Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
DELPHI SALARIED RETIREMENT SAVINGS PROGRAM

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

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

DELPHI CORPORATION

P.O. BOX 5086
TROY, MI 48007-5086

2b Employer Identification Number (EIN)
27-0791190

2c Sponsor's telephone number
248-813-1256

2d Business code (see instructions)
336300

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.	07/27/2014	THOMAS SMITH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	9314
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**	4423
b	Retired or separated participants receiving benefits	**6b**	159
c	Other retired or separated participants entitled to future benefits	**6c**	4423
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	9005
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	239
f	Total. Add lines **6d** and **6e**.	**6f**	9244
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	8858
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	87
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
DELPHI SALARIED RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELPHI CORPORATION

D Employer Identification Number (EIN)
27-0791190

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

FIDELITY INVESTMENT INSTITUTIONAL

04-2647786

(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)

DELPHI CORPORATION

27-0791190

(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 16 50	PLAN ADMINISTRATOR	152801	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
DELPHI SALARIED RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DELPHI CORPORATION

D Employer Identification Number (EIN)
27-0791190

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: MASTER SAVINGS TRUST

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

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)
27-0791190-001	M	1812018000

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
DELPHI SALARIED RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELPHI CORPORATION

D Employer Identification Number (EIN)
27-0791190

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1709000	1147000
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)	31187000	29645000
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1666748000	1812018000
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1699644000	1842810000
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	352000	231000
k Total liabilities (add all amounts in lines 1g through1j)	1k	352000	231000
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1699292000	1842579000

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)	32200000	
(B) Participants	2a(1)(B)	49182000	
(C) Others (including rollovers)	2a(1)(C)	1193000	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		82575000
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)	1027000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1027000
(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)		
(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)		233306000
(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		1649000
d Total income. Add all **income** amounts in column (b) and enter total	2d		318557000
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	173460000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		173460000
f Corrective distributions (see instructions)	2f		7000
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	85800	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	224000	
(4) Other	2i(4)	1493200	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1803000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		175270000
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		143287000
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ERNST & YOUNG LLP **(2)** EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **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)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
DELPHI SALARIED RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELPHI CORPORATION

D Employer Identification Number (EIN)
27-0791190

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** 0

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): 04-6568107

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**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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):

Financial Statements and Supplemental Schedules

Delphi Salaried Retirement Savings Program
Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Delphi Income Security Plan for Hourly-Rate Employees
As of December 31, 2013 and 2012, and for the Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP

EY
Building a better working world

Delphi Salaried Retirement Savings Program
Delphi Personal Savings Plan for Hourly-Rate Employees
in the United States
Delphi Income Security Plan for Hourly-Rate Employees

Financial Statements and Supplemental Schedules

As of December 31, 2013 and 2012, and for the Year Ended
December 31, 2013

Contents

Report of Independent Auditors.....1

Financial Statements

Statements of Net Assets Available for Benefits.....3
Statement of Changes in Net Assets Available for Benefits.....5
Notes to Financial Statements.....6

Supplemental Schedules

Schedule H, Part IV, Line 4i – Schedules of Assets (Held at End of Year).....31

Ernst & Young LLP
One Kennedy Square
Suite 1000
777 Woodward Avenue
Detroit, MI 48226-5495

Tel: +1 313 628 7100
Fax: +1 313 628 7101
ey.com

Report of Independent Auditors

The Participants and Administrator
Delphi Salaried Retirement Savings Program
Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Delphi Income Security Plan for Hourly-Rate Employees

We have audited the accompanying financial statements of the Delphi Salaried Retirement Savings Program, the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States, and the Delphi Income Security Plan for Hourly-Rate Employees, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit 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 entity'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 entity's internal control.

A member firm of Ernst & Young Global Limited

Building a better working world

Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Delphi Salaried Retirement Savings Program, the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States, and the Delphi Income Security Plan for Hourly-Rate Employees at December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2013, is presented for purposes 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 information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information 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. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

July 24, 2014

A member firm of Ernst & Young Global Limited

Delphi Selected Employee Benefit Plans

Statements of Net Assets Available for Benefits
(In Thousands)

December 31, 2013

	Salaried Retirement Savings Program	Personal Savings Plan for Hourly-Rate Employees in the United States	Income Security Plan for Hourly-Rate Employees
Assets			
Investment in Master Trust *(Note 3)*	**$ 1,812,018**	**$ 380,457**	**$ –**
Expense accrual *(Note 5)*	**1,147**	**132**	**–**
Notes receivable from participants *(Note 2)*	**29,645**	**14,822**	**–**
Total assets	**1,842,810**	**395,411**	**–**
Liabilities			
Accrued liabilities	**231**	**245**	**–**
Excess participant contributions refundable *(Note 1)*	**–**	**86**	**–**
Total liabilities	**231**	**331**	**–**
Net assets available for benefits at fair value	**1,842,579**	**395,080**	**–**
Adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts (*Note 2)*	**(6,687)**	**(1,612)**	**–**
Net assets available for benefits	**$ 1,835,892**	**$ 393,468**	**$ –**

See accompanying notes.

Delphi Selected Employee Benefit Plans

Statements of Net Assets Available for Benefits
(In Thousands)

December 31, 2012

	Salaried Retirement Savings Program	Personal Savings Plan for Hourly-Rate Employees in the United States	Income Security Plan for Hourly-Rate Employees
Assets			
Investment in Master Trust *(Note 3)*	$ 1,655,447	$ 376,215	$ 10,127
Expense accrual *(Note 5)*	1,709	413	10
Notes receivable from participants *(Note 2)*	31,187	16,455	–
Total assets	1,688,343	393,083	10,137
Liabilities			
Accrued liabilities	352	567	27
Excess participant contribution refundable *(Note 1)*	–	143	–
Total liabilities	352	710	27
Net assets available for benefits at fair value	1,687,991	392,373	10,110
Adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts (*Note 2)*	(10,110)	(2,754)	(838)
Net assets available for benefits	$ 1,677,881	$ 389,619	$ 9,272

See accompanying notes.

Delphi Selected Employee Benefit Plans

Statement of Changes in Net Assets Available for Benefits
(In Thousands)

For the Year Ended December 31, 2013

	Salaried Retirement Savings Program	Personal Savings Plan for Hourly-Rate Employees in the United States	Income Security Plan for Hourly-Rate Employees
Additions			
Additions to net assets attributed to:			
Net investment income from the Master Trust (*Note 3*)	**$ 236,845**	**$ 40,749**	**$ 191**
Contributions and other:			
Participant	**50,368**	**2,588**	**8**
Employer	**32,200**	**1,875**	**14**
Interest on notes receivable	**1,027**	**504**	**–**
Other	**1,649**	**907**	**–**
Total contributions and other	**85,244**	**5,874**	**22**
Total additions	**322,089**	**46,623**	**213**
Deductions			
Deductions from net assets attributed to:			
Benefits paid to participants or beneficiaries	**173,460**	**49,949**	**1,372**
Administrative expenses and other	**1,803**	**871**	**67**
Total deductions	**175,263**	**50,820**	**1,439**
Transfers			
Transfers in net assets attributed to:			
FCI Plan transfer in *(Note 1)*	**11,185**	**-**	**–**
ISP Plan transfer to PSP Plan *(Note 1)*	**-**	**8,046**	**(8,046)**
Total Transfers	**11,185**	**8,046**	**(8,046)**
Net increase / (decrease)	**158,011**	**3,849**	**(9,272)**
Net assets available for benefits:			
Beginning of year	**1,677,881**	**389,619**	**9,272**
End of year	**$ 1,835,892**	**$ 393,468**	**$ –**

See accompanying notes.

Delphi Selected Employee Benefit Plans

Notes to Financial Statements

December 31, 2013

1. Description of Plans

The following descriptions of the Delphi Salaried Retirement Savings Program (the Program or the SRSP), the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States (the Plan or the PSP), and the Delphi Income Security Plan for Hourly-Rate Employees (the ISP) (collectively, the Plans) provide only general information. Participants should refer to the applicable plan documents for more complete information.

Delphi Corporation (hereinafter referred to as the Predecessor) established the Plans in connection with the spin-off of the Predecessor from General Motors Company [formerly General Motors Corporation (GM)]. The Board of Directors of Delphi Corporation (incorporated on October 7, 2009), currently the U.S. subsidiary of Delphi Automotive PLC (Delphi), acts as a named fiduciary and delegates to various employees and committees who control and manage the operation and administration of the Plans subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). NEPC, LLC is the investment advisor to the Plans. State Street Bank and Trust Company (State Street) acted as the Plans' trustee through September 2013. Fidelity Investment Institutional Operations Company, Inc. (Fidelity or Recordkeeper) acted as the Plans' recordkeeper and Fidelity Management Trust Company (Fidelity or Trustee) acted as the Plans' trustee beginning October 2013. State Street and Fidelity are hereafter referred to as Trustee for the respective periods during which they acted in that capacity.

On April 1, 2012, Delphi introduced new investment options to the salaried and hourly participants in the Plans. The new structure features three tiers of investment options: custom target date retirement portfolios, customized fixed income and equity portfolios, and a self-directed brokerage account (SDBA). With the new investment options, plan fees are paid through an expense accrual that is deducted from the net asset value (NAV) of the custom investment portfolios. Participants with assets in a SDBA incur a similar expense accrual, but these fees are deducted from their non-brokerage assets (participants can only invest up to 90% in a SDBA). See Note 3. The Master Trust for additional information regarding these investment options.

On October 26, 2012, Delphi acquired all of the shares of FCI Automotive Holding SAS (MVL), the French holding company of the MVL division of FCI SA (FCI), a manufacturer of electrical connectors for the automotive industry. On January 1, 2012, FCI spun off the FCI Automotive USA, Inc. Employee 401(k) Savings Plan (the FCI Plan) from the FCI USA, LLC Employee 401(k) Savings Plan. Delphi became the sponsor of the FCI Plan in connection with the acquisition. On January 1, 2013, Delphi merged the FCI Plan into the SRSP in accordance with Federal law and regulation.

1. Description of Plans (continued)

On December 27, 2013, Delphi merged the ISP plan into the PSP plan for administrative cost savings and operational efficiencies in accordance with Federal law and regulation.

Delphi Salaried Retirement Savings Program

General

The Predecessor established the Program effective January 1, 1999, as a defined contribution plan in connection with its spin-off from GM. Delphi Corporation is the sponsor of the Program.

Eligibility

Salaried employees in the United States (U.S.) are eligible to participate in the Program upon their date of hire and as soon as administratively practicable.

Participant Contributions

An eligible participant may elect to make pretax or after-tax contributions, in 1% increments, up to 60% of eligible salary as defined in the Program up to the annual pretax/Roth limit ($17,500 in 2013). Employees age 50 and over, or who will attain age 50 by the end of the year, may elect catch-up contributions up to the maximum Internal Revenue Service (IRS) limits ($5,500 in 2013). Catch-up contributions may not be at a rate of less than 1% or more than 40% of eligible earnings. Participants may also contribute amounts representing eligible rollover distributions from other qualified programs. Employee contributions vest immediately. Eligible employees are automatically enrolled in the Program at a pretax contribution rate of 7%, effective January 1, 2013 (prior to January 1, 2013 the pretax contribution rate was 3%). Unless otherwise designated by the participant, the automatic 7% contributions are invested in the age-appropriate target date retirement portfolio. Employees may elect to change their rate of contributions or suspend their contributions at any time.

Employer Contributions

The Program Sponsor provides both a nonelective and a matching company contribution to each eligible employee. The nonelective company contribution equals 4% of each eligible employee's total compensation, including base salary, incentive compensation, sales incentive, and merit-based recognition award. Prior to January 1, 2013, employees were required to complete six months of service to be eligible for nonelective company contributions (employees became immediately eligible effective January 1, 2013).

1. Description of Plans (continued)

The matching contribution equals $0.50 for every dollar an employee contributes to the Program, capped at 7% of an employee's total compensation. The participant may direct the investment of contributions into one or a number of options available under the Program. Employer contributions vest on an annual basis for the first three years of participation in the Program and subsequently are immediately vested.

Fund Exchanges

Generally, each participant is entitled, on any business day, to exchange a specified portion or all of his or her interest in any of the investment options to other options offered under the Program.

Participant Withdrawals

A participant may withdraw funds from his or her account at any time after attaining age 59 1/2 without penalty, as defined by the Program document. Prior to age 59 1/2, employee after-tax savings may be withdrawn at any time without penalty; however, pretax savings and Roth savings may only be withdrawn upon termination of employment, retirement, death, total and permanent disability, or financial hardship, and a 10% additional tax may apply. Prior to receiving a withdrawal for financial hardship, a participant previously must have taken all available asset distributions, withdrawals and loans under all applicable programs maintained by Delphi. The amount that may be withdrawn for a financial hardship is limited as defined in the Program. The funds that represent a financial hardship withdrawal must conform to conditions required by the IRS. A participant who receives a hardship distribution shall have his or her contributions to the Program suspended for six months following the distribution as defined in the Program document.

If a participant terminates employment, the participant may elect to: (1) receive installment payments, (2) receive partial withdrawals, (3) receive a total settlement, or (4) defer continuously the distribution of assets in such participant's account. If the participant fails to make an election, the participant's assets shall remain in the participant's account until the earlier of the participant's request for settlement or attainment at age 70 ½.

1. Description of Plans (continued)

If the total of the participant's account at the time of termination is not greater than $1,000, then the participant will receive a distribution of the entire account. If a participant terminates employment and the value of the participant's vested assets is more than $1,000 (including amounts attributable to rollover contribution accounts) but less than $5,000 (excluding amounts attributable to rollover contribution accounts) and the participant fails to return the distribution election forms provided by the administrator within the election period, a participant's entire Program account balance will be automatically rolled over to an Individual Retirement Account (IRA). The administrator will select the IRA institution, and such amounts will be invested in accordance with rules and regulations established by the Department of Labor and the IRS.

Transfers of Program Assets

The administrator may direct the Trustee to accept all of an employee's funds to be transferred from a similar qualified plan and may direct the Trustee to transfer all of a participant's funds to a similar qualified plan, provided such other qualified plan: (i) is maintained by an employer that is a member of a controlled group of corporations of which the employee's current employer is a member and (ii) permits such transfers.

Investment Options

Participants must direct, in 10% increments, how their contributions are to be invested. If participants do not direct how their contributions are to be invested, both participant and employer contributions will automatically be invested in the participants' respective age-appropriate target date retirement portfolio.

From time to time, certain funds may impose a redemption fee if an investment is held for less than a stated period. If applicable, these fees are disclosed in the individual mutual fund prospectus, which contains additional information about each fund. The redemption fees are paid to the respective funds and help protect the funds' performance and shareholders by discouraging frequent trading in response to short-term market fluctuations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of both of the employer's contribution and Program earnings and is charged with an allocation of administrative expenses as further discussed in Note 5. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of Plans (continued)

Participant Loans

Once each year, participants may borrow an amount within a range of $1,000 to the lesser of $50,000 or 50% of their vested account balance. Loan maturities generally range from six months to five years but can be extended up to ten years for the purchase or construction of a primary residence, provided a participant may not elect a term that will result in monthly repayments of less than $50. The loan interest rate is established once each quarter at a rate equal to the prevailing prime lending rate as of the previous quarter and applies to all new loans issued during that quarter. Repayment of loans is generally made through after-tax payroll deductions and is invested in the same discretionary investment options that the participant selected for the participant's savings contributions. A participant may be granted a loan no more frequently than one time each calendar year and may have no more than five loans outstanding at any one time.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled approximately $149,000 and $1,000, respectively. These accounts may be used to reduce future administrative expenses and employer contributions. In 2013, forfeited non-vested accounts reduced administrative expenses by approximately $2,000.

Administrative Expenses

Certain costs of Program administration are paid from the Program's assets or by the Program's sponsor on behalf of the Program, as further described in Note 5. Generally, fees and expenses related to investment management of each investment option are paid out of the respective funds. As a result, the returns on those investments are net of the fees and expenses of the managers of those investment options and certain other brokerage commissions, fees and expenses incurred in connection with those investment options.

1. Description of Plans (continued)

Excess Participant Contributions Refundable

The Program passed the pretax annual additions limit test for the years ended December 31, 2013 and December 31, 2012.

Delphi Personal Savings Plan for Hourly-Rate Employees in the United States

General

The Predecessor established the PSP effective May 28, 1999, as a defined contribution plan in connection with its spin-off from GM and is the sponsor of the PSP. On December 27, 2013, Delphi merged the ISP plan into the PSP plan for administrative cost savings and operational efficiencies in accordance with Federal law and regulation. The participant benefits provided under the ISP plan continue to be provided in the PSP Plan under the same provisions.

Eligibility

Generally, eligible U.S. hourly-rate full-time and part-time employees may participate and accumulate savings under the PSP upon their date of hire and as soon as administratively practicable.

Participant Contributions

An eligible participant may elect to make pretax or after-tax contributions, in 1% increments, up to 60% of eligible earnings as defined in the PSP. Employees age 50 and over, or who will attain age 50 by the end of the year, may elect catch-up contributions up to the maximum IRS limits ($5,500 in 2013). Catch-up contributions may not be at a rate of less than 1% or more than 40% of eligible earnings. Employee contributions vest immediately. Contributions are subject to certain IRS limitations.

1. Description of Plans (continued)

Employer Contributions

For certain employees, Delphi contributes an amount equal to a certain percentage (based on the local unit's competitive hire agreements) of eligible weekly earnings to such participants' accounts entirely into the employee's respective target date retirement portfolio. Participants can immediately redistribute these contributions to other funds. Such participants must participate in the PSP for at least three years to be vested in employer contributions.

Fund Exchanges

Generally, each participant is entitled, on any business day, to exchange a specified portion or all of his or her interest in any of the investment options to other options offered under the PSP.

Participant Withdrawals

A participant may withdraw funds from his or her account at any time after attaining age 59 1/2 without penalty, as defined by the PSP document. Prior to age 59 1/2, employee after-tax savings may be withdrawn at any time without penalty; however, pretax savings and Roth savings may only be withdrawn upon termination of employment, retirement, death, total and permanent disability, or financial hardship, and a 10% additional tax may apply. Prior to receiving a withdrawal for financial hardship, a participant previously must have taken all available asset distributions, withdrawals and loans under all applicable plans maintained by Delphi. The amount that may be withdrawn for a financial hardship is limited as defined in the PSP. The funds that represent a financial hardship withdrawal must conform to conditions required by the IRS. A participant who receives a hardship distribution shall have his or her contributions to the PSP suspended for 12 months following the distribution as defined in the PSP document.

If a participant terminates employment, the participant may elect to: (1) receive installment payments, (2) receive partial withdrawals, (3) receive a total settlement, or (4) defer continuously the distribution of assets in such participant's account. If the participant fails to make an election, the participant's assets shall remain in the participant's account until the earlier of the participant's request for settlement or attainment of age 70 1/2.

1. Description of Plans (continued)

If the total of the participant's account at the time of termination is not greater than $1,000, then the participant will receive a distribution of the entire account. If a participant terminates employment and the value of the participant's vested assets is more than $1,000 (including amounts attributable to rollover contribution accounts) but less than $5,000 (excluding amounts attributable to rollover contribution accounts) and the participant fails to return the distribution election forms provided by the administrator within the election period, a participant's entire PSP account balance will be automatically rolled over to an IRA. The administrator will select the IRA institution, and such amounts will be invested in accordance with rules and regulations established by the Department of Labor and the IRS.

Transfers of PSP Assets

The administrator may direct the Trustee to accept all of an employee's funds to be transferred from a similar qualified plan and may direct the Trustee to transfer all of a participant's funds to a similar qualified plan, provided such other qualified plan: (i) is maintained by an employer that is a member of a controlled group of corporations of which the employee's current employer is a member and (ii) permits such transfers.

Investment Options

Participants must direct, in 10% increments, how their contributions are to be invested. If participants do not direct how their contributions are to be invested, both participant and employer contributions will automatically be invested in the participants' respective age-appropriate target date retirement portfolio.

From time to time, certain funds may impose a redemption fee if an investment is held for less than a stated period. If applicable, these fees are disclosed in the individual investment option prospectus, which contains additional information about each fund. The redemption fees are paid to the respective funds and help protect the funds' performance and shareholders by discouraging frequent trading in response to short-term market fluctuations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of both of the employer's contribution and PSP earnings and is charged with an allocation of administrative expenses, as further described in Note 5. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of Plans (continued)

Participant Loans

Once each year, participants may borrow an amount within a range of $1,000 to the lesser of $50,000 or 50% of their vested account balance. Loan maturities generally range from 12 months to five years but can be extended to ten years for the purchase or construction of a primary residence, provided a participant may not elect a term that will result in repayments of less than $10 per pay period. The loan interest rate is established once each quarter at a rate equal to the revolving prime lending rate as of the previous quarter and applies to all new loans issued during that quarter. Repayment of loans is generally made through after-tax payroll deductions and is invested in the same discretionary investment options that the participant selected for the participant's savings contributions. A participant may have no more than five loans outstanding at any one time.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled approximately $38,000 and $438,000, respectively. These accounts may be used to reduce administrative expenses and employer contributions. For the year ended December 31, 2013, forfeited non-vested accounts reduced administrative expenses by approximately $112,000 and employer contributions by approximately $296,000.

Administrative Expenses

Certain costs of Plan administration are paid from the Plan's assets or by the Plan's sponsor on behalf of the Plan, as further described in Note 5. Generally, fees and expenses related to investment management of each investment option are paid out of the respective funds. As a result, the returns on those investments are net of the fees and expenses of the managers of those investment options and certain other brokerage commissions, fees and expenses incurred in connection with those investment options.

Excess Participant Contributions Refundable

The PSP failed the pretax elective deferral non-discrimination test for the years ended December 31, 2013 and 2012. Excess contributions in 2013 and 2012 of approximately $86,000 and $143,000, respectively, are recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant-directed contributions. During 2014 and 2013, respectively, the PSP reimbursed these respective excess contributions to its participants as permitted by law.

1. Description of Plans (continued)

Delphi Income Security Plan for Hourly-Rate Employees

General

The ISP is a defined contribution health and welfare plan that was established pursuant to collective bargaining agreements between the Predecessor and certain labor unions in connection with its spin-off from GM effective on May 28, 1999. Delphi Corporation is the ISP sponsor. On December 27, 2013, Delphi merged the ISP plan into the PSP plan for administrative cost savings and operational efficiencies in accordance with Federal law and regulation. The participant benefits provided under the ISP plan continue to be provided in the PSP Plan under the same provisions.

Eligibility

The purpose of the ISP is to provide benefits for: (i) eligible employees laid off under specified circumstances and conditions who may withdraw weekly amounts as defined in the ISP to supplement state unemployment compensation benefits and (ii) employees who retire or are terminated as defined in the ISP. Employees are eligible to participate in the ISP upon attainment of seniority defined for collectively bargained employees as the earlier of attaining seniority under the collective bargaining agreement or the first day of the sixth month following the date of hire month. Furthermore, to be eligible, an employee had to hire in prior to January 3, 2005 and acquire seniority at Delphi Thermal Systems Vandalia operations. However, any such employee who was on leave of absence or layoff as of January 2, 2005 and who returned to active work on or after January 3, 2005 is not eligible to participate in the ISP.

Participant Contributions

Employee contributions, provided such after-tax contributions are permitted under the respective negotiated agreements, are based upon employee election and can range from 1% to 5% of an employee's base hourly rate times the number of weekly compensated hours. Employee contributions to the ISP vest immediately. Contributions are subject to certain limitations as defined in the ISP plan document. Contributions are also subject to certain IRS limitations.

1. Description of Plans (continued)

Employer Contributions

Delphi's contributions to the ISP plan are based upon negotiated rates for each compensated hour. Employer contributions to the ISP plan vest immediately. Contributions are subject to certain limitations as defined in the ISP document. Contributions are also subject to certain IRS limitations.

Participant Withdrawals

For each week that a participant is eligible for benefits under the ISP, the participant may make withdrawals for amounts as provided under the ISP up to the amount credited to the participant's account. In addition, a participant's account balance is payable to such employee upon retirement or termination of employment.

If the total of a participant's account at the time of termination is not greater than $1,000, then the participant will receive a distribution of the entire account. If a participant terminates employment and the value of the participant's vested assets is more than $1,000 (including amounts attributable to rollover contribution accounts) but less than $5,000 (excluding amounts attributable to rollover contribution accounts) and the participant fails to return the distribution election forms provided by the administrator within the election period, a participant's entire ISP account balance will be automatically rolled over to an IRA. The administrator will select the IRA institution, and such amounts will be invested in accordance with rules and regulations established by the Department of Labor and the IRS.

Transfers of ISP Assets

The administrator may direct the Trustee to accept all of an employee's funds to be transferred from a similar qualified plan and may direct the Trustee to transfer all of a participant's funds to a similar qualified plan, provided such other qualified plan: (i) is maintained by an employer that is a member of a controlled group of corporations of which the employee's current employer is a member and (ii) permits such transfers.

Investment Options

Contributions to the ISP are wholly invested in the PIMCO Interest Income Portfolio.

1. Description of Plans (continued)

Participant Accounts

Investment earnings shall be credited to employees' accounts as soon as practicable, upon receipt by the Trustee, but no less than once every 90 days. The earnings credit shall be on a pro rata basis taking into account the value of an employee's account to the total of all employees' accounts.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited accounts were $0 and $18,000, respectively. These accounts may be used to reduce administrative expenses. For the year ended December 31, 2013, forfeited accounts reduced administrative expenses by approximately $15,000.

Administrative Expenses

Certain costs of ISP administration are paid from the ISP's assets or by the ISP's sponsor on behalf of the ISP, as further described in Note 5. Generally, fees and expenses related to investment management of each investment option are paid out of the respective funds. As a result, the returns on those investments are net of the fees and expenses of the managers of those investment options and certain other brokerage commissions, fees and expenses incurred in connection with those investment options.

2. Summary of Accounting Policies

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

Basis of Accounting

The financial statements of the Plans have been prepared on the accrual basis of accounting and in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

2. Summary of Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates and disclosures of contingent assets and liabilities.

Investment Valuation and Income Recognition

The Plans' investments are stated at fair value. Refer to Note 3 for additional disclosures.

The Delphi Corporation Master Savings Trust (the Master Trust) invests in a synthetic guaranteed investment contract (synthetic GIC). This type of investment contract held by a defined contribution plan is required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plans. The statement of net assets available for benefits presents the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on the trade-date basis. Net appreciation includes the Plans' gains and losses on investments bought and sold, as well as held during the year and is recorded in the accompanying statement of changes in net assets available for benefits as net investment income from the Master Trust. Investment income is recognized as earned based on the terms of the investments and the periods during which the Master Trust hold the investments. Dividends are recorded on the ex-dividend date.

Payments of Benefits

Benefits are recorded when paid.

2. Summary of Accounting Policies (continued)

Notes Receivable from Participants

Notes receivable from participants represent participant loans recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Subsequent Events

Delphi evaluated the effects of all events that occurred subsequent to December 31, 2013 through July 24, 2014, the date that the financial statements were available to be issued.

3. The Master Trust

The Predecessor established the Master Trust pursuant to a trust agreement between the Plans' sponsor and State Street, as Trustee of the Master Trust through September 30, 2013, and Delphi established the Master Trust pursuant to a trust agreement between the Plans' sponsor and Fidelity, as Trustee of the Master Trust beginning October 1, 2013, in order to permit the commingling of trust assets of multiple employee benefit plans for investment and administrative purposes.

Employee benefit plans participating in the Master Trust as of December 31, 2013 are the SRSP and the PSP. Employee benefit plans participating in the Master Trust as of December 31, 2012 were the SRSP, the PSP, and the ISP.

Investment income and administrative expenses related to the Master Trust are allocated to the individual Plans daily based on each participant's account balance within each investment fund option.

3. The Master Trust (continued)

The Plans' respective interests in the Master Trust are as follows:

	December 31	
	2013	**2012**
SRSP	**83%**	81%
PSP	**17**	18
ISP	**–**	1
	100%	100%

Synthetic Guaranteed Investment Contract (GIC)

The Plans offer a stable value investment option, the PIMCO Interest Income Fund. In connection with this investment option, the Master Trust enters into a synthetic GIC that is fully benefit-responsive. The net assets of the Master Trust present the investment in the synthetic GIC at fair value, along with the amount necessary to adjust the investment from fair value to contract value. Contract value is the relevant measurement attribute for the portion of the net assets attributable to a fully benefit-responsive investment contract, as contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plans. The Master Trust's interest in the contract represents the maximum potential credit loss from concentrations of credit risk associated with its investment.

The synthetic GIC provides for the payment of a fixed rate of interest for a specified period of time. The underlying assets are owned by the Master Trust. Under the contract, realized and unrealized gains and losses on the underlying assets are not reflected immediately in net assets. Rather, the gains and losses are amortized, usually over time to maturity or the duration of the underlying investments, through adjustments to future interest crediting rates. These adjustments generally result in contract value, over time, converging with the market value of the underlying assets. Factors affecting future interest crediting rates include the current yield, duration, and the existing difference between market and contract value of the underlying assets. Interest credit rates, which cannot be less than 0%, are reset periodically. The issuer of the synthetic GIC guarantees that all qualified participant withdrawals occur at contract value subject to certain limitations described below.

3. The Master Trust (continued)

The average yield earned on the PIMCO Interest Income Fund for the years ended December 31, 2013 and 2012, based on actual earnings, was 2.45% and 2.57%, respectively. The average yield earned on the PIMCO Interest Income Fund as of December 31, 2013 and 2012, based on the interest rate credited to participants, was 2.36% and 2.37%, respectively.

Certain events may limit the ability of the Plans to transact at contract value with the issuer. Such events include: (i) amendments to plan documents of the Plans' administration (including complete or partial Plan termination or merger with another plan), (ii) changes to the Plans' prohibition on competing investment options or deletion of equity wash provisions, (iii) the failure of the Plans or the Master Trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, (iv) bankruptcy of the Plans' sponsor or other plan sponsor event that causes a significant withdrawal from the Plans, and (v) the delivery of any communication to plan participants designed to influence a participant not to invest in the investment option. At this time, the Plans' sponsor does not believe that the occurrence of any such event, which would limit the Plans' ability to transact at contract value with participants, is probable.

Contract termination occurs whenever the contract value or market value reaches zero or upon certain events of default. If the contract terminates due to a synthetic GIC issuer default or if the market value of the underlying portfolio reaches zero, the synthetic GIC issuer will generally be required to pay any excess contract value at the date of termination. If the Master Trust defaults in its obligation under the agreements and the default is not cured within the time permitted, then the Master Trust will receive the market value as of the date of termination. Contract termination also may occur by either party upon election and notice.

Other Master Trust Assets

The target date retirement, fixed income and equity portfolios that became available to participants effective April 1, 2012, are made up of common collective trusts, self-managed accounts, and mutual funds according to the respective portfolio investing criteria. Participants may also directly invest in a variety of investments, including mutual funds, listed stocks, options, bonds and foreign securities through the brokerage option.

3. The Master Trust (continued)

The net assets available for benefits of the Master Trust are summarized as follows:

	As of December 31	
	2013	**2012**
	(In Thousands)	
Assets		
Interest-bearing cash	**$ 2,868**	$ 4,694
Common collective trusts at fair value:		
PIMCO low duration fund	**104,659**	90,826
Other common collective trusts	**986,434**	978,959
Total common collective trusts	**1,091,093**	1,069,785
Mutual funds at fair value:		
PIMCO money market fund	**119,791**	77,719
SDBA mutual funds	**92,557**	67,436
Other mutual funds	**692,742**	631,709
Total mutual funds	**905,090**	776,864
Self-managed funds:		
Common and preferred stock	**134,349**	152,974
Interest-bearing cash	**2,745**	3,219
Other SDBA investments:		
Interest-bearing cash	**26,035**	19,748
Common and preferred stock	**28,585**	15,706
Other investments	**1,167**	720
Total investments at fair value	**2,191,932**	2,043,710
Interest and dividends receivable	**717**	915
Accrued expenses	**(174)**	(2,836)
Net assets reflecting investments at fair value	**2,192,475**	2,041,789
Adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts	**(8,299)**	(13,702)
Net assets	**$ 2,184,176**	$ 2,028,087

3. The Master Trust (continued)

The net investment income of the Master Trust is summarized as follows:

	For the Year Ended December 31, 2013
	(In Thousands)
Interest and dividends	$ 38,875
Administrative expenses	(2,490)
Net appreciation in fair value of investments, net of fees:	
Mutual funds	26,617
Common collective trusts	149,460
Self-managed funds – common and preferred stock	49,549
Other SDBA investments	15,774
Total net appreciation	241,400
Total net investment income	$ 277,785

Fair Value Measurement of Investments Within the Master Trust

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, defines fair value as "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." The definition of fair value is based on an exit price rather than an entry price, regardless of whether the entity plans to hold or sell the asset, and fair value should be based on assumptions that market participants would use, including nonperformance risk. ASC 820 also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- *Level 1:* Observable inputs such as quoted prices in active markets.

- *Level 2:* Inputs, other than quoted prices in active markets, which are observable either directly or indirectly.

- *Level 3:* Unobservable inputs for which there is little or no market data, thereby requiring the reporting entity to develop its own assumptions.

3. The Master Trust (continued)

Assets and liabilities measured at fair value are based on one or more of the following three valuation techniques noted in ASC 820:

- *Market approach:* Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

- *Cost approach:* Amount that would be required to replace the service capacity of an asset (replacement cost).

- *Income approach:* Techniques to convert future amounts to a single present amount based upon market expectations (including present value techniques, option-pricing and excess earnings models).

The following is a description of the valuation techniques and inputs used for each major class of assets within the Master Trust measured at fair value at December 31, 2013 and 2012.

- Common collective trusts are valued using the NAV, which is based on the closing price of the trust's underlying assets. The investment objectives and underlying investments of the collective trusts vary, with some holding diversified portfolios of domestic or international stocks and mutual funds, some holding government bonds or investments in real estate, and others holding a blend of various domestic stocks, bonds and mutual funds. Each collective trust provides for daily redemptions by the Plans at reported NAVs per share, with no advance notice required.

- Mutual funds are publicly traded on an open market and are valued at the closing price reported by the market in which they are traded.

- Self-managed funds (available beginning on April 1, 2012) are based on the closing price of their underlying assets. Based on their respective investment objectives, each of the three self-managed funds held by the Master Trust invest solely in common stock, preferred stock and interest-bearing cash accounts.

3. The Master Trust (continued)

- SDBA investments (available beginning on April 1, 2012) are traded on open markets and are valued at the closing price of the investments in which the participant invests. These investments include mutual funds, common and preferred stock, rights, warrants, options, certificates of deposit, corporate debt securities and cash and other short-term marketable securities.

As of December 31, 2013 and 2012, the Master Trust had the following assets measured at fair value on a recurring basis:

	Fair Value Measurements Using:			
	Total	**Quoted Prices in Active Markets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
	(In Thousands)			
As of December 31, 2013				
Common collective trusts:				
Fixed income trusts	**$ 295,155**	**$ –**	**$ 295,155**	**$ –**
Large-cap equity trusts	**340,662**	**–**	**340,662**	**–**
International equity trusts	**155,831**	**–**	**155,831**	**–**
Small/mid-cap equity trusts	**194,786**	**–**	**194,786**	**–**
PIMCO Low Duration Fund	**104,659**	**–**	**104,659**	**–**
Mutual funds:				
All asset funds	**350,271**	**350,271**	**–**	**–**
International funds	**237,878**	**237,878**	**–**	**–**
Large-cap equity funds	**136,934**	**136,934**	**–**	**–**
Small/mid-cap equity funds	**43,658**	**43,658**		
PIMCO Money Market Fund	**119,791**	**119,791**	**–**	**–**
Fixed income funds	**16,558**	**16,558**	**–**	**–**
Self-managed funds:				
Common stock	**134,349**	**134,349**	**–**	**–**
Interest-bearing cash	**2,745**	**2,745**	**–**	**–**
Other SDBA investments:				
Interest-bearing cash accounts	**26,035**	**26,035**	**–**	**–**
Common and preferred stock	**28,585**	**28,585**		
Other investments	**1,167**	**1,153**	**14**	**–**
Other interest-bearing cash	**2,868**	**2,868**	**–**	**–**
Total	**$ 2,191,932**	**$ 1,100,825**	**$ 1,091,107**	**$ –**

3. The Master Trust (continued)

	Fair Value Measurements Using:			
	Total	**Quoted Prices in Active Markets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
	(In Thousands)			
As of December 31, 2012				
Common collective trusts:				
Fixed income trusts	$ 458,338	$ –	$ 458,338	$ –
Large-cap equity trusts	274,306	–	274,306	–
International equity trusts	125,935	–	125,935	–
Small/mid-cap equity trusts	120,380	–	120,380	–
PIMCO Low Duration Fund	90,826	–	90,826	–
Mutual funds:				
All asset funds	333,627	333,627	–	–
International funds	243,248	243,248	–	–
Large-cap equity funds	97,864	97,864	–	–
Small/mid-cap equity funds	9,888	9,888	–	–
PIMCO Money Market Fund	77,719	77,719	–	–
Fixed income funds	14,518	14,518	–	–
Self-managed funds:				
Common stock	152,974	152,974	–	–
Interest-bearing cash	3,219	3,219	–	–
Other SDBA investments:				
Interest-bearing cash accounts	19,748	19,748	–	–
Common and preferred stock	15,706	15,706	–	–
Other investments	720	–	720	–
Other interest-bearing cash	4,694	4,694	–	–
Total	$ 2,043,710	$ 973,205	$ 1,070,505	$ –

4. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500.

	December 31, 2013		
	SRSP	**PSP**	**ISP**
	(In Thousands)		
Net assets available for benefits per the financial statements	**$ 1,835,892**	**$ 393,468**	**$ –**
Adjustment from contract value to fair value for interest in the Master Trust relating to the fully benefit-responsive investment contract	**6,687**	**1,612**	**–**
Net assets available for benefits per the Form 5500	**$ 1,842,579**	**$ 395,080**	**$ –**

	December 31, 2012		
	SRSP	**PSP**	**ISP**
	(In Thousands)		
Net assets available for benefits per the financial statements	$ 1,677,881	$ 389,619	$ 9,272
Adjustment from contract value to fair value for interest in the Master Trust relating to the fully benefit-responsive investment contract	10,110	2,754	838
Assets transferred from FCI Plan (*Note 1)*	11,301	–	–
Net assets available for benefits per the Form 5500	$ 1,699,292	$ 392,373	$ 10,110

4. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of total net investment income from the Master Trust per the financial statements to the Form 5500.

	Year Ended December 31, 2013		
	SRSP	**PSP**	**ISP**
	(In Thousands)		
Total net investment income from the Master Trust per the financial statements	**$ 236,845**	**$ 40,749**	**$ 191**
Adjustment from contract value to fair value for interest in the Master Trust relating to the fully benefit-responsive investment contract as of December 31, 2013	**6,687**	**1,612**	**–**
Reversal of prior year adjustment from contract value to fair value for interest in the Master Trust relating to the fully benefit-responsive investment contract	**(10,110)**	**(2,754)**	**(838)**
Reversal of prior year FCI adjustment from contract value to fair value for interest in common collective trust relating to fully benefit-responsive investment contracts	**(116)**	**–**	**–**
Total net investment income per the Form 5500	**$ 233,306**	**$ 39,607**	**$ (647)**

5. Expense Accrual

In April 2012, the Plans' sponsor instituted an 11-basis-point fee accrual to cover administrative expenses for the Plans. This accrual was deducted from the daily net asset value of the investment portfolios. The accruals were accumulated by State Street in a separate interest-bearing account maintained by the Trustee pending receipt of invoices from service providers for the Plans.

In October 2013, the Plans' sponsor adjusted the 11-basis-point fee accrual to 16-basis points for the PSP and 4-basis points for the SRSP. This accrual is deducted from the daily net asset value of the investment portfolios. The accruals are accumulated in the respective Fidelity investment portfolios maintained by the Trustee pending receipt of invoices from service providers for the Plans.

The expense accruals and the Plans' expenses were reported in the statement of changes in net assets available for benefits for the year ended December 31, 2013, as other contributions and administrative expenses, respectively, as follows (in thousands):

	SRSP	PSP	ISP
Expense accruals	**$ 1,601**	**$ 448**	**$ –**
Plans' expenses	**684**	**554**	**48**

6. Related-Party Transactions

Certain of the Plans' investments are managed by Fidelity. Fidelity is the recordkeeper and Trustee as defined by the Plans, and therefore, these transactions qualify as party-in-interest transactions. Participant loans for the SRSP and PSP also qualify as party-in-interest transactions. Fidelity and State Street served as the fund managers of certain investments during the respective periods when they acted in the capacity as Trustee to the Plans; therefore, since Fidelity and State Street were the Plans' Trustee, these transactions qualify as party-in-interest transactions.

7. Termination of the Plan

Although it has not expressed any intent to do so, the Plans' sponsor has the right to terminate the Plans subject to the provisions of ERISA and the appropriate collective bargaining agreement. Such termination of the Plans, if any, would not affect a participant's interest in assets already in the Plans. If terminated, participants become 100% vested in their accounts in the SRSP and PSP. Contributions to the ISP are immediately vested when they are contributed and would not be affected by a termination of that plan.

8. Tax Status

The Plans have received determination letters from the IRS dated March 3, 2011 (for the PSP), March 5, 2012 (for the ISP) and January 4, 2013 (for the SRSP), stating that the Plans are qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to these determinations by the IRS, the PSP, ISP and SRSP were amended and/or restated. Once qualified, the Plans are required to operate in conformity with the Code to maintain their qualified status. The plan administrator believes the PSP, ISP and SRSP are being operated in compliance with the applicable requirements of the Code and, therefore, believes the PSP, ISP and SRSP, as amended and/or restated, are qualified and the related Master Trust is tax-exempt.

Accounting principles generally accepted in the United States require plans' management to evaluate uncertain tax positions taken by the Plans. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plans' administrator has analyzed the tax positions taken by the Plans, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plans have recognized no interest or penalties related to uncertain tax positions. The Plans are subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plans' administrator believes the Plans are no longer subject to income tax examinations for years prior to 2010.

9. Risks and Uncertainties

The Plans invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule

Delphi Selected Employee Benefit Plans

Schedule H, Part IV, Line 4i –
Schedules of Assets (Held at End of Year)
(In Thousands)

December 31, 2013

Salaried Retirement Savings Program
EIN 27-0791190
Plan Number 002

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
*		Participant loans	Interest rates from 3.25% to 9.5% through maturity of 2027	$ 29,645

Personal Savings Plan for Hourly-Rate Employees in the United States
EIN 27-0791190
Plan Number 004

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
*		Participant loans	Interest rates from 3.25% to 9.5% through maturity of 2023	$ 14,822

* Represents a party-in-interest.

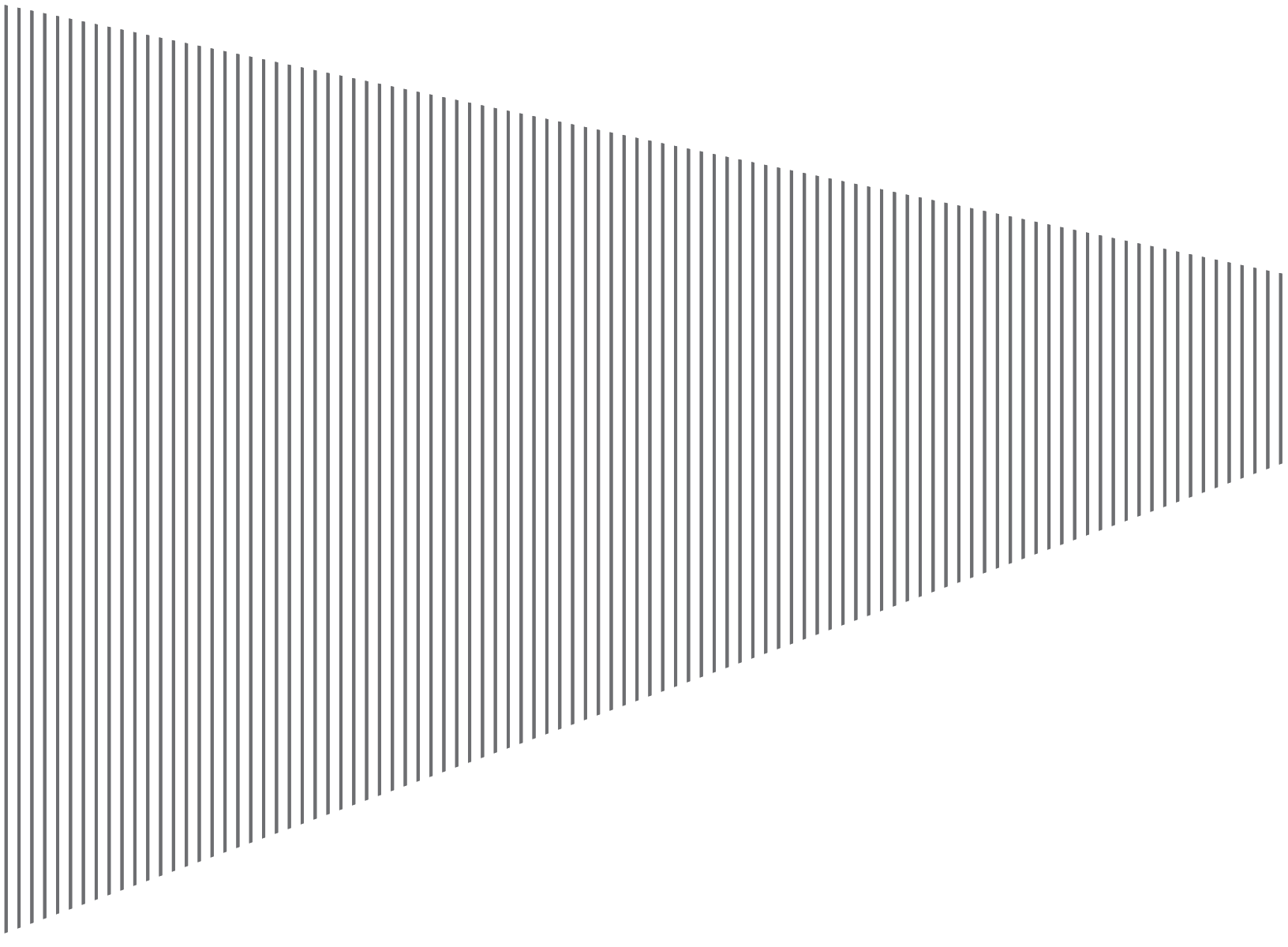
EY | Assurance | Tax | Transactions | Advisory

About EY
EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. For more information about our organization, please visit ey.com.

© 2014 Ernst & Young LLP.
All Rights Reserved.

ey.com



Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Delphi Salaried Retirement Savings Program **EIN:** 27-0791190
Plan Sponsor's Name Delphi Corporation **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	See Audited Financial Statements			