

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>GENERAL MOTORS RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES IN THE UNITED STATES</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GENERAL MOTORS LLC</u> <u>KEVIN W. COBB</u> <u>300 RENAISSANCE CENTER</u> <u>MAIL CODE 482-C33-D71</u> <u>DETROIT, MI 48265-3000</u>	1c Effective date of plan <u>10/01/1955</u> 2b Employer Identification Number (EIN) <u>27-0383222</u> 2c Sponsor's telephone number <u>313-665-1803</u> 2d Business code (see instructions) <u>336100</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/03/2014</u>	<u>KEVIN COBB</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	64533
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	32368
b Retired or separated participants receiving benefits		6b	7084
c Other retired or separated participants entitled to future benefits		6c	18147
d Subtotal. Add lines 6a , 6b , and 6c		6d	57599
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	371
f Total. Add lines 6d and 6e		6f	57970
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	57835
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	406
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 2S 2T 3F 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 GENERAL MOTORS RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES IN THE UNITED STATES	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL MOTORS LLC	D Employer Identification Number (EIN) 27-0383222

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

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
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>GENERAL MOTORS RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES IN THE UNITED STATES</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	<u>162311522</u>	<u>166593900</u>
(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)	<u>9258198882</u>	<u>10783492546</u>
(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	9420510404	10950086446

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9420510404	10950086446
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	281800152	
(B) Participants	2a(1)(B)	342728217	
(C) Others (including rollovers)	2a(1)(C)	123758832	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		748287201
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)	5658553	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5658553
(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)		1450788316
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2204734070

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	678242126	
(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)		678242126
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		678242126

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1526491944
l Transfers of assets:			
(1) To this plan	2l(1)		3084371
(2) From this plan	2l(2)		273

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

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)
GM PERSONAL SAVINGS PLAN	27-0383222	014

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 <u>GENERAL MOTORS RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES IN THE UNITED STATES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% 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): _____

General Motors Retirement Savings Plan for Salaried Employees
Form 5500
Plan No. – 002
Plan Year: 01/01/2013 – 12/31/2013

Auditor's Opinion

The Auditor's Opinion is included with the attached Financial Statements.

General Motors Retirement Savings Plan for Salaried Employees
Form 5500 – Sch. H, Part IV, Line 4i
Plan No. – 002
Plan Year: 01/01/2013 – 12/31/2013

Schedule of Assets Held at End of Year

The Schedule of Assets is included with the attached Financial Statements.

**Application for Extension of Time
To File Certain Employee Plan Returns**

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.
► Information about Form 5558 and its instructions is at www.irs.gov/form5558

OMB No. 1545-0212

File With IRS Only**Part I Identification**

A Name of filer, plan administrator, or plan sponsor (see instructions) <u>General Motors LLC</u> Number, street, and room or suite no. (If a P.O. box, see instructions) <u>300 Renaissance Center, MC 482-C16-D25</u> City or town, state, and ZIP code <u>Detroit, MI 48265-3000</u>	B Filer's identifying number (see instructions) Employer identification number (EIN) (9 digits XX-XXXXXXX) <u>27-0383222</u> Social security number (SSN) (9 digits XXX-XX-XXXX)											
C Plan name <u>General Motors Retirement Savings Plan for Salaried Employees in the U.S.</u>	<table border="1"><thead><tr><th rowspan="2">Plan number</th><th colspan="3">Plan year ending—</th></tr><tr><th>MM</th><th>DD</th><th>YYYY</th></tr></thead><tbody><tr><td><u>0 0 2</u></td><td><u>12</u></td><td><u>31</u></td><td><u>2013</u></td></tr></tbody></table>	Plan number	Plan year ending—			MM	DD	YYYY	<u>0 0 2</u>	<u>12</u>	<u>31</u>	<u>2013</u>
Plan number	Plan year ending—											
	MM	DD	YYYY									
<u>0 0 2</u>	<u>12</u>	<u>31</u>	<u>2013</u>									

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

- 1 ☐ Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part 1, C above.
- 2 I request an extension of time until 1 0 / 1 5 / 2 0 1 4 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.
- 3 I request an extension of time until 1 0 / 1 5 / 2 0 1 4 to file Form 8955-SSA (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA.

The application is **automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 (see instructions)

- 4 I request an extension of time until ____ / ____ / ____ to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.
- a Enter the Code section(s) imposing the tax ►

a	
---	--
- b Enter the payment amount attached ►

b	
---	--
- c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date ►

c	
---	--
- 5 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ►

Date ►

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

For Plan year Beginning 1/1/2013 and Ending 12/31/2013

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

B. Plan Number -- 002

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

PART I. 1 INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

1(b)**Persons Who Provided Disclosures on Eligible Indirect Compensation**

Name of Party Providing Disclosure Information	EIN (No SocSec #)	Address (Report if EIN Unknown or for self-employed persons.)
GM Investment Management Corporation	38-2903925	
State Street Bank & Trust Co.	04-3259743	
LSV Asset Management		155 North Wacker Drive, Suite 4600, Chicago, IL 60606
Neuberger Berman Management LLC		605 Third Avenue 2nd Floor, New York, NY 10158
Ariel Investment LLC		200 East Randolph, Suite 2900, Chicago, IL 60606
Pacific Investment Management Company LLC		840 Newport Center Drive, Suite 100, Newport Beach, CA 92660
Capital Guardian Trust Company		333 South Hope Street, 55th Floor, Los Angeles, CA 9071

Form 5500 - Sch. C - Service Provider Information

For Plan year Beginning 1/1/2013 and Ending 12/31/2013

A. Name of Plan -- General Motors Retirement Savings Plan for Salaried Employ B. Plan Number -- 002

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

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

2(a)			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
Service Providers Receiving Direct or Indirect Compensation						Did Provider Receive Indirect Comp (Other than from Plan or GM)?		Did Indirect Comp Include Eligible Indirect Comp, for which the Plan Received the Required Disclosures?		Total Indirect Compensation. Received by Provider. Excl. Eligible Indirect Compensation. for which "Yes" was answered for 2(f). (If none, enter "0")	Did Provider Give a Formula Instead of an Amt.?	
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to GM (or indicate "None")	Direct Compensation Paid by Plan	(Yes)	(No)	(Yes)	(No)		(Yes)	(No)
Fidelity Investments Institutional Operations Co., Inc.	04-2647786		64 & 65	Recordkeeper	72,275	X		X		0	X	

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

For Plan year Beginning 1/1/2013 and Ending 12/31/2013

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

B. Plan Number -- 002

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

PART I, 3 OTHER INDIRECT COMPENSATION INFORMATION

3(a)	3(b)	3(c)	3(d)		3(e)
Service Provider Name (As reported on 2(a))	Service Code	Amt. of Indirect Compensation.	Name of Source of Indirect Compensation	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.) Describe Indirect Compensation.
Fidelity Investments Institutional Operations Co., Inc.	60	0	Ariel Fund Inst - U.S. Bancorp Fund Services. LLC		P.O. Box 701 Milwaukee, WI 53201 0.10%
Fidelity Investments Institutional Operations Co., Inc.	60	0	NB High Inc Bond IS - State Street Bank & Trust Co.	04-0025081	0.10%
Fidelity Investments Institutional Operations Co., Inc.	60	0	NB Socially Resp I -State Street Bank & Trust Co.	04-0025081	0.10%

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

For Plan year Beginning 1/1/2013 and Ending 12/31/2013

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

B. Plan Number -- 002

C. Plan Sponsor -- General Motors LLC

D. EIN -- 27-0383222

PART II. 4 SERVICE PROVIDERS WHO FAIL OR REFUSE TO PROVIDE INFORMATION				
4(a)			4(b)	4(c)
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons.)	Nature of Service	Describe Info. Provider Failed to Provide
N/A				



**GENERAL MOTORS RETIREMENT
SAVINGS PLAN FOR SALARIED EMPLOYEES IN
THE UNITED STATES
EIN 27-0383222
PLAN 002**

Financial Statements as of December 31, 2013 and 2012
and for the year ended December 31, 2013,
Supplemental Schedule as of December 31, 2013
and Independent Auditors' Report

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FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012.....	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013.....	4
Notes to Financial Statements	5
SUPPLEMENTAL SCHEDULE	
Supplemental Schedule, Form 5500 Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013.....	20
All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



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INDEPENDENT AUDITORS' REPORT

To the General Motors Retirement Savings Plan for
Salaried Employees in the United States

We have audited the accompanying financial statements of the General Motors Retirement Savings Plan for Salaried Employees in the United States (the "Plan"), 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the General Motors Retirement Savings Plan for Salaried Employees in the United States as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets (Held at End of Year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The schedule has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated in all material respects in relation to the financial statements as a whole.

Deloitte + Touche LLP

October 3, 2014

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012
(dollars in thousands)**

	<u>2013</u>	<u>2012</u>
Assets		
Investment in General Motors Savings Plans		
Master Trust:		
Investments at fair value	\$10,783,493	\$ 9,258,199
Participant notes receivable	166,594	162,312
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(32,136)	(95,237)
Net assets available for benefits	<u>\$10,917,951</u>	<u>\$ 9,325,274</u>

See accompanying notes to financial statements.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013
(dollars in thousands)**

Additions

Income from General Motors Savings Plans	
Master Trust:	
Net investment gain	\$ 1,513,890
Interest income on participant notes receivable	5,658
Contributions:	
Participant	466,487
Employer	281,800
Net transfers	<u>3,084</u>
Total additions	<u>2,270,919</u>

Deductions

Distributions to participants	<u>(678,242)</u>
Net increase	1,592,677

Net assets available for benefits

Beginning of year	<u>9,325,274</u>
End of year	<u><u>\$10,917,951</u></u>

See accompanying notes to financial statements.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following is a brief description of the General Motors Retirement Savings Plan for Salaried Employees in the United States ("Plan") and provides only general information. The Plan sponsor is General Motors LLC ("GM LLC," "GM" or "Company"), an indirect wholly-owned subsidiary of General Motors Company. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan and provides for the accumulation of retirement savings by eligible salaried employees of GM LLC, its participating directly or indirectly wholly-owned subsidiaries and certain affiliates. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"), as amended.

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

Eligibility

Regular full-time employees of GM who are compensated by monthly base salary, but who are not represented by a labor organization (unless they are eligible through understandings reached between GM and their collective bargaining representatives), are eligible to participate in the Plan. Regular employees-temporary assignment and flexible service employees are also eligible to participate in the Plan. Part-time and temporary employees are not eligible to participate in the Plan.

Participant Contributions

An eligible participant may elect to contribute in multiple ways to the Plan on an individual or combined basis as follows: 1) on a pre-tax basis pursuant to IRC section 401(k) ("Deferred Savings"); 2) on an after-tax basis ("After-Tax Savings") or 3) on an after-tax basis pursuant to IRC section 402A ("Roth Savings"). Eligible new hires are automatically enrolled in the Plan to contribute to Deferred Savings at a rate of 4% of eligible salary, unless such employees specifically decline participation in the Plan. The sum of Deferred Savings, After-Tax Savings and Roth Savings cannot exceed 50% (100% effective January 1, 2014) of eligible salary (less all legally required deductions) as defined in the Plan. The combined amount of Deferred Savings and Roth Savings is further subject to an annual Federal limit of \$17,500 in 2013 ("Federal Limit").

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

An employee age 50 or older, or who will attain age 50 by the end of the calendar year, and who is contributing at least 4% of their eligible salary can make "catch-up" contributions to their account. A catch-up contribution can only be made as Deferred Savings or Roth Savings up to the statutory limit of \$5,500 in 2013, and only after the Federal Limit has been attained for the calendar year.

In lieu of receiving a distribution from the teamGM Performance Plan and Short-Term Incentive Plan, an employee may elect to have GM contribute up to 100%, in 1% increments (less all legally required deductions) of any such amount paid as Deferred Savings. The teamGM Performance Plan and Short-Term Incentive Plan contributions are subject to the annual Federal Limit.

Participant contributions are invested at the employee's direction in 1% increments in any of the Plan's available investment options.

Lump-Sum Distributions from the Salaried Pension Plan

Participants of the General Motors Salaried Retirement Program can voluntarily elect to receive a lump-sum distribution of their entire pension benefit upon retirement and directly roll-over the distribution into their account in the Plan. Approximately \$55 million of lump-sum distributions were rolled over into the Plan in 2013.

Employer Contributions

GM's contributions described below are invested pursuant to each employee's discretionary elections. Participants who do not make employee contributions and/or do not provide investment direction have their contributions invested in the Plan's default investment option which is one of the target retirement date funds coinciding with the year that the participant attains age 65.

- GM Matching Contributions - GM contributes an amount equal to 100% for each dollar an employee contributes up to 4% of eligible salary. GM Matching Contributions are credited to employees' accounts semi-monthly.
- GM Retirement Contribution – Eligible employees hired on or after January 1, 1993 receive an automatic Company contribution of 4% of eligible compensation. Employees with a hire date prior thereto receive a Company contribution equal to 6% of eligible compensation. GM Retirement Contributions are credited to the employee's account each pay period whether or not the employee elects to participate in the Plan.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

The term eligible compensation includes base salary and variable pay or incentive compensation as defined in the Plan when paid in the calculation of the GM Retirement Contribution, provided the executive or classified employee is an employee as of December 31 of the prior Plan year. GM Matching and Retirement Contributions are subject to all contribution and compensation limits under the IRC. GM Matching Contributions are not provided on amounts contributed to the Plan related to incentive or variable pay. Combined GM and participant contributions may not exceed \$51,000 in 2013.

Vesting

Participants are fully vested in the assets and earnings thereon from employee contributions. Assets derived from GM contributions, including related earnings, vest upon completion of three years of service. Forfeitures are used to offset future employer contributions. Forfeitures used to offset GM contributions during 2013 were de minimis.

Participant Loans

Participants may borrow once per year from the vested assets in their accounts. The amount and terms of the loans are limited under the Plan. The loan interest rate is the prime lending rate published in The Wall Street Journal as of the last business day of the calendar quarter immediately preceding the date on which the loan request is received. Loan repayments are generally made through after-tax payroll deductions and are invested in the same discretionary investment options that the participant currently selected for their savings contributions. Interest paid on a loan is credited back to the borrowing employee's account in the Plan. Partial and total prepayment of loans is permitted at any time without penalty. Loans not repaid within the loan term are deemed to be distributions from participants' accounts. Outstanding loans may not exceed the lesser of \$50,000 or one half of the participant's vested account balance. The outstanding balances of participant loans, including any accrued but unpaid interest thereon, amounted to approximately \$167 million and \$162 million at December 31, 2013 and 2012.

GM Retirement Contributions are unavailable for participant loans or withdrawals (described below) until the earlier of the participant attaining age 59 ½ or separation from service from GM.

Participant Withdrawals

Participants may withdraw the vested assets in their accounts at any time after attaining age 59 ½. Prior to age 59 ½, After-Tax Savings may be withdrawn at any time; however, Deferred Savings and Roth Savings may only be withdrawn because of termination from employment, retirement, death, total and permanent disability or financial hardship. The amount that may be withdrawn for a financial hardship is limited as defined in the Plan. The reason for a hardship distribution must conform to the requirements of the IRC. A participant who receives a hardship withdrawal is suspended from contributing to the Plan for a period of six months following the withdrawal.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

Roth Conversion

Participants can at any time make an election to convert all or a portion of their non-Roth assets to in-plan Roth assets. Converted Roth assets may qualify to be distributed tax free (including accumulated earnings thereon). The amount that may be converted is the amount that may otherwise be withdrawn or distributed from the Plan. Participants have the option of taking a separate Roth distribution if they are otherwise eligible for a Plan withdrawal or distribution.

Payment of Benefits

Upon severance from employment, participants may elect to leave their assets in the Plan or take a distribution, in accordance with Plan provisions, equal to the value of the participant's vested assets in his or her account. The Plan automatically and entirely distributes retired or terminated participant balances of \$1,000 or less.

Note 2. Summary of Significant Accounting Policies

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

Basis of Accounting

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

Use of Estimates

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

Participant Notes Receivable

Participant notes receivable are reported at their unpaid principal balance plus any accrued but unpaid interest.

Payment of Benefits

Distributions to participants are recorded when paid.

Plan Expenses

GM pays certain costs of Plan administration and such costs are not reflected in the financial statements.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

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

Investment Valuation

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

Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* ("ASC 820"), as amended, established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

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

The Master Trust's policy is to transfer investments between the levels of the fair value hierarchy at the beginning of the year based upon changes to observable inputs that are significant to the overall fair value measurements.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust

Master Trust

All of the Plan's investments are held in the Master Trust. The Master Trust was established pursuant to a trust agreement with State Street in order to permit the commingling of trust assets of multiple employee benefit plans for investment and administrative purposes. Only the Plan and the General Motors Personal Savings Plan for Hourly-Rate Employees in the United States ("PSP") participated in the Master Trust at December 31, 2013 and 2012.

Each participating employee benefit plan has a divided interest in the assets and changes therein of each of the Master Trust investment options in which the respective plan participates. As of December 31, 2013 and 2012, the Plan had approximately a 62.0% and 60.3% interest in the Master Trust, respectively. The net investment income (loss) of the Master Trust investment funds is allocated by the Trustee to each participating plan based on that plan's interest in each investment fund, as compared with the total interest of all the participating plans in each investment fund. Security transactions are recorded on a trade-date basis. Investment income (loss) is recognized as earned based on the terms of the investments and the periods during which the investments are held by the Master Trust.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

The net assets available for benefits of the Master Trust at December 31, 2013 and 2012 were as follows (dollars in thousands):

	<u>2013</u>	<u>2012</u>
Assets		
Investments at fair value:		
Common Collective Trusts:		
Income Fund*	\$ 5,523,581	\$ 5,691,066
State Street Global Advisors Large Cap Index*	1,537,211	1,217,213
Other common collective trusts	5,211,527	4,372,255
Total	<u>12,272,319</u>	<u>11,280,534</u>
Mutual Funds:		
Fidelity Contra Fund*	1,437,817	1,093,697
Fidelity Growth Company Fund - Class K*	933,864	775,580
Fidelity Low-Priced Stock Fund - Class K**	902,030	659,190
Other mutual funds	1,725,653	1,436,275
Total	<u>4,999,364</u>	<u>3,964,742</u>
Total investments at fair value	17,271,683	15,245,276
Participant notes receivable	409,365	406,767
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(61,314)</u>	<u>(185,833)</u>
Net assets available for benefits	<u>\$ 17,619,734</u>	<u>\$ 15,466,210</u>

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

** The fund exceeded the five percent or more of Master Trust net assets available for benefits threshold in 2013, but not in 2012.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

The net investment gain of the Master Trust and interest income earned on participant notes receivable for the year ended December 31, 2013 are summarized as follows (dollars in thousands):

Interest, dividends and other income, net	<u>\$ 297,128</u>
Net appreciation of investments:	
Common Collective Trusts:	
Income Fund	128,094
State Street Global Advisors Large Cap Index	386,384
Other common collective trusts	683,408
Mutual Funds:	
Fidelity Contra Fund	265,356
Fidelity Growth Company Fund - Class K	194,346
Fidelity Low-Priced Stock Fund - Class K	169,729
Other mutual funds	<u>188,761</u>
Total net appreciation of investments	<u>2,016,078</u>
Total net investment gain	<u>\$ 2,313,206</u>
Interest income on participant notes receivable	<u>\$ 14,104</u>

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

The following tables present by level within the fair value hierarchy the Master Trust's investments at fair value by major category as of December 31, 2013 and 2012 (dollars in thousands). Investments are classified in their entirety based on the lowest level input that is significant to the fair value measurement.

	2013			
	Level 1	Level 2	Level 3	Total
Equity funds				
Domestic - large capitalization	\$ 2,483,354	\$ 2,173,523	\$ -	\$ 4,656,877
Domestic - medium capitalization	1,292,849	-	-	1,292,849
Domestic - small capitalization	-	1,203,281	-	1,203,281
Foreign and emerging markets	578,340	489,936	-	1,068,276
Fixed income funds				
Stable value	-	5,523,581	-	5,523,581
Bonds - high yield	419,021	-	-	419,021
Bonds - high quality	-	540,883	-	540,883
Bonds - other	225,800	150,067	-	375,867
Target retirement date funds	-	1,963,544	-	1,963,544
Real estate funds	-	227,504	-	227,504
Total investments at fair value	<u>\$ 4,999,364</u>	<u>\$ 12,272,319</u>	<u>\$ -</u>	<u>\$ 17,271,683</u>

	2012			
	Level 1	Level 2	Level 3	Total
Equity funds				
Domestic - large capitalization	\$ 1,932,607	\$ 1,488,120	\$ -	\$ 3,420,727
Domestic - medium capitalization	774,571	-	-	774,571
Domestic - small capitalization	-	740,498	-	740,498
Foreign and emerging markets	495,671	496,007	-	991,678
Fixed income funds				
Stable value	-	5,691,066	-	5,691,066
Bonds - high yield	369,187	-	-	369,187
Bonds - high quality	-	732,135	-	732,135
Bonds - other	392,706	341,388	-	734,094
Target retirement date funds	-	1,497,665	-	1,497,665
Real estate funds	-	293,655	-	293,655
Total investments at fair value	<u>\$ 3,964,742</u>	<u>\$ 11,280,534</u>	<u>\$ -</u>	<u>\$ 15,245,276</u>

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

All Level 1 investments are mutual funds that were traded in active markets and valued at the closing prices on the last reported business day. Investments categorized as Level 2 represent holdings of common collective trusts and commingled pools. These fund investments were valued using the net asset value (or its equivalent) determined by the respective investment manager based on the fair values of the underlying investments. Under procedures prescribed by the funds which make up each Plan investment option, periodic reviews of the valuation methodology used by each manager are conducted to ascertain that they utilize readily available market values and otherwise follow fair value procedures that the managers reasonably believe are consistent with those set forth in the funds' own valuation policies and procedures in determining net asset value. None of the funds held by the Master Trust have redemption restrictions. Subject to the Plan's excessive trading policy, participants can readily redeem fund shares or units without notice.

There were no transfers of investments between the fair value hierarchy levels during 2013.

Wrapper Contracts

One of the participant directed investment options is the IF. The Plan invests in the IF through a separate pool within the Master Trust. The IF is a common collective trust fund and invests primarily in U.S. investment grade corporate bonds, U.S. government/agency bonds, mortgage and other asset-backed securities and other fixed income securities, as well as derivative instruments, coupled with negotiated contracts ("Wrappers") issued by three insurance companies (the "Issuers"). The Issuers are ING Life Insurance and Annuity Company, Pacific Life Insurance Company and Monumental Life Insurance Company. The Plan participates in the IF together with other employee benefit plans sponsored by GM. All plans of an employer that offer the IF as an investment option are referred to as a "Plan Group." During 2013, the only Plan Group participating in the IF was the GM Plan Group.

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

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

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

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

The average annual yields for 2013 and 2012 were as follows:

	Year Ended	
	<u>December 31,</u>	
	<u>2013</u>	<u>2012</u>
Average actual portfolio yields	2.33%	2.73%
Average Crediting Rates	2.40%	2.76%

The Crediting Rates as of December 31, 2013 and 2012 were 1.92% and 2.90%, respectively.

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

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

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

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

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

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

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

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

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

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

- A participating plan is disqualified by the Internal Revenue Service ("IRS") or is terminated and its assets are distributed to participants;
- A participating plan adds a competing fund to its investment options without the Issuers' approval (subject to a 30 day cure period);
- A participant communication is delivered, other than non-biased factual information regarding investment options or otherwise legally required communications, designed to induce participants to transfer into or out of the fund in a manner that materially and adversely impacts the Issuers;
- A participating plan is amended or its administration altered, thereby effecting a change which the Issuers reasonably determine will materially and adversely impact their obligations under the Wrappers (subject to a 30 day cure period);
- The GMAM Trust ceases to meet its material obligations under the Wrapper and fails to meet such obligation within 30 days following receipt of notification of the failure;

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 3. Investment in the Master Trust (continued)

- The GMAM Trust, without the Issuers' consent, attempts to assign its interest in the Wrapper;
- GMIMCo is terminated as investment manager, and a successor that is reasonably acceptable to the Issuers is not appointed within 30 days from the termination date;
- The GMAM Trust changes the investment guidelines without the Issuers' written agreement;
- Investment discretion over the wrapped investments is exercised by or granted to anyone other than GMIMCo or a sub-advisor appointed by GMIMCo (or its successor) (subject to a 30 day cure period); and
- The GMAM Trust engages in any act of fraud, misrepresentation of material facts or deceit relating to the Wrappers.

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

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

Throughout 2013 and through the date this report was available to be issued, the IF continued to transact at contract value with Plan participants. Plan management believes that it is probable that any event or events which would limit the IF's ability to transact at contract value with Plan participants will not occur. Accordingly, the IF and the Plan's *Statements of Net Assets Available For Benefits* are stated at fair value and adjusted to contract value in accordance with U.S. GAAP to reflect the IF's fully benefit responsiveness to conduct transactions with Plan participants at contract value. The Plan's share of the adjustment to contract value appears in the Plan's *Statements of Net Assets Available for Benefits* as of December 31, 2013, and 2012.

Note 4. Termination

Although it has not expressed any intent to do so, GM has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, a participant's account balance in the Plan is non-forfeitable.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 5. Federal Income Tax Status

By letter dated November 5, 2013, the IRS has determined and informed GM that the Plan is a tax-qualified employee benefit plan meeting the requirements of Sections 401(a) and 401(k) of the IRC and the Master Trust established thereunder was determined to be exempt from United States Federal income taxes under Section 501(a) of the IRC. The Plan has been amended since receiving the determination letter. The Plan's management, fiduciary and tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Plan management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions. There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to audit for periods prior to the 2010 plan year.

Note 6. Related Party-Transactions

The Plan and Master Trust have certain related-party relationships as described in Note 1 and enter into certain related-party transactions. These generally include investments with State Street, Fidelity, fund managers, GM and its subsidiaries. The fair value of investments held in the Master Trust sponsored by State Street, Fidelity and GMIMCo aggregated \$14.6 billion and \$13.1 billion as of December 31, 2013 and 2012, respectively. Such transactions are within the scope of the investment guidelines and Plan provisions.

Note 7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits presented in the financial statements to the Form 5500 at December 31, 2013 and 2012 (dollars in thousands):

	<u>2013</u>	<u>2012</u>
Net assets available for benefits presented in the financial statements	\$10,917,951	\$ 9,325,274
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>32,136</u>	<u>95,237</u>
Net assets available for benefits presented in the Form 5500	<u>\$10,950,087</u>	<u>\$ 9,420,511</u>

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

NOTES TO FINANCIAL STATEMENTS

Note 7. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of total net investment income from the Master Trust presented in the financial statements to the Form 5500 for the Plan year ended December 31, 2013 (dollars in thousands):

Net investment gain from the Master Trust presented in the financial statements	\$1,513,890
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2013	32,136
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2012	<u>(95,237)</u>
Total investment income presented in the Form 5500	<u>\$1,450,789</u>

Note 8. Subsequent Events

Subsequent events have been evaluated through October 3, 2014, which is the date these financial statements were available to be issued.

Investment Options Change

Certain investment options under the Plan were changed in April 2014. The State Street Global Advisors (SSgA) Target Retirement Funds replaced the Pyramis Active Lifecycle Funds as the target retirement date investment option. The SSgA Target Retirement Funds also became the Plan's "Qualified Default Investment Alternative." The Pyramis Small Cap Fund was substituted with the Pyramis Small Cap Core Fund – Class B and the Frontier Small Cap Growth Fund was removed as an investment option. Participants with account balances invested in any of the affected funds had the option of either changing their investment election or having their invested account balances automatically mapped (transferred) to a fund, including a newly added fund, with a similar investment objective.

**GENERAL MOTORS RETIREMENT SAVINGS PLAN
FOR SALARIED EMPLOYEES IN THE UNITED STATES**

SUPPLEMENTAL SCHEDULE

Form 5500, SCHEDULE H, Part IV, Line 4i-
Schedule of Assets (Held at End of Year)
as of DECEMBER 31, 2013
(dollars in thousands)

(a) (b) (c) Identity of Issuer, Borrower, Lessor or Similar Party	(e) Current Value
*Participant loans, maturing through December 2023 with rates ranging from 3.25% to 9.50%	<u>\$166,594</u>

* Denotes parties-in-interest