

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 2012 This Form is Open to Public Inspection
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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	<u>GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u>		1b Three-digit plan number (PN) ▶	<u>015</u>
			1c Effective date of plan <u>10/01/2010</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>GENERAL MOTORS LLC</u> <u>KEVIN W. COBB</u> <u>RENAISSANCE CENTER</u> <u>MC 482-C33-D71</u> <u>DETROIT, MI 48265-3000</u>		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 6898
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	
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1G 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)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.	B Three-digit plan number (PN) ▶ 015
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)
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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
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

SS & C TECHNOLOGIES, INC.

06-1169696

(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?
15	NONE	5618	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET BANK

04-1867445

(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?
18	TRUSTEE	12716	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE

13-3891517

(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?
10	AUDITOR	37055	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)

CLIFFORD CHANCE, NEW YORK

13-5553664

(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?
29	NONE	44640	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GM INVESTMENT MANAGEMENT CORP.

38-2903925

(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?
28 31	SUBSIDIARY	158500	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:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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
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For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013		
A Name of plan GENERAL MOTORS PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">015</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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6800000	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	26880851	
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)		

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	33680851	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	240647	
i Acquisition indebtedness	1i		
j Other liabilities	1j	1109211	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1349858	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	32330993	0
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	-111194	
(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)		-111194

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		33981
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-77213

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28246406	
(2) To insurance carriers for the provision of benefits	2e(2)	3794000	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		32040406
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)	-67530	
(2) Contract administrator fees	2i(2)	10380	
(3) Investment advisory and management fees	2i(3)	216177	
(4) Other	2i(4)	817	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		159844
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		32200250

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-32277463
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		53530

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:

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

5b(1) Name of plan(s)

GM HOURLY-RATE EMPLOYEES PENSION PLAN

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

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.
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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 PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE U.S.</u>	B Three-digit plan number (PN) ▶ <u>015</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>5470</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

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

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

Schedule R (Form 5500) 2012
v. 120126

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: _____% High-Yield Debt: _____% Real Estate: _____% Other: 100.0%

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

Employer ID: 27-0383222

Plan Number: 015

Statements of Net Assets (Liquidation Basis)
as of September 30, 2013 And 2012

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

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

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

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SUPPLEMENTAL SCHEDULE

Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the Year Ended September 30, 2013.....	i
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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
General Motors Personal Retirement Plan for Hourly-Rate Employees in the United States:

We have audited the accompanying financial statements of the General Motors Personal Retirement Plan for Hourly-Rate Employees in the United States (the "Plan"), which comprise the statements of net assets (liquidation basis) as of September 30, 2013 and 2012, and the related statement of changes in net assets (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 Personal Retirement Plan for Hourly-Rate Employees in the United States 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 2 to the financial statements, the Plan was terminated effective June 30, 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 PERSONAL RETIREMENT PLAN FOR HOURLY- RATE
EMPLOYEES IN THE UNITED STATES**

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

	<u>2013</u>	<u>2012</u>
Assets		
Investment in GM Hourly Trust at estimated fair value	\$ -	\$ 26,881
Contribution receivable from GM	<u>-</u>	<u>6,800</u>
Total assets	<u>-</u>	<u>33,681</u>
Liabilities		
Estimated payments due participants upon liquidation	-	31,891
Plan assets due Hourly Plan	-	1,109
Accrued administrative expenses and other	<u>-</u>	<u>241</u>
Total liabilities	<u>-</u>	<u>33,241</u>
Net assets in liquidation	<u><u>\$ -</u></u>	<u><u>\$ 440</u></u>

See notes to financial statements

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

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

Net assets in liquidation beginning of year	<u>\$ 440</u>
Increase (decrease) due to:	
Refund of GM excess contributions	(111)
Net investment gain from GM Hourly Trust	34
Interest	(87)
Experience loss	(62)
Administrative expenses	(160)
Transfer of Plan investments to Hourly Plan	<u>(54)</u>
Net decrease	<u>(440)</u>
 Net assets in liquidation end of year	 <u><u>\$ -</u></u>

See notes to financial statements

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the General Motors Personal Retirement Plan for Hourly-Rate Employees in the United States ("Plan") provides only general information. The plan sponsor was General Motors LLC ("GM LLC", "GM" or "Company"), an indirect wholly-owned subsidiary of General Motors Company ("GM Company"). A complete description of the Plan's provisions was contained in the Plan document. 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 Company and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") entered into a four year labor agreement that was ratified on September 28, 2011 ("2011 National Agreement") which amended the Plan, including authorization to terminate the Plan. The Plan was terminated on June 30, 2012 as described in Note 2. Plan Termination.

General

The Plan was a non-contributory cash balance pension plan covering UAW represented GM hourly-rate employees hired on or after October 1, 2007. The Plan was formed effective September 30, 2010 with the transfer from the General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan") of employee cash balance accounts and certain deferred vested defined pension benefit obligations related to rehired hourly employees ("Traditional Pension Benefits") pursuant to the terms of the GM-UAW 2007 National Agreement.

Participation in the Plan was based on an employee attaining seniority as defined in the Plan document. Plan benefits were credited monthly to participants' individual notional accounts and were determined by a formula that equaled 6.4% of the employee's hourly rate multiplied by the number of straight time hours worked, not to exceed 2,080 hours annually ("Pay Credits"). Pay Credits for UAW represented hourly employees of General Motors Components Holdings, LLC ("GMCH"), which business was acquired by the Company in 2009, were calculated at 5.4% of the employee's hourly rate. The accrual of Pay Credits ceased effective January 2, 2012. Interest was computed and allocated to a participant's accounts monthly by multiplying the participant's account balance at the beginning of the period by the applicable interest rate ("Interest Credits"). The applicable interest rate for the period October 1, 2007 through September 30, 2008 was the 30 year U.S. Treasury bond rate as specified by the Internal Revenue Service ("IRS") and for all periods thereafter to the Plan termination date, the third segment interest rate as defined in IRC Section 417(e). For periods subsequent to June 30, 2012 until the date of distribution of participant account balances, Interest Credits were determined using an IRC prescribed 5.28% termination rate.

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

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

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

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Plan Termination

The Plan was terminated on June 30, 2012 pursuant to a standard termination under Section 4041 of ERISA and at such time participant account balances became 100% vested. Participants with account balances of \$5,000 or less were provided mandatory lump sum distributions and could elect to receive their distributions in the form of either: 1) cash; 2) direct roll-over into the participant's 401(k) account in The General Motors Personal Savings Plan for Hourly-Rate Employees in the United States or 3) direct roll-over into an individual retirement account or another eligible retirement plan. Account balances for participants that failed to elect the type of lump sum distribution were either automatically rolled over into a rollover IRA sponsored by Fidelity Investments (for account balances greater than \$1,000) or distributed in cash (for account balances less than or equal to \$1,000). Participants with account balances greater than \$5,000 were provided with an additional elective option which was the purchase of an annuity contract from an insurance company. If a participant with an account balance greater than \$5,000 made no affirmative election, the default form of distribution was the purchase of an annuity contract. Lump sum distributions aggregating approximately \$28.2 million were made directly to participants during the period ended September 30, 2013.

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

Pursuant to the requirements of IRC Section 414(l), the Plan transferred to the Hourly Plan \$1.2 million of investments related to the Traditional Pension Benefits obligation, of which \$1.1 million was accrued at September 30, 2012.

The Plan's assets were liquidated on September 27, 2013.

Note. 3 Significant Accounting Policies

Basis of Accounting

As a result of the decision and approval to terminate the Plan, the financial statements are presented on the liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Accordingly, the Plan reported its benefit obligation as a liability on the *Statement of Net Assets* as of 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 assets in liquidation and the reported amounts of changes therein.

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

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 3. Significant Accounting Policies (continued)

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.

Payment of Benefits

Benefit payments were accrued under the liquidation basis of accounting.

Administrative Expenses

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

Investment Valuation and Investment Income

The Plan held a divided beneficial interest in the General Motors Hourly-Rate Employees Pension Trust (“GM Hourly Trust”) represented by certain underlying investments. The GM Hourly Trust was an investment trust akin to a common collective trust that permitted the commingling of the assets of more than one employee benefit plan for investment and administrative purposes, including plans of unrelated sponsors. The GM Hourly Trust became a master trust effective November 1, 2012 because of the liquidation of unrelated plan sponsor investments. The GM Hourly Trust is tax exempt under the IRC and is a direct filing entity.

The Plan’s investment in the GM Hourly Trust was recorded at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Net investment income (loss) from the GM Hourly Trust was recognized as earned during the period and was determined by the Trustee based on the performance of the specific underlying investments attributable to the Plan’s divided beneficial interest. Investment transactions were recorded on a trade-date basis.

Risks and Uncertainties

The Plan’s ownership interest in the GM Hourly Trust was an investment security and exposed to various risks such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it was reasonably possible that changes in the value of the investment security in the GM Hourly Trust would occur and those changes could have materially affected the amounts reported in the financial statements.

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

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 3. 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 fair hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

- | | |
|---------|--|
| Level 1 | Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities; |
| Level 2 | Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and |
| Level 3 | Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. |

The Plan’s policy 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.

Note 4. Investments

The Plan’s only investment at September 30, 2012 was its divided beneficial interest in the GM Hourly Trust which was valued at net asset value (or its equivalent) as determined by the Trustee based on the fair values of certain underlying investments and classified in its entirety within Level 2 of the fair value hierarchy. The GM Hourly Trust did not have redemption restrictions and required no additional funding by the Plan. The underlying investments held in the GM Hourly Trust on behalf of the Plan consisted of cash and cash equivalents at September 30, 2012.

Note 5. Employer Contributions

The Company was committed contractually, or otherwise, to contribute amounts sufficient to pay all benefits due participants and settle administrative expenses upon liquidation of the Plan. The Company made cash contributions to the Plan during the period October 2012 through April 2013 aggregating \$6.8 million which were recorded as a contribution receivable at September 30, 2012 in accordance with the Plan’s accounting policy. Approximately \$0.1 million of excess contributions were refunded to the Company upon plan liquidation.

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

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Since the Company has terminated the Plan as discussed in Note 2. Plan Termination, the Plan's actuary has used actuarial assumptions as described below to reflect the termination in calculating the actuarial present value of estimated payments due participants upon liquidation obligation at September 30, 2012.

- Aggregate distributions due to participants (including the amount paid to purchase the U.S. Life group annuity contract) were discounted from the date of distribution using the first spot rate of the October 1, 2012 yield curve which was 0.38%.
- Pay Credits allocated to participant accounts were 6.4% and 5.4% for GMCH employees. Participants ceased earning Pay Credits effective January 2, 2012.
- Interest Credits were calculated based on the 30 year U.S. Treasury bond rate as specified by the IRS for the period October 1, 2007 to September 30, 2008. For all periods preceding the June 30, 2012 Plan termination date, Interest Credits were computed using the third segment of the non-averaged 3-segment yield curve (with phase-in) for the month of July preceding the valuation date applicable under IRC Section 417(e) and were 5.88%, 5.26% and 5.23% for July 2011, 2010 and 2009, respectively. For all periods subsequent to June 30, 2012 until the date of distribution of participant account balances (including the purchase of the U.S. Life group annuity contract), Interest Credits were based on a 5.28% termination rate as determined pursuant to the IRC.

The Plan incurred an experience loss of approximately \$62 thousand reflecting additional interest due participants as a result of the timing between the actual and estimated distribution dates of participant account balances.

Note 7. Federal Income Tax Status

The Plan was terminated effective June 30, 2012 in accordance with the standard termination procedures of Section 4041 of ERISA. On May 9, 2012, management filed an Application for Determination for Terminating Plan with the IRS seeking a determination that the Plan was tax qualified upon termination. The IRS issued a favorable determination letter to the Plan on April 5, 2013. Management believes the Plan was designed and operated in compliance with the applicable sections of the IRC and the Plan and related trusts continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

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

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 8. Related-Party Transactions

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

Note 9. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of the net assets in liquidation per the financial statements to the net assets available for benefits per the Form 5500 as of September 30, 2013 and 2012 (in thousands):

	<u>2013</u>	<u>2012</u>
Net assets per the financial statements	\$ -	\$ 440
Add:		
Estimated payments due participants upon liquidation		31,891
Net assets per the Form 5500	<u>\$ -</u>	<u>\$ 32,331</u>

The following is a reconciliation of the changes in net assets (*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 directly to participants	\$ -	\$ 28,246 (a)	\$ 28,246
Amount paid to insurer for the provision of benefits	-	3,794 (b)	3,794
Interest	(87)	87 (c)	-
Experience loss	(62)	62 (d)	-

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

(b) Plan assets transferred to U.S Life for the purchase of the group annuity contract accrued in the prior year 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 loss 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 10. 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 PERSONAL RETIREMENT PLAN FOR HOURLY-RATE EMPLOYEES IN THE UNITED STATES

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

EMPLOYER ID: 27-0383222

PLAN NUMBER: 015

FOR THE YEAR ENDED SEPTEMBER 30, 2013

(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:							
State Street Bank and Trust Company	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	1	\$ 4,223	\$ -	\$ -	\$ 4,223	\$ -
	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	1	1,745	-	-	1,745	-
	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	1	-	17,407	17,407	17,407	-
Series of transactions:							
State Street Bank and Trust Company	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	3	5,971	-	-	5,971	-
	General Motors Hourly-Rate Employees Pension Trust (25-6013833)	12	-	21,791	21,791	21,791	-

The reportable transactions are for the period that the GM Hourly-Rate Employees Pension Trust was an investment trust.

General Motors Personal Retirement Plan for Hourly-Rate Employees
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions
Plan No. – 015
Plan Year: 10/01/2012 – 09/30/2013

Schedule of Reportable Transactions

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