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 10/01/2013 and ending 09/30/2014

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

B This return/report is:
- [ ] the first return/report;
- [ ] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

1b Three-digit plan number (PN) ▶ 016

1c Effective date of plan 08/01/2012

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

GENERAL MOTORS LLC

KEVIN W. COBB

300 RENAISSANCE CENTER
MC 482-C33-D71
DETROIT, MI 48265

300 RENAISSANCE CENTER
MC 482-C33-D71
DETROIT, MI 48265

2b Employer Identification Number (EIN)
27-0383222

2c Sponsor's telephone number
313-665-1803

2d Business code (see instructions)
336100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/13/2015	KEVIN COBB
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address

GENERAL MOTORS LLC

3b Administrator's EIN 27-0383222

3c Administrator's telephone number 800-489-8686

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	51183
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**	22539
b	Retired or separated participants receiving benefits	**6b**	4503
c	Other retired or separated participants entitled to future benefits	**6c**	21948
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	48990
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	575
f	Total. Add lines **6d** and **6e**.	**6f**	49565
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	19
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1C 1E 3H 1I

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)** ☒ 3 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☒ **D** (DFE/Participating Plan Information)
- **(6)** ☒ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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 **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5581829	65978	32743	1512	10/01/2013	09/30/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	19287951

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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 **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

AETNA LIFE INSURANCE COMPANY SEPARATE ACCOUNT 076

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-6033492	60054	014709	1512	10/01/2013	09/30/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	29800536

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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 **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
22-1211670	68241	VCA-GA-40179	1512	10/01/2013	09/30/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	15167093

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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

D Employer Identification Number (EIN)
27-0383222

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2013

2	Assets:			
	a Market value		**2a**	6103932188
	b Actuarial value		**2b**	6174916608
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	4853	860963807
	b For terminated vested participants	**3b**	22787	755512189
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		274080033
	(2) Vested benefits	**3c(2)**		3213624909
	(3) Total active	**3c(3)**	23543	3487704942
	d Total	**3d**	51183	5104180938
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.44 %
6	Target normal cost		**6**	6949000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

06/16/2015
Date

MARY E. GIBBON
Type or print name of actuary

14-06921
Most recent enrollment number

TOWERS WATSON DELAWARE INC
Firm name

703-258-8163
Telephone number (including area code)

901 NORTH GLEBE ROAD
ARLINGTON, VA 22203
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	745028647	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	745028647	0
10	Interest on line 9 using prior year's actual return of 4.75 %	35388861	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		
b	Interest on (a) using prior year's effective interest rate of 7.17 % except as otherwise provided (see instructions)		
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	780417508	0

Part III Funding Percentages

14	Funding target attainment percentage	14	105.68 %
15	Adjusted funding target attainment percentage	15	120.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	139.33 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)		18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

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

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

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	6949000
b Excess assets, if applicable, but not greater than line 31a	**31b**	6949000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	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 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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

D Employer Identification Number (EIN)
27-0383222

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

SEE ATTACHED PDF FILE
FOR PART I, LINE 1
DISCLOURES, MI 00000

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

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

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(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)

SEE ATTACHED PDF FILE
FOR PART I, LINE 2
DISCLOSURES, MI 00000

(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
NOT APPLICABLE		
(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 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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

D Employer Identification Number (EIN)
27-0383222

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL CORE CONSERV IMTD BOND

b Name of sponsor of entity listed in (a): THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

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)
23-6994310-156	C	5920513

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL U.S. LONG DURATION BOND

b Name of sponsor of entity listed in (a): THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

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)
23-6994310-159	C	9246580

a Name of MTIA, CCT, PSA, or 103-12 IE: ALIC-SEPARATE ACCOUNT 076

b Name of sponsor of entity listed in (a): AETNA LIFE INSURANCE COMPANY SEPARATE ACCOUNT 076

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)
06-6033492-005	P	29800536

a Name of MTIA, CCT, PSA, or 103-12 IE: WHITE PLAZA GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
11-3317084-001	C	223261998

a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST II

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

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)
26-6389533-001	C	322751395

a Name of MTIA, CCT, PSA, or 103-12 IE: FIRST PLAZA GROUP TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6295264-001	C	2095278995

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM INVESTMENT FUNDS TRUST

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

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)
13-3160892-001	M	1850356

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION III

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

c EIN-PN 01-6231432-001	**d** Entity code M	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125721476

a Name of MTIA, CCT, PSA, or 103-12 IE: GMAM GROUP PENSION I

b Name of sponsor of entity listed in (a): GENERAL MOTORS INVESTMENT MANAGEMENT CORP

c EIN-PN 01-0719298-001	**d** Entity code M	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1288641

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 G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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 **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐	INDALEX INC. 75 TRI-STATE INTERNATIONAL SUITE 450 LINCOLNSHIRE, IL 60069	UNCOLLATERALIZED 11.25% CORPORATE BOND, ISSUED 3/16/2007, DUE 2/1/2014

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
253000	0	0	253000	253000	0

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

(a) Identity of party involved	**(b)** Relationship to plan, employer, or other party-in-interest	**(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value	**(d)** Purchase price

(e) Selling price	**(f)** Lease rental	**(g)** Transaction expenses	**(h)** Cost of asset	**(i)** Current value of asset	**(j)** Net gain (or loss) on each transaction

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 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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

D Employer Identification Number (EIN)
27-0383222

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		34366497
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		61920353
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		561801854
(2) U.S. Government securities	1c(2)		1119147351
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		1199546848
(B) All other	1c(3)(B)		187872234
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		5336069
(B) Common	1c(4)(B)		446934608
(5) Partnership/joint venture interests	1c(5)		1151803
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	2879962951	2656459481
(10) Value of interest in pooled separate accounts	1c(10)		29800536
(11) Value of interest in master trust investment accounts	1c(11)	3241505105	128860473
(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)		29933349
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		10156790

		(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	6121468056	6473288246
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	8359584	56987849
i Acquisition indebtedness	1i		
j Other liabilities	1j		1348832
k Total liabilities (add all amounts in lines 1g through1j)	1k	8359584	58336681
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6113108472	6414951565

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	690017	
(B) U.S. Government securities	2b(1)(B)	36447158	
(C) Corporate debt instruments	2b(1)(C)	58539787	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1064885	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		96741847
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	265345	
(B) Common stock	2b(2)(B)	17003781	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	967981	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		18237107
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10824935248	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	10720326940	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		104608308
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	123380768	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		123380768

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		389276917
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2765376
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-7195444
(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)		1129850
c Other income	2c		192581
d Total income. Add all **income** amounts in column (b) and enter total	2d		729137310
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	400804284	
(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)		400804284
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)	2027071	
(2) Contract administrator fees	2i(2)	5532625	
(3) Investment advisory and management fees	2i(3)	13963925	
(4) Other	2i(4)	7354712	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		28878333
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		429682617
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		299454693
l Transfers of assets:			
(1) To this plan	2l(1)		2388400
(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: DELOITTE & TOUCHE LLP **(2)** EIN: 13-3891517

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b	X		253000

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		150000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g	X		2856854954
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)
GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN	27-0383222	003

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 10/01/2013 and ending 09/30/2014

A Name of plan
GENERAL MOTORS SALARIED RETIREMENT PROGRAM

B Three-digit plan number (PN) ▶ 016

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 Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-3275867

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** 834

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: 9.6% Investment-Grade Debt: 39.1% High-Yield Debt: 0.0% Real Estate: 22.8% Other: 28.5%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

GENERAL MOTORS

SALARIED RETIREMENT PROGRAM

Employer ID: 27-0383222

Plan Number: 016

Financial Statements as of September 30, 2014 and 2013 and for the Year Ended September 30, 2014

Supplemental Schedules as of and for the Year Ended September 30, 2014 and Independent Auditors' Report

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

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SUPPLEMENTAL SCHEDULES

Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of September 30, 2014 i

Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the Year Ended September 30, 2014 ii

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 Plan Administrator and Participants of the
General Motors Salaried Retirement Program:

We have audited the accompanying financial statements of the General Motors Salaried Retirement Program (the "Plan"), which comprise the statements of net assets available for benefits and of accumulated plan benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the year ended September 30, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the General Motors Salaried Retirement Program as of September 30, 2014 and 2013, and the changes in its financial status for the year ended September 30, 2014, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 6 to the financial statements, the financial statements include investments valued at $3 billion (45% of net assets) and $3 billion (52% of net assets) as of September 30, 2014 and 2013, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on the methods described in Note 2. Our opinion is not modified with respect to this matter.

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 September 30, 2014 and the supplemental Schedule of Reportable Transactions for the year ended September 30, 2014 are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules are the responsibility of the Plan's management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. These schedules have been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedules 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 schedules are fairly stated in all material respects in relation to the financial statements as a whole.

Deloitte + Touche LLP

June 19, 2015

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF SEPTEMBER 30, 2014 AND 2013
(in thousands)

	2014	2013
Assets		
Cash	$ 34,337	$ -
Investments at estimated fair value:		
Interests in Investment Trusts	2,641,293	2,879,962
Interests in Master Trusts	128,860	3,232,330
Cash equivalents and other short-term investments	560,370	-
Equity securities	425,716	-
Debt securities	2,515,564	-
Investment funds	19,891	-
Private equity and debt investments	25,623	-
Real estate and other alternative investments	1,911	-
Insurance contracts	64,256	-
Derivative assets	16,686	-
Derivative liabilities	(34,025)	-
Net assets held in 401(h) account	10,070	9,175
Receivables:		
Due from brokers for securities sold	34,629	-
Other receivables	26,758	-
Total assets	6,471,939	6,121,467
Liabilities		
Payable to brokers for securities purchased	44,953	-
Accrued administrative expenses and other	12,034	8,359
Amount related to obligations of 401(h) account	10,070	9,175
Total liabilities	67,057	17,534
Net assets available for benefits	$ 6,404,882	$ 6,103,933

See notes to financial statements.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED SEPTEMBER 30, 2014
(in thousands)

Additions	
Investment income (loss):	
Net investment gain from Investment Trusts	$ 387,985
Net investment loss from Master Trusts	(7,196)
Net realized and unrealized gain (loss) from direct investments:	
Equity securities	32,719
Debt securities	156,695
Investment funds	(449)
Private equity and debt investments	6,821
Real estate and other alternative investments	100
Insurance contracts	4,057
Derivatives	32,476
Interest income	96,742
Dividend income	17,986
Other income, net	194
Net investment income	728,130
Deductions	
Benefits paid to participants	400,698
Administrative expenses	28,871
Total deductions	429,569
Transfers in	2,388
Net increase	300,949
Net assets available for benefits	
Beginning of period	6,103,933
End of period	$6,404,882

See notes to financial statements.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF SEPTEMBER 30, 2014 AND 2013
(in thousands)

	2014	2013
Actuarial present value of accumulated Plan benefits		
Vested benefits:		
Participants currently receiving payments	$ 1,338,294	$ 1,141,745
Non-retired participants	4,818,235	4,276,683
Terminated vested and transferred participants	1,041,983	914,712
Total vested benefits	7,198,512	6,333,140
Nonvested benefits	296,876	350,090
Total	$ 7,495,388	$ 6,683,230

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED SEPTEMBER 30, 2014
(in thousands)

	2014
Actuarial present value of accumulated Plan benefits, beginning of year	$ 6,683,230
Increase (decrease) during the year attributable to:	
Benefits accumulated	2,920
Interest	323,496
Benefits paid	(400,698)
Changes in actuarial assumptions	887,136
Experience gain	(696)
Net increase	812,158
Actuarial present value of accumulated Plan benefits, end of period	$ 7,495,388

See notes to financial statements.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the General Motors Salaried Retirement Program ("Plan") 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 ("GM Company"). Participants should refer to the Plan document for a more complete description of the Plan's provisions. 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.

General

The Plan is a defined benefit pension plan and principally covers active GM LLC salaried employees in the United States hired on or before December 31, 2006. Benefits provided under the Plan consist of the following and correspond to an employee's date of hire.

For employees hired prior to January 1, 2001:

- *Part A – Non-Contributory Benefits* ("Part A Benefits") provide a basic monthly benefit for credited service earned through December 31, 2006. Part A Benefits are based on an employee's salaried classification as specified in the Plan and vested after five years of service.

- *Part B – Contributory Benefits* ("Part B Benefits") consist of primary and supplemental benefits. Primary Part B Benefits represent participant voluntary contributions made to the Plan and vested immediately. Participant voluntary contributions were curtailed effective January 1, 2007. Supplemental Part B Benefits are determined in accordance with a specified formula as defined in the Plan.

- *Part D – Career Average Base Salary Benefits* ("Part D Benefits") provide a monthly benefit for employees who have five or more years of eligible service and worked on and after January 1, 2007 through September 30, 2012. Part D Benefits are determined at 1.25% of the employee's average monthly base salary plus incentive compensation (beginning January 1, 2008), not to exceed applicable IRC limits. Part D benefits were frozen effective September 30, 2012.

For employees hired on or after January 1, 2001 and before January 1, 2007:

- *Part C – Account Balance Benefits* ("Part C Benefits") represent the cash balance feature of the Plan. Employees earned pay credits that were allocated to their notional accounts monthly and computed in accordance with the age and eligible base salary parameters as specified in the Plan. Pay credits vested after 3 years of service. Employee notional accounts were also allocated interest credits monthly determined at the greater of 3.25% or the 30-Year Treasury Bond rate for the month of July preceding the beginning of the Plan year. Participants ceased earning pay credits effective January 1, 2007. Participant notional accounts continue to earn interest credits.

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

Note 1. Description of the Plan (continued)

The Plan provides eligible salaried participants with the option to elect a lump-sum distribution of their entire pension benefit upon retirement. The lump-sum distribution amount can be taken in the form of either: 1) cash; 2) direct transfer or roll-over into the participants 401(k) account in the General Motors Retirement Savings Plan for Salaried Employees in the United States or 3) direct transfer or roll-over into an individual retirement account or an eligible retirement plan. The lump-sum option is not applicable to total and permanent disability retirements.

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

401(h) Account

The Plan includes a medical benefit component to fund a portion of the postretirement obligations for eligible retirees and their beneficiaries. In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account are restricted and may not be used for, or diverted to, any purpose other than providing health care benefits for eligible retirees and their beneficiaries. The related obligations for retiree health care benefits were not included in the Plan's obligations in the *Statements of Accumulated Plan Benefits* under U.S. GAAP (hereinafter defined). Plan participants do not contribute to the 401(h) account. Company contributions to the 401(h) account are determined annually at the discretion of GM, subject to the limitations of IRC Section 401(h).

Employee Contributions

Accumulated employee contributions and interest thereon, net of applicable benefit payments, was approximately $203 million at September 30, 2014. Interest was credited to accumulated employee contributions at 3.33%.

Note 2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and accumulated plan benefits and the reported amounts of changes therein. Actual results could differ from those estimates.

Contributions

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

Note 2. Significant Accounting Policies (continued)

Payment of Benefits

Benefit payments are recorded when paid.

Administrative Expenses

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

Interests in Master Trusts and Investment Trusts

A portion of the Plan's investments were held in the GMAM Group Pension Trust I ("GMAM I"), GMAM Group Pension Trust II ("GMAM II") (prior to October 1, 2013), GMAM Group Pension Trust III ("GMAM III") and GMAM Investment Funds Trust ("GIFT"), each a master trust (collectively, "Master Trusts"). The GM sponsored benefit plans that participated in the Master Trusts were the Plan and the General Motors Hourly-Rate Employees Pension Plan ("Hourly Plan").

The Plan became the sole owner of GMAM II effective October 1, 2013 as a result of the liquidation of all other GM sponsored benefit plans' beneficial interests therein and was recharacterized as a simple trust. Accordingly, the Plan's 100% ownership of the underlying assets and liabilities of GMAM II have been separately presented as direct holdings in the *Statement of Net Assets Available for Benefits* at September 30, 2014. The investment income (loss) attributable to the directly held investments has been separately reported in the *Statement of Changes in Net Assets Available for Benefits* for the year ended September 30, 2014.

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

The Master Trusts and the Investment Trusts are tax exempt under the IRC and are direct filing entities. The plans that participated in either the Master Trusts and/or the Investment Trusts owned a divided beneficial interest in certain underlying investments, and changes therein, directly held by these respective trusts.

The net investment income (loss) attributable to the Master Trusts and Investment Trusts was allocated by the Trustee to each participating plan based on that plan's divided beneficial interest of the underlying securities in each applicable Master Trust and Investment Trust. Security transactions were recorded on a trade-date basis. Investment income (loss) was recognized as earned based on the terms of the investments and the periods during which the investments were directly owned or held by the Master Trusts and Investment Trusts.

Risks and Uncertainties

The Plan, Master Trusts and the Investment Trusts hold numerous investment securities which are exposed to various risks, such as interest rate risk, credit risk and overall market risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

Note 2. Significant Accounting Policies (continued)

Fair Value Hierarchy

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

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The Plan's, Master Trusts' and the Investment Trusts' 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.

Investment Valuation

The Plan's investments and the investments held within the Master Trusts and Investment Trusts were estimated at fair value as described below.

Cash equivalents and other short-term investments – Money market funds and other similar short-term investment funds are valued using the net asset value per share ("NAV") as provided by the investment sponsor or third party administrator. Prices for short-term debt securities are received from independent pricing services or from dealers who make markets in such securities. Independent pricing services utilize matrix pricing which considers readily available inputs such as the yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices. Money market mutual funds which provide investors with the ability to redeem their interests on a daily basis and for which the NAV is publicly available are classified in Level 1. Other cash equivalents and short-term investments are classified within Level 2.

Equity securities – Common and preferred stock, for which market quotations are readily available at the measurement date, are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are actively traded and are classified in Level 1. Common and preferred stocks for which the market is not considered to be active are valued via the use of observable inputs which may include, among others, the use of adjusted market prices last available, bids or last available sales prices and/or other observable inputs and are classified in Level 2. Common and preferred stock classified in Level 3 are those privately issued securities or other issues that are valued via the use of valuation models using significant unobservable inputs that generally consider among others, aged (stale) pricing, earnings multiples, discounted cash flows and/or other qualitative and quantitative factors. Other security attributes such as liquidity and market activity may be considered in assessing the observability of inputs used by pricing services or dealers, which may affect classification in the fair value hierarchy.

Note 2. Significant Accounting Policies (continued)

Corporate debt, government and agency securities – Corporate bonds, bank notes, floating rate notes, preferred securities, U.S. government and government agency obligations, foreign government and government agency obligations, municipal securities and supranational obligations are valued based on quotations received from independent pricing services or from dealers who make markets in such securities. Debt securities which are priced via the use of pricing services that utilize matrix pricing which considers readily observable inputs such as the yield or price of bonds of comparable quality, coupon, maturity and type, as well as dealer supplied prices, are classified in Level 2. Securities within this asset class that are typically priced by dealers and pricing services via the use of proprietary pricing models that incorporate significant unobservable inputs are classified in Level 3. These inputs primarily consist of yield and credit spread assumptions. Other security attributes such as liquidity, market activity, price level, credit ratings and geo-political risk may be considered in assessing the observability of inputs used by pricing services or dealers which may affect classification.

Mortgage and asset-backed securities – U.S. and foreign government agency mortgage and asset-backed securities, non-agency collateralized mortgage obligations, commercial mortgage securities, residential mortgage securities and other asset-backed securities are valued based on quotations received from independent pricing services or from dealers who make markets in such securities. Securities which are priced via the use of pricing services that utilize matrix pricing which considers readily observable inputs such as prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices are classified in Level 2. Securities within this asset class that are typically priced by dealers and pricing services via the use of proprietary pricing models which incorporate unobservable inputs are classified in Level 3. These inputs primarily consist of prepayment curves, discount rates, default assumptions and recovery rates. Other security attributes such as liquidity, market activity, price level, credit ratings and geo-political risk may be considered in assessing the observability of inputs used by pricing services or dealers which may affect classification.

Investment funds – Investments in exchange traded funds and mutual funds, for which market quotations are readily available, are valued at the last reported sale price, official closing price or publicly available NAV (or its equivalent) on the primary market or exchange on which they are traded and are classified in Level 1. Investments in private investment funds (including hedge funds, private equity funds, real estate funds and other alternative investment funds) are generally valued based on their respective NAV (or its equivalent), as a practical expedient to estimate fair value due to the absence of readily available market prices. Fair value estimates for private investment funds are provided by the respective investment sponsors or investment advisers and are subsequently reviewed and approved by the Plan's management. In the event that Plan management concludes a reported NAV or fair value estimate (collectively, external valuation) does not reflect fair value or is not determined as of the financial reporting measurement date, Plan management will determine whether or not an adjustment is necessary based on a review of material factors that could affect the valuation, such as changes to the composition or performance of the underlying investment(s) or comparable investments, overall market conditions, expected sale prices for private investments which are probable of being sold in the short term, and other economic factors that may possibly have a favorable or unfavorable effect on the reported external valuation. Plan management may adjust the external valuation to ensure fair value as of the balance sheet date. Investment funds that may be fully redeemed at NAV in the near-term (within 90 days) are generally classified in Level 2, otherwise Level 3.

Note 2. Significant Accounting Policies (continued)

Private equity and debt investments – This category includes direct private equity investments acquired through private placement transactions and indirect investments made through private equity and debt investment funds. Direct investments are generally valued in good faith via the use of the market approach (earnings multiples from comparable companies) or the income approach (discounted cash flow techniques), and may consider inputs such as revenue growth and gross margin assumptions, discount rates, discounts for lack of liquidity, market capitalization rates and the selection of comparable companies. As these valuations incorporate significant unobservable inputs, such investments are classified in Level 3. Refer to *Investment Funds* above for a discussion on fair value estimates related to private equity and debt investment funds.

Real estate and other alternative investments – This category includes publicly traded real estate investment trusts, direct real estate, real estate mezzanine loans, infrastructure, and natural resource investments (collectively, "other alternative investments") acquired through private placement transactions and indirect investments made through real estate and other alternative investment funds. The valuation of publicly traded real estate investment trusts is the same as that previously described for *Equity securities*. Fair value estimates for direct investments are generally valued in good faith via the use of the market approach (comparable sales) or the income approach (discounted cash flow techniques), and may consider inputs such as annual gross rents, projected vacancy rates, collection loss and recovery rates, natural resource production and reserve estimates, forward price curves, operating expenses, discount rates, discounts for lack of liquidity and the selection of comparables. As these valuations incorporate significant unobservable inputs, such investments are classified in Level 3. Refer to *Investment Funds* above for a discussion on fair value estimates related to real estate and other alternative investment funds.

Insurance contracts – Insurance contracts are the contracts entered into with life insurance companies which are used as a funding instrument for specified benefits payments. The contracts are supported by one or more separately managed investment accounts which generally hold investments in high quality fixed income securities. The fair value of each contract depends, to a significant extent, on the values of the units of the separately managed investment accounts supporting the contract. The fair value of the separately managed investment accounts' assets is based on the fair value of the underlying securities held which are determined by each of the insurance companies. Occasionally, the Plan's liabilities may increase when certain contractually required reserves, as estimated by an insurer under the terms of the contract, exceed the fair value of insurance contract assets. The resulting difference represents an outstanding contract asset deficiency that must be funded by the Plan's sponsor. Insurance contracts are unallocated arrangements and are classified in Level 3.

Derivatives – Exchange traded derivatives, such as options and futures, for which market quotations are readily available, are valued at the last reported sale price or official closing price on the primary market or exchange on which they are traded and are classified in Level 1. Over-the-counter derivatives, including but not limited to, swaps, swaptions and forwards, which are valued through independent pricing services with observable inputs, are generally classified in Level 2. Derivatives classified in Level 3 are typically valued via the use of pricing models which incorporate significant unobservable inputs. The inputs to the model based valuations may include extrapolated or model-derived assumptions such as volatilities and yield and credit spread assumptions.

Note 2. Significant Accounting Policies (continued)

Valuation Control Processes

GMIMCo has policies and procedures in place that apply to the valuation of the investments held by the Plan, Master Trusts and Investment Trusts. GMIMCo, including through its valuation committee ("Valuation Committee"), makes valuation decisions pertinent to those investments, oversees the implementation of its valuation policies and procedures and apprises and makes recommendations as deemed necessary concerning valuation policy issues, inclusive of decisions regarding price sources, pricing methodologies and selection of pricing service providers. The Valuation Committee is comprised of representatives from various GMIMCo functional groups, including investment, operations, controllers and enterprise risk management. The Valuation Committee meets at least quarterly to discuss valuation matters.

Investment funds, private equity and debt funds and real estate funds are generally valued using NAV (or its equivalent) as a practical expedient. There is monitoring of the respective funds' processes and controls surrounding the calculation of NAV. Supporting control activities may include review of a fund's audited financial statements to ensure that the determination of fair value of the underlying investments is consistent with U.S. GAAP, administration and review of fund surveys that address investment valuation and related internal controls, back-testing of estimated NAVs and periodic investment performance review.

Valuations for direct private equity, private debt and real estate typically use a market or income approach, and are generally provided by the applicable third party managers, general partners and/or investment advisers, with potential adjustments made by the Valuation Committee as deemed necessary (e.g., if warranted by market or company/property specific factors).

Recently Adopted Accounting Standards

Effective October 1, 2013, the Plan adopted the provisions of Financial Accounting Standards Update ("ASU") 2011-11, *Disclosures about Offsetting Assets and Liabilities* ("ASU 2011-11") which was issued in December 2011. ASU 2011-11 requires improved disclosure of information about financial instruments and derivative instruments that are either: (1) offset in accordance with U.S. GAAP or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current accounting guidance. The enhanced disclosures facilitate the evaluation of the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments. ASU 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013 and must be applied retrospectively. In January 2013, the FASB published ASU 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities* ("ASU 2013-01") which refined the scope of ASU 2011-11 to encompass derivatives (including bifurcated embedded deratives), repurchase agreements, reverse repurchase agreements and securities lending and borrowing transactions. The adoption of ASU 2011-11, as amended by ASU 2013-01, only affected disclosures in the Plan's financial statements.

Note 2. Significant Accounting Policies (continued)

New Accounting Standards

The FASB issued ASU 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2015-07") in May 2015. ASU 2015-07 requires that an investment for which the fair value is measured using NAV as a practical expedient be removed from categorization within the fair value hierarchy. Reconciliation is required between the fair value of the investments included in the fair value hierarchy to the amounts presented in the statement of financial position. Disclosures regarding the nature and risks of investments have been retained for which fair value is measured using NAV. ASU 2015-07 is effective for annual reporting periods beginning after December 15, 2015 for public business entities and beginning after December 15, 2016 for all other entities. ASU 2015-07 must be applied retrospectively and early adoption is permitted. The effect of adopting ASU 2015-07 on the Plan's financial statements is being evaluated.

Note 3. Directly Held Investments

The following table presents by level within the fair value hierarchy the financial assets and liabilities of the Plan's directly held investments by major category as of September 30, 2014 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 560,370	$ -	560,370
Equity securities				
Consumer discretionary and staples	75,083	565	1,928	77,576
Energy and utilities	49,962	678	-	50,640
Industrials and materials	58,280	136	-	58,416
Information technology and telecommunication services	93,315	-	72	93,387
Financial services	79,550	434	11	79,995
Other	65,702	-	-	65,702
Total equity securities	421,892	1,813	2,011	425,716
Debt securities				
Corporate debt securities	-	1,368,979	2,846	1,371,825
U.S. government and agency obligations	-	1,125,468	-	1,125,468
Foreign government and foreign government agencies	-	11,127	-	11,127
Mortgage and asset-backed securities	-	1,957	5,187	7,144
Total debt securities	-	2,507,531	8,033	2,515,564
Investment funds				
Equity funds	6,375	-	13,064	19,439
Multi-strategy funds	-	-	452	452
Total investment funds	6,375	-	13,516	19,891
Private equity and debt investments				
Other	-	-	25,623	25,623
Real estate and other alternative investments				
Real estate investments trusts and other	1,525	386	-	1,911
Insurance contracts	-	-	64,256	64,256
Derivatives[(a)]	282	16,237	167	16,686
Total financial assets	430,074	3,086,337	113,606	3,630,017
Liabilities				
Derivatives[(a)]	(4,923)	(29,102)	-	(34,025)
Total fair value of investments	$ 425,151	$ 3,057,235	$ 113,606	$ 3,595,992

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

Note 3. Directly Held Investments (continued)

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to the Plan's directly held investments is contained in Note 7. Derivative Financial Instruments and Note 8. Investment Redemption Restrictions, Unfunded Commitment and Other Provisions, respectively.

The following table summarizes the changes in the fair value of the Plan's directly held Level 3 investments for the year ended September 30, 2014 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Equity securities							
Consumer discretionary and staples	$ -	$ 1,000	$ 1,341	$ 413	$ -	$ 1,928	$ 951
Energy and utilities		(1)	1	-	-	-	-
Industrials and materials	-	2	147	149	-	-	(11)
Information technology and telecommunications services	-	(17)	89	-	-	72	(18)
Financial services	-	(142)	269	116	-	11	(100)
Total equity securities	-	842	1,847	678	-	2,011	822
Debt securities							
Corporate debt securities	-	(1,671)	19,482	14,964	(1)	2,846	(2,700)
Mortgage and asset-backed securities	-	138	5,106	57	-	5,187	137
Total debt securities	-	(1,533)	24,588	15,021	(1)	8,033	(2,563)
Investment funds							
Equity funds	-	(70)	13,134	-	-	13,064	(70)
Multi-strategy funds	-	(807)	12,258	10,999	-	452	92
Total investment funds	-	(877)	25,392	10,999	-	13,516	22
Private equity and debt investments							
Other	-	6,820	25,369	6,566	-	25,623	7,741
Insurance contracts	-	4,058	62,295	2,097	-	64,256	3,982
Derivatives, net	-	(87)	254	-	-	167	(87)
Total	$ -	$ 9,223	$ 139,745	$ 35,361	$ (1)	$ 113,606	$ 9,917

The purchases/issuances column in the preceding table includes amounts aggregating approximately $128.9 million representing the estimated fair value of GMAM II Level 3 investments upon conversion to simple trust status on October 1, 2013. The affected asset classes and amounts were as follows: equity securities $1.2 million, debt securities $20.7 million, insurance contracts $62.3 million, investment funds $25.4 million and private equity and debt instruments $19.3 million.

Transfers Between Levels

Transfers between Level 1 and Level 2, due primarily to changes in the volume and level of market activity for certain securities, were not significant during the year ended September 30, 2014.

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to the Plan's directly held investments is contained in Note 7. Derivative Financial Instruments and Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions, respectively.

Note 4. Investment in Master Trusts

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2014 were as follows (in thousands):

	GMAM I	GMAM III	GIFT	Combined
Cash	$ 210	$ 7,762	$ 39,047	$ 47,019
Investments at fair value				
Cash equivalents and other short-term investments	-	-	52	52
Equity securities	-	1,027,054	3,711,862	4,738,916
Debt securities	-	25,960	34,995	60,955
Investment funds	-	400,360	41,109	441,469
Real estate and other alternative investments	2,071	1,982	32,906	36,959
Derivative assets	-	-	1,548	1,548
Derivative liabilities	(7,542)	-	-	(7,542)
Total investments	(5,471)	1,455,356	3,822,472	5,272,357
Receivables				
Accrued investment income		1,606	8,305	9,911
Due from brokers for securities sold	-	10,839	13,038	23,877
Other receivables	10,625	580	4,353	15,558
Total receivables	10,625	13,025	25,696	49,346
Total assets	5,364	1,476,143	3,887,215	5,368,722
Liabilities				
Payable to brokers for securities purchased	-	18,933	16,425	35,358
Accrued expenses and other liabilities	-	4	4	8
Total liabilities	-	18,937	16,429	35,366
Total net assets	$ 5,364	$1,457,206	$3,870,786	$5,333,356
Plan's beneficial interest	24.0%	8.6%	0.1%	

Note 4. Investment in Master Trusts (continued)

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2013 were as follows (in thousands):

	GMAM I	GMAM II	GMAM III	GIFT	Combined
Cash	$ 4,849	$ 21,765	$ 13,240	$ 26,952	$ 66,806
Investments at fair value					
Cash equivalents and other short-term investments	2	289,559	41	356	289,958
Equity securities	-	506,514	922,455	4,187,343	5,616,312
Debt securities	47,613	2,106,368	17,531	46,645	2,218,157
Investment funds	-	40,495	500,051	219,101	759,647
Private equity and debt investments	-	19,327	-	-	19,327
Real estate and other alternative investments	2,393	4,324	1,490	22,458	30,665
Insurance contracts	-	62,295	-	-	62,295
Derivative assets	-	1,869	-	2,323	4,192
Derivative liabilities	(6,459)	(629)	-	-	(7,088)
Total investments	43,549	3,030,122	1,441,568	4,478,226	8,993,465
Receivables					
Accrued investment income	91	22,306	4,353	10,357	37,107
Due from brokers for securities sold	116	55,087	26,503	30,082	111,788
Other receivables	1,007	1,109	831	2,927	5,874
Total receivables	1,214	78,502	31,687	43,366	154,769
Total assets	49,612	3,130,389	1,486,495	4,548,544	9,215,040
Liabilities					
Payable to brokers for securities purchased	-	70,727	25,201	30,262	126,190
Accrued expenses and other liabilities	-	68	3	7	78
Total liabilities	-	70,795	25,204	30,269	126,268
Total net assets	$ 49,612	$3,059,594	$1,461,291	$4,518,275	$9,088,772
Plan's beneficial interest	20.7%	99.7%	11.6%	0.1%	

Note 4. Investment in Master Trusts (continued)

The net investment income (loss) attributable to the Master Trusts for the year ended September 30, 2014 was as follows (in thousands):

	GMAM I	GMAM III	GIFT
Investment income			
Net realized and unrealized gains and (losses) on investments:			
Equity securities	$ -	$ 90,815	$ 136,824
Debt securities	6,578	-	1,200
Investment funds	9	(56,450)	13,602
Real estate and other alternative investments	(322)	(79)	2,700
Derivatives (including foreign currency spot contracts), net	(1,084)	(420)	(258)
Net realized and unrealized gains on investments	5,181	33,866	154,068
Interest income	3,067	51	115
Dividend income	1,320	61,747	142,084
Other income (loss), net	(49)	599	(2,609)
	4,338	62,397	139,590
Administrative expenses and other, net	-	(1,119)	(8,587)
Net investment income	$ 9,519	$ 95,144	$ 285,071
Plan's share of Master Trust net investment income (loss)	$ 2,441	$ (9,934)	$ 297

The Plan's beneficial ownership of GMAM III principally consisted of a divided interest in certain investment funds which generated adverse total returns for the year ended September 30, 2014.

The changes in the net assets of the Master Trusts for the year ended September 30, 2014 was as follows (in thousands):

	GMAM I	GMAM III	GIFT
Net investment income	$ 9,519	$ 95,144	$ 285,071
Net redemptions	(53,767)	(99,229)	(932,560)
Decrease in net assets	$ (44,248)	$ (4,085)	$ (647,489)

Note 4. Investment in Master Trusts (continued)

The following table presents the individual investments that equaled or exceeded 5% of the respective Master Trusts' net assets as of September 30, 2014 and 2013 (in thousands):

	2014		2013		
	GMAM I	GMAM III	GMAM I	GMAM II	GMAM III
Cash equivalents and other short-term investments					
Government Short Term Investment Fund	$ -	$ -	$ -	$ 289,558	$ -
Debt securities					
Marriott Waikiki Term Loan 05/09/14, 2.99%	-	-	31,773	-	-
Marriott Waikiki Term Loan 05/09/14, 2.49%	-	-	13,557	-	-
Investment funds					
Tennenbaum Opportunities Fund V, LLC	-	187,245	-	-	220,998
Tennenbaum Special Value Expansion Fund, LLC	-	121,543	-	-	164,134
Real estate and other alternvative investments					
Feldman Profit - Cogdell Properties	663	-	-	-	-
Louisiana Oil Properties Inc.	289	-	-	-	-
Presque Isle County - Quile Corporation	863	-	-	-	-
Derivatives					
Interest Rate Swap 4% Fixed, 12/31/39	(7,542)	-	(6,459)	-	-

Note 4. Investment in Master Trusts (continued)

The following table presents within the fair value hierarchy the combined financial assets and liabilities of the Master Trusts by major category as of September 30, 2014 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 52	$ -	$ 52
Equity securities				
Consumer discretionary and staples	975,170	4,512	-	979,682
Energy and utilities	500,896	5,390	-	506,286
Industrials and materials	910,846	3,406	878	915,130
Information technology and telecommunication services	843,840	2,588	-	846,428
Financial services	941,969	13,940	101	956,010
Other	531,776	3,604	-	535,380
Total equity securities	4,704,497	33,440	979	4,738,916
Debt securities				
Corporate debt securities	-	2,502	-	2,502
U.S. government and agency obligations	-	58,453	-	58,453
Total debt securities	-	60,955	-	60,955
Investment funds				
Equity funds	49,790	21,165	4,978	75,933
Multi-strategy funds	-	-	308,788	308,788
Other investment funds	-	-	56,748	56,748
Total investment funds	49,790	21,165	370,514	441,469
Real estate and other alternative investments				
Real estate investment trusts and other	33,395	1,492	2,072	36,959
Derivatives[(a)]	51	1,497	-	1,548
Total financial assets	4,787,733	118,601	373,565	5,279,899
Liabilities				
Derivatives[(a)]	-	-	(7,542)	(7,542)
Total fair value of investments	$4,787,733	$ 118,601	$ 366,023	$5,272,357

(a) Includes swaps, equity rights and warrants.

Note 4. Investment in Master Trusts (continued)

The following table presents within the fair value hierarchy the combined financial assets and liabilities of the Master Trusts by major category as of September 30, 2013 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 289,958	$ -	$ 289,958
Equity securities				
Consumer discretionary and staples	1,302,171	3,768	2,119	1,308,058
Energy and utilities	553,193	22,737	1	575,931
Industrials and materials	1,054,482	13,208	147	1,067,837
Information technology and telecommunication services	972,127	11,092	-	983,219
Financial services	1,188,144	11,312	78	1,199,534
Other	480,456	1,277	-	481,733
Total equity securities	5,550,573	63,394	2,345	5,616,312
Debt securities				
Corporate debt securities	-	1,042,658	17,569	1,060,227
U.S. government and agency obligations	-	1,089,530	-	1,089,530
Foreign government and government agencies	-	8,765	-	8,765
Mortgage and asset-backed securities	-	10,497	49,138	59,635
Total debt securities	-	2,151,450	66,707	2,218,157
Investment funds				
Equity funds	63,659	173,757	18,102	255,518
Multi-strategy funds	9,159	-	427,040	436,199
Other investment funds	-	-	67,930	67,930
Total investment funds	72,818	173,757	513,072	759,647
Private equity and debt investments				
Other	-	-	19,327	19,327
Real estate and other alternative investments				
Real estate investment trusts and other	25,889	2,383	2,393	30,665
Insurance contracts	-	-	62,295	62,295
Derivatives[a]	2,429	1,715	48	4,192
Total financial assets	5,651,709	2,682,657	666,187	9,000,553
Liabilities				
Derivatives[a]	(629)	-	(6,459)	(7,088)
Total fair value of investments	$5,651,080	$2,682,657	$ 659,728	$8,993,465

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

Note 4 Investment in Master Trusts (continued)

The following table summarizes the changes in the fair value of the Master Trusts' combined Level 3 investments for the year ended September 30, 2014 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Equity securities							
Consumer discretionary and staples	$ 2,119	$ (55)	$ -	$ 2,064	$ -	$ -	$ -
Energy and utilities	1	-	-	1	-	-	-
Industrials and materials	147	(379)	347	986	1,749	878	(388)
Financial services	78	(2,505)	2,500	1,297	1,325	101	(2,220)
Total equity securities	2,345	(2,939)	2,847	4,348	3,074	979	(2,608)
Debt securities							
Corporate debt securities	17,569	9,108	-	26,677	-	-	-
Mortgage and asset-backed securities	49,138	(2,529)	-	46,609	-	-	-
Total debt securities	66,707	6,579	-	73,286	-	-	-
Investment funds							
Equity funds	18,102	10	-	13,134	-	4,978	9
Multi-strategy funds	427,040	(62,548)	-	55,704	-	308,788	(63,621)
Other investment funds	67,930	5,280	-	16,462	-	56,748	1,776
Total investment funds	513,072	(57,258)	-	85,300	-	370,514	(61,836)
Private equity and debt investments							
Other	19,327	-	-	19,327	-	-	-
Real estate and other alternative investments							
Real estate investment trusts and other	2,393	(321)	-	-	-	2,072	(322)
Insurance contracts	62,295	-	-	62,295	-	-	-
Total financial assets	666,139	(53,939)	2,847	244,556	3,074	373,565	(64,766)
Liabilities							
Derivatives, net	(6,411)	(1,083)	-	48	-	(7,542)	(1,083)
Total	$ 659,728	$ (55,022)	$ 2,847	$ 244,604	$ 3,074	$ 366,023	$ (65,849)

The sales/settlements column in the preceding table includes amounts aggregating approximately $128.9 million representing the estimated fair value of GMAM II Level 3 investments upon conversion to simple trust status on October 1, 2013. The affected asset classes and amounts were as follows: equity securities $1.2 million, debt securities $20.7million, insurance contracts $62.3 million, investment funds $25.4 million and private equity and debt instruments $19.3 million.

Transfers Between Levels

Transfers between Level 1 and Level 2, due primarily to changes in the volume and level of market activity for certain securities, were not significant during the year ended September 30, 2014.

Note 5. Investment Trusts

Information regarding derivative financial instruments and investment restrictions and unfunded commitments pertaining to the Master Trusts is contained in Note 7. Derivative Financial Instruments and Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions, respectively.

The fair value of the Plan's investments in the Investment Trusts at September 30, 2014 and 2013 is presented in the following table (in thousands):

Trusts	Trust EIN	2014	2013
* First Plaza Group Trust	25-6295264	$ 2,095,279	$ 2,259,326
* First Plaza Group Trust II	26-6389533	322,752	307,136
** White Plaza Group Trust	11-3317084	223,262	313,500
Total beneficial interests in Investment Trusts		$ 2,641,293	$ 2,879,962

* Denotes investments representing 5 percent or more of the Plan's net assets as of September 30, 2014 and 2013.
** Denotes investments representing 5 percent or more of the Plan's net assets as of September 30, 2013.

The following table provides a summary of the beneficial interests in the net assets of the Investment Trusts by participating plan, excluding amounts attributable to plans of unrelated sponsors, and the aggregate fair value of the underlying net assets subject to ASC 820 leveling as of September 30, 2014 and 2013 (in thousands):

	2014	2013
Plan	$ 2,641,293	$ 2,879,962
Hourly Plan	7,539,690	8,116,971
Total net assets of the Investment Trusts	10,180,983	10,996,933
Less:		
Cash	39,020	40,567
Net non-security assets	25,431	41,206
Fair value of Investment Trusts' net assets subject to leveling	$ 10,116,532	$ 10,915,160

The underlying financial assets and liabilities of the Investment Trusts are presented in the tables that follow on a gross basis by major category within the fair value hierarchy.

Note 5. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Investment Trusts by major category as of September 30, 2014 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 1,565	$ -	$ 1,565
Equity securities				
Consumer discretionary and staples	1,048	-	-	1,048
Information technology and telecommunication services	30,568	-	-	30,568
Other	186	-	-	186
Total equity securities	31,802	-	-	31,802
Debt securities				
U.S. government and agency obligations	-	2,485	-	2,485
Total debt securities	-	2,485	-	2,485
Investment funds				
Fixed income funds	-	-	114,925	114,925
Funds of hedge funds	-	-	347,741	347,741
Multi-strategy funds	-	-	33,440	33,440
Other investment funds	-	-	51	51
Total investment funds	-	-	496,157	496,157
Private equity and debt investments[(a)]				
Venture capital	-	-	1,741,635	1,741,635
Foreign equity	-	-	717,453	717,453
Leveraged buyouts	-	-	2,030,080	2,030,080
Distressed debt	-	-	856,922	856,922
Other	-	-	501,661	501,661
Total private equity and debt investments	-	-	5,847,751	5,847,751
Real estate and other alternative investments				
Core/core plus [(b)]	-	-	2,524,391	2,524,391
Opportunistic, net	-	-	695,755	695,755
Other[(c)]	-	-	516,626	516,626
Total real estate and other alternative investments	-	-	3,736,772	3,736,772
Total fair value of investments	$ 31,802	$ 4,050	$ 10,080,680	$ 10,116,532

(a) Includes fund investments and direct holdings.

(b) Primarily consists of class "A" and "B" apartment, industrial, office and retail, hotels, land, senior living and self storage.

(c) Primarily consists of energy and natural resource investments.

Note 5. Investment Trusts (continued)

The following table presents by level within the fair value hierarchy the underlying financial assets and liabilities of the Investment Trusts by major category as of September 30, 2013 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents and other short-term investments	$ -	$ 8,531	$ -	$ 8,531
Equity securities				
Consumer discretionary and staples	1,639	-	-	1,639
Information technology and telecommunication services	26,169	-	-	26,169
Other	202	-	3,631	3,833
Total equity securities	28,010	-	3,631	31,641
Debt securities				
U.S. government and agency obligations	-	8	-	8
Total debt securities	-	8	-	8
Investment funds				
Fixed income funds	-	-	118,705	118,705
Funds of hedge funds	-	-	296,478	296,478
Multi-strategy funds	-	-	25,940	25,940
Other investment funds	-	-	866	866
Total investment funds	-	-	441,989	441,989
Private equity and debt investments[(a)]				
Venture capital	-	-	1,627,623	1,627,623
Foreign equity	-	-	815,710	815,710
Leveraged buyouts	-	-	2,144,800	2,144,800
Distressed debt	-	-	1,110,580	1,110,580
Other	-	-	508,583	508,583
Total private equity and debt investments	-	-	6,207,296	6,207,296
Real estate and other alternative investments				
Core/core plus[(b)]	-	-	2,800,828	2,800,828
Opportunistic	-	-	928,324	928,324
Other[(c)]	-	-	496,543	496,543
Total real estate and other alternative investments	-	-	4,225,695	4,225,695
Total fair value of investments	$ 28,010	$ 8,539	$ 10,878,611	$ 10,915,160

(a) Includes fund investments and direct holdings.

(b) Primarily consists of class "A" and "B" apartment, industrial, office and retail; hotels, land, senior living and self storage.

(c) Primarily consists of energy, infrastructure, natural resource investments and real estate mezzanine loans.

Note 5. Investment Trusts (continued)

The following table summarizes the activity of the Investment Trusts' financial assets and liabilities classified in Level 3 of the fair value hierarchy for the year ended September 30, 2014 (in thousands):

	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases/ Issuances	Sales/ Settlements	Transfers In (Out)	Balance End of Year	Change in Unrealized Gains (Losses) Attributable to Assets Held At End of Year
Assets							
Equity securities							
Other	$ 3,631	$ 869	$ -	$ 4,500	$ -	$ -	$ -
Total equity securities	3,631	869	-	4,500	-	-	-
Investment funds							
Fixed income funds	118,705	14,035	-	17,815	-	114,925	14,035
Funds of hedge funds	296,478	(5,604)	94,953	38,086	-	347,741	(6,951)
Multi-strategy funds	25,940	2,635	10,346	5,481	-	33,440	1,434
Other investment funds	866	330	-	1,145	-	51	16
Total investment funds	441,989	11,396	105,299	62,527	-	496,157	8,534
Private equity and debt investments							
Venture capital	1,627,623	339,901	183,357	409,246	-	1,741,635	43,457
Foreign equity	815,710	47,535	65,566	211,358	-	717,453	(48,507)
Leveraged buyouts	2,144,800	365,363	225,734	705,817	-	2,030,080	105,680
Distressed debt	1,110,580	9,208	45,191	308,057	-	856,922	(30,941)
Other	508,583	17,423	14,839	39,184	-	501,661	1,612
Total private equity and debt investments	6,207,296	779,430	534,687	1,673,662	-	5,847,751	71,301
Real estate and other alternative investments							
Core/core plus	2,800,828	301,272	67,524	645,233	-	2,524,391	187,182
Opportunistic	928,324	70,821	80,240	383,630	-	695,755	8,087
Other	496,543	(13,319)	106,229	72,827	-	516,626	(39,421)
Total real estate and other alternative investments	4,225,695	358,774	253,993	1,101,690	-	3,736,772	155,848
Total	$ 10,878,611	$ 1,150,469	$ 893,979	$ 2,842,379	$ -	$ 10,080,680	$ 235,683

Transfers Between Levels

Transfers between Level 1 and Level 2, due primarily to changes in the volume and level of market activity for certain securities, were not significant during the year ended September 30, 2014.

Refer to Note 7. Derivative Financial Instruments and Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions for related disclosures pertaining to the Investment Trusts.

Note 6. Investment Risks

The IFC establishes the Plan's investment allocation policy and GMIMCo oversees the allocation of investments with a view towards achieving the desired investment objectives. The Plan, Master Trusts and Investment Trusts are/were exposed to various types of risks associated with the financial instruments and markets in which the Plan, Master Trusts and Investment Trusts invest. These risks include market risk, credit risk and liquidity risk. The overall risk management strategies and policies complement the Plan's investment strategy as discussed below.

Market Risk - Market risk includes the potential for both gains and losses and encompasses currency risk, interest rate risk and price risk.

Currency Risk – The Plan, Master Trusts and Investments Trusts may/did invest in financial instruments denominated in foreign currencies and might be/were exposed to risks that the foreign currency exchange rates might fluctuate in a manner that adversely effects the value of foreign currency denominated assets or liabilities. Foreign currency contracts may be used to manage currency risk.

Interest Rate Risk – The Plan, Master Trusts and Investments Trusts may/did invest in fixed income securities for which any change to the relevant interest rates for particular securities might result in an investment manager being unable to secure similar returns upon expiration of contracts or the sale of securities. In addition, changes to prevailing interest rates or changes in expectations of future interest rates might result in an increase or decrease in the fair value of the securities held. Interest rate swaps and other financial derivative instruments may be used to manage interest rate risk.

Price Risk – Price risk is the risk that the value of the instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer, or any factor affecting the value of financial instruments or securities. Plan assets are carried at fair value and all changes in market prices directly affect net assets available for benefits and such changes are recognized in the statement of changes in net assets available for benefits. Price risk is generally managed by constructing a diversified portfolio of financial instruments. In addition, price risk may be hedged using derivative instruments such as options, swaps or futures.

Credit Risk - Counterparty credit risk is the risk that a counterparty to a financial instrument will default on its commitment. Counterparty credit risk is primarily related to over-the-counter derivative instruments used to manage exposures related to interest rates on long-term securities and foreign currency exchange rate fluctuations. The risk of default can be influenced by various factors including macro-economic conditions, market liquidity, fiscal and monetary policies and counterparty-specific characteristics and activities. Certain agreements with counterparties employ set-off, collateral support arrangements and other risk mitigation procedures designed to reduce the net exposure to credit risk in the event of counterparty default. Credit policies and processes are in place to manage exposure to credit risk on an ongoing basis and to manage concentrations of counterparty risk by seeking to undertake transactions with large well-capitalized counterparties and by monitoring the creditworthiness of these counterparties.

Liquidity Risk - Liquidity risk is the risk that the Plan will encounter difficulty in meeting obligations associated with its financial liabilities, primarily benefit payments as they become due. This situation might arise due to circumstances outside the Plan's control, such as general market disruption or an operational problem affecting the Plan sponsor or third parties. The ability to sell assets might also be impaired if other market participants are seeking to simultaneously sell similar assets.

Note 6. Investment Risks (continued)

Certain investment funds, private equity and debt investments, real estate investments and derivative contracts owned by the Plan, Master Trusts or Investment Trusts may be/were illiquid. As a result, it may not be possible to quickly liquidate some of these investments at an amount close to or equal to fair value in order to meet liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer or counterparty.

Illiquid investments held in the portfolio are generally long-term investments that complement the long-term nature of the Plan's accumulated plan benefits and are not used to fund benefit payments when currently due. GMIMCo monitors liquidity risk on an ongoing basis and has procedures in place designed to maintain flexibility in addressing Plan-specific, broader industry and market liquidity events.

The Plan's, Master Trusts' and Investment Funds' investments, whose fair values were based on estimates in the absence of readily determinable fair values, aggregated approximately $3 billion at both September 30, 2014 and 2013. The fair values of these investments represented approximately 45% and 52% of the Plan's net assets available for benefits at September 30, 2014 and 2013, respectively. Because of the inherent uncertainty of these estimates, the values for these types of investments may differ significantly from the fair values that would have been used had a ready market for these investments existed, and the differences could be material.

Note 7. Derivative Financial Instruments

The Plan, Master Trusts and the Investment Trusts may enter into various derivative financial instruments ("derivative contract(s)") to hedge or protect the underlying investments from changes in the interest rate, foreign exchange, commodities and securities markets. Losses may arise if the value of the derivative contract decreases due to an unfavorable change in the price of the underlying assets or if the counterparty does not perform under the contract. All derivative contracts are recorded at fair value.

Derivative contracts are classified by the following primary risks: interest rate risk, foreign currency exchange risk, credit risk, equity risk and commodity risk. To mitigate these risks, the Plan, and Master Trusts and the Investment Trusts may enter into the following types of derivative contracts: swap agreements (including interest rate swaps and swaptions and credit default swaps), financial futures (including interest rate, foreign exchange and equity futures), foreign exchange forwards and exchange-traded and over-the-counter ("OTC") options (including foreign currency, equity and commodity options).

Interest rate contracts, including interest rate swaps, swaptions and financial futures, are generally used to reduce the sensitivity to changes in interest rates. In addition, interest rate swaps, swaptions and financial futures may be used to obtain desired market exposure, to implement the asset mix rebalancing, to generate income at prevailing market rates and for other risk management purposes.

Foreign currency contracts, as well as listed or OTC traded foreign currency options, foreign currency futures and related options on foreign currency futures are used as a short-term or long-term hedge against possible variations in foreign exchange rates and for other risk management purposes.

Commodity contracts include options on energy products. Commodity options are principally used to create an exposure to certain commodities, for hedging and risk management purposes or otherwise as part of a specific investment strategy.

Note 7. Derivative Financial Instruments (continued)

Credit contracts, including total return swaps and credit default swaps, are used to mitigate the impact of fluctuating interest rates on specific assets, to reduce credit risk exposure to defaults of corporate and sovereign issuers and to manage other credit risk exposures.

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

The Plan's, Master Trusts' and Investment Trusts' maximum risk of loss from counterparty default, either as the protection seller or as the protection buyer, is the aggregate fair value of the derivative contracts with the counterparties. This risk is typically mitigated by having enforceable master netting agreements with collateral arrangements with the counterparties. The master netting agreements are supported by International Swaps and Derivatives Association ("ISDA") and certain other collateral agreements. The ISDA agreements characteristically provide for the offsetting of derivative assets and derivative liabilities only in the event of bankruptcy or default of either party to the agreement to determine a net close-out amount. ISDA agreements with certain counterparties permit offsetting across derivative type (i.e., swaps, options, forwards, etc.) and risk classification (i.e., interest rate, foreign currency, credit, etc.).

The Plan, Master Trusts and Investment Trusts or their respective counterparties may be required to post cash or securities collateral to secure a net close-out obligation if specified thresholds as defined in the ISDA agreement are met or exceeded. To the extent any amounts due from counterparties are not fully collateralized, the Plan, Master Trusts and the Investment Trusts bear the risk of loss from the counterparty's non-performance.

Specific derivative contracts, principally financial futures and cleared swaps, generally require the depositing of initial margin or collateral in the form of cash or high quality fixed income securities. Furthermore, financial futures and cleared swaps are settled on a daily basis. The party with a negative fair value delivers cash collateral to the counterparty with positive fair value representing the daily mark to market for variation margin.

All derivative contracts held by the Plan, Master Trusts and Investment Trusts are presented on a gross basis throughout these financial statements and are not offset even if the derivative contracts are subject to enforceable master netting arrangements.

Note 7. Derivative Financial Instruments (continued)

The fair value of derivative contracts held by the Plan and Master Trusts as of September 30, 2014 and 2013 are disclosed by risk classification in the following tables under the column "Gross Amount Presented" (in thousands). There were no derivative contracts held directly by the Plan at September 30, 2013 nor by the Investment Trusts as of September 30, 2014 and 2013. The tables also reflect the derivative contracts that are subject to enforceable master netting arrangements (or other similar agreements) but not offset and the application of any collateral held by or received from the counterparties as of September 30, 2014 and 2013.

	2014							
	Plan				Master Trusts			
		Gross Amounts Not Offset				Gross Amounts Not Offset		
Description	Gross Amount Presented	Financial Instruments	Collateral Pledged (Received)	Net Amount	Gross Amount Presented	Financial Instruments	Collateral Pledged (Received)	Net Amount
Derivative assets								
Interest rate contracts	$ 85	$ (85)	$ -	$ -	$ -	$ -	$ -	$ -
Foreign currency contracts	8	(6)	-	2	-	-	-	-
Equity contracts	16,593	(12,188)	(3,560)	845	1,548	-	-	1,548
	16,686	(12,279)	(3,560)	847	1,548	-	-	1,548
Derivative liabilities								
Interest rate contracts	(7,618)	85	5,997	(1,536)	(7,542)	-	-	(7,542)
Foreign currency contracts	(6)	6	-	-	-	-	-	-
Equity contracts	(26,401)	12,188	12,531	(1,682)	-	-	-	-
	(34,025)	12,279	18,528	(3,218)	(7,542)	-	-	(7,542)
	$ (17,339)	$ -	$ 14,968	$ (2,371)	$ (5,994)	$ -	$ -	$ (5,994)

	2013			
	Master Trusts			
		Gross Amounts Not Offset		
Description	Gross Amount Presented	Financial Instruments	Collateral Pledged (Received)	Net Amount
Derivative assets				
Interest rate contracts	$ 1,554	$ (321)	$ -	$ 1,233
Equity contracts	2,638	(202)	-	2,436
	4,192	(523)	-	3,669
Derivative liabilities				
Interest rate contracts	(6,780)	321	-	(6,459)
Equity contracts	(308)	202	106	-
	(7,088)	523	106	(6,459)
	$ (2,896)	$ -	$ 106	$ (2,790)

The amounts in the preceding tables included in the "Financial Instruments" column represent the offsetting of derivative assets and liabilities with the same counterparty pursuant to the associated master netting arrangement. The column entitled "Collateral Pledged (Received)" reflects the application of any collateral held by or received from counterparties in the form of initial cash or securities deposited (including variation margin payments/deposits pertaining to financial futures and cleared swaps), which amounts were limited to the fair value of the net asset/liability position of the respective open derivative contract(s). The "Net Amount" column illustrates what the net impact would be if all set-off rights were exercised.

Note 7. Derivative Financial Instruments (continued)

The aggregate fair value of cash and securities collateral posted or received by the Plan and Master Trusts in connection with open derivatives and futures contracts at September 30, 2014 and 2013 was as follows:

	2014		2013	
	Plan	Master Trusts	Plan	Master Trusts
Fair value of collateral posted	$ 30,104	$ -	$ -	$ 16,196
Fair value of collateral received	$ 3,560	$ -	$ -	$ -

All collateral pledged and received is restricted and cannot be invested, sold or re-hypothecated except in the event of default or bankruptcy. The Plan, Master Trusts and counterparties, as applicable, have an obligation to return collateral upon settlement and close-out of the derivative contracts.

The following table presents the net realized and unrealized gains (losses) of the derivative contracts (including foreign currency spot contracts) held by the Plan and Master Trusts for the year ended September 30, 2014 (in thousands):

	2014	
	Plan	Master Trusts
Interest rate contracts	$ 30,194	$ (1,083)
Foreign currency contracts	(298)	(1,237)
Equity contracts	2,580	558
Total	$ 32,476	$ (1,762)

The fair values of the derivative contracts are included in the respective captions – *Derivative assets, Derivative liabilities and Interests in Master Trusts* within the Plan's *Statements of Net Assets Available for Benefits.* Changes in the fair value of the derivative contracts are recorded in the respective captions - *Net realized and unrealized gain (loss) from derivatives* and *Net investment loss from Master Trusts* within the Plan's *Statement of Changes in Net Assets Available for Benefits.*

The following table presents the derivatives activity within the Plan and Master Trusts based on the average notional amount of derivative contracts held throughout the year ended September 30, 2014 (in thousands). The notional amount represents the contractual amount applicable to the derivative contracts and not the amount at risk.

	2014	
	Plan	Master Trusts
Interest rate contracts	$ 350,835	$ 33,333
Foreign currency contracts	1,887	759
Equity contracts	1,050,107	-
Total	$ 1,402,829	$ 34,092

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions

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

Investment Funds

The investment funds held by the Plan, Master Trusts and Investment Trusts may be subject to initial period lock-up restrictions. An investment fund lock-up restriction is a provision which does not allow the investor to make a withdrawal from the fund during a specified initial period. In addition, investment funds may invest a portion of their assets in illiquid investments which are held in "side pockets" and represent separately held accounts. Certain investment funds may not be redeemed at all due to redemption restrictions imposed by fund managers. Distributions from such investment funds will be received as the underlying investments comprising these funds are liquidated.

The following describes the various investment funds and related strategies held by the Plan, Master Trusts and Investment Trusts.

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

Fixed income funds invest in high quality and high yield fixed income securities of domestic and foreign public and private companies and government issuers. This category also reflects investment funds whose focus is to invest in fixed income instruments that allow fund managers to profit from mispricing of these instruments. Certain derivatives may be used for hedging purposes by some fixed income fund managers to limit exposure to various risk factors.

Multi-strategy funds represent investment funds that invest in broadly diversified portfolios of equity, fixed income and derivative instruments. Certain investment funds may also employ multiple alternative investment strategies, in combination, such as global macro, event-driven, and relative value (which seeks to take advantage of pricing discrepancies between instruments including equities, debt, options and futures).

Funds of hedge funds invest in a portfolio of alternative investment funds. Funds of hedge fund managers typically seek to achieve their objectives by allocating capital across a broad array of alternative investment funds and/or investment managers.

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

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

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds directly held by the Plan at September 30, 2014 (dollars in thousands). The Plan did not directly hold any investment funds at September 30, 2013.

	2014					
				Funds with Permitted Redemptions		
					Redemption	
Description	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable *	Frequency	Notice Period
Equity funds[(a)]	13,064	-	100%	0%	N/A	N/A
Multi-strategy funds[(b)]	452	-	100%	0%	N/A	N/A
	$ 13,516	$ -				

* Represents the ratio of the fair value of these investment funds to the total fair value of investment funds in this category.

(a) Approximately 20% of the fair value of the investment funds within this category had designated "side-pocket" investments.

(b) Represents investment funds that were estimated to be liquidated within 4 years.

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Master Trusts and the Plan's beneficial interest of the investment funds held by the Investment Trusts at September 30, 2014 (dollars in thousands).

	2014					
				Funds with Permitted Redemptions		
					Redemption	
Description	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable *	Frequency	Notice Period
Master Trusts						
GMAM III						
Equity funds[(a)]	$ 4,978	$ -	100%	0%	N/A	N/A
Multi-strategy funds[(b)]	308,788	-	100%	0%	N/A	N/A
Other investment funds[(c)]	56,748	-	100%	0%	N/A	N/A
Total	$ 370,514	$ -				
GIFT						
Equity funds	$ 21,165	$ -	0%	100%	Daily	30 days
Investment Trusts						
Fixed income funds[(d)]	$ 40,060	$ -	42%	58%	Semi-annually	90 days
Multi-strategy funds[(b)(e)]	13,354	-	100%	0%	N/A	N/A
Funds of hedge funds[(f)]	120,452	6,595	1%	99%	Semi-annually	95 Days
Other investment funds[(g)]	51	-	100%	0%	N/A	N/A
Total	$ 173,917	$ 6,595				

* Represents the ratio of the fair value of these investment funds to the total fair value of investment funds in this category.

(a) Represents a single investment fund that has been designated as a "side-pocket" investment.
(b) Represents investment funds that were estimated to be liquidated within 4 years.
(c) Represents a single investment fund that was expected to be liquidated within 3 years.
(d) A single redeemable investment fund comprising 58% of the fair value of this strategy was subject to an initial lock-up period of 3 years.
(e) Investment funds representing 24% of fair value had "side-pocket" investments.
(f) The redeemable investment funds in this category were subject to an initial lock-up period of 3 years.
(g) Represents a single investment fund that was in liquidation.

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The following table summarizes the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds held by the Master Trusts and the Plan's beneficial interest of the investment funds held by the Investment Trusts at September 30, 2013 (dollars in thousands).

	2013					
				Funds with Permitted Redemptions		
					Redemption	
Description	Fair Value	Unfunded Commitments	Not Redeemable*	Redeemable *	Frequency	Notice Period
Master Trusts						
GMAM II						
Equity funds[a]	$ 13,134	$ -	100%	0%	N/A	N/A
Multi-strategy funds[b]	12,257	-	100%	0%	N/A	N/A
Total	$ 25,391	$ -				
GMAM III						
Equity funds[a]	$ 4,969	$ -	100%	0%	N/A	N/A
Multi-strategy funds[b]	414,783	-	100%	0%	N/A	N/A
Other investment funds[c]	67,930	-	100%	0%	N/A	N/A
Total	$ 487,682	$ -				
GIFT						
Equity funds	$ 173,757		0%	100%	Daily, monthly	30 days
Investment Trusts						
Fixed income funds[d]	$ 41,378	$ -	47%	53%	Semi-annually	90 days
Multi-strategy funds[b][e]	3,104	-	100%	0%	N/A	N/A
Funds of hedge funds[f]	102,096	39,033	2%	98%	Semi-annually	95 Days
Other investment funds[g]	866	-	100%	0%	N/A	N/A
Total	$ 147,444	$ 39,033				

* Represents the ratio of the fair value of these investment funds to the total fair value of investment funds in this category.

(a) Equity funds representing 20% of the fair value held by GMAM II and the entire balance held by GMAM III had designated "side-pocket" investments.
(b) Represents investment funds that were estimated to be liquidated within 5 years.
(c) Represents a single investment fund that was expected to be liquidated within 4 years.
(d) A single redeemable investment fund comprising 53% of the fair value of this strategy was subject to an initial lock-up period of 3 years.
(e) Investment funds representing 37% of fair value had "side-pocket" investments.
(f) Investment funds representing 1% of fair value had "side-pocket" investments. The redeemable investment funds in this category were subject to an initial lock-up period of 3 years.
(g) Represents a single investment fund that was in liquidation.

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

Private Equity and Debt Investments

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

Neither the Plan nor the Master Trusts held any private equity and debt investments subject to disclosure at September 30, 2014 and 2013.

The following tables summarize the fair value, unfunded commitments and estimated liquidation periods related to the Plan's beneficial interest in certain of the private equity and debt funds held by the Investment Trusts as of September 30, 2014 and 2013 (dollars in thousands).

	2014				
			Estimated Liquidation Period*		
Description	Fair Value	Unfunded Commitments	In less than five years	Between five and ten years	In more than ten years
Venture capital	$ 436,169	$ 64,192	19%	49%	32%
Foreign equity	52,771	34,453	46%	36%	18%
Leveraged buyouts	249,514	99,010	6%	62%	32%
Distressed debt	148,211	13,029	24%	47%	29%
Other	149,593	11,750	11%	83%	6%
Total	$ 1,036,258	$ 222,434			

	2013				
			Estimated Liquidation Period *		
Description	Fair Value	Unfunded Commitments	In less than five years	Between five and ten years	In more than ten years
Venture capital	$ 417,458	$ 112,491	23%	50%	27%
Foreign equity	62,267	25,637	61%	12%	27%
Leveraged buyouts	287,647	123,995	17%	54%	29%
Distressed debt	186,342	18,978	30%	37%	33%
Other	154,786	16,271	33%	60%	7%
Total	$ 1,108,500	$ 297,372			

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

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

Real Estate and Other Alternative Investments

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

The following tables summarize the fair value, unfunded commitments and estimated liquidation periods of certain real estate investments held by the Master Trusts and the Plan's beneficial interest of the real estate investment holdings of the Investment Trusts as of September 30, 2014 and 2013 (dollars in thousands).

	2014					
			Estimated Liquidation Period*			
Description	Fair Value	Unfunded Commitments	In less than one year	Between one and five years	Between six and ten years	In more than ten years
Master Trusts						
GMAM I						
Other	$ 920	$ -	0%	28%	0%	72%
Investment Trusts						
Core/core plus	$ 817,932	$ 328	0%	28%	18%	54%
Opportunistic	306,629	122,253	8%	92%	0%	0%
Other	132,567	61,482	52%	48%	0%	0%
Total	$ 1,257,128	$ 184,063				

	2013					
			Estimated Liquidation Period*			
Description	Fair Value	Unfunded Commitments	In less than one year	Between one and five years	Between six and ten years	In more than ten years
Master Trusts						
GMAM I						
Other	$ 1,263	$ -	0%	20%	0%	80%
Investment Trusts						
Core/core plus	$ 843,709	$ 27,076	11%	15%	6%	68%
Opportunistic	434,035	161,265	17%	74%	9%	0%
Other	130,208	80,129	18%	37%	45%	0%
Total	$ 1,407,952	$ 268,470				

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

Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions (continued)

The "Core/Core Plus" category in the tables above for the Investment Trusts reflects approximately $281 million and $288 million of investments, as of September 30, 2014 and 2013, respectively, which are held in entities managed by third party investment advisors. The "Opportunistic" category at September 30, 2014 and 2013 included $5 million and $4 million, respectively, of similar third party managed investments. These investments are highly illiquid, generally cannot be redeemed and distributions from these entities are received upon liquidation of the underlying assets. Plan management has not established a liquidation date for approximately $165 million and $233 million of the aforementioned investments as of September 30, 2014 and 2013, respectively. These investments were assigned an estimated liquidation period of "more than ten years."

Note 9. Valuation of Level 3 Investments

The following table presents the valuation methodologies and assumptions used in the determination of the fair value of certain Level 3 investments held by the Plan, Master Trusts and Investment Trusts at September 30, 2014. The Level 3 investments for which fair value (dollars in thousands) has been determined using NAV (or its equivalent) as a practical expedient or based on information received from third parties (e.g., pricing services, broker-dealers, external investment managers, etc.) without adjustment have been excluded.

	2014			
Description	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
Plan				
Equity securities	$ 475	Market comparables	EBITDA multiples	4.5x-7.8x (7.0x)
			Revenue multiples	0.9x-1.6x (1.2x)
			Discount for lack of marketability	15%-20% (17%)
		Discounted cash flows	Discount rate	13%-19% (17.7%)
Debt securities	1,882	Market comparables	Yield to maturity	12%
		Discounted cash flows	Discount rate	19%
			Estimated debt recovery	44.5%
Private equity and debt investments				
Other	25,623	Discounted cash flows	Discount rate	8%-30% (8.5%)
Derivatives	166	Discounted cash flows	Discount rate	10%
			Discount for lack of marketability	20%
		Intrinsic value	Discount rate	8%
Master Trusts				
Real estate and other alternative investments				
Other	1,151	Discounted cash flows	Discount rate	14.8%-16.4% (16.0%)
Investment Trusts				
Private equity and debt investments				
Leveraged buyouts	64,931	Market comparables	EBITDA multiples	5.6x-15.2x (11.5x)
			Book value multiples	0.9x-1x (0.9x)
		Discounted cash flows	Discount rate	12.5%
			Terminal (exit) multiple	8x
Venture capital	17,302	Market comparables	EBITDA multiples	6.2x-12.5x (7.6x)
			Revenue multiples	2.1x-2.6x (2.3x)
Foreign equity	2,554	Market comparables	EBITDA multiples	9.6x
Other	19,627	Market comparables	EBITDA multiples	9.4x
			Book value multiples	1.5x
Real estate and other alternative investments	43,405	Discounted cash flows	Discount rate	10%
Other			Volume depletion rate	-24.5% to -3% (-17.4%)
			Wellhead price adjustment	-3.3% to 24.1% (3.5%)

Note 9. Valuation of Level 3 Investments (continued)

The following table presents the valuation methodologies and assumptions used in the determination of the fair value of certain Level 3 investments held by the Plan, Master Trusts and Investment Trusts at September 30, 2013. The Level 3 investments for which fair value (dollars in thousands) has been determined using NAV (or its equivalent) as a practical expedient or based on information received from third parties (e.g., pricing services, broker-dealers, external investment managers, etc.) without adjustment have been excluded.

	2013			
Description	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
Master Trusts				
Debt securities	$ 61,952	Market comparables	EBITDA multiples	8x
			Yield to worst	12.1%-20.6% (18.1%)
		Discounted cash flows	Discount rate	17.7%
			Estimated debt recovery	47%-100% (99.1%)
Private equity and debt investments				
Other	18,471	Market comparables	EBITDA multiples	0.3x-6x (5.3x)
			Yield to worst	12.1%
		Discounted cash flows	Discount rate	14.9%-18% (15.9%)
Real estate and other alternative investments				
Other	1,130	Discounted cash flows	Discount rate	13%-16.5% (15.7%)
Derivatives	48	Market comparables	EBITDA multiples	5.6x
		Discounted cash flows	Discount rate	16.2%
Investment Trusts				
Equity securities	1,257	Market comparables	Earnings Multiples	25x
			Discount for lack of marketability	50%
Private equity and debt investments				
Leveraged buyouts	66,058	Market comparables	EBITDA multiples	6.6x-12.1x (8.9x)
			Book value multiples	0.97x
		Discounted cash flows	Discount rate	10.7%
			Terminal (exit) multiple	10x
Venture capital	14,756	Market comparables	EBITDA multiples	6x-15x (7.9x)
			Revenue multiples	1.6x-2.2x (1.9x)
Foreign equity	5,586	Market comparables	EBITDA multiples	7.4x-9.8x (9.4x)
Other	17,601	Market comparables	EBITDA multiples	7x
			Revenue Multiples	1.2x
			Book value multiples	1.3x
Real estate and other alternative investments				
Other	62,609	Discounted cash flows	Discount rate	10%
			Volume depletion rate	-16.5% to -4.1% (-13.9%)
			Wellhead price adjustment	2.2% to 41.3% (8.4%)

Note 9. Valuation of Level 3 Investments (continued)

Discount rates, expected yields, multiples and depletion rates are determined based on inputs that market participants would use when pricing investments, including consideration of credit and liquidity risk as applicable. An increase in the discount rate, expected yield or depletion rate would result in a decrease in the fair value of the investment. An increase in a multiple would favorably affect fair value.

Note 10. 401(h) Account

The aggregate fair value of the net assets of the Plan's 401(h) account at September 30, 2014 and 2013 was $10.1 million and $9.2 million, respectively. The principal investment underlying the 401(h) account consisted of a publicly traded investment fund which was classified in Level 1 of the fair value hierarchy.

Note 11. Termination Priorities

Although it has not expressed any intention to do so, GM has the right under the Plan, in certain circumstances, to discontinue contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. If GM exercises its right to terminate the Plan voluntarily, participants will receive the full amount of their benefit entitlement as of the date of termination.

In the event that the Plan is terminated under a distress termination, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"). Generally, the PBGC guarantees most vested normal age retirement benefits, certain early retirement benefits and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated under a distress termination at some future date will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Note 12. Federal Income Tax Status

The Plan was established on August 1, 2012. The Internal Revenue Service determined and informed the Company by a letter dated May 6, 2014 that the Plan and related trusts were designed in accordance with the applicable provisions of the IRC. Management believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC, and the Plan and related trusts continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan's management has analyzed the tax positions taken by the Plan and has concluded that as of September 30, 2014, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions and currently, there are no audits in progress.

Note 13. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments which are attributable to the service participants have rendered under the Plan's provisions. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of employees who have died and (c) active participants or their beneficiaries.

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money through discounts for interest and the probability of payment by means of decrements such as for death, disability, withdrawal or retirement between the valuation date and the expected date of payment. The actuarial assumptions are based on the presumption that the Plan will continue. Different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits if the Plan were to terminate.

The following significant actuarial assumptions were used in the valuations for the years ended September 30, 2014 and 2013:

- The interest rate used to discount accumulated plan benefits was 4.38% and 4.99% at September 30, 2014 and 2013, respectively.

- As of September 30, 2014, the mortality of retired and non-retired participants was estimated using 2013 GM Specific Salaried Male and Female Mortality tables projected with Scale AA from October 1, 2009 to September 30, 2014 and thereafter with MP-2014 with 0.75% ultimate rate. At September 30, 2013, the mortality assumption for retired and non-retired participants was estimated using Modified GM Specific healthy and disabled mortality tables for males and females projected with 100% scale AA from October 1, 2009.

- The withdrawal rate, retirement rate and incidence of total and permanent disability assumptions were based on GM experience.

- The average basic benefit was $51.64 per month per year of credited service.

- Interest credited to participant accounts under the cash balance feature of the Plan was at the greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (3.33% for July 2014 vs. 3.61% for July 2013). It was assumed 100% of the participants elect to take this benefit in the form of a lump-sum payment.

- It was assumed that approximately 80% of all male participants and 40% of all female participants would not reject the surviving spouse coverage and the husband-wife age difference is three years for males and two years for females.

- For non-disability retirements, it was presumed that 50% of retirees would chose a lump sum payment and the remaining 50% would elect the annuity form of payment for retirement.

The increase in accumulated plan benefits of approximately $0.9 billion due to changes in actuarial assumptions includes: 1) $0.8 billion attributable to the decrease in the discount rate from 4.99% to 4.38% and 2) $0.1 billion of related to the application of updated mortality improvement tables and related assumptions published by the Society of Actuaries' Retirement Plans Experience Committee in October 2014.

Note 14. Employer Contributions

For the year ended September 30, 2014, the Company met the minimum funding requirements under ERISA and no contributions were due.

Note 15. Related-Party Transactions

The Plan, Master Trusts and Investment Trusts entered into related-party transactions which generally include investments or transactions with trustees, fund managers, GM Company and its subsidiaries and other GM sponsored benefit plans as described throughout these financial statements. Such transactions were within the scope of the investment guidelines as established by the IFC.

Note 16. Reconciliation of Financial Statements to the Form 5500

The following table presents a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 as of September 30, 2014 and 2013 (in thousands).

	2014	2013
Net assets available for benefits per the financial statements	$ 6,404,882	$ 6,103,933
Add:		
Net assets held in 401(h) account	10,070	9,175
Net assets available for benefits per the Form 5500	$ 6,414,952	$ 6,113,108

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended September 30, 2014 (in thousands):

	Amounts per Financial Statements	401(h) Account Activity	Amounts per Form 5500
Net investment income	$ 728,130	$ 1,008	$ 729,138
Benefits paid to participants	400,698	106	400,804
Administrative expenses	28,871	7	28,878

Note 17. Subsequent Events

Subsequent events have been evaluated through June 19, 2015 which is the date these financial statements were available to be issued.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF SEPTEMBER 30, 2014
(in thousands)

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

(a) (b) Identity of Issue, Borrower, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
* Investment in First Plaza Group Trust (25-6295264)	Common/Collective Trust	$ 2,458,554	$ 2,095,279
* Investment in First Plaza Group Trust II (26-6389533)	Common/Collective Trust	310,760	322,752
* Investment in White Plaza Group Trust (11-3317084)	Common/Collective Trust	273,623	223,262
Total Investment Trusts		3,042,937	2,641,293
Directly held investments:			
Cash equivalents and other short-term investments (see attached)	Cash equivalents and other short-term investments	560,370	560,370
Equity securities (see attached)	Equity securities	415,811	425,716
Debt securities (see attached)	Debt securities	2,509,702	2,515,564
Investment funds (see attached)	Investment funds	17,310	19,891
Private equity and debt investments (see attached)	Private equity and debt investments	22,387	25,623
Real estate and other alternative investments (see attached)	Real estate and other alternative investments	1,945	1,911
Insurance contracts (see attached)	Insurance contracts	62,484	64,256
Derivative assets (see attached)	Derivatives	31,960	16,686
Derivative liabilities (see attached)	Derivatives	(43,922)	(34,025)
Total directly held investments		3,578,047	3,595,992
Total investments		$ 6,620,984	$ 6,237,285
Investment held in 401 (h) account:			
* Vanguard STAR Fund		$ 7,742	$ 10,042

* Denotes parties-in-interest.

Note:
In compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, investments in Master Trust assets are excluded from this schedule.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS **EMPLOYER ID: 27-0383222**
FOR THE YEAR ENDED SEPTEMBER 30, 2014 **PLAN NUMBER: 016**
(in thousands, except number of transactions)

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Single transactions:							
State Street Global Advisors	SSGA Gov't Short Term Investment Fund	1	$ 200,023	$ -	$ -	$ 200,023	$ -
State Street Global Advisors	SSGA Gov't Short Term Investment Fund	1	-	155,943	155,943	155,943	-
State Street Global Advisors	SSGA Gov't Short Term Investment Fund	1	150,000	-	-	150,000	-
Series of transactions:							
State Street Global Advisors	SSGA Gov't Short Term Investment Fund	2,035	2,193,003	-	-	2,193,003	-
State Street Global Advisors	SSGA Gov't Short Term Investment Fund	1,324	-	1,922,192	1,922,192	1,922,192	-
U.S. Government	US Treasury notes & bonds 08/15/2029, 6.125%	25	80,180	-	-	80,180	-
U.S. Government	US Treasury notes & bonds 08/15/2029, 6.125%	23	-	81,897	81,530	81,897	367
U.S. Government	US Treasury notes & bonds 05/15/2030, 6.250%	26	85,683	-	-	85,683	-
U.S. Government	US Treasury notes & bonds 05/15/2030, 6.250%	24	-	68,362	68,011	68,362	351
U.S. Government	US Treasury notes & bonds 08/15/2039, 4.500%	46	127,791	-	-	127,791	-
U.S. Government	US Treasury notes & bonds 08/15/2039, 4.500%	41	-	107,645	106,717	107,645	928

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Series of transactions (continued):							
U.S. Government	US Treasury notes & bonds 02/15/2040, 4.625%	58	171,762	-	-	171,762	-
U.S. Government	US Treasury notes & bonds 02/15/2040, 4.625%	59	-	240,179	234,437	240,179	5,742
U.S. Government	US Treasury notes & bonds 05/15/2040, 4.375%	17	48,593	-	-	48,593	-
U.S. Government	US Treasury notes & bonds 05/15/2040, 4.375%	17	-	111,073	104,690	111,073	6,383
U.S. Government	US Treasury notes & bonds 11/15/2040, 4.250%	24	78,646	-	-	78,646	-
U.S. Government	US Treasury notes & bonds 11/15/2040, 4.250%	26	-	74,546	72,779	74,546	1,767
U.S. Government	US Treasury notes & bonds 02/15/2041, 4.750%	26	80,724	-	-	80,724	-
U.S. Government	US Treasury notes & bonds 02/15/2041, 4.750%	16	-	114,159	109,084	114,159	5,075
U.S. Government	US Treasury notes & bonds 05/15/2041, 4.375%	24	82,372	-	-	82,372	-
U.S. Government	US Treasury notes & bonds 05/15/2041, 4.375%	21	-	72,103	71,495	72,103	608

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2014
(in thousands, except number of transactions)

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Series of transactions (continued):							
U.S. Government	US Treasury notes & bonds 08/15/2041, 3.750%	31	94,152	-	-	94,152	-
U.S. Government	US Treasury notes & bonds 08/15/2041, 3.750%	34	-	94,666	93,618	94,666	1,048
U.S. Government	US Treasury notes & bonds 05/15/2043, 2.875%	72	98,714	-	-	98,714	-
U.S. Government	US Treasury notes & bonds 05/15/2043, 2.875%	47	-	107,348	105,375	107,348	1,973
U.S. Government	US Treasury notes & bonds 08/15/2043, 3.625%	97	126,660	-	-	126,660	-
U.S. Government	US Treasury notes & bonds 08/15/2043, 3.625%	51	-	112,595	110,099	112,595	2,496
U.S. Government	US Treasury notes & bonds 11/15/2043, 3.750%	124	197,871	-	-	197,871	-
U.S. Government	US Treasury notes & bonds 11/15/2043, 3.750%	87	-	127,543	124,869	127,543	2,674
U.S. Government	US Treasury notes & bonds 02/15/2044, 3.625%	103	210,489	-	-	210,489	-
U.S. Government	US Treasury notes & bonds 02/15/2044, 3.625%	82	-	148,244	144,193	148,244	4,051

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2014
(in thousands, except number of transactions)

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Series of transactions (continued):							
U.S. Government	US Treasury notes & bonds 05/15/2044, 3.375%	65	110,432	-	-	110,432	-
U.S. Government	US Treasury notes & bonds 05/15/2044, 3.375%	43	-	49,134	48,959	49,134	175
U.S. Government	US Treasury notes & bonds 02/15/2024, 2.750%	36	106,650	-	-	106,650	-
U.S. Government	US Treasury notes & bonds 02/15/2024, 2.750%	42	-	103,814	104,136	103,814	(322)

Schedule SB, Line 26 – Schedule of Active Participant Data
General Motors Salaried Retirement Program
EIN/PN: 27-0383222/016
Data is as of 10/1/2013

Attained Age	Completed Years of Credited Service																					
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over		Total	
	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben	No.	Avg. Acc. Ben
Under 25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 to 29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
30 to 34	-	-	-	-	1	-	73	$ 10,255	1	-	-	-	-	-	-	-	-	-	-	-	75	$ 10,170
35 to 39	-	-	-	-	13	-	996	$ 12,012	216	$ 15,558	1	-	-	-	-	-	-	-	-	-	1,226	$ 12,605
40 to 44	-	-	-	-	49	$ 11,329	1,143	$ 13,615	925	$ 18,778	278	$ 24,664	1	-	-	-	-	-	-	-	2,396	$ 16,848
45 to 49	-	-	-	-	28	$ 13,062	882	$ 15,069	854	$ 20,417	1,086	$ 27,751	564	$ 32,956	7	-	-	-	-	-	3,421	$ 23,369
50 to 54	-	-	-	-	27	$ 11,445	674	$ 16,144	735	$ 21,875	797	$ 28,574	2,022	$ 36,592	758	$ 41,067	41	$ 31,470	3	-	5,057	$ 30,938
55 to 59	-	-	-	-	16	-	323	$ 15,694	361	$ 22,833	395	$ 27,894	877	$ 35,923	1,302	$ 43,651	767	$ 47,488	50	$ 18,907	4,091	$ 36,715
60 to 64	-	-	-	-	8	-	122	$ 16,986	117	$ 22,180	119	$ 27,383	203	$ 36,657	257	$ 39,740	287	$ 48,119	198	$ 48,260	1,311	$ 37,441
65 & Over	-	-	-	-	1	-	36	$ 17,823	23	$ 21,862	25	$ 32,063	28	$ 38,381	39	$ 43,033	18	-	89	$ 44,325	259	$ 37,177
Total	-	-	-	-	143	$ 11,677	4,249	$ 14,175	3,232	$ 20,296	2,701	$ 27,711	3,695	$ 35,892	2,363	$ 42,311	1,113	$ 47,173	340	$ 42,502	17,836	$ 28,140

Notes:
The plan is "hard frozen" and the average accrued benefits are in lieu of compensation.
This age/service chart does not include those participants with a cash balance benefit (they are included in the following chart). This chart also does not include transfers that are included in the count on line 3(c).

Schedule SB, Line 26 – Schedule of Active Participant Data
General Motors Salaried Retirement Program
EIN/PN: 27-0383222/016
Data is as of 10/1/2013

Attained Age	Completed Years of Credited Service																					
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over		Total	
	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal	No.	Avg. Cash Bal
Under 25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 to 29	16	-	4	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20	$ 1680
30 to 34	107	$1,516	325	9251.2099	65	$ 16,644	1	-	-	-	-	-	-	-	-	-	-	-	-	-	498	$ 8,568
35 to 39	100	$1,628	266	11889.56	127	$ 21,825	2	-	-	-	-	-	-	-	-	-	-	-	-	-	495	$ 12,379
40 to 44	98	$2,530	302	15422.022	99	$ 33,617	1	-	-	-	-	-	-	-	-	-	-	-	-	-	500	$ 16,497
45 to 49	78	$3,154	253	19191.278	89	$ 42,570	1	-	-	-	-	-	-	-	-	-	-	-	-	-	421	$ 21,117
50 to 54	71	$4,700	130	23690.582	57	$ 55,152	-	-	-	-	-	-	-	-	-	-	-	-	-	-	258	$ 25,415
55 to 59	19	-	91	28895.049	48	$ 61,817	-	-	-	-	-	-	-	-	-	-	-	-	-	-	158	$ 36,056
60 to 64	7	-	24	34048.401	13	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	44	$ 37,927
65 to 69	2	-	4	-	3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9	-
70 & Over	-	-	2	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4	-
Total	498	$ 2,315	1,401	$ 15,852	503	$ 33,959	5	-	-	-	-	-	-	-	-	-	-	-	-	-	2,407	$ 17,476

*The plan is "hard frozen" and the average accrued benefits are in lieu of compensation.

General Motors Salaried Retirement Program
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions
Plan No. – 016
Plan Year: 10/01/2013 – 09/30/2014

Schedule of Reportable Transactions

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

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	General Motors LLC
EIN/PN	27-0383222 / 016
Plan Name	General Motors Salaried Retirement Program
Valuation Date	October 1, 2013
Enrolled Actuary	Mary Gibbon
Enrollment Number	14-06921

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

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

Schedule SB, Line 22 – Description of Weighted Average Retirement Age
General Motors Salaried Retirement Program
EIN/PN: 27-0383222/016

For each active and transferred employee, an average retirement age for each possible decrement is calculated as the probability of decrementing in each year multiplied by the percentage of the employee not previously decremented.

The weighted average retirement age is calculated as the average of these individual employee ages, per decrement, weighted by the total number expected to leave due to each decrement. These decrements are disability retirement, 30 years of service, years of service and age totaling 85, 55 years of age and 10 years of service, and normal retirement.

Representative retirement rates are found in the attachment Schedule SB, Part V – Statement of Actuarial Assumptions/Methods.

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
Cash equivalents and other short-term investments		Cash equivalents and other short-term investments		
	GOVERNMENT STIF GOVERNMENT STIF 6 BASIS POINTS	Cash equivalents and other short-term investments	$ 560,370	$ 560,370
		Total cash equivalents and other short-term investments	560,370	560,370
Equity securities				
	ABBVIE INC COMMON STOCK USD.01	Equity securities	1,240	1,547
	ABC MART INC COMMON STOCK	Equity securities	122	123
	ABU DHABI COMMERCIAL BANK COMMON STOCK AED1.	Equity securities	92	98
	ACOM CO LTD COMMON STOCK	Equity securities	169	164
	ACS ACTIVIDADES CONS Y SERV COMMON STOCK EUR.5	Equity securities	900	811
	ACTAVIS PLC COMMON STOCK USD.0033	Equity securities	702	999
	ADARO ENERGY TBK PT COMMON STOCK IDR100.	Equity securities	199	197
	ADECCO SA REG COMMON STOCK CHF1.	Equity securities	405	325
	ADIDAS AG COMMON STOCK NPV	Equity securities	540	367
	ADOBE SYSTEMS INC COMMON STOCK USD.0001	Equity securities	963	915
	ADVANCED SEMICONDUCTOR E ADR ADR	Equity securities	138	147
	ADVANCED SEMICONDUCTOR ENGR COMMON STOCK TWD10.	Equity securities	82	78
	ADVANTECH CO LTD COMMON STOCK TWD10.	Equity securities	526	519
	AEGON N.V. NY REG SHR NY REG SHRS	Equity securities	336	298
	AEGON NV COMMON STOCK EUR.12	Equity securities	730	830
	AEON MALL CO LTD COMMON STOCK	Equity securities	242	198
	AES CORP COMMON STOCK USD.01	Equity securities	882	917
*	AETNA INC COMMON STOCK USD.01	Equity securities	268	262
	AGILE PROPERTY HOLDINGS LTD COMMON STOCK HKD.1	Equity securities	12	9
	AGILENT TECHNOLOGIES INC COMMON STOCK USD.01	Equity securities	714	712
	AGRICULTURAL BANK OF CHINA H COMMON STOCK CNY1.0	Equity securities	323	318
	AIA GROUP LTD COMMON STOCK NPV	Equity securities	983	1,113
	AIR LIQUIDE SA COMMON STOCK EUR5.5	Equity securities	368	362
	AIRBUS GROUP NV COMMON STOCK EUR1.0	Equity securities	470	447
	AIRPORTS OF THAILAND PCL FOR FOREIGN SH. THB10.0 A	Equity securities	83	84
	AK TRANSNEFT OAO PREF PREFERENCE	Equity securities	40	39
	AKBANK T.A.S. COMMON STOCK TRY1.	Equity securities	40	35
	AKZO NOBEL COMMON STOCK EUR2.	Equity securities	872	831
	ALFA S.A.B. A COMMON STOCK NPV	Equity securities	327	362
	ALLIANZ SE REG COMMON STOCK NPV	Equity securities	1,674	1,735
	ALROSA AO COMMON STOCK RUB.5	Equity securities	68	52
	ALTERA CORP COMMON STOCK USD.001	Equity securities	715	719
	ALTICE SA COMMON STOCK EUR.01	Equity securities	305	408
	AMADA CO LTD COMMON STOCK	Equity securities	135	152
	AMADEUS IT HOLDING SA A SHS COMMON STOCK EUR.01	Equity securities	1,309	1,307
	AMBEV SA ADR ADR NPV	Equity securities	881	816
	AMBEV SA COMMON STOCK NPV	Equity securities	355	320
	AMERICA MOVIL SAB DE C SER L COMMON STOCK NPV	Equity securities	428	459
	AMERICA MOVIL SPN ADR CL L ADR NPV	Equity securities	621	595
	AMERICAN INTERNATIONAL GROUP COMMON STOCK USD2.5	Equity securities	2,510	2,675
	AMERIPRISE FINANCIAL INC COMMON STOCK USD.01	Equity securities	1,135	1,120
	AMGEN INC COMMON STOCK USD.0001	Equity securities	2,035	2,630
	AMMC CLO IV LTD PREFERRED STOCK 03/17 VAR	Equity securities	1,388	60
	AMOREPACIFIC CORP COMMON STOCK KRW5000.	Equity securities	13	14
	AMOREPACIFIC GROUP COMMON STOCK KRW5000.	Equity securities	79	186
	AMPHENOL CORP CL A COMMON STOCK USD.001	Equity securities	281	282
	ANADARKO PETROLEUM CORP COMMON STOCK USD.1	Equity securities	2,302	2,395
	ANDRITZ AG COMMON STOCK NPV	Equity securities	314	277
	ANGLO AMERICAN PLC COMMON STOCK USD.54945	Equity securities	617	509
	ANHEUSER BUSCH INBEV NV COMMON STOCK NPV	Equity securities	2,351	2,705
	ANSELL LTD COMMON STOCK NPV	Equity securities	242	242
	ANTA SPORTS PRODUCTS LTD COMMON STOCK HKD.1	Equity securities	23	24
	AP MOELLER MAERSK A/S B COMMON STOCK DKK1000.	Equity securities	401	475
	APACHE CORP COMMON STOCK USD.625	Equity securities	760	968
	APPLE INC COMMON STOCK USD.00001	Equity securities	6,167	8,249
	AQUILEX HLDGS LLC COMMON STOCK	Equity securities	76	-
	AQUILEX HLDGS LLC PREFERRED STOCK	Equity securities	65	-
	ARCA CONTINENTAL SAB DE CV COMMON STOCK NPV	Equity securities	234	249
	ARCH CAPITAL GROUP LTD COMMON STOCK USD.01	Equity securities	759	772
	ARCHER DANIELS MIDLAND CO COMMON STOCK NPV	Equity securities	404	600
	ASAHI KASEI CORP COMMON STOCK	Equity securities	21	24
	ASIA CEMENT CORP COMMON STOCK TWD10.	Equity securities	30	30
	ASM PACIFIC TECHNOLOGY COMMON STOCK HKD.1	Equity securities	378	332
	ASPEN PHARMACARE HOLDINGS LT COMMON STOCK ZAR.1390607	Equity securities	411	395
	ASSA ABLOY AB B COMMON STOCK NPV	Equity securities	587	662
	ASSICURAZIONI GENERALI COMMON STOCK EUR1.	Equity securities	374	377
	ASTELLAS PHARMA INC COMMON STOCK	Equity securities	1,712	2,139
	ASTRA AGRO LESTARI TBK PT COMMON STOCK IDR500.	Equity securities	10	8
	ASTRAZENECA PLC COMMON STOCK USD.25	Equity securities	1,231	1,258
	ASTRAZENECA PLC SPONS ADR ADR	Equity securities	1,165	1,446
	ASUSTEK COMPUTER INC COMMON STOCK TWD10.	Equity securities	208	181
	ATOS COMMON STOCK EUR1.	Equity securities	225	223
	AUST AND NZ BANKING GROUP COMMON STOCK NPV	Equity securities	1,694	1,655
	AUTOZONE INC COMMON STOCK USD.01	Equity securities	162	154
	AVENTINE RENEWABLE ENERGY HLDG COMMON STOCK	Equity securities	64	-
	AXA COMMON STOCK EUR2.29	Equity securities	1,732	1,742
	AZ. BGP HOLDINGS COMMON STOCK	Equity securities	-	-
	B2W CIA DIGITAL COMMON STOCK NPV	Equity securities	17	17
	BAE SYSTEMS PLC COMMON STOCK GBP.025	Equity securities	300	329

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	BANCO BRADESCO ADR ADR NPV	Equity securities	660	616
	BANCO BRADESCO SA PREF PREFERENCE	Equity securities	282	314
	BANCO DE CREDITO E INVERSION COMMON STOCK NPV	Equity securities	20	20
	BANCO DO BRASIL S.A. COMMON STOCK NPV	Equity securities	443	359
	BANCO DO BRASIL SA SPON ADR ADR	Equity securities	159	101
	BANCO ESPIRITO SANTO REG COMMON STOCK	Equity securities	111	11
	BANCO ESTADO RIO GRAN PREF B PREFERENCE	Equity securities	53	49
	BANCO SANTANDER BRASIL UNIT UNIT NPV	Equity securities	61	74
	BANCO SANTANDER CHILE COMMON STOCK NPV	Equity securities	275	247
	BANCO SANTANDER SA ADR W/I ADR	Equity securities	357	337
	BANCO SANTANDER SA COMMON STOCK EUR.5	Equity securities	575	549
	BANK NEGARA INDONESIA PERSER COMMON STOCK IDR7500.	Equity securities	250	276
	BANK OF CHINA LTD H COMMON STOCK CNY1.0	Equity securities	570	600
	BANK OF COMMUNICATIONS CO H COMMON STOCK CNY1.0	Equity securities	263	285
	BANK OF IRELAND COMMON STOCK EUR.05	Equity securities	208	283
	BANK RAKYAT INDONESIA PERSER COMMON STOCK IDR250.	Equity securities	219	220
	BARCLAYS AFRICA GROUP LTD COMMON STOCK ZAR2.0	Equity securities	272	246
	BARCLAYS PLC COMMON STOCK GBP.25	Equity securities	574	483
	BARRATT DEVELOPMENTS PLC COMMON STOCK GBP.1	Equity securities	188	186
	BAXTER INTERNATIONAL INC COMMON STOCK USD1.	Equity securities	581	632
	BAYER AG REG COMMON STOCK NPV	Equity securities	3,779	4,234
	BAYER AG SPONSORED ADR ADR	Equity securities	200	197
	BAYERISCHE MOTOREN WERKE AG COMMON STOCK EUR1.0	Equity securities	917	795
	BB SEGURIDADE PARTICIPACOES COMMON STOCK	Equity securities	74	99
	BELGACOM SA COMMON STOCK NPV	Equity securities	70	75
	BERKSHIRE HATHAWAY INC CL B COMMON STOCK USD.0033	Equity securities	991	1,070
	BEZEQ THE ISRAELI TELECOM CO COMMON STOCK ILS1.	Equity securities	155	148
	BG GROUP PLC COMMON STOCK GBP.1	Equity securities	2,532	2,572
	BHP BILLITON LIMITED COMMON STOCK	Equity securities	556	464
	BHP BILLITON PLC COMMON STOCK USD.5	Equity securities	608	520
	BIDVEST GROUP LTD COMMON STOCK ZAR.05	Equity securities	169	161
	BIOGEN IDEC INC COMMON STOCK USD.0005	Equity securities	551	847
	BNP PARIBAS COMMON STOCK EUR2.	Equity securities	1,963	2,175
	BOC HONG KONG HOLDINGS LTD COMMON STOCK NPV	Equity securities	335	354
	BOSTON SCIENTIFIC CORP COMMON STOCK USD.01	Equity securities	358	451
	BR PROPERTIES SA COMMON STOCK NPV	Equity securities	553	459
	BRASKEM SA PREF A PREFERENCE	Equity securities	28	26
	BRIDGESTONE CORP COMMON STOCK	Equity securities	348	333
	BRISTOL MYERS SQUIBB CO COMMON STOCK USD.1	Equity securities	147	160
	BRITISH AMERICAN TOBACCO BHD COMMON STOCK MYR.5	Equity securities	83	80
	BRITISH AMERICAN TOBACCO PLC COMMON STOCK GBP.25	Equity securities	1,415	1,411
	BROADCOM CORP CL A COMMON STOCK USD.0001	Equity securities	2,013	2,585
	BROTHER INDUSTRIES LTD COMMON STOCK	Equity securities	893	925
	BT GROUP PLC COMMON STOCK GBP.05	Equity securities	494	589
	BTS GROUP HOLDINGS PCL FOREIGN SH. THB4.0 A	Equity securities	17	19
	BUNZL PLC COMMON STOCK GBP.3214286	Equity securities	143	191
	BURBERRY GROUP PLC COMMON STOCK GBP.0005	Equity securities	272	272
	CABOT OIL + GAS CORP COMMON STOCK USD.1	Equity securities	742	683
	CAIXABANK S.A COMMON STOCK EUR1.	Equity securities	477	540
	CAIXABANK SA COMMON STOCK	Equity securities	6	6
	CANADIAN NATL RAILWAY CO COMMON STOCK NPV	Equity securities	232	232
	CANADIAN NATURAL RESOURCES COMMON STOCK NPV	Equity securities	625	610
	CANON INC COMMON STOCK	Equity securities	887	915
	CAPITA PLC COMMON STOCK GBP.020667	Equity securities	275	323
	CAPITAL ONE FINANCIAL CORP COMMON STOCK USD.01	Equity securities	610	716
	CARDINAL HEALTH INC COMMON STOCK NPV	Equity securities	591	718
	CAREFUSION CORP COMMON STOCK USD.01	Equity securities	240	273
	CARLYLE MODENA CLO LTD PREFERRED STOCK VAR	Equity securities	1,388	-
	CARNIVAL PLC COMMON STOCK USD1.66	Equity securities	1,047	1,138
	CARREFOUR SA COMMON STOCK EUR2.5	Equity securities	518	523
	CATCHER TECHNOLOGY CO LTD COMMON STOCK TWD10.	Equity securities	292	454
	CATHAY FINANCIAL HOLDING CO COMMON STOCK TWD10.	Equity securities	341	381
	CELGENE CORP COMMON STOCK USD.01	Equity securities	670	1,027
	CEMEX LATAM HOLDINGS SA COMMON STOCK COP1.	Equity securities	182	212
	CENCOSUD SA COMMON STOCK NPV	Equity securities	228	220
	CENTRAL JAPAN RAILWAY CO COMMON STOCK	Equity securities	689	716
	CEZ AS COMMON STOCK CZK100.	Equity securities	46	52
	CHANG HWA COMMERCIAL BANK COMMON STOCK TWD10.	Equity securities	31	31
	CHECK POINT SOFTWARE TECH COMMON STOCK USD.01	Equity securities	577	878
	CHINA AGRI INDUSTRIES HLDGS COMMON STOCK NPV	Equity securities	9	8
	CHINA BLUECHEMICAL LTD H COMMON STOCK HKD1.	Equity securities	62	52
	CHINA CITIC BANK CORP LTD H COMMON STOCK CNY1.0	Equity securities	241	274
	CHINA COMMUNICATIONS CONST H COMMON STOCK CNY1.0	Equity securities	36	36
	CHINA CONSTRUCT UNSPON ADR ADR	Equity securities	155	156
	CHINA CONSTRUCTION BANK H COMMON STOCK CNY1.0	Equity securities	1,670	1,611
	CHINA DEVELOPMENT FINANCIAL COMMON STOCK TWD10.	Equity securities	41	45
	CHINA EVERBRIGHT INTL LTD COMMON STOCK NPV	Equity securities	196	196
	CHINA INTERNATIONAL MARINE H COMMON STOCK CNY1.	Equity securities	7	9
	CHINA LIFE INSURANCE CO H COMMON STOCK CNY1.0	Equity securities	15	14
	CHINA MERCHANTS BANK H COMMON STOCK CNY1.0	Equity securities	257	254
	CHINA MILK PRODUCTS GROUP COMMON STOCK HKD.5	Equity securities	(13)	-
	CHINA MOBILE LTD COMMON STOCK NPV	Equity securities	526	543
	CHINA NATIONAL BUILDING MA H COMMON STOCK CNY1.0	Equity securities	29	27
	CHINA OILFIELD SERVICES H COMMON STOCK CNY1.0	Equity securities	96	111

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CHINA PETROLEUM + CHEMICAL H COMMON STOCK CNY1.0	Equity securities	432	461
	CHINA RAILWAY CONSTRUCTION H COMMON STOCK CNY1.0	Equity securities	18	20
	CHINA RAILWAY GROUP LTD H COMMON STOCK CNY1.0	Equity securities	257	257
	CHINA RESOURCES CEMENT COMMON STOCK HKD.1	Equity securities	241	232
	CHINA RESOURCES POWER HOLDIN COMMON STOCK NPV	Equity securities	243	275
	CHINA STATE CONSTRUCTION INT COMMON STOCK HKD.025	Equity securities	33	30
	CHINA TELECOM CORP LTD H COMMON STOCK CNY1.0	Equity securities	258	277
	CHINA UNICOM HONG KONG LTD COMMON STOCK NPV	Equity securities	78	78
	CHIPOTLE MEXICAN GRILL INC COMMON STOCK USD.01	Equity securities	74	75
	CHIYODA CORP COMMON STOCK	Equity securities	205	188
	CHONGQING RURAL COMMERCIAL H COMMON STOCK CNY1.0	Equity securities	11	12
	CHUGAI PHARMACEUTICAL CO LTD COMMON STOCK	Equity securities	143	168
	CIA CERVECERIAS UNIDAS SA COMMON STOCK NPV	Equity securities	13	13
	CIA ENERGETICA DE SP PREF B PREFERENCE	Equity securities	79	68
	CIA PARANAENSE DE ENERGI PFB PREFERENCE	Equity securities	198	222
	CIE FINANCIERE RICHEMON REG COMMON STOCK CHF1.	Equity securities	752	658
	CIELO SA COMMON STOCK NPV	Equity securities	210	194
	CIELO SA SPONSORED ADR ADR	Equity securities	362	301
	CIGNA CORP COMMON STOCK USD.25	Equity securities	653	640
	CIMAREX ENERGY CO COMMON STOCK USD.01	Equity securities	172	183
	CITIC LTD COMMON STOCK NPV	Equity securities	43	40
	CITIGROUP INC COMMON STOCK USD.01	Equity securities	682	675
	CITIZEN HOLDINGS CO LTD COMMON STOCK	Equity securities	86	74
	CJ CORP COMMON STOCK KRW5000.	Equity securities	20	26
	CNOOC LTD COMMON STOCK NPV	Equity securities	905	898
	CNP ASSURANCES COMMON STOCK EUR1.	Equity securities	14	18
	COGNIZANT TECH SOLUTIONS A COMMON STOCK USD.01	Equity securities	1,130	1,110
	COLOPLAST B COMMON STOCK DKK1.	Equity securities	309	302
	COMMONWEALTH BANK OF AUSTRAL COMMON STOCK NPV	Equity securities	716	691
	COMPAGNIE DE SAINT GOBAIN COMMON STOCK EUR4.0	Equity securities	767	627
	COMPASS RESOURCES LTD COMMON STOCK NPV	Equity securities	(7)	-
	CONNECTICUT VY STRUCTURED CR PREF SHS 144A 3C7	Equity securities	1	-
	CONSTELLATION BRANDS INC A COMMON STOCK USD.01	Equity securities	186	180
	CONTINENTAL AG COMMON STOCK NPV	Equity securities	621	571
	CONTINENTAL RESOURCES INC/OK COMMON STOCK USD.01	Equity securities	248	245
	CONTROLADORA COML MEXIC UBC UNIT NPV	Equity securities	18	18
	COWAY CO LTD COMMON STOCK KRW500.0	Equity securities	254	262
*	CREDIT SUISSE GROUP AG REG COMMON STOCK CHF.04	Equity securities	1,745	1,648
	CRH PLC COMMON STOCK EUR.32	Equity securities	1,126	1,106
	CSL LTD COMMON STOCK NPV	Equity securities	375	406
	CUMMINS INC COMMON STOCK USD2.5	Equity securities	1,621	1,498
	D CARNEGIE + CO AB COMMON STOCK	Equity securities	(79)	-
	DAIKIN INDUSTRIES LTD COMMON STOCK	Equity securities	394	403
	DAIMLER AG REGISTERED SHARES COMMON STOCK NPV	Equity securities	497	696
	DAIWA SECURITIES GROUP INC COMMON STOCK	Equity securities	500	516
	DANA HOLDING CORP PREFERRED STOCK 4.	Equity securities	342	390
	DANAHER CORP COMMON STOCK USD.01	Equity securities	663	790
	DANSKE BANK A/S COMMON STOCK DKK10.	Equity securities	498	479
	DATANG INTL POWER GEN CO H COMMON STOCK CNY1.0	Equity securities	12	18
	DAVITA HEALTHCARE PARTNERS I COMMON STOCK USD.001	Equity securities	256	252
	DBS GROUP HOLDINGS LTD COMMON STOCK NPV	Equity securities	403	404
	DELPHI AUTOMOTIVE PLC COMMON STOCK USD.01	Equity securities	304	287
	DELTA ELECTRONICS INC COMMON STOCK TWD10.	Equity securities	607	555
	DENSO CORP COMMON STOCK	Equity securities	328	332
	DENTSU INC COMMON STOCK	Equity securities	263	274
	DEUTSCHE POST AG SPON ADR ADR	Equity securities	9	9
	DEUTSCHE TELEKOM AG REG COMMON STOCK NPV	Equity securities	344	308
	DEUTSCHE TELEKOM AG SPON ADR ADR	Equity securities	103	98
	DIAGEO PLC COMMON STOCK GBP.2893518	Equity securities	524	475
	DIGI.COM BHD COMMON STOCK MYR.01	Equity securities	273	283
	DIRECT LINE INSURANCE GROUP COMMON STOCK GBP.1	Equity securities	239	278
	DIRECTV COMMON STOCK USD.01	Equity securities	1,061	1,501
	DISCOVER FINANCIAL SERVICES COMMON STOCK USD.01	Equity securities	33	33
	DOCTOR REDDY S LAB ADR ADR	Equity securities	422	503
	DOLLAR GENERAL CORP COMMON STOCK USD.875	Equity securities	77	86
	DON QUIJOTE HOLDINGS CO LTD COMMON STOCK	Equity securities	262	292
	DONGBU INSURANCE CO LTD COMMON STOCK KRW500.	Equity securities	27	26
	DOOSAN CORP COMMON STOCK KRW5000.	Equity securities	10	7
	DRAX GROUP PLC COMMON STOCK GBP.1155172	Equity securities	229	241
	DRILLISCH AG COMMON STOCK NPV	Equity securities	375	341
	DSV A/S COMMON STOCK DKK1.	Equity securities	155	132
	E MART CO LTD COMMON STOCK KRW5000.	Equity securities	219	250
	E.ON SE COMMON STOCK NPV	Equity securities	1,711	1,655
	EAST JAPAN RAILWAY CO COMMON STOCK	Equity securities	2,687	2,660
	EDENRED COMMON STOCK EUR2.	Equity securities	225	172
	EDISON INTERNATIONAL COMMON STOCK NPV	Equity securities	254	251
	EDP ENERGIAS DE PORTUGAL SA COMMON STOCK EUR1.	Equity securities	282	274
	ELECTRONIC ARTS INC COMMON STOCK USD.01	Equity securities	175	173
	ELI LILLY + CO COMMON STOCK NPV	Equity securities	967	1,067
	ELISA OYJ COMMON STOCK NPV	Equity securities	258	223
	EMBOTELLADORA ANDINA PREF B PREFERENCE	Equity securities	51	51
	EMC CORP/MA COMMON STOCK USD.01	Equity securities	990	1,271
	EMERSON ELECTRIC CO COMMON STOCK USD.5	Equity securities	435	433
	ENEA SA COMMON STOCK PLN1.	Equity securities	204	199

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	ENEL GREEN POWER SPA COMMON STOCK EUR.2	Equity securities	298	270
	ENEL SPA COMMON STOCK EUR1.	Equity securities	1,595	1,512
	ENERGA SA COMMON STOCK PLN10.92	Equity securities	14	16
	ENERSIS SA COMMON STOCK	Equity securities	69	67
	ENI SPA COMMON STOCK NPV	Equity securities	340	294
	EOG RESOURCES INC COMMON STOCK USD.01	Equity securities	2,036	1,874
	EREGLI DEMIR VE CELIK FABRIK COMMON STOCK TRY1.	Equity securities	186	294
	EVERGRANDE REAL ESTATE GROUP COMMON STOCK USD.01	Equity securities	256	229
	EWT CLASS A SHARES COMMON STOCK	Equity securities	-	-
	EWT CLASS C SHARES COMMON STOCK	Equity securities	-	-
	EXOR SPA COMMON STOCK EUR1.	Equity securities	327	408
	EXPRESS SCRIPTS HOLDING CO COMMON STOCK USD.01	Equity securities	953	1,141
	F5 NETWORKS INC COMMON STOCK NPV	Equity securities	343	348
	FANUC CORP UNSP ADR ADR	Equity securities	27	30
	FAR EASTERN DEPARTMENT STORE COMMON STOCK TWD10.	Equity securities	62	60
	FAR EASTERN NEW CENTURY CORP COMMON STOCK TWD10.	Equity securities	38	36
	FAR EASTONE TELECOMM CO LTD COMMON STOCK TWD10.	Equity securities	37	33
	FEDEX CORP COMMON STOCK USD.1	Equity securities	705	842
	FELDA GLOBAL VENTURES COMMON STOCK MYR1.	Equity securities	263	210
	FF GROUP COMMON STOCK EUR.3	Equity securities	244	217
	FHC DEL INC COM	Equity securities	2,273	-
	FINMECCANICA SPA COMMON STOCK EUR4.4	Equity securities	426	615
	FIRST GULF BANK COMMON STOCK AED1.	Equity securities	83	92
	FIRSTRAND LTD COMMON STOCK ZAR.01	Equity securities	297	335
	FLIGHT CENTRE TRAVEL GROUP L COMMON STOCK NPV	Equity securities	172	132
	FM LEVERAGED CAP FD II PREF SHS 144A 3C7	Equity securities	1,493	62
	FORTUM OYJ COMMON STOCK EUR3.4	Equity securities	385	351
	FRANCE TELECOM SA COMMON STOCK EUR4.	Equity securities	1,111	1,327
	FRANSHION PROPERTIES COMMON STOCK NPV	Equity securities	11	10
	FRESENIUS SE + CO KGAA COMMON STOCK NPV	Equity securities	499	505
	FRONTERA RESOURCES CORP COMMON STOCK	Equity securities	1,104	470
	FUBON FINANCIAL HOLDING CO COMMON STOCK TWD10.	Equity securities	250	272
	FUJI HEAVY INDUSTRIES LTD COMMON STOCK	Equity securities	209	274
	FUJI MEDIA HOLDINGS INC COMMON STOCK	Equity securities	351	271
	FUJIFILM HOLDINGS UNSP ADR ADR	Equity securities	153	229
	FUJITSU LTD COMMON STOCK	Equity securities	1,318	1,169
	GAIL INDIA LTD REG S GDR GDR	Equity securities	163	194
	GALLERY MEDIA COMMON STOCK	Equity securities	244	211
	GAP INC/THE COMMON STOCK USD.05	Equity securities	611	696
	GAS NATURAL SDG SA COMMON STOCK EUR1.	Equity securities	401	560
	GATEWAY CASINOS + ENTERTAINMEN COMMON STOCK	Equity securities	99	53
	GAZPROM OAO COMMON STOCK RUB5.	Equity securities	541	484
	GAZPROM OAO SPON ADR ADR	Equity securities	849	755
	GDF SUEZ COMMON STOCK EUR1.	Equity securities	1,248	1,252
	GDF SUEZ SPON ADR ADR	Equity securities	128	112
	GEA GROUP AG COMMON STOCK NPV	Equity securities	394	449
	GERDAU SA PREF PREFERENCE	Equity securities	15	12
	GIANT MANUFACTURING COMMON STOCK TWD10.	Equity securities	55	55
	GILEAD SCIENCES INC COMMON STOCK USD.001	Equity securities	833	1,012
	GJENSIDIGE FORSIKRING ASA COMMON STOCK NOK2.	Equity securities	201	261
	GLAXOSMITHKLINE PLC COMMON STOCK GBP.25	Equity securities	812	715
	GLOBAL AVIATION HD INC CL A COMMON STOCK	Equity securities	5	-
	GLOBAL LOGISTIC PROPERTIES L COMMON STOCK NPV	Equity securities	114	110
	GLOW ENERGY PCL FOREIGN FOREIGN SH. THB10.0 A	Equity securities	13	16
	GOME ELECTRICAL APPLIANCES COMMON STOCK HKD.025	Equity securities	50	49
	GOOGLE INC CL A COMMON STOCK USD.001	Equity securities	1,346	1,690
	GOOGLE INC CL C COMMON STOCK USD.001	Equity securities	683	965
	GREENCORE GROUP PLC COMMON STOCK GBP.01	Equity securities	2	3
	GRIFOLS SA B PREFERENCE	Equity securities	352	316
	GRIFOLS SA COMMON STOCK EUR.5	Equity securities	56	41
	GRUMA S.A.B. B COMMON STOCK NPV	Equity securities	155	149
	GRUPA LOTOS SA COMMON STOCK PLN1.	Equity securities	9	6
	GRUPO AEROPORT DEL PACIFIC B COMMON STOCK NPV	Equity securities	223	250
	GRUPO FIN SANTANDER B COMMON STOCK MXN3.780783	Equity securities	51	52
	GRUPO MEXICO SAB DE CV SER B COMMON STOCK NPV	Equity securities	144	135
	HALLA VISTEON CLIMATE CONTRO COMMON STOCK KRW500.	Equity securities	20	19
	HAMAMATSU PHOTONICS KK COMMON STOCK	Equity securities	99	109
	HANKYU HANSHIN HOLDINGS INC COMMON STOCK	Equity securities	146	157
	HANWHA CORPORATION COMMON STOCK KRW5000.	Equity securities	221	222
	HCA HOLDINGS INC COMMON STOCK USD.01	Equity securities	1,208	1,428
	HDFC BANK LTD ADR ADR	Equity securities	928	864
	HEIDELBERGCEMENT AG COMMON STOCK NPV	Equity securities	750	634
	HELLENIC TELECOMMUN ORGANIZA COMMON STOCK EUR2.83	Equity securities	169	182
	HENKEL KGAA COMMON STOCK NPV	Equity securities	436	411
	HENNES + MAURITZ AB B SHS COMMON STOCK NPV	Equity securities	1,497	1,724
	HEWLETT PACKARD CO COMMON STOCK USD.01	Equity securities	1,373	1,917
	HIKMA PHARMACEUTICALS PLC COMMON STOCK GBP.1	Equity securities	208	378
	HIROSE ELECTRIC CO LTD COMMON STOCK	Equity securities	70	62
	HITACHI CONSTRUCTION MACHINE COMMON STOCK	Equity securities	237	233
	HITACHI HIGH TECHNOLOGIES CO COMMON STOCK	Equity securities	539	640
	HITACHI LTD COMMON STOCK	Equity securities	1,733	1,841
	HITACHI METALS LTD COMMON STOCK	Equity securities	222	270
	HKT TRUST AND HKT LTD SS STAPLED SECURITY HKD.0005	Equity securities	249	306
	HOME DEPOT INC COMMON STOCK USD.05	Equity securities	832	982

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	HOMELAND URANIUM INC COMMON STOCK	Equity securities	37	-
	HON HAI PRECISION GDR REG S GDR	Equity securities	31	38
	HON HAI PRECISION INDUSTRY COMMON STOCK TWD10.	Equity securities	1,465	1,643
	HONDA MOTOR CO LTD COMMON STOCK	Equity securities	781	759
	HONG KONG EXCHANGES + CLEAR COMMON STOCK NPV	Equity securities	259	246
	HONG LEONG BANK BERHAD COMMON STOCK MYR1.	Equity securities	26	27
	HONGKONG LAND HOLDINGS LTD COMMON STOCK USD.1	Equity securities	346	354
	HORIZON LINES INC CL A COMMON STOCK USD.01	Equity securities	10	4
	HOYA CORP COMMON STOCK	Equity securities	593	692
	HSBC HOLDINGS PLC COMMON STOCK USD.5	Equity securities	757	729
	HUA NAN FINANCIAL HOLDINGS C COMMON STOCK TWD10.	Equity securities	35	37
	HUANENG POWER INTL INC H COMMON STOCK CNY1.0	Equity securities	246	260
	HUGO BOSS AG ORD COMMON STOCK	Equity securities	781	850
	HUTCHISON WHAMPOA LTD COMMON STOCK NPV	Equity securities	589	651
	HYATT HOTELS CORP CL A COMMON STOCK USD.01	Equity securities	113	166
	HYSAN DEVELOPMENT CO COMMON STOCK NPV	Equity securities	159	162
	HYUNDAI MOBIS CO LTD COMMON STOCK KRW5000.	Equity securities	208	180
	HYUNDAI MOTOR CO COMMON STOCK KRW5000.	Equity securities	420	349
	HYUNDAI STEEL CO COMMON STOCK KRW5000.	Equity securities	250	276
	IBERDROLA SA COMMON STOCK EUR.75	Equity securities	2,578	2,712
	ICICI BANK LTD SPON ADR ADR	Equity securities	949	932
	IDEMITSU KOSAN CO LTD COMMON STOCK	Equity securities	60	59
	IHI CORP COMMON STOCK	Equity securities	265	290
	IIDA GROUP HOLDINGS CO LTD COMMON STOCK	Equity securities	178	108
	IJM CORP BHD COMMON STOCK MYR1.	Equity securities	17	18
	ILIAD SA COMMON STOCK NPV	Equity securities	417	303
	IMPERIAL TOBACCO GROUP PLC COMMON STOCK GBP.1	Equity securities	810	950
	IND + COMM BK OF CHINA H COMMON STOCK CNY1.0	Equity securities	1,425	1,299
	INDITEX COMMON STOCK EUR.03	Equity securities	548	482
	INDOFOOD SUKSES MAKMUR TBK P COMMON STOCK IDR100.	Equity securities	28	28
	INDUSTRIAL BANK OF KOREA COMMON STOCK KRW5000.	Equity securities	32	40
	INFOSYS LTD SP ADR ADR	Equity securities	1,651	1,824
	ING GROEP NV CVA DUTCH CERT EUR.24	Equity securities	897	966
	INNOLUX CORP COMMON STOCK TWD10.	Equity securities	40	37
	INOTERA MEMORIES INC COMMON STOCK TWD10.	Equity securities	267	244
	INPEX CORP COMMON STOCK	Equity securities	529	655
	INTEL CORP COMMON STOCK USD.001	Equity securities	1,196	1,599
	INTERCONTINENTAL HOTELS GROU COMMON STOCK GBP.158055	Equity securities	243	292
	INTESA SANPAOLO COMMON STOCK EUR.52	Equity securities	2,011	2,271
	INTESA SANPAOLO RSP PREFERRED STOCK	Equity securities	227	213
	INTL BUSINESS MACHINES CORP COMMON STOCK USD.2	Equity securities	849	873
	INTL CONSOLIDATED AIRLINE DI COMMON STOCK EUR.5	Equity securities	290	307
	INVENTEC CO LTD COMMON STOCK TWD10.	Equity securities	40	27
	IOI CORP BHD COMMON STOCK MYR.1	Equity securities	274	257
	ITAU UNIBANCO H SPON PRF ADR ADR NPV	Equity securities	488	451
	ITAU UNIBANCO HOLDING S PREF PREFERENCE	Equity securities	522	580
	ITAUSA INVESTIMENTOS ITAU PR PREFERENCE	Equity securities	138	132
	ITOCHU CORP COMMON STOCK	Equity securities	533	528
	ITV PLC COMMON STOCK GBP.1	Equity securities	765	981
	JAMES HARDIE INDUSTRIES CDI CDI EUR.59	Equity securities	516	511
	JAPAN DISPLAY INC COMMON STOCK	Equity securities	508	480
	JAPAN EXCHANGE GROUP INC COMMON STOCK	Equity securities	207	204
	JAPAN TOBACCO INC COMMON STOCK	Equity securities	1,826	1,733
	JBS SA COMMON STOCK NPV	Equity securities	164	188
	JIANGXI COPPER CO LTD H COMMON STOCK CNY1.0	Equity securities	18	18
	JOHNSON + JOHNSON COMMON STOCK USD1.	Equity securities	1,994	2,105
	JOLLIBEE FOODS CORP COMMON STOCK PHP1.0	Equity securities	247	247
*	JPMORGAN CHASE + CO COMMON STOCK USD1.0	Equity securities	1,951	2,387
	JSR CORP COMMON STOCK	Equity securities	271	248
	JTEKT CORP COMMON STOCK	Equity securities	140	201
	JUNIPER NETWORKS INC COMMON STOCK USD.00001	Equity securities	993	908
	JX HOLDINGS INC COMMON STOCK	Equity securities	189	176
	KANGWON LAND INC COMMON STOCK KRW500.	Equity securities	44	44
	KASIKORNBANK PCL FOREIGN FOREIGN SH. THB10.0 A	Equity securities	120	146
	KAWASAKI HEAVY INDUSTRIES COMMON STOCK	Equity securities	118	116
	KBC GROEP NV COMMON STOCK NPV	Equity securities	468	549
	KDDI CORP COMMON STOCK	Equity securities	827	1,004
	KEPPEL CORP LTD COMMON STOCK NPV	Equity securities	286	280
	KERING COMMON STOCK EUR4.	Equity securities	271	282
	KEYENCE CORP COMMON STOCK	Equity securities	254	304
	KGHM POLSKA MIEDZ SA COMMON STOCK PLN10.	Equity securities	122	122
	KIA MOTORS CORP COMMON STOCK KRW5000.0	Equity securities	376	342
	KIMBERLY CLARK CORP COMMON STOCK USD1.25	Equity securities	1,052	1,053
	KINDER MORGAN INC COMMON STOCK USD.01	Equity securities	93	108
	KINGBOARD CHEMICAL HOLDINGS COMMON STOCK HKD.1	Equity securities	243	227
	KINSUS INTERCONNECT TECH COMMON STOCK TWD10.	Equity securities	243	215
	KLABIN SA UNIT UNIT	Equity securities	29	27
	KNOWLEDGE UNIVERSE	Equity securities	115	157
	KOMATSU LTD COMMON STOCK	Equity securities	386	423
	KONINKLIJKE AHOLD NV COMMON STOCK EUR.01	Equity securities	834	724
	KONINKLIJKE DSM NV COMMON STOCK EUR1.5	Equity securities	637	555
	KONINKLIJKE KPN NV COMMON STOCK EUR.04	Equity securities	509	519
	KONINKLIJKE PHILIPS NV COMMON STOCK EUR.2	Equity securities	897	870
	KOREA ELECTRIC POWER CORP COMMON STOCK KRW5000.	Equity securities	98	129

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	KROTON EDUCACIONAL SA COMMON STOCK NPV	Equity securities	62	58
	KRUNG THAI BANK PUB CO FOREI FOREIGN SH. THB5.15 A	Equity securities	25	27
	KT CORP COMMON STOCK KRW5000.	Equity securities	20	23
	KT+G CORP COMMON STOCK KRW5000.	Equity securities	274	353
	KUBOTA CORP COMMON STOCK	Equity securities	119	126
	KUEHNE + NAGEL INTL AG REG COMMON STOCK CHF1.	Equity securities	702	772
	KURARAY CO LTD COMMON STOCK	Equity securities	227	219
	KYOCERA CORP SPONS ADR ADR	Equity securities	88	85
	KYOCERA CORP COMMON STOCK	Equity securities	186	186
	KYOWA HAKKO KIRIN CO LTD COMMON STOCK	Equity securities	48	49
	LAFARGE MALAYSIA BHD COMMON STOCK MYR1.	Equity securities	12	13
	LARGAN PRECISION CO LTD COMMON STOCK TWD10.	Equity securities	1,173	1,147
	LATAM AIRLINES GROUP SA COMMON STOCK NPV	Equity securities	52	41
	LEGRAND SA COMMON STOCK EUR4.	Equity securities	475	479
	LENOVO GROUP LTD COMMON STOCK NPV	Equity securities	258	415
	LG CORP COMMON STOCK KRW5000.	Equity securities	71	73
	LG DISPLAY CO LTD COMMON STOCK KRW5000.	Equity securities	167	158
	LG ELECTRONICS INC COMMON STOCK KRW5000.	Equity securities	273	271
	LG UPLUS CORP COMMON STOCK KRW5000.	Equity securities	217	270
	LIBERTY HOLDINGS LTD COMMON STOCK ZAR.0833	Equity securities	16	14
	LIFE HEALTHCARE GROUP HOLDIN COMMON STOCK	Equity securities	458	421
	LIFESTYLE INTL HLDGS LTD COMMON STOCK HKD.005	Equity securities	205	175
	LINCOLN NATIONAL CORP COMMON STOCK NPV	Equity securities	1,172	1,172
	LLOYDS BANKING GROUP PLC COMMON STOCK	Equity securities	1,354	1,410
	LOCALIZA RENT A CAR COMMON STOCK NPV	Equity securities	260	217
	LOJAS RENNER S.A. COMMON STOCK NPV	Equity securities	43	41
	LONDON STOCK EXCHANGE GROUP COMMON STOCK GBP.06918605	Equity securities	353	374
	LORILLARD INC COMMON STOCK USD.01	Equity securities	103	144
	LOTTE SHOPPING CO COMMON STOCK KRW5000.	Equity securities	35	35
	LUKOIL OAO COMMON STOCK RUB.025	Equity securities	353	320
	LUKOIL OAO SPON ADR ADR RUB.025	Equity securities	569	551
	LVMH MOET HENNESSY LOUIS VUI COMMON STOCK EUR.3	Equity securities	355	324
	LYONDELLBASELL INDU CL A COMMON STOCK	Equity securities	173	174
	MABUCHI MOTOR CO LTD COMMON STOCK	Equity securities	122	200
	MACQUARIE GROUP LTD COMMON STOCK NPV	Equity securities	781	715
	MAGNA INTERNATIONAL INC COMMON STOCK NPV	Equity securities	121	192
	MAGNIT PJSC SPON GDR REGS GDR	Equity securities	187	178
	MAHINDRA + MAHINDRA SPON GDR GDR	Equity securities	59	81
	MAKITA CORP COMMON STOCK	Equity securities	265	271
	MANPOWERGROUP INC COMMON STOCK USD.01	Equity securities	75	67
	MARATHON OIL CORP COMMON STOCK USD1.	Equity securities	895	944
	MARVELL TECHNOLOGY GROUP LTD COMMON STOCK USD.002	Equity securities	912	1,002
	MASRAF AL RAYAN COMMON STOCK QAR10.	Equity securities	136	128
	MASTERCARD INC CLASS A COMMON STOCK USD.0001	Equity securities	2,394	2,335
	MAZDA MOTOR CORP COMMON STOCK	Equity securities	384	416
	MCGRAW HILL FINANCIAL INC COMMON STOCK USD1.	Equity securities	73	83
	MEAD JOHNSON NUTRITION CO COMMON STOCK USD.01	Equity securities	187	236
	MEDIATEK INC COMMON STOCK TWD10.	Equity securities	880	785
	MEDICLINIC INTERNATIONAL LTD COMMON STOCK NPV	Equity securities	29	31
	MEDIOBANCA SPA COMMON STOCK EUR.5	Equity securities	99	129
	MEGA FINANCIAL HOLDING CO LT COMMON STOCK TWD10.	Equity securities	94	91
	MEGAFON REG S GDR GDR	Equity securities	31	25
	MEGGITT PLC COMMON STOCK GBP.05	Equity securities	178	160
	MERCK + CO. INC. COMMON STOCK USD.5	Equity securities	1,788	1,831
	MERISANT CO COMMON STOCK	Equity securities	169	527
	MERISANT CO PREFERRED STOCK	Equity securities	304	945
	METALURGICA GERDAU SA PREF PREFERENCE	Equity securities	191	154
	MICRON TECHNOLOGY INC COMMON STOCK USD.1	Equity securities	562	607
	MICROSOFT CORP COMMON STOCK USD.00000625	Equity securities	1,259	1,796
	MIRACA HOLDINGS INC COMMON STOCK	Equity securities	282	248
	MIRAE ASSET SECURITIES CO LT COMMON STOCK KRW5000.	Equity securities	10	10
	MISC BHD COMMON STOCK MYR1.	Equity securities	246	255
	MITSUBISHI ELECTRIC CORP COMMON STOCK	Equity securities	1,661	1,971
	MITSUBISHI HEAVY INDUSTRIES COMMON STOCK	Equity securities	717	771
	MITSUBISHI UFJ FINANCIAL GRO COMMON STOCK	Equity securities	1,276	1,241
	MITSUBISHI UFJ LEASE + FINAN COMMON STOCK	Equity securities	452	485
	MITSUI FUDOSAN CO LTD COMMON STOCK	Equity securities	647	643
	MMC NORILSK NICKEL JSC ADR ADR	Equity securities	493	483
	MMC NORILSK NICKEL OJSC COMMON STOCK RUB1.	Equity securities	162	150
	MOBILE TELESYSTEMS SP ADR ADR	Equity securities	55	46
	MONDELEZ INTERNATIONAL INC A COMMON STOCK NPV	Equity securities	597	548
	MONDI PLC COMMON STOCK EUR.2	Equity securities	958	852
	MONSTER BEVERAGE CORP COMMON STOCK USD.005	Equity securities	634	832
	MOODY S CORP COMMON STOCK USD.01	Equity securities	597	791
	MORGAN STANLEY COMMON STOCK USD.01	Equity securities	219	220
	MOSCOW EXCHANGE MICEX RTS COMMON STOCK RUB1.0	Equity securities	18	17
	MR PRICE GROUP LTD COMMON STOCK ZAR.00025	Equity securities	279	281
	MTN GROUP LTD COMMON STOCK ZAR.0001	Equity securities	916	891
	MURATA MANUFACTURING CO LTD COMMON STOCK	Equity securities	965	1,250
	MURPHY OIL CORP COMMON STOCK USD1.	Equity securities	607	574
	NAN YA PLASTICS CORP COMMON STOCK TWD10.	Equity securities	120	112
	NASPERS LTD N SHS COMMON STOCK ZAR.02	Equity securities	208	260
	NATIONAL BANK OF GREECE ADR ADR	Equity securities	24	18
	NATIONAL BANK OF GREECE COMMON STOCK EUR.3	Equity securities	44	34

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	NATIONAL GRID PLC COMMON STOCK GBP.1139535	Equity securities	598	584
	NEC CORP COMMON STOCK	Equity securities	507	605
	NEDBANK GROUP LTD COMMON STOCK ZAR1.	Equity securities	123	116
	NESTLE SA REG COMMON STOCK CHF.1	Equity securities	2,497	2,624
	NETAPP INC COMMON STOCK USD.001	Equity securities	591	643
	NETCARE LTD COMMON STOCK ZAR.01	Equity securities	365	419
	NETWORK COMMUNICATIONS COMMON STOCK	Equity securities	21	35
	NGK INSULATORS LTD COMMON STOCK	Equity securities	331	357
	NIDEC CORP COMMON STOCK	Equity securities	467	690
	NINTENDO CO LTD COMMON STOCK	Equity securities	137	120
	NIPPON TELEGRAPH + TELE ADR ADR	Equity securities	1,475	1,451
	NIPPON TELEGRAPH + TELEPHONE COMMON STOCK	Equity securities	826	777
	NITORI HOLDINGS CO LTD COMMON STOCK	Equity securities	375	409
	NOBINA SEK100	Equity securities	799	-
	NOBLE ENERGY INC COMMON STOCK USD.01	Equity securities	349	412
	NOBLE GROUP LTD COMMON STOCK HKD.25	Equity securities	416	444
	NOKIA CORP SPON ADR ADR	Equity securities	745	941
	NOKIA OYJ COMMON STOCK NPV	Equity securities	1,171	1,619
*	NOMURA HOLDINGS INC COMMON STOCK	Equity securities	433	339
	NORDEA BANK AB COMMON STOCK NPV	Equity securities	1,185	1,193
	NORDSTROM INC COMMON STOCK NPV	Equity securities	670	745
	NOVARTIS AG REG COMMON STOCK CHF.5	Equity securities	2,570	2,705
	NOVARTIS AG SPONSORED ADR ADR	Equity securities	1,637	1,645
	NOVATEK MICROELECTRONICS COR COMMON STOCK TWD10.	Equity securities	35	35
	NOVO NORDISK A/S B COMMON STOCK DKK.2	Equity securities	4,095	4,728
	NOVO NORDISK A/S SPONS ADR ADR	Equity securities	894	981
	NOVOZYMES A/S B SHARES COMMON STOCK DKK2.0	Equity securities	334	293
	NVIDIA CORP COMMON STOCK USD.001	Equity securities	427	486
	NYA CARNEGIE BRYGGERIET AB(P) COMMON STOCK	Equity securities	(4)	-
	OCCIDENTAL PETROLEUM CORP COMMON STOCK USD.2	Equity securities	2,663	2,785
	OI SA PREFERENCE PREFERENCE	Equity securities	349	195
	OIL SEARCH LTD COMMON STOCK NPV	Equity securities	151	159
	OLYMPUS CORP COMMON STOCK	Equity securities	340	369
	OMNICARE INC COMMON STOCK USD1.	Equity securities	204	198
	OMRON CORP COMMON STOCK	Equity securities	404	545
	OPAP SA COMMON STOCK EUR.3	Equity securities	266	269
	ORANGE POLSKA SA COMMON STOCK PLN3.0	Equity securities	254	266
	ORION OYJ CLASS B COMMON STOCK EUR.65	Equity securities	347	365
	ORIX CORP COMMON STOCK	Equity securities	722	710
	OSRAM LICHT AG COMMON STOCK	Equity securities	676	475
	OVERSEA CHINESE BANKING CORP COMMON STOCK NPV	Equity securities	127	122
	PANDORA A/S COMMON STOCK DKK1.	Equity securities	391	423
	PCCW LTD COMMON STOCK NPV	Equity securities	105	145
	PEACE MARK HOLDINGS LTD COMMON STOCK HKD.1	Equity securities	(49)	-
	PEGATRON CORP COMMON STOCK TWD10.	Equity securities	241	245
	PEMBINA PIPELINE CORP COMMON STOCK NPV	Equity securities	514	532
	PERRIGO CO PLC COMMON STOCK NPV	Equity securities	1,007	994
	PERUSAHAAN GAS NEGARA PERSER COMMON STOCK IDR100.	Equity securities	206	200
	PETROBRAS PETROLEO BRAS COMMON STOCK NPV	Equity securities	602	594
	PETROCHINA CO LTD H COMMON STOCK CNY1.0	Equity securities	402	384
	PETSMART INC COMMON STOCK USD.0001	Equity securities	687	694
	PEYTO EXPLORATION + DEV CORP COMMON STOCK NPV	Equity securities	26	23
	PFD ADELPHIA ESCROW CUSIP	Equity securities	88	52
	PFIZER INC COMMON STOCK USD.05	Equity securities	1,129	1,152
	PGE SA COMMON STOCK PLN10.	Equity securities	55	50
	PHILIP MORRIS INTERNATIONAL COMMON STOCK NPV	Equity securities	5,977	5,775
	PHILLIPS 66 COMMON STOCK	Equity securities	764	755
	PINNACLE WEST CAPITAL COMMON STOCK NPV	Equity securities	494	492
	PIRAEUS BANK S.A COMMON STOCK EUR.3	Equity securities	63	45
	PORTO SEGURO SA COMMON STOCK NPV	Equity securities	213	193
	POSCO COMMON STOCK KRW5000.	Equity securities	405	445
	POWER CORP OF CANADA COMMON STOCK NPV	Equity securities	173	167
	POWSZECHNY ZAKLAD UBEZPIECZE COMMON STOCK PLN1.	Equity securities	309	311
	PPB GROUP BERHAD COMMON STOCK MYR1.	Equity securities	277	243
	PPC LTD COMMON STOCK NPV	Equity securities	17	15
	PPG INDUSTRIES INC COMMON STOCK USD1.67	Equity securities	543	507
	PRESIDENT CHAIN STORE CORP COMMON STOCK TWD10.	Equity securities	42	43
	PRICELINE GROUP INC/THE COMMON STOCK USD.008	Equity securities	702	695
	PRINCIPAL FINANCIAL GROUP COMMON STOCK USD.01	Equity securities	335	355
	PROSIEBEN SAT.1 MEDIA AG REG COMMON STOCK NPV	Equity securities	825	709
*	PRUDENTIAL FINANCIAL INC COMMON STOCK USD.01	Equity securities	908	1,085
	PRUDENTIAL PLC COMMON STOCK GBP.05	Equity securities	739	873
	PRYSMIAN SPA COMMON STOCK EUR.1	Equity securities	706	628
	PTT EXPLORATION + PROD FOR FOREIGN SH. THB1.0 A	Equity securities	76	75
	PTT GLOBAL CHEMICAL PCL FOR FOREIGN SH. THB10.0 A	Equity securities	41	34
	PTT PCL/FOREIGN FOREIGN SH. THB10.0 A	Equity securities	100	103
	PUBLICIS GROUPE COMMON STOCK EUR.4	Equity securities	876	839
	QUAD GRAPHICS INC COMMON STOCK USD.025	Equity securities	31	29
	QUALCOMM INC COMMON STOCK USD.0001	Equity securities	3,037	2,923
	QUANTA COMPUTER INC COMMON STOCK TWD10.	Equity securities	382	335
	RAKUTEN INC COMMON STOCK	Equity securities	236	233
	RALPH LAUREN CORP COMMON STOCK USD.01	Equity securities	965	988
	RANDGOLD RESOURCES LTD COMMON STOCK USD.05	Equity securities	234	218
	REALTEK SEMICONDUCTOR CORP COMMON STOCK TWD10.	Equity securities	155	174

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(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	RECKITT BENCKISER GROUP PLC COMMON STOCK GBP.1	Equity securities	1,257	1,350
	RED ELECTRICA CORPORACION SA COMMON STOCK EUR2.	Equity securities	383	406
	REED ELSEVIER NV COMMON STOCK EUR.07	Equity securities	247	279
	REGIONS FINANCIAL CORP COMMON STOCK USD.01	Equity securities	585	602
	RELIANCE INFRASTRUCTURE GDR GDR	Equity securities	14	10
	RENAULT SA COMMON STOCK EUR3.81	Equity securities	389	297
	REPSOL SA COMMON STOCK EUR1.	Equity securities	736	661
	REXEL SA COMMON STOCK EUR5.	Equity securities	332	245
	REYNOLDS AMERICAN INC COMMON STOCK USD.0001	Equity securities	854	891
	RICHTER GEDEON NYRT COMMON STOCK HUF100.	Equity securities	108	96
	RICOH CO LTD COMMON STOCK	Equity securities	229	213
	RIO TINTO LTD COMMON STOCK NPV	Equity securities	1,252	1,226
	RIO TINTO PLC COMMON STOCK GBP.1	Equity securities	1,488	1,597
	RMB HOLDINGS LTD COMMON STOCK ZAR.01	Equity securities	264	250
	ROCHE HOLDING AG GENUSSCHEIN COMMON STOCK NPV	Equity securities	6,226	6,450
	ROCHE HOLDINGS LTD SPONS ADR ADR	Equity securities	1,080	1,093
	ROCK TENN COMPANY CL A COMMON STOCK USD.01	Equity securities	669	638
	ROLLS ROYCE HOLDINGS PLC COMMON STOCK GBP.2	Equity securities	604	524
	ROSNEFT OAO COMMON STOCK RUB.01	Equity securities	126	116
	ROSTELECOM COMMON STOCK RUB.0025	Equity securities	22	24
	ROYAL DUTCH SHELL PLC A SHS COMMON STOCK EUR.07	Equity securities	3,382	3,690
	RTL GROUP COMMON STOCK NPV	Equity securities	281	206
	RUENTEX DEVELOPMENT CO LTD COMMON STOCK TWD10.	Equity securities	248	220
	RWE AG COMMON STOCK NPV	Equity securities	1,221	1,182
	RYANAIR HOLDINGS PLC SP ADR ADR	Equity securities	809	1,011
	RYMAN HEALTHCARE LTD COMMON STOCK	Equity securities	483	453
	SABMILLER PLC COMMON STOCK USD.1	Equity securities	778	845
	SAFRAN SA COMMON STOCK EUR.2	Equity securities	1,299	1,398
	SAINSBURY (J) PLC COMMON STOCK GBP.285714	Equity securities	25	17
	SAMPO OYJ A SHS COMMON STOCK NPV	Equity securities	1,300	1,328
	SAMSUNG C+T CORP COMMON STOCK KRW5000.	Equity securities	325	322
	SAMSUNG ELECTR GDR GDR	Equity securities	2,943	2,560
	SAMSUNG ELECTRONICS CO LTD COMMON STOCK KRW5000.0	Equity securities	1,356	1,273
	SANDISK CORP COMMON STOCK USD.001	Equity securities	396	376
	SANDS CHINA LTD COMMON STOCK USD.01	Equity securities	640	519
	SANLAM LTD COMMON STOCK ZAR.01	Equity securities	295	330
	SANOFI ADR ADR	Equity securities	1,624	1,605
	SANOFI AVENTIS COMMON STOCK EUR2.	Equity securities	2,755	2,921
	SANTEN PHARMACEUTICAL CO LTD COMMON STOCK	Equity securities	99	123
	SAP SE COMMON STOCK NPV	Equity securities	1,152	1,067
	SAPURAKENCANA PETROLEUM BHD COMMON STOCK MYR1.	Equity securities	166	156
	SASOL LTD COMMON STOCK NPV	Equity securities	469	534
	SASOL LTD SPONSORED ADR ADR	Equity securities	751	705
	SBERBANK COMMON STOCK RUB3.	Equity securities	214	196
	SBERBANK SPONSORED ADR ADR	Equity securities	707	455
	SCHLUMBERGER LTD COMMON STOCK USD.01	Equity securities	497	685
	SCHRODERS PLC COMMON STOCK GBP1.0	Equity securities	1,271	1,287
	SEEK LTD COMMON STOCK NPV	Equity securities	175	262
	SEGA SAMMY HOLDINGS INC COMMON STOCK	Equity securities	370	378
	SEI INVESTMENTS COMPANY COMMON STOCK USD.01	Equity securities	151	161
	SEIKO EPSON CORP COMMON STOCK	Equity securities	241	384
	SEMEN INDONESIA PERSERO TBK COMMON STOCK IDR100.	Equity securities	40	39
	SESA STERLITE LTD ADR ADR	Equity securities	205	258
	SEVEN + I HOLDINGS CO LTD COMMON STOCK	Equity securities	672	741
	SEVEN BANK LTD COMMON STOCK	Equity securities	300	313
	SHANGHAI INDUSTRIAL HLDG LTD COMMON STOCK NPV	Equity securities	16	15
	SHANGHAI PHARMACEUTICALS H COMMON STOCK CNY1.0	Equity securities	238	307
	SHANGRI LA ASIA LTD COMMON STOCK HKD1.0	Equity securities	296	267
	SHERWIN WILLIAMS CO/THE COMMON STOCK USD1.	Equity securities	546	591
	SHIMADZU CORP COMMON STOCK	Equity securities	84	78
	SHIN ETSU CHEMICAL CO LTD COMMON STOCK	Equity securities	191	203
	SHIRE PLC ADR ADR	Equity securities	122	215
	SHIRE PLC COMMON STOCK GBP.05	Equity securities	79	143
	SIAM CEMENT PUB CO FOR REG FOREIGN SH. THB1.0 A	Equity securities	63	61
	SIAM COMMERCIAL BANK FOREIGN FOREIGN SH. THB10.0 A	Equity securities	320	313
	SIEMENS AG REG COMMON STOCK NPV	Equity securities	1,049	968
	SINOPEC SHANGHAI PETROCHEM H COMMON STOCK CNY1.0	Equity securities	12	12
	SISTEMA JSFC REG S SPONS GDR GDR	Equity securities	84	27
	SK HOLDINGS CO LTD COMMON STOCK KRW5000.0	Equity securities	57	59
	SK HYNIX INC COMMON STOCK KRW5000.	Equity securities	171	272
	SK TELECOM COMMON STOCK KRW500.	Equity securities	235	282
	SNAM SPA COMMON STOCK NPV	Equity securities	428	412
	SOCIETE GENERALE SA COMMON STOCK EUR1.25	Equity securities	614	664
	SODEXO COMMON STOCK EUR4.	Equity securities	304	313
	SOFTBANK CORP COMMON STOCK	Equity securities	1,105	1,444
	SOHO CHINA LTD COMMON STOCK HKD.02	Equity securities	242	216
	SONOVA HOLDING AG REG COMMON STOCK CHF.05	Equity securities	543	799
	SONY FINANCIAL HOLDINGS INC COMMON STOCK	Equity securities	850	919
	SOUTHWESTERN ENERGY CO COMMON STOCK USD.01	Equity securities	145	122
	SPAR GROUP LIMITED/THE COMMON STOCK NPV	Equity securities	22	20
	SPRINT CORP COMMON STOCK USD.01	Equity securities	454	378
	ST JAMES S PLACE PLC COMMON STOCK GBP.15	Equity securities	1,147	1,117
	STANDARD CHARTERED PLC COMMON STOCK USD.5	Equity securities	1,398	1,147
	STANFIELD CARRERA CLO PREFERRED STOCK 03/15 VAR	Equity securities	1,736	-

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	STANLEY BLACK + DECKER INC COMMON STOCK USD2.5	Equity securities	341	340
	STATE BANK OF INDI GDR REG S GDR	Equity securities	265	272
	STATOILHYDRO ASA COMMON STOCK NOK2.5	Equity securities	328	316
	STORA ENSO OYJ R SHS COMMON STOCK NPV	Equity securities	200	150
	SUMITOMO DAINIPPON PHARMA CO COMMON STOCK	Equity securities	563	555
	SUMITOMO MITSUI FINANCIAL GR COMMON STOCK	Equity securities	2,011	1,733
	SUMITOMO MITSUI TRUST HOLDIN COMMON STOCK	Equity securities	458	454
	SUMITOMO REALTY + DEVELOPMEN COMMON STOCK	Equity securities	440	356
	SURGUTNEFTEGAS PREFERENCE PREFERENCE	Equity securities	145	147
	SURGUTNEFTEGAS SP ADR ADR	Equity securities	60	49
	SURGUTNEFTEGAZ SP ADR PREF ADR	Equity securities	55	51
	SURUGA BANK LTD COMMON STOCK	Equity securities	22	22
	SURYA CITRA MEDIA PT TBK COMMON STOCK IDR50.0	Equity securities	206	237
	SUZUKI MOTOR CORP COMMON STOCK	Equity securities	819	1,011
	SVENSKA CELLULOSA AB SCA B COMMON STOCK NPV	Equity securities	584	537
	SVENSKA HANDELSBANKEN A SHS COMMON STOCK NPV	Equity securities	405	433
	SWEDBANK AB A SHARES COMMON STOCK NPV	Equity securities	487	486
	SWISSCOM AG REG COMMON STOCK CHF1.	Equity securities	730	732
	SYDNEY AIRPORT STAPLED SECURITY NPV	Equity securities	244	248
	SYNGENTA AG REG COMMON STOCK CHF.1	Equity securities	941	769
	SYSMEX CORP COMMON STOCK	Equity securities	96	96
	T MOBILE US INC COMMON STOCK USD.0001	Equity securities	86	85
	T ROWE PRICE GROUP INC COMMON STOCK USD.2	Equity securities	1,011	1,090
	TAISHIN FINANCIAL HOLDING COMMON STOCK TWD10.	Equity securities	262	250
	TAIWAN CEMENT COMMON STOCK TWD10.	Equity securities	58	55
	TAIWAN SEMICONDUCTOR MANUFAC COMMON STOCK TWD10.	Equity securities	1,410	1,523
	TAIWAN SEMICONDUCTOR SP ADR ADR	Equity securities	1,822	1,943
	TATA MOTORS LTD SPON ADR ADR USD.1	Equity securities	1,238	1,566
	TATA STEEL LTD GDR REG S GDR	Equity securities	133	179
	TATNEFT CLS COMMON STOCK RUB1.	Equity securities	95	89
	TAYLOR WIMPEY PLC COMMON STOCK GBP.01	Equity securities	353	411
	TDK CORP COMMON STOCK	Equity securities	693	1,027
	TECHTRONIC INDUSTRIES CO LTD COMMON STOCK NPV	Equity securities	224	217
	TECO ELECTRIC + MACHINERY COMMON STOCK TWD10.	Equity securities	22	21
	TELECOM ITALIA SPA COMMON STOCK NPV	Equity securities	1,085	1,131
	TELEKOM MALAYSIA BHD COMMON STOCK MYR.7	Equity securities	19	23
	TELEKOMUNIK INDONESIA SP ADR ADR IDR50.	Equity securities	423	432
	TELEKOMUNIKASI INDONESIA PER COMMON STOCK IDR50.	Equity securities	109	125
	TELENOR ASA COMMON STOCK NOK6.	Equity securities	13	13
	TELSTRA CORP LTD COMMON STOCK NPV	Equity securities	546	542
	TENARIS SA ADR ADR USD1.	Equity securities	518	529
	TENARIS SA COMMON STOCK USD1.	Equity securities	519	549
	TENCENT HOLDINGS LTD COMMON STOCK HKD.00002	Equity securities	1,797	1,899
	TEVA PHARMACEUTICAL IND LTD COMMON STOCK ILS.1	Equity securities	21	23
	TEVA PHARMACEUTICAL SP ADR ADR	Equity securities	612	649
	TIM PARTICIPACOES SA COMMON STOCK NPV	Equity securities	49	49
	TOHOKU ELECTRIC POWER CO INC COMMON STOCK	Equity securities	157	161
	TOKIO MARINE HOLDINGS INC COMMON STOCK	Equity securities	1,138	1,104
	TOKYO ELECTRON LTD COMMON STOCK	Equity securities	190	294
	TOPPAN PRINTING CO LTD COMMON STOCK	Equity securities	198	187
	TOSHIBA CORP COMMON STOCK	Equity securities	477	496
	TOTAL SA COMMON STOCK EUR2.5	Equity securities	3,025	3,571
	TOYOTA MOTOR CORP COMMON STOCK	Equity securities	2,967	3,000
	TRANSCANADA CORP COMMON STOCK NPV	Equity securities	504	562
	TRANSMISSORA ALIANCA DE UNIT UNIT NPV	Equity securities	9	8
	TRAVIS PERKINS PLC COMMON STOCK GBP.1	Equity securities	269	256
	TREND MICRO INC COMMON STOCK	Equity securities	136	118
	TULLOW OIL PLC COMMON STOCK GBP.1	Equity securities	235	189
	TURK SISE VE CAM FABRIKALARI COMMON STOCK TRY1.	Equity securities	248	222
	TURKIYE IS BANKASI C COMMON STOCK TRY1.	Equity securities	762	452
	UBI BANCA SCPA COMMON STOCK EUR2.5	Equity securities	392	371
	UBS AG REG COMMON STOCK CHF.1	Equity securities	1,392	1,341
	UCB SA COMMON STOCK NPV	Equity securities	1,042	1,231
	UMW HOLDINGS BHD COMMON STOCK MYR.5	Equity securities	246	242
	UNILEVER NV CVA DUTCH CERT EUR.16	Equity securities	1,658	1,660
	UNILEVER PLC COMMON STOCK GBP.0311	Equity securities	682	691
	UNIMICRON TECHNOLOGY CORP COMMON STOCK TWD10.	Equity securities	166	128
	UNION PACIFIC CORP COMMON STOCK USD2.5	Equity securities	1,151	1,372
	UNITED CONTINENTAL HOLDINGS COMMON STOCK USD.01	Equity securities	590	772
	UNITED OVERSEAS BANK LTD COMMON STOCK NPV	Equity securities	803	843
	UNITED PARCEL SERVICE CL B COMMON STOCK USD.01	Equity securities	598	671
	UNITED TRACTORS TBK PT COMMON STOCK IDR250.	Equity securities	202	176
	UNITEDHEALTH GROUP INC COMMON STOCK USD.01	Equity securities	563	678
	UNIVERSAL ROBINA CORP COMMON STOCK PHP1.	Equity securities	28	39
	URALKALI COMMON STOCK RUB.5	Equity securities	12	10
	URBAN OUTFITTERS INC COMMON STOCK USD.0001	Equity securities	987	1,009
	VALE SA COMMON STOCK NPV	Equity securities	185	144
	VERISIGN INC COMMON STOCK USD.001	Equity securities	552	540
	VERIZON COMMUNICATIONS INC COMMON STOCK USD.1	Equity securities	865	860
	VESTAS WIND SYSTEMS A/S COMMON STOCK DKK1.	Equity securities	627	583
	VIACOM INC CLASS B COMMON STOCK USD.001	Equity securities	616	691
	VINA CONCHA Y TORO S.A. COMMON STOCK NPV	Equity securities	240	231
	VODACOM GROUP LTD COMMON STOCK	Equity securities	177	168
	VODAFONE GROUP PLC COMMON STOCK USD.2095	Equity securities	3,003	2,048

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	VOLKSWAGEN AG PREF PREFERENCE	Equity securities	1,181	1,081
	VOYA FINANCIAL INC COMMON STOCK USD.01	Equity securities	454	458
	WALGREEN CO COMMON STOCK USD.078125	Equity securities	315	306
	WALMART DE MEXICO SER V COMMON STOCK NPV	Equity securities	294	279
	WELLPOINT INC COMMON STOCK USD.01	Equity securities	135	188
	WELLS FARGO + CO COMMON STOCK USD1.666	Equity securities	481	581
	WESTERN DIGITAL CORP COMMON STOCK USD.01	Equity securities	390	696
	WESTERN UNION CO COMMON STOCK USD.01	Equity securities	748	800
	WESTLAKE CHEMICAL CORP COMMON STOCK USD.01	Equity securities	672	658
	WHITBREAD PLC COMMON STOCK GBP.767974	Equity securities	659	967
	WHITING PETROLEUM CORP COMMON STOCK USD.001	Equity securities	347	393
	WHOLE FOODS MARKET INC COMMON STOCK NPV	Equity securities	990	694
	WILLIAM DEMANT HOLDING COMMON STOCK DKK1.	Equity securities	383	379
	WISTRON CORP COMMON STOCK TWD10.	Equity securities	290	256
	WOLSELEY PLC COMMON STOCK GBP.1080303	Equity securities	1,173	1,165
	WOODSIDE PETROLEUM LTD COMMON STOCK NPV	Equity securities	519	471
	WOOLWORTHS HOLDINGS LTD COMMON STOCK NPV	Equity securities	792	673
	WOOLWORTHS LTD COMMON STOCK NPV	Equity securities	776	693
	WR BERKLEY CORP COMMON STOCK USD.2	Equity securities	152	161
	XANADOO CO PREFERRED STOCK 6.5	Equity securities	89	72
	XEROX CORP COMMON STOCK USD1.0	Equity securities	430	568
	YAMAHA CORP COMMON STOCK	Equity securities	29	34
	YAMAHA MOTOR CO LTD COMMON STOCK	Equity securities	286	336
	YAMATO HOLDINGS CO LTD COMMON STOCK	Equity securities	89	73
	YAPI VE KREDI BANKASI COMMON STOCK TRY1.	Equity securities	243	221
	YINGDE GASES GROUP CO LTD COMMON STOCK USD.000001	Equity securities	11	11
	YUANTA FINANCIAL HOLDING CO COMMON STOCK TWD10.	Equity securities	245	249
	YUEXIU PROPERTY CO LTD10 COMMON STOCK NPV	Equity securities	247	200
	YUHAN CORP COMMON STOCK KRW5000.0	Equity securities	11	12
	ZARDOYA OTIS SA COMMON STOCK EUR.1	Equity securities	24	23
	ZHEJIANG EXPRESSWAY CO H COMMON STOCK CNY1.	Equity securities	11	12
	ZOETIS INC COMMON STOCK USD.01	Equity securities	608	709
	ZURICH INSURANCE GROUP AG COMMON STOCK CHF.1	Equity securities	706	701
		Total equity securities	415,811	425,716
Debt securities				
	21ST CENTURY FOX AMERICA COMPANY GUAR 03/37 6.15	Debt securities	238	238
	21ST CENTURY FOX AMERICA COMPANY GUAR 11/37 6.65	Debt securities	713	689
	21ST CENTURY FOX AMERICA COMPANY GUAR 12/34 6.2	Debt securities	413	455
	3M COMPANY SR UNSECURED 03/37 5.7	Debt securities	121	126
	ABB FINANCE USA INC COMPANY GUAR 05/42 4.375	Debt securities	896	869
	ABBOTT LABORATORIES SR UNSECURED 04/39 6	Debt securities	2,278	2,135
	ABBOTT LABORATORIES SR UNSECURED 05/40 5.3	Debt securities	92	94
	ABBVIE INC SR UNSECURED 11/42 4.4	Debt securities	619	587
	ABITIBI CONSOL CO CANADA COMPANY GUAR 04/15 8.375	Debt securities	1	-
	ABITIBI CONSOLIDATED INC SR UNSECURED 08/10 8.55	Debt securities	7	-
	ACCESS MIDSTREAM PARTNER COMPANY GUAR 03/24 4.875	Debt securities	884	869
	ACE INA HOLDINGS COMPANY GUAR 03/43 4.15	Debt securities	2,234	2,169
	ACTAVIS FUNDING SCS COMPANY GUAR 144A 06/24 3.85	Debt securities	220	213
	ACTAVIS FUNDING SCS COMPANY GUAR 144A 06/44 4.85	Debt securities	29	28
	ACTAVIS INC SR UNSECURED 10/42 4.625	Debt securities	363	343
	ADELPHIA	Debt securities	-	6
	ADELPHIA COMMUNICATIONS CORP DEFAULT 15JAN04 SR NT	Debt securities	-	12
	ADELPHIA COMMUNICATIONS SR UNSECURED 02/04 9.5	Debt securities	-	-
	ADELPHIA ESCROW CUSIP	Debt securities	7	70
	ADT CORP SR UNSECURED 06/23 4.125	Debt securities	1,020	979
	ADT CORP SR UNSECURED 07/42 4.875	Debt securities	634	664
*	AETNA INC SR UNSECURED 03/44 4.75	Debt securities	810	826
*	AETNA INC SR UNSECURED 05/42 4.5	Debt securities	4,271	4,088
*	AETNA INC SR UNSECURED 11/42 4.125	Debt securities	1,967	1,989
*	AETNA INC SR UNSECURED 12/37 6.75	Debt securities	132	132
	AFLAC INC SR UNSECURED 08/40 6.45	Debt securities	1,389	1,373
	AGL CAPITAL CORP COMPANY GUAR 06/43 4.4	Debt securities	220	227
	AGRIA FINANCE SA COMPANY GUAR 06/14 0.00000	Debt securities	747	-
	AIA GROUP LTD SR UNSECURED 144A 03/44 4.875	Debt securities	293	289
	AID ISRAEL US GOVT GUAR 09/33 5.5	Debt securities	9,636	8,942
	AIR CANADA 2013 1A PTT PASS THRU CE 144A 11/26 4.125	Debt securities	300	296
	ALABAMA POWER CO SR UNSECURED 01/42 4.1	Debt securities	1,040	1,036
	ALABAMA POWER CO SR UNSECURED 03/39 6	Debt securities	6,861	6,617
	ALABAMA POWER CO SR UNSECURED 08/44 4.15	Debt securities	650	650
	ALAMEDA CNTY CA JT PWRS AUTH L ALAUTL 12/44 FIXED 7.046	Debt securities	1,296	1,299
	ALLSTATE CORP SR UNSECURED 06/43 4.5	Debt securities	2,685	2,738
	ALLSTATE CORP SUBORDINATED 08/53 VAR	Debt securities	700	746
	ALLTEL CORP SR UNSECURED 07/32 7.875	Debt securities	837	813
	ALLTEL CORPORATION SR UNSECURED 05/29 6.8	Debt securities	645	608
	ALROSA FINANCE SA COMPANY GUAR 144A 11/20 7.75	Debt securities	2,195	2,048
	ALTOS HORNOS DE MEXICO SR UNSECURED 04/02 11.375	Debt securities	60	113
	ALTOS HORNOS DE MEXICO SR UNSECURED 04/04 11.875	Debt securities	156	274
	ALTRIA GROUP INC COMPANY GUAR 01/44 5.375	Debt securities	473	479
	ALTRIA GROUP INC COMPANY GUAR 02/39 10.2	Debt securities	1,083	1,085
	ALTRIA GROUP INC COMPANY GUAR 11/38 9.95	Debt securities	531	532
	AMER AIRLN 13 1 A PASS T PASS THRU CE 01/27 4	Debt securities	782	768
	AMEREN ILLINOIS CO SR SECURED 07/44 4.3	Debt securities	572	580
	AMEREN ILLINOIS CO SR SECURED 12/43 4.8	Debt securities	323	353
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/35 6.375	Debt securities	3,641	3,559

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	AMERICA MOVIL SAB DE CV COMPANY GUAR 03/40 6.125	Debt securities	2,103	2,084
	AMERICA MOVIL SAB DE CV SR UNSECURED 07/42 4.375	Debt securities	3,137	3,119
	AMERICAN EXPRESS CO SR UNSECURED 12/42 4.05	Debt securities	6,311	6,089
	AMERICAN EXPRESS CREDIT SR UNSECURED 03/19 VAR	Debt securities	500	502
	AMERICAN EXPRESS CREDIT SR UNSECURED 09/17 VAR	Debt securities	495	495
	AMERICAN HONDA FINANCE SR UNSECURED 144A 02/15 1.45	Debt securities	3,031	3,013
	AMERICAN HONDA FINANCE SR UNSECURED 144A 08/15 1	Debt securities	1,303	1,307
	AMERICAN INTL GROUP JR SUBORDINA 05/68 VAR	Debt securities	1,759	1,752
	AMERICAN INTL GROUP SR UNSECURED 07/44 4.5	Debt securities	1,162	1,145
	AMERICAN INTL GROUP SR UNSECURED 11/37 6.82	Debt securities	60	67
	AMERICAN PRESIDENTS CO L SR UNSECURED 01/24 8	Debt securities	156	319
	AMERICAN TOWER CORP SR UNSECURED 02/24 5	Debt securities	459	445
	AMGEN INC SR UNSECURED 03/40 5.75	Debt securities	429	401
	AMGEN INC SR UNSECURED 06/37 6.375	Debt securities	468	437
	AMGEN INC SR UNSECURED 11/41 5.15	Debt securities	3,432	3,377
	AMORTIZING RESIDENTIAL COLLATE ARC 2001 BC6 M2	Debt securities	5	14
	AMORTIZING RESIDENTIAL COLLATE ARC 2002 BC1M A	Debt securities	4	5
	ANADARKO FINANCE CO COMPANY GUAR 05/31 7.5	Debt securities	347	339
	ANADARKO PETROLEUM CORP SR UNSECURED 06/39 7.95	Debt securities	4,253	4,250
	ANADARKO PETROLEUM CORP SR UNSECURED 09/36 6.45	Debt securities	476	457
	ANHEUSER BUSCH COS LLC COMPANY GUAR 02/43 6.5	Debt securities	598	586
	ANHEUSER BUSCH COS LLC COMPANY GUAR 08/32 6.8	Debt securities	801	774
	ANHEUSER BUSCH INBEV FIN COMPANY GUAR 01/43 4	Debt securities	1,591	1,508
	ANHEUSER BUSCH INBEV FIN COMPANY GUAR 02/24 3.7	Debt securities	640	644
	ANHEUSER BUSCH INBEV FIN COMPANY GUAR 02/44 4.625	Debt securities	1,178	1,140
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/39 8.2	Debt securities	10,067	9,447
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/15 0.8	Debt securities	501	501
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/42 3.75	Debt securities	467	449
	ANHEUSER BUSCH INBEV WOR COMPANY GUAR 11/39 8	Debt securities	343	328
	AON CORP COMPANY GUAR 09/40 6.25	Debt securities	54	56
	AON PLC COMPANY GUAR 05/43 4.45	Debt securities	833	818
	AON PLC COMPANY GUAR 06/44 4.6	Debt securities	302	299
	APACHE CORP SR UNSECURED 01/44 4.25	Debt securities	823	788
	APACHE CORP SR UNSECURED 04/43 4.75	Debt securities	3,411	3,323
	APACHE CORP SR UNSECURED 09/40 5.1	Debt securities	5,621	5,427
	APPLE INC SR UNSECURED 05/24 3.45	Debt securities	3,717	3,757
	APPLE INC SR UNSECURED 05/43 3.85	Debt securities	5,681	5,707
	APPLE INC SR UNSECURED 05/44 4.45	Debt securities	2,694	2,736
	ARC PROP OPER PART LP/CL COMPANY GUAR 144A 02/24 4.6	Debt securities	465	458
	ARCH CAPITAL GRP US INC COMPANY GUAR 11/43 5.144	Debt securities	1,085	1,164
	ARCHER DANIELS MIDLAND C SR UNSECURED 04/43 4.016	Debt securities	2,197	2,211
	ARCHER DANIELS SR UNSECURED 03/42 4.535	Debt securities	4,070	4,024
	ARCHER DANIELS SR UNSECURED 10/32 5.935	Debt securities	2,391	2,351
	ARIZONA PUBLIC SERVICE SR UNSECURED 01/44 4.7	Debt securities	1,579	1,714
	ARIZONA PUBLIC SERVICE SR UNSECURED 04/42 4.5	Debt securities	210	208
	ASCENSION HEALTH UNSECURED 11/53 4.847	Debt securities	1,392	1,546
	ASHLAND INC SR UNSECURED 05/43 6.875	Debt securities	149	156
	ASTRAZENECA PLC SR UNSECURED 09/37 6.45	Debt securities	6,937	6,900
	ASTRAZENECA PLC SR UNSECURED 09/42 4	Debt securities	1,067	1,046
	AT+T CORP COMPANY GUAR 11/31 8	Debt securities	1,670	1,667
	AT+T INC SR UNSECURED 06/44 4.8	Debt securities	1,360	1,345
	AT+T INC SR UNSECURED 06/45 4.35	Debt securities	3,886	3,732
	AT+T INC SR UNSECURED 08/41 5.55	Debt securities	575	554
	AT+T INC SR UNSECURED 09/40 5.35	Debt securities	1,516	1,469
	AT+T INC SR UNSECURED 12/42 4.3	Debt securities	4,496	4,315
	AT+T MOBILITY LLC SR UNSECURED 12/31 7.125	Debt securities	367	361
	AUST + NZ BANKING GROUP SUBORDINATED REGS 09/19 5.125	Debt securities	25	25
	AVENTINE RENEWABLE ENRGY COMPANY GUAR 04/17 10	Debt securities	24	-
	AVIATION CAPITAL GROUP SR UNSECURED 144A 09/16 3.875	Debt securities	300	309
	AWAS AVIATION CAPITAL LT SR SECURED 144A 10/16 7	Debt securities	915	928
	BAKER HUGHES INC SR UNSECURED 09/40 5.125	Debt securities	1,508	1,448
	BANC OF AMERICA FUNDING CORPOR BAFC 2006 8T2 A2	Debt securities	16	14
	BANCO SANTANDER CHILE SR UNSECURED 144A 09/22 3.875	Debt securities	2,017	1,998
	BANK OF AMERICA CORP SR UNSECURED 01/44 5	Debt securities	6,046	6,293
	BANK OF AMERICA CORP SR UNSECURED 02/42 5.875	Debt securities	596	599
	BANK OF AMERICA CORP SR UNSECURED 04/24 4	Debt securities	872	862
	BANK OF AMERICA CORP SR UNSECURED 04/44 4.875	Debt securities	12,423	12,494
	BANK OF AMERICA CORP SUBORDINATED 05/38 7.75	Debt securities	2,693	2,790
	BANK OF AMERICA CORP SUBORDINATED 08/24 4.2	Debt securities	921	912
	BARCLAYS BANK PLC SR UNSECURED 05/24 3.75	Debt securities	200	199
	BAXTER INTERNATIONAL INC SR UNSECURED 06/43 4.5	Debt securities	212	207
	BAXTER INTERNATIONAL INC SR UNSECURED 08/42 3.65	Debt securities	3,616	3,561
	BAY AREA CA TOLL AUTH TOLL BRI BAYTRN 04/50 FIXED 7.043	Debt securities	366	359
	BBVA BANCOMER SA TEXAS SUBORDINATED 144A 03/21 6.5	Debt securities	2,048	1,962
	BECTON DICKINSON SR UNSECURED 11/40 5	Debt securities	964	945
	BED BATH + BEYOND INC SR UNSECURED 08/44 5.165	Debt securities	353	343
	BERKSHIRE HATHAWAY ENERG SR UNSECURED 04/36 6.125	Debt securities	3,120	2,970
	BERKSHIRE HATHAWAY ENERG SR UNSECURED 09/37 6.5	Debt securities	783	782
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 01/40 5.75	Debt securities	4,610	4,546
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/42 4.4	Debt securities	3,022	3,037
	BERKSHIRE HATHAWAY FIN COMPANY GUAR 05/43 4.3	Debt securities	407	406
	BERKSHIRE HATHAWAY INC SR UNSECURED 02/43 4.5	Debt securities	2,801	2,858
	BESTFOODS SR UNSECURED 04/28 6.625	Debt securities	3,902	3,642
	BHARTI AIRTEL INTERNATIO COMPANY GUAR 144A 05/24 5.35	Debt securities	200	213

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	BHP BILLITON FIN USA LTD COMPANY GUAR 02/42 4.125	Debt securities	396	383
	BHP BILLITON FIN USA LTD COMPANY GUAR 09/43 5	Debt securities	8,635	9,127
	BK TOKYO MITSUBISHI UFJ UNSECURED 144A 03/44 4.7	Debt securities	429	460
	BK TOKYO MITSUBISHI UFJ UNSECURED 144A 09/24 3.25	Debt securities	951	938
	BOATS INVEST NETHERLANDS SECURED 04/17 VAR	Debt securities	-	-
	BOEING CO SR UNSECURED 02/33 6.125	Debt securities	935	952
	BOEING CO SR UNSECURED 03/39 6.875	Debt securities	2,741	2,635
	BOEING CO SR UNSECURED 09/31 8.75	Debt securities	824	845
	BOSTON GAS COMPANY SR UNSECURED 144A 02/42 4.487	Debt securities	564	566
	BOSTON GENERATING LLC 2ND LIEN TERM LOAN	Debt securities	8	11
	BOWATER CANADA FINANCE COMPANY GUAR 11/11 7.95	Debt securities	1	-
	BP CAPITAL MARKETS PLC COMPANY GUAR 02/24 3.814	Debt securities	863	850
	BPCE SA COMPANY GUAR 04/24 4	Debt securities	458	453
	BPCE SA SUBORDINATED 144A 07/24 5.15	Debt securities	599	618
	BPCE SA SUBORDINATED 144A 10/23 5.7	Debt securities	609	649
	BPCE SA SUBORDINATED REGS 07/24 5.15	Debt securities	308	309
	BRANDYWINE OPER PARTNERS COMPANY GUAR 02/23 3.95	Debt securities	1,062	1,024
	BRANDYWINE OPER PARTNERS COMPANY GUAR 10/29 4.55	Debt securities	332	329
	BRISTOL MYERS SQUIBB CO SR UNSECURED 03/44 4.5	Debt securities	595	621
	BRISTOL MYERS SQUIBB CO SR UNSECURED 08/42 3.25	Debt securities	5,701	5,487
	BRISTOL MYERS SQUIBB CO SR UNSECURED 11/36 5.875	Debt securities	307	310
	BRITISH SKY BROADCASTING COMPANY GUAR 144A 09/24 3.75	Debt securities	473	474
	BROADCOM CORP SR UNSECURED 08/34 4.5	Debt securities	1,153	1,183
	BUILDING MATERIALS CORP SR SECURED 144A 02/20 7	Debt securities	1,756	1,664
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/42 4.4	Debt securities	871	868
	BURLINGTN NORTH SANTA FE SR UNSECURED 03/43 4.45	Debt securities	7,261	7,155
	BURLINGTN NORTH SANTA FE SR UNSECURED 04/44 4.9	Debt securities	182	192
	BURLINGTN NORTH SANTA FE SR UNSECURED 09/44 4.55	Debt securities	443	445
	CALIFORNIA RESOURCES CRP COMPANY GUAR 144A 11/24 6	Debt securities	1,000	1,028
	CALIFORNIA ST CAS 03/40 FIXED 7.625	Debt securities	371	365
	CALIFORNIA ST CAS 10/39 FIXED 7.3	Debt securities	2,132	2,062
	CALIFORNIA ST CAS 11/40 FIXED 7.6	Debt securities	290	296
	CAMPBELL SOUP CO SR UNSECURED 08/42 3.8	Debt securities	320	351
	CANADIAN NATL RAILWAY SR UNSECURED 07/28 6.9	Debt securities	1,286	1,231
	CANADIAN NATL RAILWAY SR UNSECURED 07/36 6.712	Debt securities	272	275
	CANADIAN NATL RAILWAY SR UNSECURED 11/37 6.375	Debt securities	3,627	3,617
	CANADIAN NATL RAILWAY SR UNSECURED 11/42 3.5	Debt securities	1,177	1,176
	CANADIAN NATL RAILWAY SR UNSECURED 11/43 4.5	Debt securities	398	429
	CANADIAN PACIFIC RR CO SR UNSECURED 01/42 5.75	Debt securities	453	521
	CAPITAL ONE BANK USA NA SUBORDINATED 02/23 3.375	Debt securities	369	367
	CAPITAL ONE FINANCIAL CO SR UNSECURED 04/24 3.75	Debt securities	400	404
	CAPMARK FINANCIAL GROUP COMPANY GUAR 05/17 VAR	Debt securities	25	-
	CAREFUSION CORP SR UNSECURED 05/44 4.875	Debt securities	199	197
	CARGILL INC SR UNSECURED 144A 09/36 6.125	Debt securities	1,650	1,665
	CARGILL INC SR UNSECURED 144A 09/37 6.625	Debt securities	207	206
	CARGILL INC SR UNSECURED 144A 11/42 4.1	Debt securities	979	947
	CARLYLE HOLDINGS II FIN SR SECURED 144A 03/43 5.625	Debt securities	2,117	2,362
	CATALYST PAPER CORP SECURED 10/17 11	Debt securities	246	143
	CATERPILLAR INC SR UNSECURED 05/41 5.2	Debt securities	2,930	2,722
	CATERPILLAR INC SR UNSECURED 05/44 4.3	Debt securities	1,088	1,102
	CATERPILLAR INC SR UNSECURED 05/64 4.75	Debt securities	785	810
	CATERPILLAR INC SR UNSECURED 08/36 6.05	Debt securities	326	333
	CATERPILLAR INC SR UNSECURED 08/42 3.803	Debt securities	7,388	7,244
	CATHOLIC HEALTH INITIATI SECURED 11/42 4.35	Debt securities	2,774	2,657
	CBS CORP COMPANY GUAR 08/44 4.9	Debt securities	646	647
	CDP FINANCIAL SR UNSECURED 144A 07/24 3.15	Debt securities	453	446
	CELGENE CORP SR UNSECURED 05/24 3.625	Debt securities	787	782
	CELGENE CORP SR UNSECURED 05/44 4.625	Debt securities	947	932
	CENTERPOINT ENER HOUSTON GENL REF MOR 04/44 4.5	Debt securities	1,746	1,868
	CENTERPOINT ENER HOUSTON GENL REF MOR 08/42 3.55	Debt securities	371	367
	CENTERPOINT ENERGY RESOU SR UNSECURED 01/41 5.85	Debt securities	719	676
	CF INDUSTRIES INC COMPANY GUAR 03/44 5.375	Debt securities	781	801
	CHESAPEAKE ENERGY CORP COMPANY GUAR 04/19 VAR	Debt securities	1,110	1,103
	CHEVRON CORP SR UNSECURED 06/23 3.191	Debt securities	1,061	1,067
	CHUBB CORP JR SUBORDINA 03/67 VAR	Debt securities	442	439
	CHUBB CORP SR UNSECURED 05/37 6	Debt securities	4,606	4,550
	CISCO SYSTEMS INC SR UNSECURED 01/40 5.5	Debt securities	3,837	3,913
	CISCO SYSTEMS INC SR UNSECURED 02/39 5.9	Debt securities	3,211	3,127
	CISCO SYSTEMS INC SR UNSECURED 03/24 3.625	Debt securities	1,194	1,223
*	CITIGROUP INC SR UNSECURED 01/42 5.875	Debt securities	3,767	4,007
*	CITIGROUP INC SR UNSECURED 03/38 6.875	Debt securities	130	132
*	CITIGROUP INC SR UNSECURED 06/24 3.75	Debt securities	1,673	1,670
*	CITIGROUP INC SR UNSECURED 07/39 8.125	Debt securities	12,579	12,396
*	CITIGROUP INC SR UNSECURED 11/43 4.95	Debt securities	730	767
*	CITIGROUP INC SR UNSECURED 12/34 5.85	Debt securities	34	37
*	CITIGROUP INC SUBORDINATED 02/33 5.875	Debt securities	23	24
*	CITIGROUP INC SUBORDINATED 05/44 5.3	Debt securities	593	618
*	CITIGROUP INC SUBORDINATED 06/32 6.625	Debt securities	269	272
*	CITIGROUP INC SUBORDINATED 08/36 6.125	Debt securities	1,067	1,061
*	CITIGROUP INC SUBORDINATED 09/25 5.5	Debt securities	315	327
*	CITIGROUP INC SUBORDINATED 09/43 6.675	Debt securities	326	392
	CITY OF HOPE/THE SR SECURED 11/43 5.623	Debt securities	667	735
	CLEVELAND CLINIC FOUND BONDS 01/14 4.858	Debt securities	615	609
	CME GROUP INC SR UNSECURED 09/43 5.3	Debt securities	1,459	1,602

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	CNOOC CURTIS FUNDING NO. COMPANY GUAR 144A 10/23 4.5	Debt securities	900	934
	CNOOC FINANCE 2012 LTD COMPANY GUAR REGS 05/22 3.875	Debt securities	1,028	1,002
	CNOOC FINANCE 2014 ULC COMPANY GUAR 04/44 4.875	Debt securities	295	314
	CNPC GENERAL CAPITAL LTD COMPANY GUAR 144A 04/23 3.4	Debt securities	1,063	1,003
	COCA COLA FEMSA SAB CV COMPANY GUAR 11/43 5.25	Debt securities	423	478
	CODELCO INC SR UNSECURED 144A 10/43 5.625	Debt securities	534	549
	COMCAST CORP COMPANY GUAR 03/33 7.05	Debt securities	246	268
	COMCAST CORP COMPANY GUAR 03/37 6.45	Debt securities	1,174	1,195
	COMCAST CORP COMPANY GUAR 03/44 4.75	Debt securities	942	1,002
	COMCAST CORP COMPANY GUAR 07/39 6.55	Debt securities	8,708	8,821
	COMCAST CORP COMPANY GUAR 07/42 4.65	Debt securities	1,455	1,570
	COMCAST CORP COMPANY GUAR 08/34 4.2	Debt securities	2,831	2,816
	COMCAST CORP COMPANY GUAR 08/37 6.95	Debt securities	4,670	4,502
	COMMONWEALTH EDISON CO 1ST MORTGAGE 01/44 4.7	Debt securities	596	646
	COMMONWEALTH EDISON CO 1ST MORTGAGE 08/43 4.6	Debt securities	4,454	4,675
	COMMONWEALTH EDISON CO 1ST MORTGAGE 10/42 3.8	Debt securities	1,922	1,898
	CONNECTICUT LIGHT + PWR 1ST REF MORT 04/44 4.3	Debt securities	1,350	1,381
	CONNECTICUT LIGHT + PWR 1ST REF MORT 06/36 6.35	Debt securities	316	326
	CONOCO FUNDING CO COMPANY GUAR 10/31 7.25	Debt securities	276	279
	CONOCOPHILLIPS CANADA COMPANY GUAR 10/36 5.95	Debt securities	510	496
	CONOCOPHILLIPS COMPANY GUAR 02/39 6.5	Debt securities	9,852	9,452
	CONOCOPHILLIPS COMPANY GUAR 05/38 5.9	Debt securities	2,473	2,403
	CONOCOPHILLIPS COMPANY GUAR 10/32 5.9	Debt securities	408	435
	CONS EDISON CO OF NY SR UNSECURED 03/42 4.2	Debt securities	816	816
	CONS EDISON CO OF NY SR UNSECURED 03/43 3.95	Debt securities	4,657	4,281
	CONS EDISON CO OF NY SR UNSECURED 03/44 4.45	Debt securities	1,268	1,306
	CONS EDISON CO OF NY SR UNSECURED 04/38 6.75	Debt securities	1,527	1,462
	CONS EDISON CO OF NY SR UNSECURED 06/36 6.2	Debt securities	387	392
	CONS EDISON CO OF NY SR UNSECURED 06/40 5.7	Debt securities	4,304	3,976
	CONS EDISON CO OF NY SR UNSECURED 08/37 6.3	Debt securities	330	320
	CONS EDISON CO OF NY SR UNSECURED 12/39 5.5	Debt securities	1,655	1,617
	CONSUMERS ENERGY CO 1ST MORTGAGE 05/43 3.95	Debt securities	1,609	1,568
	CONTINENTAL RESOURCES COMPANY GUAR 06/44 4.9	Debt securities	364	356
	CONTL AIRLINES 2012 2 A PASS THRU CE 04/26 4	Debt securities	2,054	1,987
	CORNING INC SR UNSECURED 03/42 4.75	Debt securities	566	582
	CORNING INC SR UNSECURED 08/36 7.25	Debt securities	896	890
	COUNTRYWIDE ALTERNATIVE LOAN T CWALT 2005 82 A1	Debt securities	-	-
	COVIDIEN INTL FINANCE SA COMPANY GUAR 10/37 6.55	Debt securities	2,330	2,277
	COX COMMUNICATIONS INC SR UNSECURED 144A 03/39 8.375	Debt securities	3,074	2,934
*	CREDIT SUISSE FIRST BOSTON MOR CSFB 2003 AR18 2X	Debt securities	-	-
*	CREDIT SUISSE FIRST BOSTON MOR CSFB 2003 AR9 2A2	Debt securities	7	8
*	CREDIT SUISSE NEW YORK SR UNSECURED 09/24 3.625	Debt securities	3,387	3,359
*	CREDIT SUISSE USA INC COMPANY GUAR 07/32 7.125	Debt securities	1,363	1,290
	CROWN CASTLE INTL CORP SR UNSECURED 01/23 5.25	Debt securities	2,854	2,776
	CROWN CASTLE TOWERS LLC SR SECURED 144A 01/40 6.113	Debt securities	304	289
	CUMMINS INC SR UNSECURED 10/43 4.875	Debt securities	344	334
	CVS HEALTH CORP SR UNSECURED 08/24 3.375	Debt securities	183	182
	CVS HEALTH CORP SR UNSECURED 12/43 5.3	Debt securities	200	224
	CVS PASS THROUGH TRUST PASS THRU CE 144A 01/32 7.507	Debt securities	765	744
	DAIMLER FINANCE NA LLC COMPANY GUAR 01/31 8.5	Debt securities	8,250	7,991
	DCP MIDSTREAM LLC SR UNSECURED 144A 09/37 6.75	Debt securities	390	417
	DCP MIDSTREAM LLC SR UNSECURED 144A 11/36 6.45	Debt securities	853	837
	DEERE + COMPANY SR UNSECURED 03/31 7.125	Debt securities	280	274
	DEERE + COMPANY SR UNSECURED 06/42 3.9	Debt securities	7,541	7,095
	DEERE + COMPANY SR UNSECURED 10/29 5.375	Debt securities	873	827
	DELMARVA PWR + LIGHT CO 1ST MORTGAGE 06/42 4	Debt securities	1,146	1,111
	DENVER CO PUBLIC SCHS COPS DENEDU 12/37 FIXED 4.242	Debt securities	101	97
*	DEUTSCHE BANK AG LONDON SR UNSECURED 05/24 3.7	Debt securities	393	392
*	DEUTSCHE BANK AG SUBORDINATED 05/28 VAR	Debt securities	1,165	1,175
	DEUTSCHE TELEKOM INT FIN COMPANY GUAR 06/30 8.75	Debt securities	444	436
	DIAGEO CAPITAL PLC COMPANY GUAR 04/43 3.875	Debt securities	1,755	1,676
	DIAGEO CAPITAL PLC COMPANY GUAR 09/36 5.875	Debt securities	122	123
	DIAGEO INVESTMENT CORP COMPANY GUAR 04/35 7.45	Debt securities	1,271	1,219
	DIAGEO INVESTMENT CORP COMPANY GUAR 05/42 4.25	Debt securities	3,148	3,142
	DIAMOND OFFSHORE DRILL SR UNSECURED 11/43 4.875	Debt securities	2,212	2,053
	DIRECTV HOLDINGS/FING COMPANY GUAR 01/18 1.75	Debt securities	296	299
	DIRECTV HOLDINGS/FING COMPANY GUAR 03/42 5.15	Debt securities	460	536
	DISCOVERY COMMUNICATIONS COMPANY GUAR 04/43 4.875	Debt securities	373	371
	DOMINION GAS HLDGS LLC SR UNSECURED 11/43 4.8	Debt securities	524	561
	DOMINION RESOURCES INC SR UNSECURED 03/33 6.3	Debt securities	123	124
	DOMINION RESOURCES INC SR UNSECURED 06/38 7	Debt securities	2,475	2,311
	DORIC NIMROD AIR 2013 1 05/25 5.25	Debt securities	513	504
	DOVER CORP SR UNSECURED 03/41 5.375	Debt securities	515	505
	DR PEPPER SNAPPLE GROUP COMPANY GUAR 05/38 7.45	Debt securities	330	349
	DTE ELECTRIC CO GENL REF MOR 04/43 4	Debt securities	946	921
	DTE ELECTRIC CO GENL REF MOR 06/42 3.95	Debt securities	955	952
	DTE ELECTRIC CO GENL REF MOR 07/44 4.3	Debt securities	3,116	3,161
	DTE ELECTRIC CO SR SECURED 06/36 6.625	Debt securities	133	134
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 04/38 6.05	Debt securities	2,337	2,265
	DUKE ENERGY CAROLINAS 1ST MORTGAGE 12/41 4.25	Debt securities	160	162
	DUKE ENERGY CAROLINAS 1ST REF MORT 09/42 4	Debt securities	2,688	2,694
	DUKE ENERGY FLORIDA INC 1ST MORTGAGE 04/40 5.65	Debt securities	884	921
	DUKE ENERGY FLORIDA INC 1ST MORTGAGE 06/38 6.4	Debt securities	2,197	2,133
	DUKE ENERGY FLORIDA INC 1ST MORTGAGE 11/42 3.85	Debt securities	791	864

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 03/42 4.2	Debt securities	2,076	2,170
	DUKE ENERGY INDIANA INC 1ST MORTGAGE 07/43 4.9	Debt securities	423	472
	DUKE ENERGY PROGRESS INC 1ST MORTGAGE 03/43 4.1	Debt securities	4,538	4,482
	DUKE ENERGY PROGRESS INC 1ST MORTGAGE 03/44 4.375	Debt securities	200	207
	DUKE REALTY LP COMPANY GUAR 04/23 3.625	Debt securities	891	858
	E.I. DU PONT DE NEMOURS SR UNSECURED 01/41 4.9	Debt securities	53	53
	E.I. DU PONT DE NEMOURS SR UNSECURED 02/43 4.15	Debt securities	2,540	2,391
	E.ON INTL FINANCE BV COMPANY GUAR 144A 04/38 6.65	Debt securities	385	382
	EAGLE SPINCO INC COMPANY GUAR 02/21 4.625	Debt securities	1,078	1,056
	EATON CORP COMPANY GUAR 11/32 4	Debt securities	452	445
	EBAY INC SR UNSECURED 07/42 4	Debt securities	2,936	2,759
	EBAY INC SR UNSECURED 08/24 3.45	Debt securities	100	97
	EL PASO NATURAL GAS SR UNSECURED 06/32 8.375	Debt securities	2,008	1,851
	ELECTRICITE DE FRANCE SA JR SUBORDINA 144A 12/49 VAR	Debt securities	199	208
	ELECTRICITE DE FRANCE SA SR UNSECURED 144A 01/14 6	Debt securities	601	641
	ELECTRICITE DE FRANCE SA SR UNSECURED 144A 01/44 4.875	Debt securities	2,500	2,726
	ELI LILLY + CO SR UNSECURED 01/36 6.77	Debt securities	1,319	1,329
	ELI LILLY + CO SR UNSECURED 06/44 4.65	Debt securities	636	672
	ELI LILLY + CO SR UNSECURED 11/37 5.95	Debt securities	4,335	4,202
	ENABLE MIDSTREAM PARTNER COMPANY GUAR 144A 05/44 5	Debt securities	380	381
	ENBRIDGE INC SR UNSECURED 06/44 4.5	Debt securities	428	419
	ENERGY TRANSFER PARTNERS SR UNSECURED 02/23 3.6	Debt securities	254	243
	ENERGY TRANSFER PARTNERS SR UNSECURED 07/38 7.5	Debt securities	1,271	1,242
	ENTERGY GULF STATES LA 1ST MORTGAGE 10/24 5.59	Debt securities	480	472
	ENTERGY LOUISIANA LLC 1ST MORTGAGE 07/44 5	Debt securities	2,500	2,605
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/43 4.45	Debt securities	2,619	2,605
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 02/45 5.1	Debt securities	212	211
	ENTERPRISE PRODUCTS OPER COMPANY GUAR 10/39 6.125	Debt securities	224	217
	ERAC USA FINANCE LLC COMPANY GUAR 144A 10/37 7	Debt securities	759	753
	ERP OPERATING LP SR UNSECURED 07/44 4.5	Debt securities	268	266
	ESTEE LAUDER CO INC SR UNSECURED 08/42 3.7	Debt securities	770	762
	EVEREST REINSURANCE HLDG SR UNSECURED 06/44 4.868	Debt securities	365	363
	EXELON CORP SR UNSECURED 06/35 5.625	Debt securities	112	112
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 06/24 3.5	Debt securities	50	49
	EXPRESS SCRIPTS HOLDING COMPANY GUAR 11/41 6.125	Debt securities	493	463
	FANNIE MAE NOTES 05/29 6.25	Debt securities	2,742	2,840
	FANNIE MAE NOTES 07/37 5.625	Debt securities	3,707	4,002
	FANNIE MAE NOTES 08/38 6.21	Debt securities	7,539	7,127
	FANNIE MAE NOTES 09/27 6.09	Debt securities	6,404	5,889
	FANNIE MAE NOTES 11/30 6.625	Debt securities	13,561	14,174
	FED HM LN PC POOL C90534	Debt securities	-	-
	FED HM LN PC POOL C90580	Debt securities	-	-
	FEDERAL HOME LOAN BANK BONDS 07/36 5.5	Debt securities	1,838	1,944
	FEDEX CORP COMPANY GUAR 01/44 5.1	Debt securities	1,595	1,695
	FHLMC STRUCTURED PASS THROUGH FSPC T 5 A6	Debt securities	-	-
	FIFTH THIRD BANCORP SUBORDINATED 01/24 4.3	Debt securities	462	479
	FIFTH THIRD BANCORP SUBORDINATED 03/38 8.25	Debt securities	898	919
	FINMECCANICA FINANCE COMPANY GUAR 12/19 8	Debt securities	940	938
	FIRST FRANKLIN MTG LOAN ASSET FFML 2002 FF1 M2	Debt securities	5	6
	FIRSTENERGY CORP SR UNSECURED 11/31 7.375	Debt securities	1,361	1,419
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 02/38 5.95	Debt securities	1,047	1,072
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 02/41 5.25	Debt securities	232	235
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 02/42 4.125	Debt securities	3,378	3,367
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 03/40 5.69	Debt securities	4,352	4,076
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 04/34 5.625	Debt securities	121	122
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 06/35 4.95	Debt securities	230	229
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 06/42 4.05	Debt securities	3,708	3,673
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 10/33 5.95	Debt securities	124	126
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 10/44 4.05	Debt securities	1,056	1,051
	FLORIDA POWER + LIGHT CO 1ST MORTGAGE 12/42 3.8	Debt securities	479	476
	FNMA POOL 252806	Debt securities	-	-
	FNMA POOL 253183	Debt securities	-	-
	FNMA POOL 254052	Debt securities	-	-
	FNMA POOL 254259	Debt securities	-	-
	FNMA POOL 256375	Debt securities	1	1
	FNMA POOL 523916	Debt securities	-	-
	FNMA POOL 526009	Debt securities	-	-
	FNMA POOL 526376	Debt securities	-	-
	FNMA POOL 528105	Debt securities	-	-
	FNMA POOL 529016	Debt securities	1	1
	FNMA POOL 529254	Debt securities	-	-
	FNMA POOL 531584	Debt securities	-	-
	FNMA POOL 532907	Debt securities	-	-
	FNMA POOL 535298	Debt securities	-	-
	FNMA POOL 537337	Debt securities	-	-
	FNMA POOL 538358	Debt securities	-	-
	FNMA POOL 539235	Debt securities	-	-
	FNMA POOL 558944	Debt securities	-	-
	FNMA POOL 562090	Debt securities	-	-
	FNMA POOL 585161	Debt securities	-	-
	FNMA POOL 652398	Debt securities	-	-
	FNMA POOL 738371	Debt securities	-	-
	FNMA POOL 739289	Debt securities	1	1
	FNMA POOL 740309	Debt securities	1	1

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	FNMA POOL 741592	Debt securities	-	-
	FNMA POOL 743043	Debt securities	-	-
	FNMA POOL 750699	Debt securities	1	1
	FNMA POOL 752976	Debt securities	1	1
	FNMA POOL 762045	Debt securities	-	-
	FNMA POOL 772377	Debt securities	2	3
	FNMA POOL 834842	Debt securities	1	1
	FNMA POOL AA4756	Debt securities	9	9
	FNMA POOL AB1766	Debt securities	1	1
	FNMA POOL AC3243	Debt securities	6	6
	FNMA POOL AD6679	Debt securities	4	4
	FOMENTO ECONOMICO MEX SR UNSECURED 05/43 4.375	Debt securities	76	82
	FORD MOTOR COMPANY SR UNSECURED 01/32 8.9	Debt securities	266	277
	FORD MOTOR COMPANY SR UNSECURED 07/31 7.45	Debt securities	1,271	1,320
	FORD MOTOR CREDIT CO LLC SR UNSECURED 09/24 3.664	Debt securities	1,170	1,146
	FREDDIE MAC NOTES 03/31 6.75	Debt securities	14,212	14,415
	FREDDIE MAC NOTES 07/32 6.25	Debt securities	4,683	4,909
	FREEPORT MCMORAN INC COMPANY GUAR 03/43 5.45	Debt securities	792	816
	FREMONT HOME LOAN TRUST FHLT 2006 E 2A1	Debt securities	14	8
	GATX CORP SR UNSECURED 03/44 5.2	Debt securities	160	170
	GE WMC MORTGAGE SECURITIES LLC GEWMC 2006 1 A2A	Debt securities	4	5
	GENERAL ELEC CAP CORP JR SUBORDINA 06/49 VAR	Debt securities	611	601
	GENERAL ELEC CAP CORP SR UNSECURED 01/23 3.1	Debt securities	1,224	1,262
	GENERAL ELEC CAP CORP SR UNSECURED 01/38 5.875	Debt securities	3,799	3,836
	GENERAL ELEC CAP CORP SR UNSECURED 01/39 6.875	Debt securities	9,254	9,488
	GENERAL ELEC CAP CORP SR UNSECURED 03/32 6.75	Debt securities	3,072	3,092
	GENERAL ELEC CAP CORP SR UNSECURED 08/37 6.15	Debt securities	111	123
	GENERAL ELECTRIC CO SR UNSECURED 03/44 4.5	Debt securities	2,359	2,395
	GENERAL ELECTRIC CO SR UNSECURED 10/42 4.125	Debt securities	998	1,076
	GENWORTH HOLDINGS INC COMPANY GUAR 02/24 4.8	Debt securities	286	282
	GEORGE WASHINGTON UNIVER UNSECURED 09/44 4.3	Debt securities	755	761
	GEORGIA POWER COMPANY SR UNSECURED 02/39 5.95	Debt securities	740	743
	GEORGIA POWER COMPANY SR UNSECURED 03/42 4.3	Debt securities	2,484	2,468
	GEORGIA POWER COMPANY SR UNSECURED 03/43 4.3	Debt securities	550	549
	GEORGIA POWER COMPANY SR UNSECURED 09/40 4.75	Debt securities	4,051	3,899
	GILEAD SCIENCES INC SR UNSECURED 04/44 4.8	Debt securities	890	930
	GILEAD SCIENCES INC SR UNSECURED 12/41 5.65	Debt securities	400	404
	GLAXOSMITHKLINE CAP INC COMPANY GUAR 03/43 4.2	Debt securities	3,731	3,779
	GLAXOSMITHKLINE CAP INC COMPANY GUAR 05/38 6.375	Debt securities	8,135	7,693
	GLITNIR BANKI HF SR UNSECURED 03/12 6.	Debt securities	21	31
	GLITNIR BANKI HF SR UNSECURED 144A 01/11 VAR	Debt securities	890	1,423
	GLOBAL AVIATION HLDGS INC 2ND LIEN TERM LOAN	Debt securities	1	-
	GLOBAL AVIATION HLDGS INC 3RD LIEN TERM LOAN	Debt securities	2	-
	GLP CAPITAL LP / FIN II COMPANY GUAR 11/23 5.375	Debt securities	405	408
	GNMA POOL 394493 GN 09/26 FIXED 7.5	Debt securities	-	-
	GNMA POOL 434493 GN 08/29 FIXED 7	Debt securities	-	-
	GNMA POOL 434555 GN 10/29 FIXED 7	Debt securities	-	-
	GNMA POOL 434822 GN 08/30 FIXED 8	Debt securities	-	-
	GNMA POOL 457164 GN 09/29 FIXED 7	Debt securities	-	-
	GNMA POOL 469089 GN 02/28 FIXED 7	Debt securities	-	-
	GNMA POOL 470776 GN 08/29 FIXED 7	Debt securities	-	-
	GNMA POOL 477010 GN 08/29 FIXED 7	Debt securities	-	-
	GNMA POOL 478148 GN 06/28 FIXED 7	Debt securities	-	-
	GNMA POOL 493996 GN 07/29 FIXED 7	Debt securities	-	-
	GNMA POOL 494429 GN 02/29 FIXED 6	Debt securities	-	-
	GNMA POOL 498140 GN 11/29 FIXED 8.5	Debt securities	-	-
	GNMA POOL 498844 GN 04/29 FIXED 7	Debt securities	-	-
	GNMA POOL 499474 GN 04/29 FIXED 7	Debt securities	-	-
	GNMA POOL 504473 GN 07/29 FIXED 7	Debt securities	-	-
	GNMA POOL 507929 GN 05/29 FIXED 7	Debt securities	-	-
	GNMA POOL 509609 GN 07/29 FIXED 7	Debt securities	-	-
	GNMA POOL 515525 GN 11/30 FIXED 7	Debt securities	-	-
	GNMA POOL 515877 GN 08/29 FIXED 7	Debt securities	-	-
	GNMA POOL 515893 GN 09/29 FIXED 7.5	Debt securities	-	-
	GNMA POOL 518122 GN 09/29 FIXED 7	Debt securities	-	-
	GNMA POOL 518516 GN 10/29 FIXED 7.5	Debt securities	-	-
	GNMA POOL 520128 GN 09/30 FIXED 8	Debt securities	-	-
	GNMA POOL 533028 GN 07/30 FIXED 8	Debt securities	-	-
	GNMA POOL 537449 GN 12/30 FIXED 7	Debt securities	1	1
	GNMA POOL 537873 GN 01/31 FIXED 7	Debt securities	-	-
	GNMA POOL 537971 GN 07/30 FIXED 8	Debt securities	-	-
	GNMA POOL 580971 GN 02/32 FIXED 6	Debt securities	1	1
*	GOLDMAN SACHS GROUP INC SR UNSECURED 02/19 7.5	Debt securities	8,045	7,632
*	GOLDMAN SACHS GROUP INC SR UNSECURED 02/33 6.125	Debt securities	3,357	3,429
*	GOLDMAN SACHS GROUP INC SR UNSECURED 02/41 6.25	Debt securities	3,902	3,949
*	GOLDMAN SACHS GROUP INC SR UNSECURED 03/24 4	Debt securities	618	624
*	GOLDMAN SACHS GROUP INC SR UNSECURED 07/44 4.8	Debt securities	4,013	4,037
*	GOLDMAN SACHS GROUP INC SUBORDINATED 05/36 6.45	Debt securities	169	169
*	GOLDMAN SACHS GROUP INC SUBORDINATED 10/37 6.75	Debt securities	2,288	2,447
	GOVERNMENT NATIONAL MORTGAGE A GNR 2002 11 SA	Debt securities	12	13
	GRAND PARKWAY TRANSPRTN CORP T GPTTRN 10/42 FIXED 5.184	Debt securities	485	576
	GREENPOINT HOME EQUITY LOAN TR GPHE 2004 3 A	Debt securities	2	4
	GSAMP TRUST GSAMP 2004 OPT A1	Debt securities	23	26
	GUARDIAN LIFE INSURANCE SUBORDINATED 144A 06/64 4.875	Debt securities	409	403

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	GUARDIAN LIFE INSURANCE SUBORDINATED 144A 09/39 7.375	Debt securities	1,259	1,231
	GULF POWER CO SR UNSECURED 10/44 4.55	Debt securities	100	102
	HAIGHTS CROSS OPERATING COMPAN 06/16 1	Debt securities	3,762	-
	HAIGHTS CROSS OPERATING SR SECURED 06/15 VAR	Debt securities	2,344	963
	HALLIBURTON CO SR UNSECURED 08/43 4.75	Debt securities	1,254	1,294
	HALLIBURTON CO SR UNSECURED 09/38 6.7	Debt securities	673	662
	HALLIBURTON CO SR UNSECURED 09/39 7.45	Debt securities	3,373	3,348
	HALLIBURTON CO SR UNSECURED 11/41 4.5	Debt securities	1,274	1,194
	HALLIBURTON CO SR UNSECURED 144A 08/96 7.6	Debt securities	785	763
	HARTFORD FINL SVCS GRP SR UNSECURED 03/40 6.625	Debt securities	129	131
	HARTFORD FINL SVCS GRP SR UNSECURED 04/42 6.625	Debt securities	714	695
	HASBRO INC SR UNSECURED 05/44 5.1	Debt securities	404	420
	HAWKER BEECHCRAFT ACQ CO COMPANY GUAR 04/17 9.75	Debt securities	75	-
	HBOS PLC SUBORDINATED 144A 05/18 6.75	Debt securities	2,119	2,149
	HCA INC SR SECURED 03/24 5	Debt securities	1,030	984
	HEALTH CARE REIT INC SR UNSECURED 03/41 6.5	Debt securities	731	717
	HELLAS II SUBORDINATED 144A 01/15 0.0000	Debt securities	2	-
	HISTORIC TW INC COMPANY GUAR 05/29 6.625	Debt securities	1,153	1,118
	HOME DEPOT INC SR UNSECURED 02/44 4.875	Debt securities	669	667
	HOME DEPOT INC SR UNSECURED 03/45 4.4	Debt securities	1,170	1,201
	HOME DEPOT INC SR UNSECURED 04/41 5.95	Debt securities	675	735
	HOME DEPOT INC SR UNSECURED 04/43 4.2	Debt securities	6,127	5,942
	HOME DEPOT INC SR UNSECURED 09/40 5.4	Debt securities	1,109	1,095
	HOME DEPOT INC SR UNSECURED 12/36 5.875	Debt securities	5,992	5,756
	HOME EQUITY MORTGAGE TRUST HEMT 2006 3 A2	Debt securities	34	21
	HOME EQUITY MORTGAGE TRUST HEMT 2006 5 A1	Debt securities	20	89
	HOME EQUITY MORTGAGE TRUST HEMT 2006 6 2A1	Debt securities	7	34
	HONEYWELL INTERNATIONAL SR UNSECURED 03/36 5.7	Debt securities	612	606
	HONEYWELL INTERNATIONAL SR UNSECURED 03/37 5.7	Debt securities	1,791	1,736
	HONEYWELL INTERNATIONAL SR UNSECURED 03/41 5.375	Debt securities	1,028	950
	HOSPIRA INC SR UNSECURED 08/20 5.2	Debt securities	423	431
	HSBC BANK USA NA SUBORDINATED 01/39 7	Debt securities	1,048	1,104
	HSBC BANK USA SUBORDINATED 08/35 5.625	Debt securities	995	1,060
	HSBC FINANCE CORP SR SUBORDINA 01/21 6.676	Debt securities	1,717	1,758
	HSBC HOLDINGS PLC SR UNSECURED 01/42 6.1	Debt securities	4,413	4,278
	HSBC HOLDINGS PLC SUBORDINATED 03/44 5.25	Debt securities	801	860
	HSBC HOLDINGS PLC SUBORDINATED 05/36 6.5	Debt securities	2,237	2,360
	HSBC HOLDINGS PLC SUBORDINATED 06/38 6.8	Debt securities	4,870	4,778
	HSBC HOLDINGS PLC SUBORDINATED 09/37 6.5	Debt securities	4,855	4,779
	HSBC USA INC SUBORDINATED 07/97 7.2	Debt securities	252	250
	HSH NORDBANK LUXEMBOURG JR SUBORDINA 06/49 VAR	Debt securities	65	120
	HUMANA INC SR UNSECURED 10/44 4.95	Debt securities	1,105	1,113
	HUTCH WHAMPOA INT 11 LTD COMPANY GUAR 144A 01/22 4.625	Debt securities	1,241	1,207
	IBM CORP SR UNSECURED 06/42 4	Debt securities	5,339	5,130
	IBM CORP SR UNSECURED 11/39 5.6	Debt securities	3,203	3,025
	ICON HEALTH + FITNESS SR SECURED 144A 10/16 11.875	Debt securities	150	173
	ILLINOIS ST ILS 06/33 FIXED 5.1	Debt securities	376	364
	ILLINOIS TOOL WORKS INC SR UNSECURED 09/42 3.9	Debt securities	4,015	4,127
	ING BANK NV SR UNSECURED 144A 06/21 5	Debt securities	392	393
	INTEL CORP SR UNSECURED 10/41 4.8	Debt securities	9,226	8,936
	INTEL CORP SR UNSECURED 12/42 4.25	Debt securities	388	410
	INTER AMERICAN DEVEL BK SR UNSECURED 01/44 4.375	Debt securities	703	801
	INTERCONTINENTALEXCHANGE COMPANY GUAR 10/23 4	Debt securities	312	313
	INTERNATIONAL PAPER CO SR UNSECURED 06/24 3.65	Debt securities	742	723
	INTERNATIONAL PAPER CO SR UNSECURED 06/44 4.8	Debt securities	721	702
	INTERNATIONAL TRANSMISSI 1ST MORTGAGE 144A 08/43 4.625	Debt securities	739	815
	INTESA SANPAOLO SPA COMPANY GUAR 01/24 5.25	Debt securities	527	566
	INTESA SANPAOLO SPA SUBORDINATED 144A 06/24 5.017	Debt securities	1,000	974
	INVESCO FINANCE PLC COMPANY GUAR 11/43 5.375	Debt securities	855	993
	ITAU UNIBANCO HLDG SA/KY SUBORDINATED 144A 05/23 5.125	Debt securities	1,024	986
	JEFFERSON SMURFIT CORP COMPANY GUAR 10/12 8.25	Debt securities	-	-
	JOHN SEVIER COMB CYCLE SECURED 01/42 4.626	Debt securities	1,424	1,370
	JOHNSON (S.C.) + SON INC SR UNSECURED 144A 02/33 5.75	Debt securities	34	36
	JOHNSON (S.C.) + SON INC SR UNSECURED 144A 09/44 4.35	Debt securities	413	412
	JOHNSON (S.C.) + SON INC UNSECURED 144A 05/43 4	Debt securities	1,215	1,213
	JOHNSON + JOHNSON SR UNSECURED 07/38 5.85	Debt securities	126	130
	JOHNSON + JOHNSON SR UNSECURED 08/37 5.95	Debt securities	361	355
	JOHNSON + JOHNSON SR UNSECURED 09/40 4.5	Debt securities	4,833	4,972
	JOHNSON + JOHNSON SR UNSECURED 12/43 4.5	Debt securities	2,104	2,203
	JP MORGAN MORTGAGE ACQUISITION JPMAC 2006 RM1 A2	Debt securities	1	2
*	JPMORGAN CHASE + CO SR UNSECURED 01/42 5.4	Debt securities	2,132	2,045
*	JPMORGAN CHASE + CO SR UNSECURED 02/44 4.85	Debt securities	1,966	2,027
*	JPMORGAN CHASE + CO SR UNSECURED 05/24 3.625	Debt securities	557	546
*	JPMORGAN CHASE + CO SR UNSECURED 05/38 6.4	Debt securities	13,022	12,749
*	JPMORGAN CHASE + CO SR UNSECURED 07/41 5.6	Debt securities	1,982	1,917
*	JPMORGAN CHASE + CO SR UNSECURED 10/40 5.5	Debt securities	870	888
*	JPMORGAN CHASE + CO SUBORDINATED 08/43 5.625	Debt securities	1,944	2,061
*	JPMORGAN CHASE + CO SUBORDINATED 09/24 3.875	Debt securities	1,800	1,774
	KAISER FOUNDATION HOSPIT COMPANY GUAR 04/42 4.875	Debt securities	1,117	1,079
	KANSAS GAS + ELECTRIC CO 1ST MORTGAGE 144A 07/44 4.3	Debt securities	661	669
	KAUPTHING BANK HF SR UNSECURED 144A 02/15 7.625	Debt securities	521	827
	KAUPTHING BANK SR UNSECURED 144A 10/11 5.75	Debt securities	388	647
	KAUPTHING BANK SR UNSECURED 144A 12/49 VAR	Debt securities	112	187
	KENTUCKY UTILITIES CO 1ST MORTGAGE 11/40 5.125	Debt securities	583	579

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	KIMBERLY CLARK CORP SR UNSECURED 03/41 5.3	Debt securities	1,135	1,094
	KIMBERLY CLARK DE MEXICO SR UNSECURED 144A 04/24 3.8	Debt securities	820	839
	KINDER MORGAN ENER PART SR UNSECURED 01/38 6.95	Debt securities	5,151	4,783
	KINDER MORGAN ENER PART SR UNSECURED 03/44 5.5	Debt securities	35	35
	KONINKLIJKE PHILIPS NV SR UNSECURED 03/42 5	Debt securities	2,742	2,678
	KRAFT FOODS GROUP INC SR UNSECURED 02/40 6.5	Debt securities	3,369	3,282
	KROGER CO/THE COMPANY GUAR 04/31 7.5	Debt securities	131	130
	LBI HF SR UNSECURED 144A 08/11 6.1	Debt securities	78	272
	LBI MEDIA HLDGS INC SECURED 04/17 11	Debt securities	20	15
	LBI MEDIA INC SECURED 144A 04/20 13.5	Debt securities	57	58
	LEHMAN BROS CAP TR VII LIMITD GUARA 11/49 VAR	Debt securities	-	-
	LEHMAN BROTHERS HOLDINGS NOTES 07/17 6.5	Debt securities	-	-
	LEHMAN BROTHERS HOLDINGS SR UNSECURED 01/12 6.625	Debt securities	154	282
	LEHMAN BROTHERS HOLDINGS SR UNSECURED 07/10 4.5	Debt securities	63	64
	LEHMAN BROTHERS HOLDINGS SR UNSECURED 08/10 7.875	Debt securities	102	105
	LEHMAN TREASURY BV 04/45 1	Debt securities	276	85
	LIBERTY PROPERTY LP SR UNSECURED 02/24 4.4	Debt securities	374	392
	LOCAL INSIGHT REGATTA HL COMPANY GUAR 12/17 VAR	Debt securities	32	-
	LOCKHEED MARTIN CORP SR UNSECURED 09/36 6.15	Debt securities	319	315
	LOCKHEED MARTIN CORP SR UNSECURED 09/41 4.85	Debt securities	3,048	3,108
	LOCKHEED MARTIN CORP SR UNSECURED 12/42 4.07	Debt securities	5,373	5,516
	LOEWS CORP SR UNSECURED 05/43 4.125	Debt securities	1,251	1,269
	LOUISVILLE GAS + ELEC 1ST MORTGAGE 11/43 4.65	Debt securities	1,510	1,630
	LOWE S COMPANIES INC SR UNSECURED 04/42 4.65	Debt securities	2,929	2,918
	LOWE S COMPANIES INC SR UNSECURED 09/37 6.65	Debt securities	4,223	4,178
	LOWE S COMPANIES INC SR UNSECURED 09/43 5	Debt securities	481	516
	LOWE S COMPANIES INC SR UNSECURED 11/41 5.125	Debt securities	1,068	1,121
	LOWE S COS INC SR UNSECURED 09/44 4.25	Debt securities	4,034	3,942
	LYONDELLBASEL IND AS SCA COMPANY GUAR 144A 08/15 8.375	Debt securities	48	224
	MARATHON PETROLEUM CORP SR UNSECURED 09/44 4.75	Debt securities	415	403
	MASS INSTITUTE OF TECH NOTES 07/11 5.6	Debt securities	808	803
	MASS INSTITUTE OF TECH UNSECURED 07/14 4.678	Debt securities	1,790	1,924
	MASS INSTITUTE OF TECH UNSECURED 07/38 3.959	Debt securities	1,073	1,088
	MASS MUTUAL LIFE INS CO SUBORDINATED 144A 06/39 8.875	Debt securities	1,923	1,823
	MASS MUTUAL LIFE INS CO SUBORDINATED 144A 12/41 5.375	Debt securities	982	962
	MASSACHUSETTS ELECTRIC SR UNSECURED 144A 11/39 5.9	Debt securities	2,038	1,988
	MASTERCARD INC SR UNSECURED 04/24 3.375	Debt securities	2,089	2,104
	MASTR ADJUSTABLE RATE MORTGAGE MARM 2003 2 3AX	Debt securities	-	-
	MASTR ADJUSTABLE RATE MORTGAGE MARM 2003 2 4AX	Debt securities	-	-
	MAYO CLINIC UNSECURED 11/47 4	Debt securities	311	352
	MCDONALD S CORP SR UNSECURED 02/39 5.7	Debt securities	1,611	1,565
	MCDONALD S CORP SR UNSECURED 02/42 3.7	Debt securities	2,681	2,700
	MCDONALD S CORP SR UNSECURED 03/38 6.3	Debt securities	128	129
	MCDONALD S CORP SR UNSECURED 05/43 3.625	Debt securities	2,447	2,297
	MCDONALD S CORP SR UNSECURED 10/37 6.3	Debt securities	6,933	6,432
	MCKESSON CORP SR UNSECURED 03/44 4.883	Debt securities	745	767
	MEDTRONIC INC SR UNSECURED 03/40 5.55	Debt securities	358	355
	MEDTRONIC INC SR UNSECURED 03/42 4.5	Debt securities	1,116	1,115
	MEDTRONIC INC SR UNSECURED 04/43 4	Debt securities	12,193	11,480
	MEMORIAL SLOAN KETTERING SR UNSECURED 07/42 5	Debt securities	221	224
	MEMORIAL SLOAN KETTERING SR UNSECURED 07/52 4.125	Debt securities	2,212	2,214
	MERCATOR CLO PLC MERCT III A B1 144A	Debt securities	22	351
	MERCK + CO INC COMPANY GUAR 09/37 6.55	Debt securities	8,645	8,184
	MERCK + CO INC COMPANY GUAR 12/33 6.5	Debt securities	1,631	1,585
	MERCK + CO INC SR UNSECURED 05/43 4.15	Debt securities	460	460
	MERCK + CO INC SR UNSECURED 09/42 3.6	Debt securities	2,076	2,109
	MERCK SHARP + DOHME CORP COMPANY GUAR 03/28 6.4	Debt securities	1,129	1,158
	MET TRANSPRTN AUTH NY DEDICATE MTATRN 11/39 FIXED 7.336	Debt securities	829	806
	MET TRANSPRTN AUTH NY DEDICATE MTATRN 11/40 FIXED 6.089	Debt securities	97	96
*	METLIFE CAPITAL TRUST IV JR SUBORDINA 144A 12/67 7.875	Debt securities	386	384
*	METLIFE INC JR SUBORDINA 08/69 10.75	Debt securities	867	929
*	METLIFE INC JR SUBORDINA 12/66 6.4	Debt securities	365	362
*	METLIFE INC SR UNSECURED 02/41 5.875	Debt securities	1,701	1,587
*	METLIFE INC SR UNSECURED 04/24 3.6	Debt securities	2,250	2,274
*	METLIFE INC SR UNSECURED 06/34 6.375	Debt securities	5,334	5,303
*	METLIFE INC SR UNSECURED 06/35 5.7	Debt securities	493	521
*	METLIFE INC SR UNSECURED 08/42 4.125	Debt securities	945	923
*	METLIFE INC SR UNSECURED 11/43 4.875	Debt securities	1,999	2,091
*	METLIFE INC SR UNSECURED 12/44 4.721	Debt securities	368	374
	METROPOLITAN EDISON CO SR UNSECURED 144A 04/25 4	Debt securities	309	310
	MEXICAN UDIBONOS BONDS 11/35 4.5	Debt securities	422	398
	MEXICAN UDIBONOS BONDS 11/40 4	Debt securities	200	188
	MEXICAN UDIBONOS BONDS 11/46 4	Debt securities	373	352
	MICROSOFT CORP SR UNSECURED 05/43 3.75	Debt securities	1,153	1,107
	MICROSOFT CORP SR UNSECURED 06/39 5.2	Debt securities	2,306	2,173
	MICROSOFT CORP SR UNSECURED 10/40 4.5	Debt securities	1,258	1,331
	MICROSOFT CORP SR UNSECURED 11/42 3.5	Debt securities	2,429	2,461
	MICROSOFT CORP SR UNSECURED 12/43 4.875	Debt securities	2,994	3,244
	MIDAMERICAN ENERGY CO 1ST MORTGAGE 09/43 4.8	Debt securities	1,450	1,586
	MIDAMERICAN ENERGY CO 1ST MORTGAGE 10/24 3.5	Debt securities	195	199
	MIDAMERICAN ENERGY CO 1ST MORTGAGE 10/44 4.4	Debt securities	1,053	1,041
	MIDAMERICAN ENERGY CO 1ST MORTGAGE 11/35 5.75	Debt securities	618	610
	MIDAMERICAN ENERGY CO 1ST MORTGAGE 12/31 6.75	Debt securities	743	774
	MIDAMERICAN FUNDING LLC SR SECURED 03/29 6.927	Debt securities	600	592

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	MOLSON COORS BREWING CO COMPANY GUAR 05/42 5	Debt securities	1,057	955
	MONSANTO CO SR UNSECURED 04/38 5.875	Debt securities	2,202	2,143
	MONSANTO CO SR UNSECURED 07/34 4.2	Debt securities	352	353
	MONSANTO CO SR UNSECURED 07/44 4.4	Debt securities	1,673	1,645
	MONSANTO CO SR UNSECURED 07/64 4.7	Debt securities	2,046	2,050
	MORGAN STANLEY CAPITAL INC MSAC 2003 HE3 M1	Debt securities	206	245
	MORGAN STANLEY SR UNSECURED 01/21 5.75	Debt securities	889	852
	MORGAN STANLEY SR UNSECURED 04/24 3.875	Debt securities	76	77
	MORGAN STANLEY SR UNSECURED 04/32 7.25	Debt securities	4,801	4,824
	MORGAN STANLEY SR UNSECURED 07/42 6.375	Debt securities	13,331	13,553
	MORGAN STANLEY SR UNSECURED 08/26 6.25	Debt securities	586	607
	MORGAN STANLEY SUBORDINATED 09/26 4.35	Debt securities	724	713
	MORGAN STANLEY SUBORDINATED 11/25 5	Debt securities	540	549
	MOTIVA ENTERPRISES LLC SR UNSECURED 144A 01/40 6.85	Debt securities	815	822
	MUFG UNION BANK NA SR UNSECURED 09/18 2.625	Debt securities	2,465	2,440
	MUNI ELEC AUTH OF GEORGIA MELPWR 04/57 FIXED 6.655	Debt securities	1,910	2,029
	MUTUAL OF OMAHA INS CO SUBORDINATED 144A 07/54 VAR	Debt securities	4,300	4,296
	N TX TOLLWAY AUTH REVENUE NRTTRN 01/49 FIXED 6.718	Debt securities	553	551
	NARRAGANSETT ELECTRIC SR UNSECURED 144A 12/42 4.17	Debt securities	393	388
	NATIONAL OILWELL VARCO I SR UNSECURED 12/42 3.95	Debt securities	2,131	2,064
	NATIONAL RURAL UTIL COOP SR SECURED 11/32 4.023	Debt securities	729	719
	NATIONAL RURAL UTIL COOP SR SECURED 144A 11/32 4.023	Debt securities	1,802	1,755
	NATIONAL RURAL UTIL COOP SR UNSECURED 03/32 8	Debt securities	144	144
	NATIONWIDE MUTUAL INSURA SR SUBORDINA 144A 08/39 9.375	Debt securities	3,658	3,772
	NATIONWIDE MUTUAL INSURA SUBORDINATED 144A 04/44 4.95	Debt securities	335	347
	NATIONWIDE MUTUAL INSURA SUBORDINATED 144A 12/31 8.25	Debt securities	304	334
	NAVIENT CORP SR UNSECURED 06/19 4.875	Debt securities	1,040	1,000
	NBCUNIVERSAL MEDIA LLC COMPANY GUAR 01/43 4.45	Debt securities	836	827
	NBCUNIVERSAL MEDIA LLC COMPANY GUAR 04/40 6.4	Debt securities	350	354
	NETWORK COMMUNICATIONS I SR UNSECURED 144A 01/20 8.6	Debt securities	168	202
	NEVADA POWER CO GENL REF MOR 09/40 5.375	Debt securities	646	672
	NEW CINGULAR WIRELESS SV SR UNSECURED 03/31 8.75	Debt securities	970	1,028
	NEW JERSEY ST TURNPIKE AUTH NJSTRN 01/40 FIXED 7.414	Debt securities	1,431	1,368
	NEW JERSEY ST TURNPIKE AUTH NJSTRN 01/41 FIXED 7.102	Debt securities	598	603
	NEW YORK LIFE INSURANCE SUBORDINATED 144A 05/33 5.875	Debt securities	1,014	972
	NEW YORK ST URBAN DEV CORP REV NYSDEV 03/40 FIXED 5.838	Debt securities	289	283
	NEWCREST FINANCE PTY LTD COMPANY GUAR 144A 11/41 5.75	Debt securities	845	674
	NEXEN ENERGY ULC COMPANY GUAR 05/37 6.4	Debt securities	243	244
	NIAGARA MOHAWK POWER SR UNSECURED 144A 11/42 4.119	Debt securities	1,236	1,254
	NIKE INC SR UNSECURED 05/43 3.625	Debt securities	2,069	1,985
	NOBLE HOLDING INTL LTD COMPANY GUAR 03/42 5.25	Debt securities	101	92
	NORDSTROM INC SR UNSECURED 01/44 5	Debt securities	1,292	1,383
	NORTH SHORE LONG ISLAND SECURED 11/43 6.15	Debt securities	1,038	1,229
	NORTHERN NATURAL GAS CO SR UNSECURED 144A 09/42 4.1	Debt securities	326	329
	NORTHERN STATES PWR MINN 1ST MORTGAGE 05/44 4.125	Debt securities	364	360
	NORTHERN STATES PWR MINN 1ST MORTGAGE 06/36 6.25	Debt securities	130	131
	NORTHERN STATES PWR MINN 1ST MORTGAGE 08/42 3.4	Debt securities	3,965	4,206
	NORTHROP GRUMMAN CORP SR UNSECURED 06/43 4.75	Debt securities	250	257
	NORTHWESTERN MUTUAL LIFE SUBORDINATED 144A 03/40 6.063	Debt securities	2,604	2,539
	NORTHWESTERN UNIVERSITY UNSECURED 12/44 4.643	Debt securities	2,907	3,194
	NOVANT HEALTH INC SR UNSECURED 11/43 4.371	Debt securities	460	454
	NOVARTIS CAPITAL CORP COMPANY GUAR 05/44 4.4	Debt securities	6,108	6,307
	NOVARTIS CAPITAL CORP COMPANY GUAR 09/42 3.7	Debt securities	556	561
	NOVASTAR HOME EQUITY LOAN NHEL 2007 1 A2A1	Debt securities	10	6
	NSTAR ELECTRIC CO SR UNSECURED 03/40 5.5	Debt securities	232	223
	NSTAR ELECTRIC CO SR UNSECURED 03/44 4.4	Debt securities	99	104
	NUCOR CORP SR UNSECURED 12/37 6.4	Debt securities	549	497
	NYU HOSPITALS CENTER SECURED 07/42 4.428	Debt securities	401	382
	NYU HOSPITALS CENTER SR SECURED 07/43 5.75	Debt securities	640	750
	OGLETHORPE POWER CORP 1ST MORTGAGE 12/42 4.2	Debt securities	2,067	2,111
	OHIO EDISON CO 1ST MORTGAGE 10/38 8.25	Debt securities	392	387
	OHIO POWER COMPANY SR UNSECURED 02/33 6.6	Debt securities	447	451
	OKLAHOMA G+E CO SR UNSECURED 03/44 4.55	Debt securities	892	942
	OKLAHOMA G+E CO SR UNSECURED 05/43 3.9	Debt securities	1,100	1,068
	OLD AII INC COMPANY GUAR 12/14 9	Debt securities	8	-
	ONCOR ELECTRIC DELIVERY SR SECURED 05/32 7	Debt securities	500	492
	ONCOR ELECTRIC DELIVERY SR SECURED 06/42 5.3	Debt securities	417	412
	ONE GAS INC SR UNSECURED 144A 02/44 4.658	Debt securities	2,353	2,539
	ONEOK PARTNERS LP COMPANY GUAR 10/36 6.65	Debt securities	2,041	2,025
	OPTION ONE MORTGAGE LOAN TRUST OOMLT 2002 2 M2	Debt securities	-	1
	ORACLE CORP SR UNSECURED 04/38 6.5	Debt securities	3,858	3,633
	ORACLE CORP SR UNSECURED 07/34 4.3	Debt securities	2,428	2,422
	ORACLE CORP SR UNSECURED 07/39 6.125	Debt securities	2,609	2,511
	ORACLE CORP SR UNSECURED 07/40 5.375	Debt securities	3,965	3,775
	ORACLE CORP SR UNSECURED 07/44 4.5	Debt securities	1,073	1,063
	PACIFIC BELL TELEPHONE COMPANY GUAR 03/26 7.125	Debt securities	688	706
	PACIFIC GAS + ELECTRIC SR UNSECURED 01/40 5.4	Debt securities	926	913
	PACIFIC GAS + ELECTRIC SR UNSECURED 02/44 4.75	Debt securities	1,902	1,943
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/34 6.05	Debt securities	9,760	9,460
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/37 5.8	Debt securities	1,123	1,105
	PACIFIC GAS + ELECTRIC SR UNSECURED 03/39 6.25	Debt securities	1,342	1,285
	PACIFIC GAS + ELECTRIC SR UNSECURED 04/42 4.45	Debt securities	542	530
	PACIFIC GAS + ELECTRIC SR UNSECURED 11/43 5.125	Debt securities	364	407
	PACIFIC GAS + ELECTRIC SR UNSECURED 12/41 4.5	Debt securities	533	584

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	PACIFIC LIFE INSURANCE C SUBORDINATED 144A 06/39 9.25	Debt securities	4,525	4,725
	PACIFICORP 1ST MORTGAGE 01/39 6	Debt securities	333	349
	PACIFICORP 1ST MORTGAGE 02/42 4.1	Debt securities	808	790
	PACIFICORP 1ST MORTGAGE 04/37 5.75	Debt securities	1,182	1,166
	PACIFICORP 1ST MORTGAGE 06/23 2.95	Debt securities	597	593
	PACIFICORP 1ST MORTGAGE 10/37 6.25	Debt securities	1,355	1,383
	PACIFICORP 1ST MORTGAGE 11/31 7.7	Debt securities	370	366
	PECO ENERGY CO 1ST REF MORT 10/43 4.8	Debt securities	2,164	2,441
	PECO ENERGY CO 1ST REF MORT 10/44 4.15	Debt securities	1,844	1,852
	PEPSI BOTTLING GROUP INC COMPANY GUAR 03/29 7	Debt securities	1,957	1,911
	PEPSICO INC SR UNSECURED 01/40 5.5	Debt securities	5,239	4,969
	PEPSICO INC SR UNSECURED 03/42 4	Debt securities	1,237	1,330
	PEPSICO INC SR UNSECURED 08/42 3.6	Debt securities	537	537
	PEPSICO INC SR UNSECURED 11/40 4.875	Debt securities	3,259	3,102
	PERRIGO CO PLC COMPANY GUAR 144A 11/43 5.3	Debt securities	269	292
	PETROBRAS GLOBAL FINANCE COMPANY GUAR 03/44 7.25	Debt securities	198	216
	PETROBRAS INTL FIN CO COMPANY GUAR 01/41 6.75	Debt securities	1,027	919
	PETROLEOS MEXICANOS COMPANY GUAR 06/35 6.625	Debt securities	690	638
	PETROPLUS FINANCE LTD SR SECURED 144A 05/17 7	Debt securities	309	335
	PFIZER INC SR UNSECURED 03/39 7.2	Debt securities	13,642	12,964
	PFIZER INC SR UNSECURED 05/44 4.4	Debt securities	265	262
	PFIZER INC SR UNSECURED 06/23 3	Debt securities	977	992
	PFIZER INC SR UNSECURED 06/43 4.3	Debt securities	1,250	1,254
	PHILIP MORRIS INTL INC SR UNSECURED 03/42 4.5	Debt securities	378	402
	PHILIP MORRIS INTL INC SR UNSECURED 03/43 4.125	Debt securities	2,895	2,832
	PHILIP MORRIS INTL INC SR UNSECURED 05/38 6.375	Debt securities	7,190	6,915
	PHILIP MORRIS INTL INC SR UNSECURED 08/42 3.875	Debt securities	2,963	3,079
	PHILIP MORRIS INTL INC SR UNSECURED 11/41 4.375	Debt securities	1,655	1,629
	PHILIP MORRIS INTL INC SR UNSECURED 11/43 4.875	Debt securities	987	1,015
	PIEDMONT NATURAL GAS CO SR UNSECURED 08/43 4.65	Debt securities	380	410
	PLAINS ALL AMER PIPELINE SR UNSECURED 06/42 5.15	Debt securities	1,973	1,919
	PLAINS ALL AMER PIPELINE SR UNSECURED 06/44 4.7	Debt securities	631	619
	PNC BANK NA SUBORDINATED 11/25 4.2	Debt securities	750	785
	PNC FINANCIAL SERVICES SUBORDINATED 04/24 3.9	Debt securities	299	299
	PNC FUNDING CORP COMPANY GUAR 06/19 6.7	Debt securities	605	595
	PORT AUTH OF NEW YORK NEW JE PORTRN 08/46 FIXED 4.96	Debt securities	175	193
	PORT AUTH OF NEW YORK NEW JE PORTRN 08/46 FIXED 5.31	Debt securities	1,670	1,798
	POSTAL SQUARE LP US GOVT GUAR 06/22 6.5	Debt securities	191	211
	POSTAL SQUARE LP US GOVT GUAR 06/22 8.95	Debt securities	63	72
	POTASH CORP SASKATCHEWAN SR UNSECURED 12/36 5.875	Debt securities	462	513
	POTASH CORP SASKATCHEWAN SR UNSECURED 12/40 5.625	Debt securities	300	344
	POTOMAC ELECTRIC POWER 1ST MORTGAGE 03/43 4.15	Debt securities	1,810	1,831
	POTOMAC ELECTRIC POWER 1ST MORTGAGE 12/38 7.9	Debt securities	2,794	2,587
	PPL CAPITAL FUNDING INC COMPANY GUAR 03/44 5	Debt securities	839	908
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 05/39 6.25	Debt securities	2,952	2,821
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 06/44 4.125	Debt securities	511	504
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 07/41 5.2	Debt securities	1,102	1,086
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 07/43 4.75	Debt securities	724	730
	PPL ELECTRIC UTILITIES 1ST MORTGAGE 08/37 6.45	Debt securities	339	343
	PRAXAIR INC SR UNSECURED 11/42 3.55	Debt securities	132	136
	PREFERRED RESIDENTIAL SECURITI PRS 7 A2 REGS	Debt securities	212	243
	PRES + FELLOWS OF HARVAR UNSECURED 10/37 3.619	Debt securities	1,142	1,123
	PRES + FELLOWS OF HARVAR UNSECURED 10/38 5.625	Debt securities	1,611	1,650
	PRES + FELLOWS OF HARVAR UNSECURED 144A 01/39 6.5	Debt securities	262	275
	PRIDE INTERNATIONAL INC COMPANY GUAR 08/40 7.875	Debt securities	1,155	1,027
	PRINCIPAL FINANCIAL GROU COMPANY GUAR 09/42 4.625	Debt securities	419	421
	PROCTER + GAMBLE CO/THE SR UNSECURED 03/37 5.55	Debt securities	6,534	6,302
	PROCTER + GAMBLE CO/THE SR UNSECURED 08/34 5.8	Debt securities	489	481
	PROGRESS ENERGY INC SR UNSECURED 03/31 7.75	Debt securities	3,501	3,443
	PROGRESSIVE CORP SR UNSECURED 04/44 4.35	Debt securities	1,012	1,023
*	PRUDENTIAL FINANCIAL INC JR SUBORDINA 06/43 VAR	Debt securities	528	573
*	PRUDENTIAL FINANCIAL INC SR UNSECURED 05/44 4.6	Debt securities	770	768
*	PRUDENTIAL FINANCIAL INC SR UNSECURED 08/43 5.1	Debt securities	295	290
	PSEG POWER LLC COMPANY GUAR 04/31 8.625	Debt securities	717	682
	PUB SVC ELEC + GAS 1ST REF MORT 05/42 3.95	Debt securities	2,671	2,811
	PUB SVC ELEC + GAS SR SECURED 12/36 5.7	Debt securities	122	126
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 03/43 3.95	Debt securities	2,637	2,473
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 03/44 4.3	Debt securities	702	722
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 09/37 6.25	Debt securities	266	264
	PUBLIC SERVICE COLORADO 1ST MORTGAGE 09/42 3.6	Debt securities	278	274
	PUBLIC SERVICE EL + GAS SR SECURED 05/37 5.8	Debt securities	2,933	2,788
	PUBLIC SERVICE EL + GAS SR SECURED 07/35 5.25	Debt securities	86	89
	PUGET SOUND ENERGY INC SR SECURED 03/37 6.274	Debt securities	50	51
	PUGET SOUND ENERGY INC SR SECURED 07/40 5.764	Debt securities	1,269	1,279
	PUGET SOUND ENERGY INC SR SECURED 10/39 5.757	Debt securities	2,639	2,652
	PUGET SOUND ENERGY INC SR SECURED 11/41 4.434	Debt securities	3,770	3,581
	QUEST TRUST QUEST 2006 X2 A1 144A	Debt securities	1	1
	RABOBANK NEDERLAND COMPANY GUAR 01/21 4.5	Debt securities	217	218
	RABOBANK NEDERLAND COMPANY GUAR 05/41 5.25	Debt securities	8,906	9,013
	RABOBANK NEDERLAND COMPANY GUAR 12/43 5.75	Debt securities	1,822	1,930
	RAYTHEON COMPANY SR UNSECURED 10/40 4.875	Debt securities	573	575
	RAYTHEON COMPANY SR UNSECURED 12/41 4.7	Debt securities	2,900	2,897
	REGENCY ENERGY PART/FINA COMPANY GUAR 10/22 5	Debt securities	889	887
	REGIONS FINANCIAL CORP SUBORDINATED 09/24 7.75	Debt securities	119	120

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	RESIDENTIAL FUNDING MTG SEC I RFMSI 2003 S9 A1	Debt securities	3	3
	REXEL SA SR UNSECURED 144A 12/19 6.125	Debt securities	276	282
	REYNOLDS AMERICAN INC COMPANY GUAR 09/43 6.15	Debt securities	289	286
	RIO TINTO FIN USA LTD COMPANY GUAR 07/28 7.125	Debt securities	1,457	1,409
	RIO TINTO FIN USA LTD COMPANY GUAR 11/40 5.2	Debt securities	1,235	1,230
	RIO TINTO FIN USA PLC COMPANY GUAR 03/42 4.75	Debt securities	1,079	1,069
	RIO TINTO FIN USA PLC COMPANY GUAR 08/22 2.875	Debt securities	532	530
	RIO TINTO FIN USA PLC COMPANY GUAR 08/42 4.125	Debt securities	9,458	9,095
	ROCHE HLDGS INC COMPANY GUAR 144A 03/39 7	Debt securities	6,309	6,016
	ROCKWELL COLLINS INC SR UNSECURED 12/43 4.8	Debt securities	1,379	1,478
	ROHR BUSH GMBH + CO EUR TERM LOAN	Debt securities	136	-
	ROHR BUSH GMBH + CO TERM LOAN	Debt securities	1,436	717
	ROSNEFT FINANCE SA COMPANY GUAR REGS 03/18 7.875	Debt securities	3,043	2,666
	SABINE PASS LIQUEFACTION SR SECURED 144A 05/24 5.75	Debt securities	1,248	1,221
	SAN DIEGO G + E 1ST MORTGAGE 04/42 4.3	Debt securities	2,089	2,030
	SAN DIEGO G + E 1ST MORTGAGE 05/35 5.35	Debt securities	118	119
	SAN DIEGO G + E 1ST MORTGAGE 05/40 5.35	Debt securities	366	357
	SAN DIEGO G + E 1ST MORTGAGE 06/39 6	Debt securities	331	321
	SAN DIEGO G + E 1ST MORTGAGE 08/40 4.5	Debt securities	594	584
	SAN DIEGO G + E 1ST MORTGAGE 11/41 3.95	Debt securities	400	395
	SANTANDER UK PLC SUBORDINATED 144A 11/23 5	Debt securities	214	226
	SAUDI ELEC GLOBAL SUKUK SR UNSECURED 144A 04/44 5.5	Debt securities	400	420
	SAUDI ELECTRICITY GLOBAL SR UNSECURED 144A 04/43 5.06	Debt securities	2,100	1,961
	SAXON ASSET SECURITIES TRUST SAST 2001 3 M2	Debt securities	30	53
	SCHLUMBERGER INVESTMENT COMPANY GUAR 12/23 3.65	Debt securities	315	310
	SEMPRA ENERGY SR UNSECURED 10/39 6	Debt securities	1,185	1,149
	SHELL INTERNATIONAL FIN COMPANY GUAR 03/40 5.5	Debt securities	510	542
	SHELL INTERNATIONAL FIN COMPANY GUAR 08/42 3.625	Debt securities	1,719	1,726
	SHELL INTERNATIONAL FIN COMPANY GUAR 08/43 4.55	Debt securities	4,913	5,039
	SHELL INTERNATIONAL FIN COMPANY GUAR 12/38 6.375	Debt securities	4,454	4,137
	SHERWIN WILLIAMS CO SR UNSECURED 12/42 4	Debt securities	925	917
	SIEMENS FINANCIERINGSMAT COMPANY GUAR 144A 08/26 6.125	Debt securities	1,199	1,179
	SIMON PROPERTY GROUP LP SR UNSECURED 02/40 6.75	Debt securities	4,499	4,318
	SIMON PROPERTY GROUP LP SR UNSECURED 03/42 4.75	Debt securities	2,176	2,120
	SIMON PROPERTY GROUP LP SR UNSECURED 10/44 4.25	Debt securities	2,563	2,468
	SINOPEC GRP OVERSEA 2012 COMPANY GUAR REGS 05/22 3.9	Debt securities	1,024	1,006
	SINOPEC GRP OVERSEA 2014 COMPANY GUAR 144A 04/24 4.375	Debt securities	349	359
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 02/41 5.45	Debt securities	633	649
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 02/42 4.35	Debt securities	3,960	3,929
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 06/43 4.6	Debt securities	4,861	5,086
	SOUTH CAROLINA ELEC+GAS 1ST MORTGAGE 06/64 4.5	Debt securities	387	394
	SOUTHERN CAL EDISON 1ST REF MORT 02/36 5.625	Debt securities	366	362
	SOUTHERN CAL EDISON 1ST REF MORT 03/39 6.05	Debt securities	3,195	3,009
	SOUTHERN CAL EDISON 1ST REF MORT 03/40 5.5	Debt securities	579	584
	SOUTHERN CAL EDISON 1ST REF MORT 03/42 4.05	Debt securities	2,313	2,180
	SOUTHERN CAL EDISON 1ST REF MORT 09/40 4.5	Debt securities	2,534	2,505
	SOUTHERN CAL EDISON 1ST REF MORT 10/43 4.65	Debt securities	2,481	2,670
	SOUTHERN CAL EDISON 1ST REF MORT 12/41 3.9	Debt securities	499	501
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 03/44 4.45	Debt securities	837	894
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 09/42 3.75	Debt securities	1,362	1,337
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 11/35 5.75	Debt securities	123	126
	SOUTHERN CALIF GAS CO 1ST MORTGAGE 11/40 5.125	Debt securities	115	115
	SOUTHERN POWER CO SR UNSECURED 07/43 5.25	Debt securities	610	667
	SOUTHWESTERN PUBLIC SERV 1ST MORTGAGE 08/41 4.5	Debt securities	881	929
	SPRINGLEAF FUNDING TRUST SLFT 2013 BA A1 144A	Debt securities	1,861	1,930
	ST JUDE MEDICAL INC SR UNSECURED 04/43 4.75	Debt securities	3,243	3,316
	STANDARD CHARTERED PLC SUBORDINATED 144A 03/44 5.7	Debt securities	529	544
	STANLEY BLACK + DECKER I COMPANY GUAR 09/40 5.2	Debt securities	410	411
	STARWOOD HOTELS + RESORT SR UNSECURED 10/34 4.5	Debt securities	97	97
*	STATE STREET CORP SR UNSECURED 11/23 3.7	Debt securities	523	517
	STATOIL ASA COMPANY GUAR 05/43 3.95	Debt securities	1,554	1,511
	STATOIL ASA COMPANY GUAR 08/40 5.1	Debt securities	774	745
	STATOIL ASA COMPANY GUAR 11/43 4.8	Debt securities	444	433
	STRIP PRINC 05/43 0.00000	Debt securities	5,894	7,007
	STRUCTURED MTG ASSET RESIDENTI SMART 1993 6A AA	Debt securities	19	20
	STRYKER CORP SR UNSECURED 04/43 4.1	Debt securities	689	705
	STRYKER CORP SR UNSECURED 05/24 3.375	Debt securities	297	298
	STRYKER CORP SR UNSECURED 05/44 4.375	Debt securities	299	301
	SUNOCO LOGISTICS PARTNER COMPANY GUAR 04/44 5.3	Debt securities	884	903
	SVENSKA HANDELSBANKEN AB SR UNSECURED 03/18 1.625	Debt securities	495	498
	SWISS RE SOLUTIONS SR UNSECURED 02/26 7	Debt securities	510	521
	SWISS RE TREASURY (US) COMPANY GUAR 144A 12/42 4.25	Debt securities	703	695
	SYNCHRONY FINANCIAL SR UNSECURED 08/24 4.25	Debt securities	624	625
	SYSCO CORPORATION COMPANY GUAR 03/39 6.625	Debt securities	129	134
	SYSCO CORPORATION COMPANY GUAR 10/24 3.5	Debt securities	134	135
	SYSCO CORPORATION COMPANY GUAR 10/34 4.35	Debt securities	2,771	2,815
	SYSCO CORPORATION COMPANY GUAR 10/44 4.5	Debt securities	1,414	1,430
	TAHOMA CDO LTD THOM 2007 2A C 144A	Debt securities	5,162	-
	TAMPA ELECTRIC CO SR UNSECURED 05/44 4.35	Debt securities	949	977
	TARGET CORP SR UNSECURED 01/38 7	Debt securities	267	267
	TARGET CORP SR UNSECURED 07/24 3.5	Debt securities	1,130	1,136
	TARGET CORP SR UNSECURED 07/42 4	Debt securities	8,941	8,612
	TARGET CORP SR UNSECURED 10/37 6.5	Debt securities	1,043	1,030
	TEACHERS INSUR + ANNUITY SUBORDINATED 144A 09/44 4.9	Debt securities	574	586

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	TEACHERS INSUR + ANNUITY SUBORDINATED 144A 12/39 6.85	Debt securities	6,316	6,089
	TENN VALLEY AUTHORITY SR UNSECURED 09/39 5.25	Debt securities	2,621	2,799
	TENN VALLEY AUTHORITY SR UNSECURED 11/25 6.75	Debt securities	599	610
	TENN VALLEY AUTHORITY SR UNSECURED 12/42 3.5	Debt securities	5,363	5,882
	TEVA PHARM FIN CO LLC COMPANY GUAR 02/36 6.15	Debt securities	571	571
	TEXAS COMPETITIVE/TCEH COMPANY GUAR 11/15 10.25	Debt securities	387	120
	TIME WARNER CABLE INC COMPANY GUAR 05/37 6.55	Debt securities	1,114	1,217
	TIME WARNER CABLE INC COMPANY GUAR 06/39 6.75	Debt securities	214	238
	TIME WARNER CABLE INC COMPANY GUAR 07/38 7.3	Debt securities	50	54
	TIME WARNER CABLE INC COMPANY GUAR 11/40 5.875	Debt securities	388	388
	TIME WARNER INC COMPANY GUAR 04/31 7.625	Debt securities	252	270
	TIME WARNER INC COMPANY GUAR 06/44 4.65	Debt securities	74	73
	TIME WARNER INC COMPANY GUAR 12/43 5.35	Debt securities	519	549
	TOLL BROS FINANCE CORP COMPANY GUAR 01/24 5.625	Debt securities	630	617
	TOLL BROS FINANCE CORP COMPANY GUAR 02/22 5.875	Debt securities	528	531
	TOTAL CAPITAL INTL SA COMPANY GUAR 01/24 3.7	Debt securities	623	631
	TOTAL CAPITAL INTL SA COMPANY GUAR 04/24 3.75	Debt securities	462	462
	TRANS CANADA PIPELINES SR UNSECURED 01/39 7.625	Debt securities	5,425	5,220
	TRANS CANADA PIPELINES SR UNSECURED 03/34 4.625	Debt securities	532	513
	TRANS CANADA PIPELINES SR UNSECURED 06/40 6.1	Debt securities	122	120
	TRANS CANADA PIPELINES SR UNSECURED 08/38 7.25	Debt securities	1,943	1,895
	TRANS CANADA PIPELINES SR UNSECURED 10/37 6.2	Debt securities	1,032	973
	TRANS CANADA PIPELINES SR UNSECURED 10/43 5	Debt securities	441	420
	TRAVELERS COS INC SR UNSECURED 06/36 6.75	Debt securities	647	649
	TRAVELERS COS INC SR UNSECURED 06/37 6.25	Debt securities	3,880	3,786
	TRAVELERS COS INC SR UNSECURED 08/43 4.6	Debt securities	543	535
	TRAVELERS COS INC SR UNSECURED 11/40 5.35	Debt securities	1,718	1,651
	TRAVELERS PPTY CASUALTY COMPANY GUAR 03/33 6.375	Debt securities	558	584
	TREASURY BILL 10/14 0.00000	Debt securities	1,200	1,200
	TUFTS UNIVERSITY UNSECURED 04/12 5.017	Debt securities	568	533
	TYSON FOODS INC COMPANY GUAR 08/34 4.875	Debt securities	100	103
	UNILEVER CAPITAL CORP COMPANY GUAR 11/32 5.9	Debt securities	193	197
	UNION ELECTRIC CO SR SECURED 04/24 3.5	Debt securities	200	205
	UNION ELECTRIC CO SR SECURED 09/42 3.9	Debt securities	3,192	3,077
	UNION PACIFIC CORP SR UNSECURED 01/45 4.15	Debt securities	4,067	4,045
	UNION PACIFIC CORP SR UNSECURED 06/44 4.85	Debt securities	618	622
	UNITED AIR 2014 1 A PTT PASS THRU CE 10/27 4	Debt securities	515	503
	UNITED MEXICAN STATES SR UNSECURED 01/40 6.05	Debt securities	420	446
	UNITED PARCEL SERVICE SR UNSECURED 01/38 6.2	Debt securities	2,433	2,304
	UNITED PARCEL SERVICE SR UNSECURED 10/42 3.625	Debt securities	3,963	3,858
	UNITED STATES TREAS BILLS 10/14 0.00000	Debt securities	14,180	14,180
	UNITED TECHNOLOGIES CORP SR UNSECURED 04/40 5.7	Debt securities	120	122
	UNITED TECHNOLOGIES CORP SR UNSECURED 06/42 4.5	Debt securities	9,821	9,532
	UNITED TECHNOLOGIES CORP SR UNSECURED 07/38 6.125	Debt securities	4,732	4,481
	UNITEDHEALTH GROUP INC SR UNSECURED 02/38 6.875	Debt securities	824	856
	UNITEDHEALTH GROUP INC SR UNSECURED 02/41 5.95	Debt securities	524	521
	UNITEDHEALTH GROUP INC SR UNSECURED 03/36 5.8	Debt securities	1,313	1,304
	UNITEDHEALTH GROUP INC SR UNSECURED 03/42 4.375	Debt securities	2,220	2,293
	UNITEDHEALTH GROUP INC SR UNSECURED 03/43 4.25	Debt securities	1,785	1,743
	UNITEDHEALTH GROUP INC SR UNSECURED 06/37 6.5	Debt securities	2,039	2,002
	UNITEDHEALTH GROUP INC SR UNSECURED 10/42 3.95	Debt securities	6,601	6,442
	UNITEDHEALTH GROUP INC SR UNSECURED 11/37 6.625	Debt securities	3,283	3,180
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/12 FIXED 4.858	Debt securities	213	202
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/31 FIXED 4.601	Debt securities	610	659
	UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/44 FIXED 4.765	Debt securities	100	104
	UNIV OF CALIFORNIA CA RGTS MED UNVHGR 05/31 FIXED 6.398	Debt securities	492	524
	US TREASURY N/B 02/23 2	Debt securities	482	485
	US TREASURY N/B 02/24 2.75	Debt securities	2,513	2,559
	US TREASURY N/B 02/26 6	Debt securities	13,711	13,674
	US TREASURY N/B 02/27 6.625	Debt securities	5,239	5,270
	US TREASURY N/B 02/29 5.25	Debt securities	17,893	17,999
	US TREASURY N/B 02/31 5.375	Debt securities	22,886	23,044
	US TREASURY N/B 02/36 4.5	Debt securities	18,547	18,828
	US TREASURY N/B 02/37 4.75	Debt securities	1,743	1,801
	US TREASURY N/B 02/38 4.375	Debt securities	9,216	9,681
	US TREASURY N/B 02/39 3.5	Debt securities	20,909	22,220
	US TREASURY N/B 02/40 4.625	Debt securities	10,818	11,361
	US TREASURY N/B 02/41 4.75	Debt securities	33,240	34,779
	US TREASURY N/B 02/42 3.125	Debt securities	23,406	23,026
	US TREASURY N/B 02/43 3.125	Debt securities	33,789	33,688
	US TREASURY N/B 02/44 3.625	Debt securities	66,297	68,982
	US TREASURY N/B 04/19 1.25	Debt securities	126	123
	US TREASURY N/B 05/15 2.125	Debt securities	58	56
	US TREASURY N/B 05/23 1.75	Debt securities	3,697	3,791
	US TREASURY N/B 05/24 2.5	Debt securities	1,495	1,501
	US TREASURY N/B 05/30 6.25	Debt securities	17,672	17,763
	US TREASURY N/B 05/37 5	Debt securities	6,225	6,347
	US TREASURY N/B 05/38 4.5	Debt securities	16,344	16,871
	US TREASURY N/B 05/39 4.25	Debt securities	17,115	17,573
	US TREASURY N/B 05/40 4.375	Debt securities	38,964	42,134
	US TREASURY N/B 05/41 4.375	Debt securities	19,630	20,011
	US TREASURY N/B 05/42 3	Debt securities	23,929	24,392
	US TREASURY N/B 05/43 2.875	Debt securities	52,700	56,676
	US TREASURY N/B 05/44 3.375	Debt securities	61,473	62,750

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	US TREASURY N/B 07/15 1.75	Debt securities	102	101
	US TREASURY N/B 08/20 2.625	Debt securities	26	28
	US TREASURY N/B 08/24 2.375	Debt securities	15,432	15,449
	US TREASURY N/B 08/25 6.875	Debt securities	14,032	13,963
	US TREASURY N/B 08/28 5.5	Debt securities	19,523	19,904
	US TREASURY N/B 08/29 6.125	Debt securities	4,143	4,112
	US TREASURY N/B 08/39 4.5	Debt securities	29,662	30,425
	US TREASURY N/B 08/40 3.875	Debt securities	17,926	18,333
	US TREASURY N/B 08/41 3.75	Debt securities	16,929	17,285
	US TREASURY N/B 08/42 2.75	Debt securities	32,799	32,554
	US TREASURY N/B 08/43 3.625	Debt securities	51,439	56,533
	US TREASURY N/B 08/44 3.125	Debt securities	34,749	34,713
	US TREASURY N/B 10/16 3.125	Debt securities	94	90
	US TREASURY N/B 11/23 2.75	Debt securities	4,997	5,125
	US TREASURY N/B 11/24 7.5	Debt securities	908	899
	US TREASURY N/B 11/26 6.5	Debt securities	3,352	3,372
	US TREASURY N/B 11/27 6.125	Debt securities	16,755	16,819
	US TREASURY N/B 11/28 5.25	Debt securities	15,998	16,101
	US TREASURY N/B 11/39 4.375	Debt securities	11,057	12,824
	US TREASURY N/B 11/40 4.25	Debt securities	31,089	32,223
	US TREASURY N/B 11/41 3.125	Debt securities	19,430	19,862
	US TREASURY N/B 11/42 2.75	Debt securities	37,332	38,826
	US TREASURY N/B 11/43 3.75	Debt securities	73,002	76,930
	VERIZON COMMUNICATIONS SR UNSECURED 03/34 5.05	Debt securities	854	875
	VERIZON COMMUNICATIONS SR UNSECURED 04/38 6.9	Debt securities	1,773	1,707
	VERIZON COMMUNICATIONS SR UNSECURED 04/41 6	Debt securities	813	874
	VERIZON COMMUNICATIONS SR UNSECURED 09/43 6.55	Debt securities	3,686	4,309
	VERIZON COMMUNICATIONS SR UNSECURED 11/42 3.85	Debt securities	6,275	5,938
	VERIZON COMMUNICATIONS SR UNSECURED 144A 08/46 4.862	Debt securities	3,332	3,274
	VERIZON COMMUNICATIONS SR UNSECURED 144A 08/54 5.012	Debt securities	2,656	2,656
	VF CORP SR UNSECURED 11/37 6.45	Debt securities	811	891
	VIACOM INC SR UNSECURED 03/43 4.375	Debt securities	506	511
	VIACOM INC SR UNSECURED 04/44 5.25	Debt securities	455	470
	VICORP RESTAURNTS INC COMPANY GUAR 04/11 10.5	Debt securities	-	-
	VIRGINIA ELEC + POWER CO SR UNSECURED 01/43 4	Debt securities	5,893	5,484
	VIRGINIA ELEC + POWER CO SR UNSECURED 02/44 4.45	Debt securities	3,131	3,269
	VIRGINIA ELEC + POWER CO SR UNSECURED 05/37 6	Debt securities	1,113	1,101
	VIRGINIA ELEC + POWER CO SR UNSECURED 08/43 4.65	Debt securities	1,163	1,235
	VIRGINIA ELEC + POWER CO SR UNSECURED 11/38 8.875	Debt securities	3,895	3,786
	VODAFONE GROUP PLC SR UNSECURED 02/37 6.15	Debt securities	1,912	1,808
	VODAFONE GROUP PLC SR UNSECURED 02/43 4.375	Debt securities	2,892	2,759
	VODAFONE GROUP PLC SR UNSECURED 09/22 2.5	Debt securities	1,035	999
	WACHOVIA CORP SUBORDINATED 08/35 5.5	Debt securities	173	170
	WACHOVIA CORPORATION SUBORDINATED 08/26 VAR	Debt securities	420	429
	WAL MART STORES INC SR UNSECURED 04/24 3.3	Debt securities	199	202
	WAL MART STORES INC SR UNSECURED 04/38 6.2	Debt securities	3,620	3,480
	WAL MART STORES INC SR UNSECURED 04/40 5.625	Debt securities	879	909
	WAL MART STORES INC SR UNSECURED 04/41 5.625	Debt securities	3,498	3,392
	WAL MART STORES INC SR UNSECURED 04/43 4	Debt securities	4,778	4,621
	WAL MART STORES INC SR UNSECURED 04/44 4.3	Debt securities	1,119	1,112
	WAL MART STORES INC SR UNSECURED 07/40 4.875	Debt securities	331	327
	WAL MART STORES INC SR UNSECURED 08/37 6.5	Debt securities	3,733	3,548
	WAL MART STORES INC SR UNSECURED 09/35 5.25	Debt securities	233	231
	WAL MART STORES INC SR UNSECURED 10/40 5	Debt securities	1,151	1,170
	WAL MART STORES INC SR UNSECURED 10/43 4.75	Debt securities	109	108
	WALT DISNEY COMPANY/THE SR UNSECURED 03/32 7	Debt securities	1,792	1,760
	WALT DISNEY COMPANY/THE SR UNSECURED 06/44 4.125	Debt securities	599	599
	WALT DISNEY COMPANY/THE SR UNSECURED 12/42 3.7	Debt securities	989	958
	WAMU MORTGAGE PASS THROUGH CER WAMU 2002 AR19 A7	Debt securities	2	2
	WEA FINANCE LLC/WESTFIEL COMPANY GUAR 144A 09/44 4.75	Debt securities	599	607
	WELLPOINT INC SR UNSECURED 06/37 6.375	Debt securities	1,193	1,139
	WELLS FARGO + COMPANY JR SUBORDINA 12/49 VAR	Debt securities	593	586
	WELLS FARGO + COMPANY SR UNSECURED 02/35 5.375	Debt securities	2,032	1,952
	WELLS FARGO + COMPANY SR UNSECURED 09/24 3.3	Debt securities	748	736
	WELLS FARGO + COMPANY SUBORDINATED 01/44 5.606	Debt securities	3,705	4,116
	WELLS FARGO + COMPANY SUBORDINATED 06/26 4.1	Debt securities	3,195	3,174
	WELLS FARGO + COMPANY SUBORDINATED 11/43 5.375	Debt securities	2,852	2,916
	WELLS FARGO BANK NA SUBORDINATED 01/38 6.6	Debt securities	9,016	8,967
	WESTAR ENERGY INC 1ST MORTGAGE 03/42 4.125	Debt securities	841	819
	WESTAR ENERGY INC 1ST MORTGAGE 04/43 4.1	Debt securities	927	945
	WESTAR ENERGY INC 1ST MORTGAGE 09/43 4.625	Debt securities	547	535
	WEYERHAEUSER CO SR UNSECURED 01/25 8.5	Debt securities	134	133
	WEYERHAEUSER CO SR UNSECURED 03/32 7.375	Debt securities	10,378	10,605
	WEYERHAEUSER CO SR UNSECURED 12/33 6.875	Debt securities	127	128
	WILLIAMS PARTNERS LP SR UNSECURED 03/44 5.4	Debt securities	486	514
	WISCONSIN ELECTRIC POWER SR UNSECURED 06/44 4.25	Debt securities	718	726
	WISCONSIN POWER + LIGHT SR UNSECURED 08/37 6.375	Debt securities	1,056	1,034
	WISCONSIN POWER + LIGHT SR UNSECURED 10/38 7.6	Debt securities	1,115	1,205
	WISCONSIN PUBLIC SERVICE SR SECURED 11/44 4.752	Debt securities	3,007	3,277
	WORLD ACCESS INC SR UNSECURED 01/08 13.25	Debt securities	6,217	7
	WPX ENERGY INC SR UNSECURED 09/24 5.25	Debt securities	400	388
	WYETH LLC COMPANY GUAR 02/34 6.5	Debt securities	739	784
	WYETH LLC COMPANY GUAR 04/37 5.95	Debt securities	2,040	2,030
	WYNN LAS VEGAS LLC/CORP COMPANY GUAR 144A 05/23 4.25	Debt securities	1,073	1,042

GENERAL MOTORS SALARIED RETIREMENT PROGRAM

EMPLOYER ID: 27-0383222
PLAN NUMBER: 016

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
	WYNN LAS VEGAS LLC/CORP SR UNSECURED 03/22 5.375	Debt securities	2,869	2,747
	WYNN MACAU LTD SR UNSECURED 144A 10/21 5.25	Debt securities	202	192
	XCEL ENERGY INC SR UNSECURED 09/41 4.8	Debt securities	1,775	1,675
	XLIT LTD COMPANY GUAR 05/27 6.25	Debt securities	1,236	1,187
		Total debt securities	2,509,702	2,515,564
Investment funds				
	ISHARES MSCI EAFE ETF ISHARES MSCI EAFE ETF	Investment funds	1,269	1,294
	ISHARES MSCI EMERGING MARKETS ISHARES MSCI EMERGING MARKI	Investment funds	1,109	1,095
	ISHARES MSCI INDIA ETF ISHARES MSCI INDIA ETF	Investment funds	101	118
	LISPENARD STREET CREDIT FUND SER 2 CL A	Investment funds	80	124
	LISPENARD STREET FUND SER 1 CL A	Investment funds	192	328
	MARTIN CURRIE CHINA A SHARES S2	Investment funds	2,467	2,655
	REDBOURN PARTNERS LTD	Investment funds	8,120	10,161
	SPDR S+P 500 ETF TRUST SPDR S+P 500 ETF TRUST	Investment funds	1,479	1,723
	SPIN CAP PACNET HLDNGS CL A MUTUAL FUND	Investment funds	309	247
	WISDOMTREE INDIA EARNINGS FUND WISDOMTREE INDIA EARNINGS	Investment funds	2,184	2,146
		Total investment funds	17,310	19,891
Investment funds				
	BUSH INDS INC CL A	Private equity and debt investments	1,955	-
	CLEV CMN NEW CLEVELAND NEW COMMON STOCK	Private equity and debt investments	5,410	459
	HAIGHTS CROSS COMM COMMON STOC K	Private equity and debt investments	56	-
	INVESTMENT IN WCP II OFFSHORE	Private equity and debt investments	3	1
	RITA ESCROW	Private equity and debt investments	-	576
	RITA RIC4 LLC	Private equity and debt investments	-	118
	SPECTRUM COMMON STOCK	Private equity and debt investments	622	607
	THE NEWARK GROUP RES SHARES COMMON STOCK	Private equity and debt investments	11,181	17,344
	WORNICK COMPANY	Private equity and debt investments	3,160	6,518
		Total private equity and debt investments	22,387	25,623
Real estate and other alternative investments				
	AMERICAN TOWER CORP REIT USD.01	Real estate and other alternative investments	20	19
	BRITISH LAND CO PLC REIT GBP.25	Real estate and other alternative investments	275	314
	EMLAK KONUT GAYRIMENKUL YATI REIT TRY.01	Real estate and other alternative investments	253	203
	FIBRA UNO ADMINISTRACION SA REIT NPV	Real estate and other alternative investments	43	40
	GROWTHPOINT PROPERTIES LTD REIT NPV	Real estate and other alternative investments	52	50
	MIRVAC GROUP REIT NPV	Real estate and other alternative investments	275	254
	UNIBAIL RODAMCO SE REIT EUR5.	Real estate and other alternative investments	367	386
	WESTFIELD CORP REIT NPV	Real estate and other alternative investments	660	645
		Total real estate and other alternative investments	1,945	1,911
Derivatives				
	S+P 500 (98O0009868) MAR15 1967.42 CALL	Derivatives	(7,626)	(12,693)
	SWAPTION 99O107900 JUL15 4 PUT	Derivatives	(12,121)	(6,989)
	ISHARES MSCI EAFE 98O009819 MAR15 56.43 PUT	Derivatives	(5,947)	(3,241)
	S+P500 EMINI FUT DEC14	Derivatives	-	(3,057)
	S+P 500 (98O009850) MAR15 1574.68 PUT	Derivatives	(7,576)	(2,304)
	ISHARES MSCI EMG MKT 98O009793 MAR15 44.69 CALL	Derivatives	(2,043)	(1,341)
	ISHARES MSCI EAFE 98O009827 MAR15 70.05 CALL	Derivatives	(5,863)	(1,242)
	ISHARES MSCI EMG MKT 98O009785 MAR15 34.15 PUT	Derivatives	(2,639)	(920)
	MINI MSCI EMG MKT DEC14	Derivatives	-	(834)
	FTSE 100 IDX FUT DEC14	Derivatives	-	(390)
	US LONG BOND(CBT) DEC14	Derivatives	-	(187)
	SWU009EA1 IRS BRL R F 11.68000 FIX NDFPREDISWAP	Derivatives	-	(170)
	RUSSELL 2000 MINI DEC14	Derivatives	-	(169)
	SPI 200 FUTURES DEC14	Derivatives	-	(142)
	SWU00A8Q0 IRS BRL R F 11.00000 FIX NDFPREDISWAP	Derivatives	-	(86)
	HANG SENG IDX FUT OCT14	Derivatives	-	(71)
	US ULTRA BOND(CBT DEC14	Derivatives	-	(56)
	317U762G5 IRO USD 5Y P 3.9100 AUG17 3.91 PUT	Derivatives	(31)	(32)
	317U843G8 IRO USD 5Y P 3.9000 AUG17 3.9 PUT	Derivatives	(28)	(30)
	317U899G1 IRO EUR 2Y C 0.3500 SEP15 0.35 CALL	Derivatives	(20)	(29)
	317U900G8 IRO EUR 2Y P 0.3500 SEP15 0.35 PUT	Derivatives	(21)	(13)
	US 10YR NOTE (CBT)DEC14	Derivatives	-	(12)
	Forward Foreign Currency Contracts - USD/GBP	Derivatives	-	(5)
	317U002H3 IRO EUR 10Y P 1.5500 MAR15 1.55 PUT	Derivatives	(6)	(4)
	SWU09OA13 IRS EUR R V 00MHICP CPTFEMU	Derivatives	-	(4)
	317U001H4 IRO EUR 10Y C 0.9500 MAR15 0.95 CALL	Derivatives	(1)	(3)
	Forward Foreign Currency Contracts - EUR/USD	Derivatives	-	(1)
Derivatives		**Total derivatives**	(43,922)	(34,025)
	YUEXIU PROP CO LTD RTS EXP 14OCT14	Derivatives	-	5
	COASTAL DEV MASS 0.14 2ND WTS CALL EXP 31JAN13	Derivatives	74	11
	Forward Foreign Currency Contracts - USD/MXN	Derivatives	-	8
	US 5YR NOTE (CBT) DEC14	Derivatives	-	8
	90DAY EUR FUTR MAR16	Derivatives	-	16
	EURO STOXX 50 DEC14	Derivatives	-	19
	317U766G1 IRO USD 30Y P 3.9500 AUG17 3.95 PUT	Derivatives	31	29
	317U842G9 IRO USD 30Y P 3.9500 AUG17 3.95 PUT	Derivatives	29	29
	HORIZON LINES INC CALL EXP 27SEP36	Derivatives	132	53
	THE NEWARK GROUP CALL EXP 31OCT16	Derivatives	-	106
	TOPIX INDX FUTR DEC14	Derivatives	-	232
	ISHARES MSCI EMG MKT 98O009777 MAR15 38.16 PUT	Derivatives	4,682	2,073
	S+P 500 (98O009876) MAR15 1759.93 PUT	Derivatives	15,203	5,381
	ISHARES MSCI EAFE 98O009801 MAR15 63.07 PUT	Derivatives	11,809	8,716
		Total derivatives	31,960	16,686
Insurance contracts				

SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DIRECTLY HELD INVESTMENTS
AS OF SEPTEMBER 30, 2014
(in thousands)

(a)	(b) Identity of Issue, Borrow, or Similar Party	(c) Type of Investment	(d) Cost	(e) Current Value
*	AETNA J14709 CORE FIXED INC SEP 76	Insurance contracts	29,061	29,800
*	METLIFE 135 INTERMEDIATE DURATION BND FD	Insurance contracts	8,534	8,697
*	METLIFE 632 BARCLAYS US LONG GOVT/CREDIT	Insurance contracts	10,300	10,591
*	PRUPAR GA 40179 GM US CORE CONSERVATIVE INT BO	Insurance contracts	5,820	5,921
*	PRUPAR GA 40179 GM US LNG DURATION CORP BND	Insurance contracts	8,769	9,247
		Total insurance contracts	62,484	64,256
		Total directly held investments	**$ 3,578,047**	**$ 3,595,992**

* Denotes parties-in-interest

Part V – Summary of Plan Provisions

Plan Provisions

The plan was originally effective August 1, 2012.

Plan year

October 1, 2013 to September 30, 2014.

Covered employees

The active salaried employees and all others who had not commenced their benefits prior to December 1, 2011 and met specific criteria are spun off to GM Salaried Retirement Program from the GM Retirement Program for Salaried Employees on August 1, 2012.

Definitions

Credited service

Credited Service is computed for each month worked up to September 30, 2012. A proportionate credit is given to the nearest 1/12 of a year.

100% vesting

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

Plan compensation

Plan compensation is the sum of the base pay and bonus.

Statutory limits on benefit

The maximum benefit limit under Internal Revenue Code Section 415 is $205,000 for the current plan year.

Normal retirement date (NRD)

First of month coinciding with or next following the attainment of age 65.

Monthly retirement benefits (other than Account Balance Plan)

(a) Part A basic benefit rate per year of credited service prior to December 31, 2006:

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

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

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

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

(e) Early retirement and interim supplements for credited

service prior to December 31, 2006:

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

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

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

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

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

(g) Level Benefit

All retirees and/or surviving spouses are eligible for an additional $300 monthly benefit (Level Benefit) if they are eligible for GM paid retiree medical benefits and age 65 and over.

This level benefit is payable at the latest of the effective date of January 1, 2009, actual retirement date and age 65. It is paid in the form of a joint and 100% survivor option for all pre-2009 retirees and all post-2008 retirees who elect a joint and survivor option for any portion of their primary pension.

Annual retirement benefits for Account Balance Plan

Account balance is the sum of Pay Credit and Interest Credit for Credited Service up to December 31, 2006. As of January 1, 2007, Pay Credit ceases; Interest Credit continues.

Pay Credit: employee will receive a percentage of base salary for each pay period based on the following schedule for Credited Service up to December 31, 2006

Age	Pay Credit Percentage
Under 30	4.0%
30 - 39	5.5%
40 - 49	7.0%
50 and over	10.0%

Interest Credits: The account balance as of the end of the previous month times Monthly Interest Credit Percentage. The account balance as of the end of the previous month shall be determined after pay credits and interest credits have been credited for such previous month.

Monthly Interest Credit Percentage: Based on an annual rate of the greater of 3.25% or 30-year Treasury rate for month of July preceding the valuation date.

Early retirement reduction Factors for non ABP

The sample early retirement reduction are shown below:

	Percentage	
Age	**Retirement Eligible**	**Vested Termination**
42	21.0%	N/A
45	26.1%	N/A
50	38.3%	N/A
55	57.9%	42.8%
60	86.7%	64.0%
62	100.0%	78.4%
65	100.0%	100.0%

Eligibility for Benefits

Normal Retirement

Age 65.

Early Retirement

Any age with 30 years of service or ages 55-59 with 85 points if hired prior to 1988 or age 55 with 10 years of service.

Automatic Retirement:

Age 65 for executives.

Total and Permanent Disability Retirement:

10 years of service and totally and permanently disabled prior to age 65.

Vested Deferred Benefit

3 years of service for the Account Balance Plan and 5 years of service for all others.

Pre-Retirement Survivor Benefit

3 years of service for ABP and 5 years of service for all others.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD. Sum of unreduced Part A Basic, Part B Supplementary, Part B Primary benefits, and Career Average benefits. Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.
Early retirement	Ages 62-65: unreduced benefits. May be eligible for Level Benefit. Ages 60-62 with less than 85 points: benefit reduced by table from age 62 plus Interim Supplement. Prior to age 62 with 30 years of service or age 55 with 85 points and hired prior to 1988: Benefits reduced by table from age 62 plus early retirement or interim supplement. Part A basic benefit re-determined at age 62 without reduction. May be eligible for Level Benefit. Age 55-59 with less than 85 points: benefit reduced by table from age 65.
Total and permanent disability retirement	Unreduced benefits plus temporary benefit. May be eligible for early retirement supplement and Level Benefit.
Vested benefits upon termination of service	Benefits payable at age 65 (employee may elect a reduced pension starting as early as age 55). Vested account balance or a monthly annuity based on vested account balance in Account Balance Plan.
Death benefits for participants in active service	Part A basic benefit determined as if the employee had retired voluntarily on date of death without rejection of surviving spouse option. If the employee is not eligible to retire, 50% of the accrued Part A basic benefit as of date of death is paid to the surviving spouse. 65% of accrued Part B supplementary and B primary benefits are payable to the surviving spouse for current plan. The surviving spouse may elect to begin receiving these benefits following the employee's 65th birthday or to begin receiving reduced benefits as early as the employee's 55th birthday. Vested account balance or a monthly annuity based on vested account balance for designated beneficiary in Account Balance Plan.
Surviving spouse coverage	(a) Applies to Part A basic, B supplementary, B primary, Career Average and ABP benefits. (b) Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service. (c) Adjustment factor is 95% plus (minus) ½% for each year in excess of 5 that spouse's age exceeds (is less than) employee's age. Maximum 100%. (d) Surviving spouse receives 65% of 95% (adjusted for age) of the

employee's benefit for current plan.

(e) For voluntary early retirements eligible for a re-determined benefit at age 62, the Part A basic benefit for the surviving spouse is based on the re-determined amount payable after age 62.

(f) Restoration of Part A basic benefit at spouse's death by application of employee. Upon remarriage the employee may re-elect the option.

Other Plan Provisions

Divestiture

There are three divestitures, GMAC, ATD and EMD, which have occurred since October 1, 2006. As with some previous divestitures, these former employees continue to accrue service while employed at a divested unit for purposes of satisfying eligibility conditions for GM retirement benefits.

Certain former employees continue to accrue service while employed at a divested unit for purposes of satisfying eligibility conditions for GM retirement benefits. Also for certain former employees, the GM benefit is based on the benefit unit in effect at date of separation from the divested unit. The final 5-year average monthly base pay under the Part B Supplementary benefit for certain former employees equals the 5-year average base pay at separation from GM, increased by 3% per year for each year the former employee is employed at the divested unit until 2007. There are also certain former employees who continue to accrue full GM benefits for service with a divested unit through the particular date set in the respective sales agreements.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Inception

None.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
General Motors Salaried Retirement Program

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
General Motors LLC

D Employer Identification Number (EIN)
27-0383222

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2013

2 Assets:

a Market value	2a	6103932188
b Actuarial value	2b	6174916608

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	4853	860963807
b For terminated vested participants	3b	22787	755512189
c For active participants:			
(1) Non-vested benefits	3c(1)		274080033
(2) Vested benefits	3c(2)		3213624909
(3) Total active	3c(3)	23543	3487704942
d Total	3d	51183	5104180938

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.44%
6 Target normal cost	6	6949000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE MEG — Signature of actuary

June 16, 2015 — Date

Mary E Gibbon — Type or print name of actuary

1406921 — Most recent enrollment number

Towers Watson Delaware Inc — Firm name

703-258-8163 — Telephone number (including area code)

901 North Glebe Road
Arlington VA 22203 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	745028647	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	745028647	0
10	Interest on line 9 using prior year's actual return of 4.75%	35388861	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.17% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	780417508	0

Part III Funding Percentages

14	Funding target attainment percentage	14	105.68 %
15	Adjusted funding target attainment percentage	15	120.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	139.33 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

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

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

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	6949000
b Excess assets, if applicable, but not greater than line 31a	**31b**	6949000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule SB, Line 24 – Changes in Actuarial Assumptions
General Motors Salaried Retirement Program
EIN/PN: 27-0383222/016

Change in assumptions and methods since prior valuation:

The interest crediting rate is changed from 3.25% (the greater of 3.25% and 2.59% for July 2012) to 3.61% (July 2013 rate) for account balances and for certain former Saturn employees.

Part V – Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:	Segment rates based on bond yields during the month of the valuation date	
• Applicable month	June 2013	
Interest rates:	Not reflecting MAP-21 corridor	Reflecting MAP-21 corridor
• First segment rate	1.43%	4.94%
• Second segment rate	4.10%	6.15%
• Third segment rate	5.15%	6.76%
• Effective interest rate	4.66%	6.44%

Annual rates of increase

• Future increases in Maximum Benefits and Plan Compensation Limits	Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Demographic Assumptions

Inclusion date

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

New or rehired employees

It was assumed there will be no new or rehired employees.

Mortality

Funding Target, Target Normal Cost and Premium Funding Target

The Internal Revenue Code prescribed static mortality tables for 2013 with separate mortality tables for annuitants/non-annuitants are used for healthy males and healthy females; the disabled life mortality tables as defined under Revenue ruling 96-7 are used for disabled males and females.

Termination

Representative termination rates not due to disability, retirement or mortality.

Attained Age	Percentage leaving during the year
20	4.8%
25	4.8%
30	4.8%
35	3.8%
40	2.7%
45	2.1%
50	1.7%
55	1.5%

Disability

The rates at which participants become disabled by age and gender are shown below.

	Percentage becoming disabled during the year	
Age	**Males**	**Females**
40	0.0%	0.0%
45	0.1%	0.1%
50	0.2%	0.2%
55	0.3%	0.3%
60	0.3%	0.3%
65	0.0%	0.0%

Utilization of SSDIB related to temporary benefits is assumed to be 90%. Participants assumed to be on SSDIB do not receive the temporary supplement, and disability commencements assumed to be utilizing SSDIB will not receive the temporary supplement.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

	Percentage retiring during the year			
	Non Executives	Non Executives	Executives	Executives
Age	30 or more years for pre-1988 hires	Other	30 or more years for pre-1988 hires	Other
50	4.5%	0.0%	0.0%	0.0%
52	3.0%	0.0%	0.0%	0.0%
55	3.5%	0.0%	7.5%	0.0%
57	4.3%	3.0%	7.5%	0.0%
60	5.0%	3.0%	50.0%	50.0%
62	14.0%	11.5%	25.0%	25.0%
65	20.0%	34.5%	100.0%	100.0%
67	20.0%	17.5%	0.0%	0.0%
70	100.0%	100.0%	0.0%	0.0%

Interest Credits for Account Balance Benefits

The greater of 3.25% or the 30-year Treasury rate for the month of July preceding the valuation date (3.61% for July 2013).

Form of payment	The normal forms of payment are single life annuity or joint annuity with 65% survivor option for all benefits with exception of the Early Retirement Supplements, Temporary and Interim benefits, Account Balance Benefit and Level Benefit. Note that an employee's Basic benefit restores under 65% survivor option after spouse's death if hired prior to 1988. The normal forms of payments are temporary annuity for the Early Retirement Supplements, Temporary and Interim benefits. The normal form of payment is lump sum for Account Balance Benefit (ABP). Interest sensitive lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) with application of generational mortality and with recognition of the phase-in of IRC §417(e)(3) assumptions. It is assumed that 25% of non-ABP terminated vested participants elect an annuity and 75% elect a lump sum 10 years following the date of termination. 100% of non-ABP terminated vested participants already beyond 10 years from date of termination were assumed to elect an annuity. It is assumed that 50% will elect the annuity form of payment and 50% will take lump sums for non-disability retirements on and after 12/1/2012.
Percent married	For purposes of valuing the pre-retirement surviving spouse's benefit other than the $300 monthly level benefit, it is assumed that 80% of male employees and 40% of female employees would not reject the automatic survivor benefit election. For purposes of valuing the pre-retirement surviving spouse's benefit for the $300 monthly level benefit, it is assumed that 15% of single life annuity elections of retirees get J&S level benefit.
Spouse age	Husband-wife age difference is three years for males and two years for females.
Level benefit assumptions	15% of single life annuity elections of retirees get J&S Level benefit.
Administrative expenses	The assumed plan-related expenses are $6,949,000 for the current plan year and $6,141,000 for the prior plan year.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year for the twelve-month period ending September 30, 2014.
Funding target	Present value of accrued benefits
Target normal cost	There is no benefit accrual since the plan is frozen, the normal cost is equal to plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year.) The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets if the actual expected return exceeds limits required under IRS Notice 2009-22.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on discussions with GM regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with GM and, based on that review, is not aware of any significant benefits required to be valued that were not. The plan pays small benefits (with a present value up to $5,000) in a single lump sum payment. Such lumps sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.
Change in assumptions and methods since inception	All changes are treated as assumption changes: ● The interest crediting rate is changed from 3.25% (the greater of 3.25% and 2.59% for July 2012) to 3.61% (July 2013 rate) for account balances and for certain former Saturn employees. ● The assumed plan related expenses were changed from $6,141,000 for 2012 to $6,949,000 for 2013.

Form 5500 - Sch. C - Service Provider Information
For fiscal year beginning 10/1/2013 and ending 9/30/2014
A. Name of Plan -- General Motors Salaried Retirement Program **B. Plan Number -- 016**
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.)
Advantage Partners, LLP		Walkers SPV Limited, Walker House, 87 George Town, Grand Cayman KY1-9002
Advent International Corporation		75 State Street, Sutie # 2900, Boston, MA 02109
Atlas Venture Advisors, Inc.		25 First St., STE 303, Cambridge, MA 02141
Avenue Asia Special Situations Fund IV, LP		399 Park Ave., 6th Floor, NY, NY 10022
Avenue Special Situations Fund IV, L.P.		399 Park Ave., 6th Floor, NY, NY 10022
Avenue Special Situations Fund V, L.P.		399 Park Ave., 6th Floor, NY, NY 10022
Blackstone Group	20-8087954	
Blum Capital Partners, LP (Blum)	94-3205364	
Capital Royalty LP	32-0074639	
Carlyle Partners II, L.P.	51-0357731	
Cerberus Asia Capital Management, LLC		06-1564744 Cerberus Asia Capital Management, LLC 15 Queen's Road Central Suite 1301 13thFloor York House, Hong Kong
Cerberus Deutschland GmbH		Cerberus Deutschland Beteiligungsberatung GmbH OpermTurm, Bockenheimer Landstrasse 2-4 Frankfurt, 6306 Germany
Cerberus European Investments, LLC		20-0831785 Cerberus European Investments, LLC 875 Third Avenue New York, NY 10022
Cerberus Global Investment Advisors, LLC		86-1057076 Cerberus Global Investment Advisors, LLC 875 Third Avenue New York, NY 10022
Cerberus Iberia Advisors, S.L.U.		Cerberus Iberia Advisors, S.L.U. Calle del Pinar, 5 Madrid, 28006, Spain
Cerberus Institutional Management II, LLC	13-4196316	
Cerberus Japan K.K.		Cerberus Japan K.K. Marunouchi Mitsui Building 3rd Floor, 2-2-2, Marunouchi Chiyoda-ku, Tokyo 100-0005 Japan
Cerberus Operations and Advisory Company, LLC		20-5804477 Cerberus Operations and Advisory Company, LLC, 875 Third Avenue, New York, NY 10022
Cerberus UK Management Ltd.		Cerberus UK Management Ltd. 84 Grosvenor, 2nd floor London, W1K 3JZ UK
CID Venture Capital Management II Limited		25th Fl., 97 Tun Hwa S. Road Sec 2, Taipei 106, Taiwan
CID Venture Capital Management III Limited		25th Fl., 97 Tun Hwa S. Road Sec 2, Taipei 106, Taiwan
CIE Management II Limited		Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY, Channel Islands
Coller International General Partner III, L.P.		PO BOX 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3Q1, Channel Islands
Coller International General Partner IV, L.P.		PO BOX 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3Q1, Channel Islands
Contrarian Capital Management, LLC	93-1183419	
CT OPI Manager, LLC		345 Park Avenue, 42nd, Floor, New York, NY 10154
Drawbridge Long Dated Value Advisors LLC		345 Avenue of the Americas, New York, NY 10105
EIG Partners		EIG Global Energy Partners, 1700 Pennsylvania Ave NW, Suite 800, Washington, DC 20006
Ferrer Friedman & Co. LLC	06-143502	
FFC Partnes III, L.P.	14-1909160	
FIG LLC		1345 Avenue of the Americas, NY, NY 10105
Friedman Fleischer & Lowe, LLC		1 Maritime Plaza, Suite 2200, San Francisco CA 94111
General Atlantic Service Company, LLC		600 Steamboat Rd., Suite 105, Greenwich, CT 06830
H/2 SO Manager II LP		680 Washington Blvd, 7Fl, Stamford CT 06901
H/2 SO Manager LP		680 Washington Blvd, 7Fl, Stamford CT 06901
HarbourVest International Private Equity Partners III-Partne	04-3402910	
Hellman & Friedman LLC	38-3708132	
HGGC		1950 University Ave., Suite 350, Palo Alto, CA 94303
Hines DMA S.A.S.	32-0050677	
Hines EDF GP Limited Partnership	32-0050677	
Hines Italia SGR S.p.A.	32-0050677	
Hines Italia Srl	32-0050677	
Hines Luxembourg Sarl	32-0050677	
Housatonic Partners Management Company, Inc.		One Post Street, Suite 2600, San Franscisco, CA 94104
Ignition GP II, LLC	91-2135217	
Ignition GP III, LLC	20-1482899	
Ignition GP IV, LLC	20-0880534	

Form 5500 - Sch. C - Service Provider Information
For fiscal year beginning 10/1/2013 and ending 9/30/2014
A. Name of Plan -- General Motors Salaried Retirement Program **B. Plan Number -- 016**
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		
Ignition Growth GP, LLC	26-0880560	
Ignition Growth Management, LLC	26-0880560	
Ignition Growth Management, LLC	26-0880560	
Ignition Ventures Management, LLC	20-0880534	
Ignition Ventures Management, LLC	91-2135217	
Ignition Ventures Management, LLC	20-1482899	
J.W. Childs Advisors III, L.P.	03-0387304	
JP Morgan Hedge Fund Services		JPMorgan Hedge Fund Services, A division of JPMorgan, Chase Bank, N.A. 1 Beacon Street, 20th Floor Boston, MA 02108
Lasalle Investment Management		200 E Randolph #4400 Chicago, IL 60601
MatlinPatterson Global Advisers LLC	13-4202931	
Mettropolitan Insurance Company	13-5581829	
Mondrian Investment Partners Limited	98-0117968	
MP (Thrift) Global Advisers III LLC	26-3957925	
Numeric Investors LLC	04-3068821	
Oak Hill Advisors, L.P. ("OHA")	13-4077194	
Oaktree Value Opportunities Fund, L.P.	71-1035237	
Open Door Investment Management (US) Limited		Saltire Cour, 20 Castle Terrace, Edinburgh, EHI 2ES
Pangea Two Management, LP	27-2707100	
Partridge Hill Overseas Management, LLC		13-3968110
Peabody Management		535 Madison Avenue, NY, NY 10022
Philadelphia Financial		100 Campus Drive Suite 250, Florham Park NJ 07932
Prospect Partners Management Group II, L.P.		Prospect Parnters LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Prospect Partners Management Group III, L.P.		Prospect Parnters LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Prospect Partners Management Group, L.P.		Prospect Parnters LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Quantum Energy Partners III, LP	20-0132955	
Residenze Porta Nuova S.r.l.	32-0050677	
Silver Lake Management Company II, L.L.C.	41-2116731	
Silver Lake Management Company III, L.L.C.	20-5884738	
Storm Ventures LLC	41-2070163	
SVOf/MM, LLC, Managing Member		2951 28th Street, Suite 1000, Santa Monica, CA 90405
Tennenbaum Capital Partners, LLC, Manager		
The Värde Fund IX G.P., LLC	26-1594071	
The Värde Fund X (GP), L.P.	27-1014484	
TPG Biotechnology Partners I, LP	40-0001764	
TPG Genpar III, L.P.	75-2852146	
Värde Management, L.P.	20-8368769	
Värde Management, L.P.	20-8368769	
WCAS Management Corporation	13-4120907	
Yamato Servicing K.K.		Yamato Servicing K.K. Meiji Yasuda Seimei Building 8th floor, 2-1-1, Marunouchi Chiyoda-ku, Tokyo 100-0005 Japan

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

2(a) Service Providers Receiving Direct or Indirect Compensation			2(b)	2(c)	2(d)	2(e)		2(f)		2(g)	2(h)	
Name	EIN	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none, enter -0-.	Did service provider receive indirect compensation? (sources other than plan or plan sponsor) (Yes)	(No)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? (Yes)	(No)	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	Did the service provider give you a formula instead of an amount or estimated amount? (Yes)	(No)
GM Invesment Management Corp	382903925		31	Subsidiary	2,831,662		X					
Performance Equity Management LLC	134162590		28	Affiliate	2,418,270		X					
GM North American Operation	270383222		14	Plan Sponsor	1,840,929		X					
State Street Bank	041867445		21	Trustee	1,636,952		X					
AEW Capital Managment L.P.	043329433		28		1,506,700		X					
Pacific Investment Management Co	330629048		28		1,181,003		X					
Towers Watson Delaware Inc.	530181291		11	Actuary	935,123		X					
NISA Investment Advisors	481140940		28		709,119		X					
Westbrook Partners Fund VII	205372857		28		688,888		X					
SS & C Technologies, Inc.	06-1169696		15		612,740		X					
Arrowstreet Capital LP	04-3472863		28		498,499		X					
JP Morgan Chase & Co.	13-4994650		21	Party-in-interest	468,717		X					
Wellington Management Company	042683227		28		434,924	X		X			X	
Trilogy Global Advisors, LLC	20-3003629		28		346,691	X		X			X	
Blackrock Realty Advisors	943262034		28		331,381		X					
Energy Trust LLC (UBS)	134145449		28		323,875		X					
WESTBROOK PARTNERS FUND V	20-3418817		28		317,964		X					
Martin Currie Inc.	980038240		28		311,569		X					
DDJ Capital Management, LLC	043300754		28		304,950		X					
Pyramis Global Advisors Trust Co	043532603		28		282,181		X					
Deloitte	133891517		10	External Auditor	266,514		X					
Deloitte Tax LLP	861065772		10	External Auditor	254,142		X					
JP Morgan Investment Management, In	133200244		28	Party-in-interest	253,127		X					
Sarofim Realty Advisors	760029911		28		242,910		X					
Quantitative Management Associates	331077887		28		224,556		X					
TGM Associates L.P.	133613029		28		158,502		X					
Skadden, Arps, Slate, Meagher & Flo	13-1777230		29		152,273		X					
Aetna Capital Management Inc.	06-6033492		13	Party-in-interest	128,797	X		X				X
Kirkland & Ellis	361326630		29		119,082		X					
Mayer Brown JSM	8400005254		29		108,957		X					
GlobeOP Financial Services LLC	52-2202017		15		95,994		X					
Morgan Stanley Real Estate Fund VI	205999082		28		90,977		X					
Prudential Financial	22-1211670		13	Party-in-interest	78,922	X		X				X
Morgan Stanley Real Estate Fund V	205999082		28		76,415		X					

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Name	EIN	Address (Report if EIN Unknown or for self-employed persons.)	Service Code	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none, enter -0-.	Did service provider receive indirect compensation? (sources other than plan or plan sponsor) (Yes)	(No)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? (Yes)	(No)	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	Did the service provider give you a formula instead of an amount or estimated amount? (Yes)	(No)
MJR Realty Advisors, LLC	752834230		28		72,230		X					
Bloomberg L.P.	133417984		49		62,115		X					
State Street Corporation-DC	041867445		21		55,242		X					
Mellon Global Securities	135160382		28		48,791		X					
Hartford Life Insurance Company	06-0974148		28		35,864		X					
Insignis Inc. - Direct	364343706		49		33,173		X					
Blackrock Financial Management	133806691		28		28,721		X					
The Private Bank and Trust Company	363722148		28		26,656		X					
Weil, Gotshal & Manges, LLP	131456110		29		18,924		X					
The Burgiss Group	22-3693659		49		16,652		X					
THOMSON REUTERS, LLC	204530702		29		12,573		X					
The Bank of New York Mellon	135160382		18		12,263		X					
Clifford Chance, New York	135553664		29		11,207		X					
Kirkpatrick & Lockhart Preston Gate	25-0921018		29		9,311		X					
Institutional Shareholder Services	061541449		17		8,430		X					
Barra, INC.	942993326		49		7,892		X					
King & Spalding	580520153		29		7,582		X					
Morgan Stanley Real Estate Fund IV	205999082		28		7,568		X					
Monumental Life	52-0419790		28		5,276		X					
MSCI Inc.	13 4038723		49		5,067		X					
Cogent Partners	752993256		16		5,000		X					
Credit Suisse		11 Madison Ave, 6 FL, New York, NY 10010	61	Party-in-interest	-		X	X		12,137		X
Mount Kellett Capital Management LP	90-0365238		28		-		X	X		21,367		X
ASOF Feeder Fund L.P. Incorporated		Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands	28		-		X	X		17,208		X
Fundamental Advisors, LP	26-0161410		52		-		X	X		0.93%	X	
Fundamental Asset Management LLC	27-1375777		52		-		X	X		0.07%	X	