investments were owned by the Plan or GMAM II at September 30, 2012.

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.

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

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Real Estate and Other Alternative Investments

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

Neither the Plan nor GMAM II held any real estate and other alternative investments at September 30, 2012.

The following table summarizes the fair value, unfunded commitments and estimated liquidation periods of certain real estate and other alternative 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	\$ 4,622,607	\$ 882,680				

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

The “Core/Core Plus” category in the preceding table reflects approximately \$800 million of investments which were held in entities managed by third-party investment advisors. The “Opportunistic” category included approximately \$41 million of similar third party managed investments. These investments were highly illiquid, generally could not be redeemed and distributions from these entities were received upon liquidation of the underlying assets. Plan management has not established a liquidation date for approximately \$400 million of the aforementioned investments as of September 30, 2012. 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. 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. 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 were 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, 2013, 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 were no audits for any tax periods in progress. Plan management believes that the Plan is no longer subject to audit for periods prior to the 2010 plan year.

Note 14. Related-Party Transactions

The Plan, Master Trusts and Investment Trusts entered 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 were 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 15. Actuarial Present Value of Participant Benefits and Plan Termination Assumptions

The Company has terminated the Plan as described in Note 6. Plan Termination. In conjunction therewith, the Plan entered into contractual arrangements with several insurers as discussed in Note 3. Retiree Lump-Sum Offer and Annuity Contracts that contractually provided for the ongoing payment of pension benefits to a specific population of retired plan participants and their beneficiaries. In addition, all active salaried participants and certain terminated vested and other retirees were transferred to the New SRP as disclosed in Note 5. Transfers to New SRP.

The actuarial present value of accumulated participant benefits at September 30, 2012 was determined on a liquidation basis as a result of the initiatives undertaken to terminate the Plan and reflects the following actuarial assumptions and other valuation inputs and adjustments:

- The interest rate used to discount accumulated plan benefits at September 30, 2012 was 3.24%.
- 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).
- Benefits paid (i.e. cleared bank presentments) to Plan participants subsequent to September 30, 2012 net of adjustments totaled approximately \$586 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 3. Retiree Lump-Sum Offer and Annuity Contracts 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. 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 16. Reconciliation of Financial Statements to the Form 5500

The following table presents a reconciliation of net liabilities (*Liquidation Basis*) per the financial statements to net assets per the Form 5500 as of September 30, 2013 and 2012, respectively, (in thousands):

	<u>2013</u>	<u>2012</u>
Net liabilities (Liquidation Basis) per the financial statements	\$ -	\$ (519,897)
Add:		
Present value of participant benefits, including annuitization costs	-	27,585,489
Net assets available for benefits per the Form 5500	<u>\$ -</u>	<u>\$ 27,065,592</u>

The following is a reconciliation of the changes in net liabilities (*Liquidation Basis*) per the financial statements to the Form 5500 for the year ended September 30, 2013 (in thousands):

	<u>Amounts per Financial Statements</u>	<u>Plan Liquidation Activity</u>	<u>Amounts per Form 5500</u>
Benefits paid to participants	\$ -	\$ 586,014 (a)	\$ 586,014
Amounts paid to insurers for the provision of benefits	-	26,991,098 (b)	26,991,098
Interest	9,175	(9,175) (c)	-
Experience gain	(17,552)	17,552 (d)	-
			-

(a) Benefits paid to participants that were accrued in the prior year financial statements.

(b) Plan assets transferred / surrendered to the insurers pursuant to the closing of the group annuity contracts that were accrued in the prior year per the financial statements.

(c) Interest expense recognized on the present value of participant benefit obligation (recorded in the prior year per the financial statements) and excluded from the Form 5500.

(d) Actuarial experience gain recognized on the present value of participant benefit obligation (recorded in the prior year per the financial statements) and excluded from the Form 5500.

Note 17. Subsequent Events

Subsequent events have been evaluated through June 30, 2014 which is the date these financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GENERAL MOTORS RETIREMENT PROGRAM FOR SALARIED EMPLOYEES

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS **EMPLOYER ID: 27-0383222**
FOR THE YEAR ENDED SEPTEMBER 30, 2013 **PLAN NUMBER: 001**
(in thousands, except number of transactions)

(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:							
The Prudential Insurance Company of America	Group Annuity Contract*	1		24,102,949	22,928,890	24,102,949	1,174,059
Series of transactions:							
The Prudential Insurance Company of America	Group Annuity Contract	3		35,806	18,908	35,806	16,898
The Prudential Insurance Company of America	Group Annuity Contract*	1		24,102,949	22,928,890	24,102,949	1,174,059
The Prudential Insurance Company of America	Group Annuity Contract**	1		1,000,022	216,540	1,000,022	783,482
Metropolitan Life Insurance Company	Group Annuity Contract	1	500,000	-	-	500,000	-
Metropolitan Life Insurance Company	Group Annuity Contract	8		689,132	656,655	689,132	32,477
Metropolitan Life Insurance Company	Group Annuity Contract***	1		960,756	875,338	960,756	85,418

* Represents the transfer of various investment securities upon closing of the amended and restated Prudential GAC.

** Represents the surrender of insurer separate account assets upon closing of the amended and restated Prudential GAC.

*** Represents the surrender of insurer separate account assets upon closing of the amended and restated MetLife GAC.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2012**This Form is Open to Public
Inspection**For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 11/01/2012► **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.

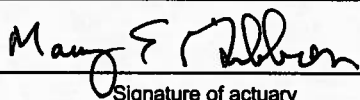
A Name of plan General Motors Retirement Program for Salaried Employees		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF General Motors LLC		D Employer Identification Number (EIN) 27-0383222
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior 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>1</u> Year <u>2012</u>			
2 Assets:			
a Market value		2a	28,699,482,909
b Actuarial value		2b	25,829,534,619
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....		3a	109,760
b For terminated vested participants.....		3b	68
c For active participants:			
(1) Non-vested benefits		3c(1)	0
(2) Vested benefits		3c(2)	0
(3) Total active.....		3c(3)	0
d Total.....		3d	109,828
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	
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	
5 Effective interest rate		5	6.77 %
6 Target normal cost		6	1,853,167

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>June 19, 2014</u>
Mary E Gibbon		Date
Type or print name of actuary		14-06921
Towers Watson		Most recent enrollment number
Firm name		(703) 258-8163
901 N Glebe Road		Telephone number (including area code)
Arlington		
VA 22201		
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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	8,883,172,747	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	200,000,000	0
9	Amount remaining (line 7 minus line 8)	8,683,172,747	0
10	Interest on line 9 using prior year's actual return of <u>18.77</u> %	1,026,939,948	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of <u>5.46</u> % except as otherwise provided (see instructions)		
	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		
12	Other reductions in balances due to elections or deemed elections	3,211,995,612	
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	6,498,117,083	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.77 %
15	Adjusted funding target attainment percentage	15	137.32 %
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	100.16 %
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
Totals ►			18(b)	0	18(c)
				0	0

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

a Contributions allocated toward unpaid minimum required 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	

20 Quarterly contributions and liquidity shortfalls:

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

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

c If line 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22
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 subject to 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	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,853,167	
b Excess assets, if applicable, but not greater than line 31a	31b	1,853,167	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment.....			
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 an election was made to use PRA 2010 funding relief for this plan:			
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43		

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, 2012
Enrolled Actuary	Mary Gibbon
Enrollment Number	14-06921

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

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

**Schedule SB, Line 12 –
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001**

The amount in line 12 of \$3,211,995,612 is the amount of funding standard carryover balance transferred to the plan that was spun-off on August 1, 2012.

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 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.

**Schedule SB, Line 41 –
General Motors Retirement Program for Salaried Employees
EIN/PN: 27-0383222/001**

The plan elected Pension Funding Relief for the 2010 year using the 15 year amortization. As the plan is now fully funded, the amortization bases are eliminated.

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

The Plan was terminated as of November 1, 2012.

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

Plan Sponsor: General Motors LLC

EIN/PN: 27-0383222/001

Economic Assumptions

Interest rate basis: Segment rates based on bond yields during the month of the valuation date

- Applicable month June, 2012

Interest rates:

- First segment rate 5.54%
- Second segment rate 6.85%
- Third segment rate 7.52%
- Effective interest rate 6.77%
- Interest Rates used for maximum contribution calculations and PBGC 24 month average 3-Segment Rates for June 2012 ignoring MAP 21 smoothing: 1.84%; 4.79%; 5.90%

Annual rates of increase

- Future increases in Maximum Benefits Limits Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. No provision is made for future increases in the maximum annual benefit.

Demographic Assumptions

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

Mortality

- Healthy and Disabled

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

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

The sample rates at 10/1/2012 by gender are shown below:

Percentage not surviving during the year		
Age	Males	Females
20	0.0268%	0.0155%
30	0.0416%	0.0215%
40	0.0658%	0.0351%
50	0.1382%	0.1291%
60	0.5085%	0.4540%
70	1.5349%	1.4814%
80	4.7006%	4.1126%
90	16.4545%	13.3534%
100	37.6087%	35.8333%

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 (2.59% for July 2012).

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.

For disability retirements and non-disability retirements prior to 12/1/2012, it is assumed that 100% elect the annuity form of payment for retirement. For non-disability retirements on and after 12/1/2012, it is assumed that 50% will elect the annuity form of payment and 50% will take lump sums.

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.

Percent married	<p>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.</p> <p>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.</p>
Spouse age	<p>Husband-wife age difference is three years for males and two years for females.</p>
Level benefit assumptions	<p>15% of single life annuity elections of retirees get J&S Level benefit</p>
Administrative expenses	<p>The assumed annual plan-related expenses are \$22,238,000 for the current plan year and \$28,723,000 for the prior plan year.</p>
At-risk assumptions	<p>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.</p>
Timing of benefit payments	<p>Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.</p>
Change in assumptions since prior valuation	<p>The assumed annual plan-related expenses were changed from \$28,723,000 for 2011 to \$22,238,000 for 2012.</p> <p>The 3-tier segment rates were updated to reflect rates as of June 2012 as opposed to June 2011. Rates were also changed, where applicable, to reflect the smoothing allowed under MAP-21.</p> <p>There was a change in the interest crediting rate for certain former Saturn employees and this change was treated as an assumption change.</p>

Methods

Valuation date First day of plan year and the twelve-month period ends September 30, 2013.

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.

Actuarial value of assets 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 2011 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.

Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions

The plan was originally effective October 1, 1950 (as amended through October 1, 2012).

Plan year October 1, 2012 to September 30, 2013. The plan was terminated effective November 1, 2012.

Covered participants All SRP participants who commenced their benefit payments and meet specific criteria prior to December 1, 2011.

Definitions

100% vesting 3 years of Vesting Service for Account Balance Plan and 5 years of Vesting Service for all others.

Statutory limits on benefit The maximum benefit limit under Internal Revenue Code Section 415 is \$200,000 for the current plan year.

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly retirement benefits (other than Account Balance Plan) (a) Part A basic benefit rate per year of credited service prior to December 31, 2006:

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

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

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

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

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

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

current plan.

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

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

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

- (f) Career Average benefit of 1.25% of post-2006 pay for credited service post December 31, 2006 through September 30, 2012.

- (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%
Eligibility for Benefits		

Normal Retirement	Age 65.
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

Benefits Paid Upon the Following Events

Normal retirement	<p>Monthly pension benefit determined as of NRD. Sum of unreduced Part A Basic, Part B Supplementary, Part B Primary benefits, and Career Average benefits.</p> <p>Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.</p>
Early retirement	<p>Ages 62-65: unreduced benefits. May be eligible for Level Benefit.</p> <p>Ages 60-62 with less than 85 points: benefit reduced by table from age 62 plus Interim Supplement.</p> <p>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.</p> <p>Age 55-59 with less than 85 points: benefit reduced by table from age 65.</p>
Total and permanent disability retirement	<p>Unreduced benefits plus temporary benefit. May be eligible for early retirement supplement and Level Benefit.</p>
Vested benefits upon termination of service	<p>Benefits payable at age 65 (employee may elect a reduced pension starting as early as age 55).</p> <p>Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.</p>
Death benefits for participants in active service	<p>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.</p> <p>Vested account balance or a monthly annuity based on vested account balance for designated beneficiary in Account Balance Plan.</p>
Surviving spouse coverage	<p>(a) Applies to Part A basic, B supplementary, B primary, Career Average and ABP benefits.</p> <p>(b) Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service.</p> <p>(c) Adjustment factor is 95% plus (minus) ½% for each year in excess of 5 that spouse's age exceeds (is less than) employee's age. Maximum 100%.</p> <p>(d) Surviving spouse receives 65% of 95% (adjusted for age) of the</p>

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.

One-time lump sum payment

The SRP plan is amended to give any participant who retired on or after October 1, 1997 and before December 1, 2011, a one-time election to choose from a lump sum payment payable in August 2012. These lump sums were distributed on or prior to August 31, 2012.

Future Plan Changes

The annuities were purchased for all remaining participants. All benefits and assets were distributed on April 30, 2013, thus, the plan ceases on that date.

Changes in Benefits Valued Since Prior Year

Assets and liabilities were spun-off effective August 1, 2012 to create the General Motors Salaried Retirement Program (New SRP). All participants who commenced their benefit payments and meet specific criteria prior to December 1, 2011 remain in this Plan. The active salaried employees and all others not remaining in this Plan were spun-off to the New SRP.

The SRP plan was amended to give any participant who retired on or after October 1, 1997 and before December 1, 2011, a one-time election to elect a lump sum payment payable in August 2012.

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 assumed annual plan-related expenses were changed from \$28,723,000 for 2011 to \$22,238,000 for 2012.

The 3-tier segment rates were updated to reflect rates as of June 2012 as opposed to June 2011. Rates were also changed, where applicable, to reflect the smoothing allowed under MAP-21.

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

General Motors Retirement Program for Salaried Employees
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions
Plan No. – 001
Plan Year: 10/01/2012 – 09/30/2013

Schedule of Reportable Transactions

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

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

For Plan year Beginning 10/1/2012 and Ending 9/30/2013

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 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. [X] Yes [] No**1(b)****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.)
1	Carlyle Partners III, L.P.		1001 Pennsylvania Ave, NW, Suite 220 South, Washington DC
2	Carlyle Partners IV, L.P.		1001 Pennsylvania Ave, NW, Suite 220 South, Washington DC
3	Carlyle Partners V, L.P.		1001 Pennsylvania Ave, NW, Suite 220 South, Washington DC
4	Cerberus Asia Capital Management	061564744	
5	Cerberus Deutschland GmbH		Beteiligungsberatung GmbH OpermTurm, Bockenheimer Landstrasse 2-4 Frankfurt, 6306 Germany
6	Cerberus European Investments, LLC	200831785	
7	Cerberus Global Investment Advisors, LLC	861057076	
8	Cerberus Institutional Management II, LLC	134196316	
9	Cerberus Japan K.K.		Marunouchi MY Plaza 2-1-1- Marunouchi 8 th Floor Chiyoda-ku Tokyo, 100-0005 Japan
10	Cerberus Operations and Advisory Company, LLC	205804477	
11	Cerberus UK Management Ltd.		84 Grosvenor, 2nd Floor, London, W1K 3JZ UK
12	CIE Management II Limited		Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY
13	EQT IV (General Partner) LP		National Westminster House, Le Truchot, St Peter Port, Guernsey, GY1 2PT
14	EQT V (General Partner) LP		National Westminster House, Le Truchot, St Peter Port, Guernsey, GY1 2PT
15	FIG LLC		1345 Avenue of the Americas, NY, NY 10105
16	Fortress Credit Opportunities Advisors LLC		1345 Avenue of the Americas, NY, NY 10105
17	Goldman, Sachs & Co.	133501777	
18	JP Morgan Hedge Fund Services		JPMorgan Hedge Fund Services
19	Lexington Advisors Inc.	061634170	
20	Lexington Advisors Inc.	342047997	
21	MV Management X, LLC	320133493	
22	MV Management XI, LLC	320328318	
23	OCM Opportunities Fund VII GP, L.P.	980521250	
24	OCM Opportunities Fund VIIb GP, L.P.	208514102	
25	Partridge Hill Overseas Management, LLC	133968110	
26	PineBridge Highstar (SPE), LLC		277 Park Ave., 45th Floor, NY, NY 10172
27	TPG Biotechnology Genpar II, L.P.	203556149	
28	TPG Capital Management, L.P.	205927066	
29	TPG Genpar IV, L.P.	200347947	
30	TPG VI Mgmt, LLC	453846799	
31	Yamato Servicing K.K.		Meijiseimeikan, 2-1-1 Marunouchi, 4 th floor Chiyoda-ku, Tokyo 100-0005 Japan

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)					
1	General Motors Investment Management Corp.	382903925		14	Subsidiary	6,616,896		X						
2	GM North American Operations	270383222		14	Division	4,015,510		X						
3	Pyramis Global Advisors LLC	043532603		28	Trustee	2,545,484		X						
4	State Street Bank	041867445		18	Trustee	1,842,671		X						
5	Pacific Investment Management Co	330629048		72	None	1,778,060		X						
6	Blackrock Financial Management	133806691		28	None	1,479,412		X						
7	Kirkland & Ellis	361326630		29	None	1,295,334		X						
8	Nomura Corporate Research & Asset	132866631		28	None	1,222,657		X						
9	Towers Watson Delaware Inc.	530181291		11	None	631,253		X						
10	Blackrock Investment Management	320174431		28	None	614,565		X						
11	Mellon Capital Management	251442864		28	None	612,625		X						
12	Aetna Capital Management Inc.	066033492		23	None	449,317		X						
13	Blackrock Capital Management	510395386		28	None	440,254		X						
14	MettLife-NY	135581829		28	None	380,813		X						
15	Deloitte	133891517		10	None	334,471		X						
16	TGM Associates L.P.		650 Ffth Ave., New York NY 10019	28	None	323,300		X						
17	SS & C Technologies, Inc.	061169696		15	None	308,933		X						
18	Prudential Investments	221211670		28	None	291,926		X						
19	Clifford Chance, New York	135553664		29	None	256,734		X						
20	Stone Harbor Investment Partners LP	203888589		28	None	249,903		X						
21	Smith Breeden Associates	480938275		28	None	209,516		X						
22	Cogent Partners	752993256		17	None	200,000		X						
23	AEW Capital Management L.P.	043329433		28	None	176,926		X						
24	JP Morgan Chase & Co.	134994650		28	None	157,087		X						
25	Capital Guardian Trust Company	952553868		28	None	137,246		X						
26	Prudential Financial	610087127		28	None	134,656		X						
27	Nisa Investment Advisors	481140940		28	None	127,112		X						
28	JP Morgan Investment Management, In	133200244		18	None	116,673		X						
29	Globeop Financial Services LLC	522202017		15	None	96,336		X						
30	Oaktree Capital Mgmt	954521152		72	None	95,452		X						
31	Mellon Global Securities	135160382		18	None	91,957		X						
32	Skadden, Arps, Slate, Meagher & Flo	131777230		29	None	88,759		X						
33	Morgan Stanley Real Estate Fund VI	205999082		28	None	81,969		X						
34	Baillie Gifford Overseas Ltd	118567178		28	None	72,626		X						
35	Morgan Stanley Real Estate Fund V	201959919		28	None	66,717		X						
36	Wellington Management Company	042683227		28	None	62,860		X						
37	Aetna Life Insurance Company	066033492		18	None	58,608		X						
38	Goldman Sachs Asset Management	133575636		28	None	53,484		X						
39	Primecap	953868081		28	None	46,928		X						
40	DDJ Capital Management, LLC	043300754		28	None	46,566		X						
41	DeBevoise & Plimpton	135537279		29	None	45,293		X						
42	The Bank Of New York Mellon	135160382		18	None	42,973		X						
43	Numeric Investors Lp	043068821		28	None	41,944		X						
44	Pyramis Global Advisors Trust Co	202159373		28	None	39,710		X						
45	Cadwalader, Wickersham & Taft LLP	134980350		29	None	37,883		X						
46	Blackrock Realty Advisors	752617200		28	None	36,996		X						
47	Energy Trust LLP (Ubs)	134145449		28	None	36,152		X						
48	Weil, Gotshal & Manges, LLP	131456110		29	None	34,129		X						
49	Vestar Capital Partners	133715250		29	None	23,636		X						
50	Kirkpatrick & Lockhart Preston Gate	250921018		29	None	22,425		X						
51	Simpson Thacher & Bartlett	135395280		29	None	21,438		X						
52	Paul, Weiss,R irkind,Wharton	181662105		29	None	19,907		X						
53	Bloomberg L.P.	133417984		49	None	18,423		X						
54	Evercore Trust Company	264691954		18	None	18,054		X						
55	Deloitte Haskins & Sells	510033500		10	None	17,477		X						
56	Hartford Life Insurance Company	60974148		28	None	17,226		X						
57	Akin Gump Strauss	751338644		29	None	17,001		X						
58	Carey Olsen		47 Esplanade, St Helier JE1 0BD Greater London, GB		None	16,978		X						
59	Sarofim Realty Advisors	760029911		28	None	16,194		X						
60	Ropes & Gray Llp	042233412		29	None	13,366		X						
61	Fried Frank Harris Shriver Jacob	135344867		29	None	12,642		X						
62	Charterhouse		Warwick Court London, United Kingdom EC4M 7DX		None	12,211		X						
63	Eqt V Limited		National Westminster House St Peter Port, GB GY1 3RA		None	11,588		X						
64	DLA Piper LLP	520616490		29	None	11,061		X						
65	Deloitte Germany		4 Rosenheimer Platz Munchen DE	10	None	10,327		X						
66	King & Spalding	580520153		29	None	8,970		X						
67	Kaye Scholer LLP	131672623		29	None	8,300		X						
68	Jenner & Block LLP	362192554		29	None	8,290		X						
69	O'Melveny & Myers LLP	951066597		29	None	7,637		X						
70	Prudential Corporate Operating			29	None	7,637		X						

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)
71 Tradeweb	133932439		49	None	7,376		X					
72 Morgan Stanley Real Estate Fund Iv	522309805		28	None	7,104		X					
73 KPMG LLP	980330148		16	None	6,515		X					
74 Mjr Realty Advisors, LLC	752834230		28	None	6,019		X					
75 Westbrook Partners Fund VII	205372857		28	None	5,898		X					
76 Apollo Advisors VII, L.P.		One Manhattanville Road, Purchase, NY 10577	52	None	-	X		X		400,000		X
77 Blackstone Management Associates IV L.L.C.		345 Park Avenue, NY, NY 10154	72, 61	None	2,979	X			X			X
78 Blackstone Management Associates V L.L.C.		345 Park Avenue, NY, NY 10154	72, 61	None	17,175	X			X			X
79 Blackstone Management Associates VI L.L.C.		345 Park Avenue, NY, NY 10154	72, 61	None	135,541	X			X			X
80 Centerbridge Advisors, LLC	204714365		28	None	-	X		X		6,055		X
81 Collier Investment Management Limited		PO Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3QL	52	None	-	X		X		CIP IV-E: \$80,834 ; CIP IV-E: \$ 22,734 ; CIP V-A: \$286,475; CIP V-A: \$63,651;CIP V-A: \$14,125		X
82 Providence Equity Partners L.L.C.		50 Kennedy Plaza, 4th Floor, Providence, RI 02903	72	None	-	X		X		\$58,822,546 times your ownership percentage	X	

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 10/1/2012 and Ending 9/30/2013

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.

NONE

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

For Plan year Beginning 10/1/2012 and Ending 9/30/2013

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

B. Plan Number -- 001

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

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

4(a)			4(b)	4(c)
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Nature of Service Code	Describe Info. Provider Failed to Provide

NONE