

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2015 or fiscal plan year beginning <u>10/01/2015</u> and ending <u>09/30/2016</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	▶ ☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	003
	1c Effective date of plan	10/01/1950
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>GENERAL MOTORS LLC</u> <div style="display: flex; justify-content: space-between;"> <div> <u>300 RENAISSANCE CENTER</u> <u>MC 482-C33-D71</u> <u>DETROIT, MI 48265</u> </div> <div> <u>300 RENAISSANCE CENTER</u> <u>MC 482-C33-D71</u> <u>DETROIT, MI 48265</u> </div> </div>	2b Employer Identification Number (EIN)	27-0383222
	2c Plan Sponsor's telephone number	800-489-8686
	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.	07/11/2017	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 430776
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 35764 6a(2) 30762 6b 282753 6c 21215 6d 334730 6e 84084 6f 418814 6g 6h 26
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: 1B 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>		Single-Employer Defined Benefit Plan Actuarial Information <small>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).</small> ► File as an attachment to Form 5500 or 5500-SF.		<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection		
For calendar plan year 2015 or fiscal plan year beginning <u>10/01/2015</u> and ending <u>09/30/2016</u>						
► Round off amounts to nearest dollar. ► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.						
A Name of plan <u>GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN</u>			B Three-digit plan number (PN) ► <u>003</u>			
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GENERAL MOTORS LLC</u>			D Employer Identification Number (EIN) <u>27-0383222</u>			
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			
Part I Basic Information						
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2015</u>						
2 Assets:						
a Market value				2a	<u>57343830024</u>	
b Actuarial value				2b	<u>57481633454</u>	
3 Funding target/participant count breakdown						
				(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment				<u>371640</u>	<u>46468036775</u>	<u>46468036775</u>
b For terminated vested participants				<u>23372</u>	<u>582514798</u>	<u>582514798</u>
c For active participants				<u>35764</u>	<u>4359005664</u>	<u>4848382134</u>
d Total				<u>430776</u>	<u>51409557237</u>	<u>51898933707</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐						
a Funding target disregarding prescribed at-risk assumptions				4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor				4b		
5 Effective interest rate				5	<u>6.13%</u>	
6 Target normal cost				6	<u>283360569</u>	
Statement by Enrolled Actuary <small>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.</small>						
SIGN HERE						
Signature of actuary		<u>06/02/2017</u> Date				
<u>MARY E GIBBON</u>		<u>17-06921</u> Most recent enrollment number				
Type or print name of actuary		<u>703-258-8163</u> Telephone number (including area code)				
<u>TOWERS WATSON DELWARE INC</u>						
Firm name						
<u>800 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>						
Address of the firm						
If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐						
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.						

Liquidity shortfall as of end of quarter of this plan year

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
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	0
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	283360569	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	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	283360569	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	283360569		283360569
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	1056812	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1056812	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016		
A Name of plan GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL MOTORS LLC	D Employer Identification Number (EIN) 27-0383222	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
SEE ATTACHED PDF REPORT FOR PART I, LINE 1 DISCLOSURES, MI 00000

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

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

SEE ATTACHED PDF REPORT
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
(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.	
SEE ATTACHED PDF REPORT FOR PART I, LINE 3 DISCLOSURES, MI 00000		

(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.	

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
SEE ATTACHED PDF REPORT FOR PART II, LINE 4 DISCLOSURES, MI 00000		
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

A Name of plan <u>GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ► <u>003</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL WEATHER PORT CL B SERIES CX</u>				
b Name of sponsor of entity listed in (a): <u>BRIDGEWATER ASSOCIATES, LP</u>				
c EIN-PN <u>98-0501379-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>153151095</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MARKET ADVANTAGE LTD. CL D</u>				
b Name of sponsor of entity listed in (a): <u>BLACKROCK</u>				
c EIN-PN <u>98-0655535-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>501452181</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BRIDGEWATER OPTIMAL PORTFOLIO, LTD</u>				
b Name of sponsor of entity listed in (a): <u>BRIDGEWATER OPTIMAL PORTFOLIO, LTD</u>				
c EIN-PN <u>98-1101915-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>421183674</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WHITE PLAZA GROUP TRUST</u>				
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS INVESTMENT MANAGEMENT CORPORATION</u>				
c EIN-PN <u>11-3317084-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5141946246</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIRST PLAZA GROUP TRUST II</u>				
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS INVESTMENT MAANGEMENT CORPORATION</u>				
c EIN-PN <u>26-6389533-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>167563079</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIRST PLAZA GROUP TRUST</u>				
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS INVESTMENT MANAGEMENT CORPORATION</u>				
c EIN-PN <u>25-6295264-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5814538709</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GMAM INVESTMENT FUNDS TRUST</u>				
b Name of sponsor of entity listed in (a): <u>GENERAL MOTORS INVESTMENT MANAGEMENT CORPORATION</u>				
c EIN-PN <u>13-3160892-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3641045057</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: **GMAM GROUP PENSION TRUST III****b** Name of sponsor of entity listed in (a): **GENERAL MOTORS INVESTMENT MANAGEMENT CORPORATION**

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) 1290612626
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a Name of MTIA, CCT, PSA, or 103-12 IE: **GMAM GROUP PENSION TRUST I****b** Name of sponsor of entity listed in (a): **GENERAL MOTORS INVESTMENT MANAGEMENT CORPORATION**

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) 2738570
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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)
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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)
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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)
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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)
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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)
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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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2015</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016	
<div>A Name of plan GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN</div>	<div>B Three-digit plan number (PN) ► 003</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL MOTORS LLC</div>	<div>D Employer Identification Number (EIN) 27-0383222</div>

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.
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(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
☐	HELLAS TELECOMM. LUXEMBOURG II SCA 12 RUE GUILLAUME KROLL L-1883 LUXEMBOURG LU	PRIVATE PLACEMENT ISS.12.21.06, MATUR.DATE OF 01.15.15, INT RATE 0%, SUBORDINATE UNCOLLATERALIZED DEBT

	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
1677000			1677000	1677000	

(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
☐	KAUPHING BANK HF BORGARTUN 26 105 REYKJAVIK IS	PRIVATE PLACEMENT ISSUED 02.28.08 WITH A MATUR. DATE OF 02.28.15,INTEREST RATE 7.625%, SR.UNSECURED DEBT

	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
7033000			7033000	7033000	

(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

(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016		
A Name of plan GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	003
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	180603587	283557986
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1982067500	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	1096949484	535255261
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	89513669	346674498
(2) U.S. Government securities.....	1c(2)	12348882872	9711131885
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	12973955029	12970938271
(B) All other.....	1c(3)(B)	8694217383	11593514655
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	2489680	324634
(B) Common	1c(4)(B)	3282701406	4223098366
(5) Partnership/joint venture interests	1c(5)	114139620	360843050
(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)	8448897890	11124048034
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	4066404586	4934396253
(12) Value of interest in 103-12 investment entities	1c(12)		1075786950
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4910264371	556439366
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	473018273	546444454

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	18049958	26874309
(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	58682155308	58289327972

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1285220638	453661039
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1285220638	453661039

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	57396934670	57835666933
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(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)	9179	
(B) U.S. Government securities	2b(1)(B)	273394221	
(C) Corporate debt instruments	2b(1)(C)	997943279	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	23389739	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1294736418
(2) Dividends: (A) Preferred stock	2b(2)(A)	342468	
(B) Common stock	2b(2)(B)	71255707	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10360746	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		81958921
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	203877441332	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	202521585492	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1355855840
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1863136680	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1863136680

	(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)	644252024
(7) Net investment gain (loss) from pooled separate accounts	2b(7)	
(8) Net investment gain (loss) from master trust investment accounts	2b(8)	428361006
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)	61369566
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)	-415278
c Other income	2c	32383560
d Total income. Add all income amounts in column (b) and enter total	2d	5761638737

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5089930135	
(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)		5089930135
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)	3556563	
(2) Contract administrator fees	2i(2)	22169931	
(3) Investment advisory and management fees	2i(3)	84178809	
(4) Other	2i(4)	119500098	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		229405401
j Total expenses. Add all expense amounts in column (b) and enter total	2j		5319335536

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		442303201
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		3570938

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	N/A	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.)		☒		
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.)	☒			8710000

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			150000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	X			7186250125
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)				
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.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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 SALARIED RETIREMENT PROGRAM	27-0383222	016

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

A Name of plan <u>GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL MOTORS LLC</u>	D Employer Identification Number (EIN) <u>27-0383222</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3275867</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☒ No
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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.
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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
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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: <u>13.8</u> % Investment-Grade Debt: <u>61.4</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>6.0</u> % Other: <u>18.8</u> %
	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):

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No



GENERAL MOTORS
HOURLY-RATE EMPLOYEES PENSION PLAN

Employer ID: 27-0383222

Plan Number: 003

Financial Statements as of September 30, 2016 and 2015 and for the
Year Ended September 30, 2016

Supplemental Schedules as of and for the Year Ended September 30, 2016
and Independent Auditors' Report

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
General Motors Hourly-Rate Employees Pension Plan:

We have audited the accompanying financial statements of the General Motors Hourly-Rate Employees Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits and of accumulated plan benefits as of September 30, 2016 and 2015, 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, 2016, 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 Hourly-Rate Employees Pension Plan as of September 30, 2016 and 2015, and the changes in its financial status for the year ended September 30, 2016, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of September 30, 2016 and the supplemental schedule of reportable transactions for the year ended September 30, 2016 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 5, 2017

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF SEPTEMBER 30, 2016 AND 2015

(in thousands)

	<u>2016</u>	<u>2015</u>
Assets		
Cash	\$ 283,558	\$ 180,604
Investments at estimated fair value:		
Interests in Investment Trusts	11,124,049	7,763,043
Interests in Master Trusts	4,934,396	4,066,405
Equity securities	4,108,486	3,232,738
Debt securities	34,770,687	34,535,612
Investment funds (measured at NAV)	1,506,003	5,409,151
Real estate and private equity investments (measured at NAV)	255,764	89,378
Other investments, net	771,129	326,208
Receivables:		
Due from brokers for securities sold	223,164	752,642
Accrued investment income and other	312,091	344,307
Contributions from GM	-	1,982,068
Total assets	<u>58,289,327</u>	<u>58,682,156</u>
Liabilities		
Payable to brokers for securities purchased	402,565	1,235,853
Accrued administrative expenses and other	51,095	49,368
Total liabilities	<u>453,660</u>	<u>1,285,221</u>
Net assets available for benefits	<u>\$57,835,667</u>	<u>\$57,396,935</u>

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(in thousands)

Additions

Investment income:

Net investment gain from Investment Trusts	\$ 644,252
Net investment gain from Master Trusts	428,361
Net realized and unrealized gain from direct investments	3,279,947
Interest and dividend income	1,376,695
Other income, net	32,383
Total additions	<u>5,761,638</u>

Deductions

Benefits paid to participants	5,089,930
Administrative expenses	229,405
Total deductions	<u>5,319,335</u>

Transfers out

(3,571)

Net increase

438,732

Net assets available for benefits

Beginning of year	57,396,935
End of year	<u><u>\$ 57,835,667</u></u>

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

**STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF SEPTEMBER 30, 2016 AND 2015
(in thousands)**

	<u>2016</u>	<u>2015</u>
Actuarial present value of accumulated Plan benefits		
Vested benefits:		
Participants currently receiving payments	\$57,564,981	\$56,190,281
Non-retired participants	5,684,748	6,263,818
Terminated vested and transferred participants	<u>1,003,473</u>	<u>933,846</u>
Total vested benefits	64,253,202	63,387,945
Non-vested benefits	<u>642,963</u>	<u>638,872</u>
Total	<u><u>\$64,896,165</u></u>	<u><u>\$64,026,817</u></u>

**STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(in thousands)**

	<u>2016</u>
Actuarial present value of accumulated	
Plan benefits, beginning of year	<u>\$64,026,817</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	229,173
Interest	2,440,830
Special attrition program	287,475
Benefits paid	(5,089,930)
Changes in actuarial assumptions	3,208,111
Experience gain	<u>(206,311)</u>
Net increase	<u>869,348</u>
Actuarial present value of accumulated	
Plan benefits, end of year	<u><u>\$64,896,165</u></u>

See notes to financial statements.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the General Motors Hourly-Rate Employees Pension Plan ("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 collectively bargained defined benefit pension plan covering substantially all GM hourly-rate employees in the United States hired before October 1, 2007. Benefits provided under the Plan are based on an employee's credited service and generally vest after five years.

The Investment Funds Committee ("IFC") of the GM LLC Board of Managers ("BOM") is the 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 trustee.

2015 Special Attrition Program

The Company and the United Automobile, Aerospace and Agricultural Implement Workers of America International Union ("UAW") entered into a new four year labor agreement that was ratified on November 20, 2015 ("2015 National Agreement"). The 2015 National Agreement provided for the implementation of a special attrition program for up to a maximum of 4,000 retirement eligible hourly employees ("2015 SAP"). GM announced the 2015 SAP during the fourth quarter of 2015 and offered cash incentives for individuals that voluntarily elected to retire. Approximately 3,900 hourly employees accepted the offer. The 2015 SAP was substantially completed by May 1, 2016. Cash incentives paid to participating employees were distributed from GM operating funds. The effect of the 2015 SAP increased accumulated plan benefits by approximately \$287 million due to earlier than expected retirements.

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.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS - (CONTINUED)

Note 2. Significant Accounting Policies (continued)

Contributions

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

Payment of Benefits

Benefit payments are recorded when paid.

Administrative Expenses

Certain Plan administrative expenses were 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 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 Salaried Retirement Program ("Salaried Plan").

The Plan also owned beneficial interests in various group trusts ("Investment Trusts") which are sponsored and managed by GMIMCo. 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 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.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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 fair value 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 policy of the Plan, Master Trusts and the Investment Trusts 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.

Equity securities – Common and preferred stocks for which market quotations are readily available at the measurement date are valued at the last reported sale price or official closing price 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 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 stocks 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 aged (stale) pricing, earnings multiples, discounted cash flows and/or other qualitative and quantitative factors.

Debt securities – Valuations for debt securities are based on quotations received from independent pricing services or from dealers who make markets in such securities. Debt securities priced via 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. Debt securities 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, prepayment curves, discount rates, default assumptions and recovery rates.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

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 net asset value (or its equivalent) (“NAV”) on the primary market or exchange on which they are traded and are classified in Level 1. Investments in non-exchange traded and private investment funds (including hedge funds, private equity funds, real estate funds and other alternative investment funds) are valued based on their respective NAV as a practical expedient to estimate fair value that is provided by the respective investment sponsors or investment advisers and reviewed and approved by the Plan’s management. If Plan management concludes a reported NAV does not reflect fair value, or has not been determined as of the financial reporting measurement date, an adjustment may be necessary based on a review of material factors 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 NAV.

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. Publicly traded real estate investment trusts are classified in Level 1. 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.

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 appraises 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.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 2. Significant Accounting Policies (continued)

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).

New Accounting Standards Not Yet Adopted

In February 2017, the FASB issued ASU 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting* ("ASU 2017-06"). This new guidance primarily pertains to the reporting by an employee benefit plan for its interest in a master trust. ASU 2017-06 clarifies presentation requirements and mandates more detailed disclosures of an employee benefit plan's interest in a master trust, including the dollar amount of its share in the master trust's general types of investments and other assets and liabilities. ASU 2017-06 is effective for fiscal years beginning after December 15, 2018 and must be applied retrospectively. Early adoption is permitted. The effect of adopting ASU 2017-06 on the Plan's financial statements is being evaluated.

Reclassifications

Certain prior year information contained in these financial statements has been reclassified to conform to the current year presentation.

Liquidation of GMAM Absolute Strategy Fund I

The Plan directly held an investment in the GMAM Absolute Return Strategy Fund I ("ARS") aggregating \$4.3 billion at September 30, 2015. ARS commenced a liquidation process in 2016 and began transferring its ownership interests in the underlying investment funds to its investors. The transfer of ownership was substantially completed by September 30, 2016 and the Plan's beneficial interests in the various investment funds were transferred into the White Plaza Group Trust. No net gain or loss was recognized by the Plan related to the liquidation of ARS and the transfer of the underlying investment funds. ARS is managed by GMIMCo.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 3. Directly Held Investments

The following tables present by level within the fair value hierarchy the net investments directly held by the Plan by major category as of September 30, 2016 and 2015 (in thousands):

2016				
	Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Equity securities	\$ 4,108,130	\$ -	\$ 356	\$ 4,108,486
Debt securities				
Government and agency	-	9,899,918	-	9,899,918
Corporate debt and other	-	24,870,310	459	24,870,769
Other investments, net	424,351	294,919	51,859	771,129
Net investments subject to leveling	<u>\$ 4,532,481</u>	<u>\$ 35,065,147</u>	<u>\$ 52,674</u>	<u>39,650,302</u>
Investments measured at net asset value				
Investment funds				1,506,003
Real estate and private equity				255,764
Net investments				<u>\$ 41,412,069</u>

2015				
	Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Equity securities	\$ 3,231,154	\$ 886	\$ 698	\$ 3,232,738
Debt securities				
Government and agency	-	12,719,050	-	12,719,050
Corporate debt and other	-	21,804,246	12,316	21,816,562
Other investments, net	309,228	(6,889)	23,869	326,208
Net investments subject to leveling	<u>\$ 3,540,382</u>	<u>\$ 34,517,293</u>	<u>\$ 36,883</u>	<u>38,094,558</u>
Investments measured at net asset value				
Investment funds				5,409,151
Real estate and private equity				89,378
Net investments				<u>\$ 43,593,087</u>

Transfers between Level 1, Level 2 and Level 3 were not significant during the years ended September 30, 2016 and 2015.

The activity attributable to Level 3 investments was not material during the year ended September 30, 2016.

Information regarding investment restrictions and unfunded commitments pertaining to the Plan's directly held investments for which fair value is measured at NAV is contained in Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 4. Investment in Master Trusts

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2016 were as follows (in thousands):

	2016			
	GMAM I	GMAM III	GIFT	Combined
Assets				
Cash	\$ 144	\$ 7,073	\$ 22,035	\$ 29,252
Investments at fair value				
Equity securities	1,776	1,059,255	3,523,994	4,585,025
Investment funds	-	247,774	-	247,774
Other investments, net	1,405	63,166	81,753	146,324
Total investments	3,181	1,370,195	3,605,747	4,979,123
Receivables				
Due from brokers for securities sold	193	17,411	26,024	43,628
Accrued investment income and other	568	2,713	15,670	18,951
Total receivables	761	20,124	41,694	62,579
Total assets	4,086	1,397,392	3,669,476	5,070,954
Liabilities				
Payable for securities purchased and other	-	19,760	27,025	46,785
Total net assets	\$ 4,086	\$ 1,377,632	\$ 3,642,451	\$ 5,024,169
Plan's beneficial interest	67.0%	93.7%	99.9%	

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 4. Investment in Master Trusts (continued)

The net assets of the Master Trusts and the Plan's beneficial interests therein at September 30, 2015 were as follows (in thousands):

	2015			
	GMAM I	GMAM III	GIFT	Combined
Assets				
Cash	\$ (365)	\$ 4,090	\$ 21,606	\$ 25,331
Investments at fair value				
Equity securities	295	966,155	2,731,333	3,697,783
Investment funds	-	313,716	11,195	324,911
Other investments, net	1,498	34,171	79,351	115,020
Total investments	1,793	1,314,042	2,821,879	4,137,714
Receivables				
Due from brokers for securities sold	-	38,852	6,286	45,138
Accrued investment income and other	1,189	2,648	12,303	16,140
Total receivables	1,189	41,500	18,589	61,278
Total assets	2,617	1,359,632	2,862,074	4,224,323
Liabilities				
Payable for securities purchased and other	-	38,155	10,267	48,422
Total net assets	\$ 2,617	\$ 1,321,477	\$ 2,851,807	\$ 4,175,901
Plan's beneficial interest	63.1%	91.9%	99.9%	

The net investment income attributable to the Master Trusts for the year ended September 30, 2016 was as follows (in thousands):

	GMAM I	GMAM III	GIFT
Investment income (loss)			
Net realized and unrealized gains on investments	\$ 1,580	\$ 85,567	\$ 212,525
Interest and dividend income	244	48,863	89,520
Other income (loss), net	(155)	321	373
	1,669	134,751	302,418
Administrative expenses and other, net	(6)	(745)	(4,051)
Net investment income	\$ 1,663	\$ 134,006	\$ 298,367
Plan's share of Master Trust net investment income	\$ 1,227	\$ 128,770	\$ 298,364

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 4. Investment in Master Trusts (continued)

The components of the changes in the net assets of the Master Trusts for the year ended September 30, 2016 were as follows (in thousands):

	<u>GMAM I</u>	<u>GMAM III</u>	<u>GIFT</u>
Net investment income	\$ 1,663	\$ 134,006	\$ 298,367
Net (redemptions) subscriptions	(194)	(77,851)	492,277
Increase in net assets	<u>\$ 1,469</u>	<u>\$ 56,155</u>	<u>\$ 790,644</u>

The following tables present by level within the fair value hierarchy the combined net investments of the Master Trusts by major category as of September 30, 2016 and 2015 (in thousands):

2016				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments measured at fair value				
Equity securities	\$ 4,560,974	\$ 21,350	\$ 2,701	\$ 4,585,025
Other investments, net	82,349	62,570	1,405	146,324
Net investments subject to leveling	<u>\$ 4,643,323</u>	<u>\$ 83,920</u>	<u>\$ 4,106</u>	4,731,349
Investments measured at net asset value				
Investment funds				247,774
Net investments				<u>\$ 4,979,123</u>
2015				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments measured at fair value				
Equity securities	\$ 3,676,666	\$ 19,276	\$ 1,841	\$ 3,697,783
Other investments, net	54,324	59,393	1,303	115,020
Net investments subject to leveling	<u>\$ 3,730,990</u>	<u>\$ 78,669</u>	<u>\$ 3,144</u>	3,812,803
Investments measured at net asset value				
Investment funds				324,911
Net investments				<u>\$ 4,137,714</u>

Transfers between Level 1, Level 2 and Level 3 were not significant during the years ended September 30, 2016 and 2015.

The activity attributable to Level 3 investments was not material during the year ended September 30, 2016.

Information regarding investment restrictions and unfunded commitments pertaining to the Master Trusts' investments for which fair value is measured at NAV is contained in Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 5. Investment Trusts

The fair value of the Plan's investments in the Investment Trusts at September 30, 2016 and 2015 is presented in the following table (in thousands):

<u>Trusts</u>	<u>Trust EIN</u>	<u>2016</u>	<u>2015</u>
First Plaza Group Trust	25-6295264	\$ 5,814,541	\$ 6,461,603
First Plaza Group Trust II	26-6389533	167,562	531,791
White Plaza Group Trust	11-3317084	5,141,946	769,649
Total beneficial interests in Investment Trusts		<u>\$ 11,124,049</u>	<u>\$ 7,763,043</u>

The following table provides a summary of the beneficial interests in the net assets of the Investment Trusts by participating plan, excluding amounts attributable to plans of unrelated sponsors, and the aggregate fair value of the underlying net investments subject to ASC 820 leveling as of September 30, 2016 and 2015 (in thousands):

	<u>2016</u>	<u>2015</u>
Plan	\$ 11,124,049	\$ 7,763,043
Salaried Plan	1,520,223	1,688,954
Total net assets of the Investment Trusts	<u>12,644,272</u>	<u>9,451,997</u>
Less:		
Cash	48,664	120,489
Net non-security assets	12,727	5,890
Fair value of net investments subject to leveling	<u>\$ 12,582,881</u>	<u>\$ 9,325,618</u>

The combined Investment Trusts' net investment income aggregated \$779.5 million for the year ended September 30, 2016 and principally consisted of \$261.5 million of interest and dividend income and \$518.0 million of net realized and unrealized gains. The Plan's share of the combined Investment Trusts' net investment income totaled \$644.3 million.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 5. Investment Trusts (continued)

The following tables present by level within the fair value hierarchy the underlying net investments of the Investment Trusts on an aggregate basis by major category as of September 30, 2016 and 2015 (in thousands):

2016				
	Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Private equity and debt investments	\$ -	\$ -	\$ 260,585	\$ 260,585
Other investments, net	20,260	395	36,371	57,026
Net investments subject to leveling	<u>\$ 20,260</u>	<u>\$ 395</u>	<u>\$ 296,956</u>	317,611
Investments measured at net asset value				
Investment funds				4,733,011
Private equity and debt investments				4,080,393
Real estate and other alternative investments				3,451,866
Net investments				<u>\$ 12,582,881</u>

2015				
	Level 1	Level 2	Level 3	Total
Investments measured at fair value				
Private equity and debt investments	\$ -	\$ -	\$ 357,439	\$ 357,439
Other investments, net	57,509	348	41,660	99,517
Net investments subject to leveling	<u>\$ 57,509</u>	<u>\$ 348</u>	<u>\$ 399,099</u>	456,956
Investments measured at net asset value				
Investment funds				453,550
Private equity and debt investments				4,754,870
Real estate and other alternative investments				3,660,242
Net investments				<u>\$ 9,325,618</u>

Transfers between Level 1, Level 2 and Level 3 were not significant during the years ended September 30, 2016 and 2015.

The activity attributable to Level 3 investments was not material during the year ended September 30, 2016.

Refer to Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions for related disclosures pertaining to the Investment Trusts' investments for which fair value is measured at NAV.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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 financial 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. 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.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 6. Investment Risks (continued)

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.

Certain investment funds, private equity and debt investments and real estate investments owned by the Plan, Master Trusts or Investment Trusts may be/were illiquid. Refer to Note 8. Investment Redemption Restrictions, Unfunded Commitments and Other Provisions for related disclosures pertaining to these investments. 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. Because of the redemption restrictions and other inherent limitations attributable to these investments, the values for these investments may differ significantly from their fair values had a ready market existed, and the differences could be material.

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 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.

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 value of the underlying assets or if the counterparty does not perform under the contract. The aggregate fair value of the derivative contracts held by the Plan and Master Trusts at September 30, 2016 and 2015 were not significant and detailed disclosures have been excluded. The Investment Trusts did not hold any derivative contracts at September 30, 2016 and 2015.

The notional amount of the derivative contracts held by the Plan aggregated approximately \$6 billion at September 30, 2016 and principally represented interest rate swaps and financial futures contracts. The notional amount is the contractual amount applicable to the derivative contracts and not the amount at risk.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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 are liquidated.

The following describes the principal 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 company and government issuers. This category also includes 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.

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.

Global macro funds represent investment funds that focus on taking positions in financial derivatives and other securities depending on the movements in global financial markets. The investment strategy is typically based on forecasts and analysis about interest rate trends, movements in the general flow of funds, political changes, government policies, inter-government relations and other broad systemic 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).

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Relative value funds focus on strategies which seek to take advantage of pricing discrepancies between instruments using mathematical, fundamental or technical analysis to determine market mispricing. Securities may be mispriced relative to the underlying security, related securities, groups of securities or the overall market.

Other investment funds include cash equivalents funds that invest in high quality short-term fixed income securities which includes U.S. and foreign government and agency obligations, commercial paper issued by domestic and international companies, bank certificates of deposits and repurchase agreements. Also included in this category are funds that invest in event-driven situations (i.e., mergers, hostile takeovers, reorganizations, recapitalizations, share buybacks or leveraged buyouts) and managed futures.

The following tables summarize the fair value, redemption restrictions, unfunded commitments and other provisions related to certain investment funds directly held by the Plan at September 30, 2016 and 2015 (dollars in thousands).

Description	2016				
	Fair Value	Unfunded Commitments	Redemption Attributes		
			Redeemable *	Frequency	Notice Period
Global macro funds	\$ 677,349	\$ -	100%	Monthly, Quarterly	5 - 90 Days
Multi-strategy funds ^(a)	581,726	-	99%	Monthly	3 - 10 Days
Other investment funds ^(c)	246,928	-	79%	Daily, Monthly	0 - 5 Days
Total	\$ 1,506,003	\$ -			

Description	2015				
	Fair Value	Unfunded Commitments	Redemption Attributes		
			Redeemable *	Frequency	Notice Period
Fund of hedge funds ^(b)	\$ 4,334,383	\$ -	0%	N/A	N/A
Multi-strategy funds ^(a)	561,902	-	94%	Monthly	3 - 10 Days
Other investment funds ^(c)	512,866	-	95%	Daily, Monthly, Quarterly	0 - 90 Days
Total	\$ 5,409,151	\$ -			

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

(a) Approximately 69% (93% at September 30, 2015) of the nonredeemable investments funds in this strategy were in liquidation.

(b) The entire balance represented an investment in ARS.

(c) Approximately 44% (substantially all at September 30, 2015) of the nonredeemable investment funds in this category were in the process of liquidation.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

The following tables summarize 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, 2016 and 2015 (dollars in thousands).

Description	2016				
	Fair Value	Unfunded Commitments	Redemption Attributes		
			Redeemable *	Frequency	Notice Period
Master Trusts					
Multi-strategy funds ^(a)	\$ 226,840	\$ -	0%	N/A	N/A
Other investment funds ^(b)	20,934	-	0%	N/A	N/A
Total	<u>\$ 247,774</u>	<u>\$ -</u>			
Investment Trusts					
Equity funds ^(c)	\$ 1,230,518	\$ -	100%	Monthly, Quarterly, Semi-Annually	30 - 180 Days
Fixed income funds ^(d)	873,080	23,979	92%	Quarterly, Semi-Annually, Annually	60 - 180 Days
Relative value funds	748,292	-	100%	Monthly, Quarterly	10 - 61 Days
Global macro funds	612,059	-	100%	Monthly	5 - 92 Days
Multi-strategy funds ^(e)	436,778	-	99%	Quarterly	64 -65 Days
Other investment funds ^(f)	596,845	6,364	99%	Monthly, Quarterly, Semi-Annually	15 - 95 Days
Total	<u>\$ 4,497,572</u>	<u>\$ 30,343</u>			
Description	2015				
	Fair Value	Unfunded Commitments	Redemption Attributes		
			Redeemable *	Frequency	Notice Period
Master Trusts					
Multi-strategy funds ^(a)	\$ 270,726	\$ -	0%	N/A	N/A
Other investment funds ^(b)	54,185	-	21%	Daily	0 - 30 Days
Total	<u>\$ 324,911</u>	<u>\$ -</u>			
Investment Trusts					
Funds of hedge funds ^(g)	\$ 219,239	\$ 6,364	99%	Semi-Annually	95 Days
Other investment funds ^(g)	76,324	-	47%	Semi-Annually	90 Days
Total	<u>\$ 295,563</u>	<u>\$ 6,364</u>			

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

(a) Represents investment funds that were estimated to be liquidated within 2 years (3 years at September 30, 2015).

(b) All (approximately 89% at September 30, 2015) of the nonredeemable investment funds in this category are expected to be liquidated in 1 year (2 years at September 30, 2015).

(c) Approximately 23% of the investment funds in this category were subject to an initial lock-up period of 1 year.

(d) Approximately 50% of the investment funds in this category were subject to an initial lock-up period of 1-5 years. Approximately 41% of the nonredeemable investment funds in this category were in the process of liquidation.

(e) Approximately 33% of investment funds of this category were subject to an initial lock-up period of 30 months.

(f) Approximately 26% of investment funds of this category were subject to an initial lock-up period of 3 years. Approximately 11% of the nonredeemable investment funds in this category were in the process of liquidation.

(g) The redeemable investment funds of this strategy were subject to an initial lock-up period of 3 years.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

Private Equity and Debt Investments

Private equity and debt investments pursue multiple strategies, including venture capital, leveraged buyouts, distressed debt and private investments in public equity. In addition, these investments 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.

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 are liquidated.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

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

The following tables summarize the fair value, unfunded commitments and estimated liquidation periods of private equity and debt investments and certain real estate investments directly held by the Plan and the Plan's beneficial interests of the private equity and debt investments and certain real estate investments held by the Investment Trusts as of September 30, 2016 and 2015 (dollars in thousands). The Master Trusts did not hold any private equity and debt investments or real estate investments subject to disclosure at September 30, 2016 and 2015.

Description	2016				
	Fair Value	Unfunded Commitments	Estimated Liquidation Period		
			Five Years or Less	Six to Ten Years	More Than Ten Years
Plan Direct					
Private equity and debt investments	\$ 16,208	\$ 72,222	0%	0%	100%
Real estate and other alternative investments	239,556	78,750	16%	36%	48%
Total	<u>\$ 255,764</u>	<u>\$ 150,972</u>			
Investment Trusts					
Private equity and debt investments	\$ 3,270,189	\$ 594,795	49%	44%	7%
Real estate and other alternative investments	3,052,979	332,426	24%	8%	68%
Total	<u>\$ 6,323,168</u>	<u>\$ 927,221</u>			

Description	2015				
	Fair Value	Unfunded Commitments	Estimated Liquidation Period		
			Five Years or Less	Six to Ten Years	More Than Ten Years
Plan Direct					
Private equity and debt investments	\$ 4,952	\$ 24,675	0%	0%	100%
Real estate and other alternative investments	84,426	205,546	0%	100%	0%
Total	<u>\$ 89,378</u>	<u>\$ 230,221</u>			
Investment Trusts					
Private equity and debt investments	\$ 3,810,184	\$ 780,330	40%	53%	7%
Real estate and other alternative investments	3,183,317	453,365	34%	9%	57%
Total	<u>\$ 6,993,501</u>	<u>\$ 1,233,695</u>			

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 9. Termination Priorities

Although it has not expressed any intention to do so, GM has the right under the Plan, in certain circumstances and subject to collective bargaining obligations, to discontinue contributions at any time and to terminate the Plan in accordance with 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 10. Federal Income Tax Status

The Internal Revenue Service determined and informed the Company by a letter dated March 18, 2014 that the Plan and related trusts were designed in accordance with 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, 2016, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions. There are currently no audits for any tax periods in progress. Plan management believes the Plan is no longer subject to audit for periods prior to the 2013 plan year.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 11. 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, 2016 and 2015:

- The interest rate used to discount accumulated plan benefits was 3.30% and 3.97% at September 30, 2016 and 2015, respectively.
- The mortality of retired and non-retired participants was estimated using 2014 GM Specific Hourly Male and Female Mortality tables projected with Scale AA from October 1, 2010 to September 30, 2014 and thereafter with MP-2016 (MP-2014 at September 30, 2015) with 0.75% ultimate rate.
- The withdrawal rate, retirement rate and incidence of total and permanent disability assumptions were based on GM experience.
- The weighted average basic benefit per month, per year of credited service for those hired before October 1, 2007 for retirements occurring on October 1, 2010 and later, was \$54.01 for UAW and International Union Electrical Workers – Communication Workers of America employees and \$51.36 for all other hourly employees.
- Also included in accumulated plan benefits were assumptions for early retirement supplements, interim supplements and temporary benefit levels as bargained with the UAW and other labor unions.
- It was assumed that approximately 75% of all male participants and 35% 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.

The increase in the accumulated plan benefits obligation due to changes in actuarial assumptions was principally due to the decrease in the discount rate from 3.97% to 3.30%. The experience gain of approximately \$206.3 million reflects less than expected retirements, greater than anticipated deaths and standard and recurring updates to participant census data.

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS – (CONTINUED)

Note 12. Employer Contributions

For the year ended September 30, 2016, the Company met the minimum funding requirements under ERISA and no contributions were due. The Company made discretionary cash contributions to the Plan in early 2016 aggregating \$1.982 billion which were recorded as a contribution receivable at September 30, 2015 in accordance with the Plan's accounting policy.

Note 13. 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 14. Reconciliation of Financial Statements to the Form 5500

There were no reconciling differences between the amounts reported in the *Statements of Net Assets Available for Benefits* or in the *Statement of Changes in Net Assets Available for Benefits* per these financial statements and the respective Forms 5500 as of September 30, 2016 and 2015 and for the year ended September 30, 2016.

Note 15. Subsequent Events

Subsequent events have been evaluated through June 5, 2017 which is the date these financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS

EMPLOYER ID: 27-0383222

(HELD AT END OF YEAR)

PLAN NUMBER: 003

AS OF SEPTEMBER 30, 2016

(in thousands)

(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	\$ 5,981,596	\$ 5,814,541
* Investment in First Plaza Group Trust II (26-6389533)	Common/Collective Trust	224,173	167,562
* Investment in White Plaza Group Trust (11-3317084)	Common/Collective Trust	5,221,471	5,141,946
Total Investment Trusts:		<u>11,427,240</u>	<u>11,124,049</u>
Directly held investments:			
Cash equivalents and other short-term investments (see attached)	Cash equivalents and other short-term investments	346,465	346,674
Equity securities (see attached)	Equity securities	3,472,767	4,108,486
Debt securities (see attached)	Debt securities	33,132,329	34,770,687
** Investment funds (see attached)	Investment funds	1,634,937	1,770,957
Private equity and debt investments (see attached)	Private equity and debt investments	75,627	68,067
Real estate and other alternative investments (see attached)	Real estate and other alternative investments	309,256	357,480
Derivatives, net (see attached)	Derivatives	(31,815)	(10,282)
Total directly held investments		<u>38,939,566</u>	<u>41,412,069</u>
Total investments		<u>\$ 50,366,806</u>	<u>\$ 52,536,118</u>

* Denotes parties-in-interest.

** Includes ARS with a cost of \$24,810 and current value of \$29,467. ARS is a party-in-interest.

Note:

In compliance with the Department of Labor's Rule 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 HOURLY-RATE EMPLOYEES PENSION PLAN

**SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(in thousands, except number of transactions)**

**EMPLOYER ID: 27-0383222
PLAN NUMBER: 003**

(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:							
General Motors Investment Management Corporation	GMAM Absolute Return Strategy Fund I	1	\$ -	\$ 3,768,995	\$ 2,861,887	\$ 3,768,995	\$ 907,108
Series of transactions:							
State Street Global Advisors	State Street Institutional U.S. Government Money Market Fund	94	2,124,668	-	-	2,124,668	-
State Street Global Advisors	State Street Institutional U.S. Government Money Market Fund	98	-	2,175,269	2,175,269	2,175,269	-
U.S. Government	US Treasury notes & bonds 02/15/2036, 4.500%	194	3,911,250	-	-	3,911,250	-
U.S. Government	US Treasury notes & bonds 02/15/2036, 4.500%	178	-	3,772,583	3,773,611	3,772,583	(1,028)
U.S. Government	US Treasury notes & bonds 05/15/2045, 3.000%	221	1,096,978	-	-	1,096,978	-
U.S. Government	US Treasury notes & bonds 05/15/2045, 3.000%	184	-	1,589,541	1,572,965	1,589,541	16,576
U.S. Government	US Treasury notes & bonds 08/15/2045, 2.875%	403	2,319,347	-	-	2,319,347	-
U.S. Government	US Treasury notes & bonds 08/15/2045, 2.875%	284	-	2,692,416	2,655,464	2,692,416	36,952
U.S. Government	US Treasury notes & bonds 11/15/2045, 3.000%	509	2,531,814	-	-	2,531,814	-
U.S. Government	US Treasury notes & bonds 11/15/2045, 3.000%	411	-	2,359,974	2,336,230	2,359,974	23,744

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

**SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2016
(in thousands, except number of transactions)**

**EMPLOYER ID: 27-0383222
PLAN NUMBER: 003**

(a) Identity of Party Involved	(b) Description of Asset	(c) 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)
U.S. Government	US Treasury notes & bonds 05/15/2046, 2.500%	365	1,660,498	-	-	1,660,498	-
U.S. Government	US Treasury notes & bonds 05/15/2046, 2.500%	199	-	1,438,967	1,449,659	1,438,967	(10,692)
U.S. Government	US Treasury notes & bonds 08/15/2025, 2.000%	380	8,308,153	-	-	8,308,153	-
U.S. Government	US Treasury notes & bonds 08/15/2025, 2.000%	357	-	8,563,628	8,559,006	8,563,628	4,622
U.S. Government	US Treasury notes & bonds 11/15/2025, 2.250%	357	4,323,975	-	-	4,323,975	-
U.S. Government	US Treasury notes & bonds 11/15/2025, 2.250%	277	-	4,226,656	4,219,343	4,226,656	7,313
U.S. Government	US Treasury notes & bonds 02/15/2026, 1.625%	368	2,707,146	-	-	2,707,146	-
U.S. Government	US Treasury notes & bonds 02/15/2026, 1.625%	298	-	2,224,412	2,223,229	2,224,412	1,183
U.S. Government	US Treasury notes & bonds 05/15/2026, 1.625%	388	2,583,553	-	-	2,583,553	-
U.S. Government	US Treasury notes & bonds 05/15/2026, 1.625%	254	-	2,399,354	2,394,894	2,399,354	4,460
General Motors Investment Management Corporation	GMAM Absolute Return Strategy Fund I	6	-	4,284,755	3,270,155	4,284,755	1,014,600

GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION PLAN

EMPLOYER ID: 27-0383222

PLAN NUMBER: 003

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

DIRECTLY HELD INVESTMENTS

AS OF SEPTEMBER 30, 2016

(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				
	ATLANTIC ASSET SECUR	Cash equivalents and other short-term investments	87,833	87,832
	BANK DU MONTREAL	Cash equivalents and other short-term investments	57	57
	BNP PARIBAS FORTIS FUNDING	Cash equivalents and other short-term investments	87,832	87,832
	BRIDGEWATER STIF II	Cash equivalents and other short-term investments	41,186	41,373
	C.I.B.C.	Cash equivalents and other short-term investments	285	285
	NATIONAL BANK OF CANADA	Cash equivalents and other short-term investments	304	304
	NATIXIS NY	Cash equivalents and other short-term investments	16,000	16,021
	NATIXIS TD - 03Oct16	Cash equivalents and other short-term investments	58,556	58,556
	NIEUW AMSTERDAM RECV	Cash equivalents and other short-term investments	43,916	43,916
	PROVINCE OF BRIT	Cash equivalents and other short-term investments	132	133
	ROYAL BANK DU CANADA	Cash equivalents and other short-term investments	364	361
	UBS AG STAMFORD BRAN	Cash equivalents and other short-term investments	10,000	10,004
	Total cash equivalents and other short-term investments		346,465	346,674
Equity securities				
	3M CO	Equity Securities	5,583	7,325
	ABBOTT LABORATORIES	Equity Securities	8,498	10,274
	ABBVIE INC	Equity Securities	10,235	13,354
	ABERCROMBIE + FITCH CO CL A	Equity Securities	1,107	405
	ACCENTURE PLC CL A	Equity Securities	3,604	5,205
	ACTIVISION BLIZZARD INC	Equity Securities	5,036	8,714
	ACUITY BRANDS INC	Equity Securities	608	767
	ADDUS HOMECARE CORP	Equity Securities	2,043	1,818
	ADEPTUS HEALTH INC	Equity Securities	1,195	1,141
	ADOBE SYSTEMS INC	Equity Securities	18,154	36,800
	ADVANCE AUTO PARTS INC	Equity Securities	598	730
	ADVANCED ENERGY INDUSTRIES INC	Equity Securities	4,392	5,764
	AECOM	Equity Securities	2,476	2,456
	AECON GROUP INC	Equity Securities	685	718
	AEGEAN MARINE PETROLEUM NETWOR	Equity Securities	1,389	1,817
	AES CORP	Equity Securities	533	554
	* AETNA INC	Equity Securities	7,800	10,345
	AFFILIATED MANAGERS GROUP	Equity Securities	500	537
	AFLAC INC	Equity Securities	4,536	5,231
	AGCO CORP	Equity Securities	2,464	2,528
	AGILENT TECHNOLOGIES INC	Equity Securities	7,003	8,049
	AGNICO EAGLE MINES LTD	Equity Securities	2,843	2,678
	AGRIUM INC	Equity Securities	1,808	1,818
	AGT FOOD + INGREDIENTS INC	Equity Securities	512	582
	AIR METHODS CORP	Equity Securities	1,061	923
	AIR PRODUCTS + CHEMICALS INC	Equity Securities	1,689	2,100
	AIR TRANSPORT SERVICES GROUP I	Equity Securities	1,405	1,989
	AIRBUS GROUP SE	Equity Securities	4,531	4,725
	AIRCASTLE LTD	Equity Securities	1,802	1,905
	AKAMAI TECHNOLOGIES INC	Equity Securities	610	604
	AKORN INC	Equity Securities	1,033	954
	ALBEMARLE CORP	Equity Securities	490	619
	ALCOA INC	Equity Securities	993	901
	ALDER BIOPHARMACEUTICALS INC	Equity Securities	1,956	2,186
	ALEXION PHARMACEUTICALS INC	Equity Securities	8,059	10,670
	ALIBABA GROUP HOLDING SP ADR	Equity Securities	19,088	24,162
	ALIMENTATION COUCHE TARD B	Equity Securities	3,341	3,643
	ALKERMES PLC	Equity Securities	1,355	1,312
	ALLEGHANY CORP	Equity Securities	6,290	6,718
	ALLERGAN PLC	Equity Securities	6,038	6,216
	ALLIANCE DATA SYSTEMS CORP	Equity Securities	2,144	2,349
	ALLIANT ENERGY CORP	Equity Securities	465	591
	ALLSCRIPTS HEALTHCARE SOLUTION	Equity Securities	673	671
	ALLSTATE CORP	Equity Securities	15,616	18,353
	ALLY FINANCIAL INC	Equity Securities	1,859	1,793
	ALNYLAM PHARMACEUTICALS INC	Equity Securities	502	352
	ALPHABET INC CL A	Equity Securities	30,800	53,295
	ALPHABET INC CL C	Equity Securities	25,529	41,343
	ALTRIA GROUP INC	Equity Securities	6,600	8,474
	AMAZON.COM INC	Equity Securities	31,941	48,860
	AMBAC FINANCIAL GROUP INC	Equity Securities	511	519
	AMBARELLA INC	Equity Securities	967	1,222
	AMDOCS LTD	Equity Securities	3,117	3,962
	AMERCO	Equity Securities	205	162
	AMEREN CORPORATION	Equity Securities	723	827
	AMERICAN AIRLINES GROUP INC	Equity Securities	13,754	12,355
	AMERICAN AXLE & MANUFACTURING	Equity Securities	2,066	2,158
	AMERICAN EAGLE OUTFITTERS	Equity Securities	1,799	2,057
	AMERICAN ELECTRIC POWER	Equity Securities	1,914	2,188
	AMERICAN EXPRESS CO	Equity Securities	3,167	3,547
	AMERICAN FINANCIAL GROUP INC	Equity Securities	967	2,220
	AMERICAN INTERNATIONAL GROUP	Equity Securities	6,461	7,603
	AMERICAN WATER WORKS CO INC	Equity Securities	688	928
	AMERICAN WOODMARK CORP	Equity Securities	717	846
	AMERIPRISE FINANCIAL INC	Equity Securities	10,189	11,495
	AMERISOURCEBERGEN CORP	Equity Securities	800	1,081
	AMETEK INC	Equity Securities	628	770
	AMGEN INC	Equity Securities	33,161	59,552
	AMICUS THERAPEUTICS INC	Equity Securities	1,043	1,006
	AMKOR TECHNOLOGY INC	Equity Securities	2,318	2,623
	AMPHENOL CORP CL A	Equity Securities	970	1,374
	AMSURG CORP	Equity Securities	1,994	1,790
	ANADARKO PETROLEUM CORP	Equity Securities	3,621	3,426
	ANALOG DEVICES INC	Equity Securities	2,503	3,135

ANSYS INC	Equity Securities	457	575
ANTERO RESOURCES CORP	Equity Securities	325	275
ANTHEM INC	Equity Securities	8,369	10,309
ANTHERA PHARMACEUTICALS INC	Equity Securities	977	555
AON PLC	Equity Securities	2,855	3,682
APACHE CORP	Equity Securities	2,009	1,649
APPLE INC	Equity Securities	45,646	67,080
APPLIED INDUSTRIAL TECHNOLOGIE	Equity Securities	1,317	1,351
APPLIED MATERIALS INC	Equity Securities	14,244	16,856
AQUILEX HLDGS LLC	Equity Securities	243	-
ARAMARK	Equity Securities	479	567
ARCH CAPITAL GROUP LTD	Equity Securities	437	678
ARCHER DANIELS MIDLAND CO	Equity Securities	5,780	5,893
ARCHROCK INC	Equity Securities	287	315
ARDMORE SHIPPING CORP	Equity Securities	1,365	899
ARGAN INC	Equity Securities	4,309	4,481
ARGO GROUP INTERNATIONAL HOLDI	Equity Securities	1,351	1,354
ARGONAUT GOLD INC	Equity Securities	234	190
ARIAD PHARMACEUTICALS INC	Equity Securities	1,181	2,100
ARMSTRONG WORLD INDUSTRIES INC	Equity Securities	1,871	1,884
ARROW ELECTRONICS INC	Equity Securities	4,035	4,560
ARTHUR J GALLAGHER + CO	Equity Securities	563	595
ASHLAND GLOBAL HOLDINGS INC	Equity Securities	1,882	2,119
ASML HOLDING NV NY REG SHS	Equity Securities	13	34
ASPEN INSURANCE HOLDINGS LTD	Equity Securities	529	554
ASSURANT INC	Equity Securities	3,330	4,961
ASSURED GUARANTY LTD	Equity Securities	4,125	4,579
ASTRAZENECA PLC	Equity Securities	1,220	1,299
AT+T INC	Equity Securities	23,870	27,009
ATARA BIOTHERAPEUTICS INC	Equity Securities	408	413
ATHENAHEALTH INC	Equity Securities	3,724	5,171
ATKORE INTERNATIONAL GROUP INC	Equity Securities	438	463
ATMOS ENERGY CORP	Equity Securities	1,908	2,130
ATWOOD OCEANICS INC	Equity Securities	4,196	3,868
AUTODESK INC	Equity Securities	691	1,050
AUTOLIV INC	Equity Securities	604	609
AUTOMATIC DATA PROCESSING	Equity Securities	2,160	2,701
AUTONATION INC	Equity Securities	292	268
AUTOZONE INC	Equity Securities	1,237	1,587
AVERY DENNISON CORP	Equity Securities	345	478
AVEXIS INC	Equity Securities	906	886
AVNET INC	Equity Securities	1,284	1,235
AXALTA COATING SYSTEMS LTD	Equity Securities	449	441
AXIS CAPITAL HOLDINGS LTD	Equity Securities	8,153	8,873
B/E AEROSPACE INC	Equity Securities	326	383
BAIDU INC SPON ADR	Equity Securities	6,651	11,288
BAKER HUGHES INC	Equity Securities	1,389	1,419
BALL CORP	Equity Securities	673	933
BANCO ESPIRITO SANTO REG	Equity Securities	143	-
BANK OF AMERICA CORP	Equity Securities	17,942	21,194
BANK OF MONTREAL	Equity Securities	5,581	5,181
* BANK OF NEW YORK MELLON CORP	Equity Securities	2,414	2,898
BANK OF NOVA SCOTIA	Equity Securities	9,362	8,405
BANK OF NT BUTTERFIELD & SON L	Equity Securities	480	500
BANKRATE INC	Equity Securities	681	547
BANKUNITED INC	Equity Securities	1,586	1,552
BAXTER INTERNATIONAL INC	Equity Securities	1,294	1,602
BB+T CORP	Equity Securities	6,779	7,371
BECTON DICKINSON AND CO	Equity Securities	1,945	2,586
BED BATH + BEYOND INC	Equity Securities	2,872	2,298
BENCHMARK ELECTRONICS INC	Equity Securities	903	956
BENEFICIAL BANCORP INC	Equity Securities	1,486	1,603
BERKSHIRE HATHAWAY INC CL B	Equity Securities	9,337	11,741
BERRY PLASTICS GROUP INC	Equity Securities	3,567	3,938
BEST BUY CO INC	Equity Securities	7,131	7,409
BIG LOTS INC	Equity Securities	609	902
BIOGEN INC	Equity Securities	18,963	40,179
BIOMARIN PHARMACEUTICAL INC	Equity Securities	9,736	15,879
BIOSCRIP INC	Equity Securities	21	21
BIRD CONSTRUCTION INC	Equity Securities	458	343
BLACK DIAMOND GROUP LTD	Equity Securities	436	130
BLACKBERRY LTD	Equity Securities	11,415	6,533
* BLACKROCK INC	Equity Securities	2,393	3,054
BLUE HILLS BANCORP INC	Equity Securities	1,291	1,337
BLUEPRINT MEDICINES CORP	Equity Securities	634	873
BMTC GROUP INC	Equity Securities	601	472
BOEING CO/THE	Equity Securities	10,170	12,371
BONTERRA ENERGY CORP	Equity Securities	557	336
BORGWARNER INC	Equity Securities	541	520
BOSTON PRIVATE FINANCIAL HOLDI	Equity Securities	1,710	1,883
BOSTON SCIENTIFIC CORP	Equity Securities	3,569	6,505
BRINKER INTERNATIONAL INC	Equity Securities	2,106	1,967
BRISTOL MYERS SQUIBB CO	Equity Securities	6,057	6,106
BROADCOM LTD	Equity Securities	3,028	4,575
BROADRIDGE FINANCIAL SOLUTIONS	Equity Securities	517	542
BROCADE COMMUNICATIONS SYS	Equity Securities	2,849	2,781
BROOKDALE SENIOR LIVING INC	Equity Securities	629	621
BROWN FORMAN CORP CLASS B	Equity Securities	582	736
BRUKER CORP	Equity Securities	755	897
BRUNSWICK CORP/DE	Equity Securities	4,627	4,531
BUILDERS FIRSTSOURCE INC	Equity Securities	1,489	1,412
BUNGE LTD	Equity Securities	4,749	3,744
BURLINGTON STORES INC	Equity Securities	523	794
BWX TECHNOLOGIES INC	Equity Securities	1,912	2,333
C.H. ROBINSON WORLDWIDE INC	Equity Securities	1,170	1,119
CA INC	Equity Securities	630	727
CABOT CORP	Equity Securities	4,686	5,387
CABOT OIL + GAS CORP	Equity Securities	4,685	5,016
CADENCE DESIGN SYSTEMS INC	Equity Securities	497	516

CAE INC	Equity Securities	1,787	2,088
CALLIDUS SOFTWARE INC	Equity Securities	1,799	2,167
CALLON PETROLEUM CO	Equity Securities	1,679	2,746
CALPINE CORP	Equity Securities	314	269
CAMDEN NATIONAL CORP	Equity Securities	997	1,112
CAMPBELL SOUP CO	Equity Securities	740	763
CAN IMPERIAL BK OF COMMERCE	Equity Securities	1,628	1,502
CANADIAN NATL RAILWAY CO	Equity Securities	1,777	1,755
CANADIAN NATURAL RESOURCES	Equity Securities	5,795	4,953
CANADIAN NATURAL RESOURCES LTD	Equity Securities	1,276	1,676
CANADIAN PACIFIC RAILWAY LTD	Equity Securities	6,687	5,484
CANADIAN TIRE CORP CLASS A	Equity Securities	2,597	2,529
CANADIAN WESTERN BANK	Equity Securities	792	521
CAPELLA EDUCATION CO	Equity Securities	269	297
CAPITAL ONE FINANCIAL CORP	Equity Securities	8,547	9,279
CAPITAL SENIOR LIVING CORP	Equity Securities	1,631	1,223
CARA OPERATIONS LTD SUB VTG	Equity Securities	141	136
CARDINAL HEALTH INC	Equity Securities	8,427	8,548
CARDTRONICS PLC	Equity Securities	2,067	2,078
CARLISLE COS INC	Equity Securities	2,236	2,267
CARMAX INC	Equity Securities	11,833	14,460
CARNIVAL CORP	Equity Securities	10,137	12,841
CARROLS RESTAURANT GROUP INC	Equity Securities	1,237	1,313
CARTER'S INC	Equity Securities	1,620	1,413
CASCADES INC	Equity Securities	407	700
CATALENT INC	Equity Securities	1,896	2,127
CATERPILLAR INC	Equity Securities	8,675	8,811
CAVIUM INC	Equity Securities	4,932	4,324
CBIZ INC	Equity Securities	2,082	2,159
CBRE GROUP INC A	Equity Securities	443	543
CBS CORP CLASS B NON VOTING	Equity Securities	2,797	3,207
CDK GLOBAL INC	Equity Securities	471	499
CDW CORP/DE	Equity Securities	2,240	2,396
CELANESE CORP SERIES A	Equity Securities	2,147	2,466
CELESTICA INC	Equity Securities	1,569	1,694
CELGENE CORP	Equity Securities	3,881	5,537
CEMPRA INC	Equity Securities	431	552
CENTENE CORP	Equity Securities	783	757
CENTENNIAL RESOURCE DEVELOPMEN	Equity Securities	1,366	1,824
CENTERPOINT ENERGY INC	Equity Securities	6,628	6,949
CENTRAL GARDEN & PET CO	Equity Securities	552	556
CENTURYLINK INC	Equity Securities	3,355	2,851
CERNER CORP	Equity Securities	4,926	7,562
CF INDUSTRIES HOLDINGS INC	Equity Securities	3,172	1,685
CGI GROUP INC CLASS A	Equity Securities	2,577	3,452
CHARTER COMMUNICATIONS INC	Equity Securities	2,379	3,949
CHENIERE ENERGY INC	Equity Securities	451	628
CHEVRON CORP	Equity Securities	15,763	16,307
CHICAGO BRIDGE + IRON CO NV	Equity Securities	2,222	1,385
CHIPOTLE MEXICAN GRILL INC	Equity Securities	6,781	8,615
CHUBB LTD	Equity Securities	7,264	8,410
CHURCH + DWIGHT CO INC	Equity Securities	649	852
CIENA CORP	Equity Securities	1,146	1,391
CIGNA CORP	Equity Securities	3,928	4,597
CIMAREX ENERGY CO	Equity Securities	1,496	2,021
CINCINNATI FINANCIAL CORP	Equity Securities	593	795
CINEMARK HOLDINGS INC	Equity Securities	1,331	1,501
CINTAS CORP	Equity Securities	395	680
CIRCOR INTERNATIONAL INC	Equity Securities	735	899
CISCO SYSTEMS INC	Equity Securities	28,438	37,824
CIT GROUP INC	Equity Securities	2,466	2,007
* CITIGROUP INC	Equity Securities	37,247	36,112
CITIZENS FINANCIAL GROUP	Equity Securities	1,135	1,203
CITRIX SYSTEMS INC	Equity Securities	7,762	8,352
CIVITAS SOLUTIONS INC	Equity Securities	1,477	1,012
CLOROX COMPANY	Equity Securities	917	1,101
CLUBCORP HOLDINGS INC	Equity Securities	849	706
CME GROUP INC	Equity Securities	1,955	2,448
CMS ENERGY CORP	Equity Securities	627	778
COACH INC	Equity Securities	844	660
COCA COLA CO/THE	Equity Securities	11,166	11,903
COCA-COLA BOTTLING CO CONSOLID	Equity Securities	1,703	1,185
COGECO COMMUNICATIONS INC	Equity Securities	991	941
COGENT COMMUNICATIONS HOLDIN	Equity Securities	1,282	1,715
COGNIZANT TECH SOLUTIONS A	Equity Securities	2,043	2,002
COLGATE PALMOLIVE CO	Equity Securities	3,450	4,275
COMCAST CORP CLASS A	Equity Securities	22,454	27,522
COMERICA INC	Equity Securities	463	564
COMMERCIAL METALS CO	Equity Securities	196	189
COMMSCOPE HOLDING CO INC	Equity Securities	1,494	1,499
COMPASS MINERALS INTERNATIONAL	Equity Securities	2,329	2,123
COMPUTER SCIENCES CORP	Equity Securities	2,782	3,782
COMTECH TELECOMMUNICATIONS	Equity Securities	443	177
CONAGRA FOODS INC	Equity Securities	1,017	1,297
CONCHO RESOURCES INC	Equity Securities	1,082	1,338
CONNECTICUT VY STRUCTURED CR	Equity Securities	3	-
CONOCOPHILLIPS	Equity Securities	4,045	3,652
CONSOLIDATED EDISON INC	Equity Securities	1,407	1,575
CONSTELLATION BRANDS INC A	Equity Securities	1,297	2,006
CONSTELLUM NV CLASS A	Equity Securities	1,167	470
CONTINENTAL RESOURCES INC/OK	Equity Securities	284	334
COOPER COS INC/THE	Equity Securities	577	592
COOPER TIRE + RUBBER	Equity Securities	3,350	4,042
COOPER-STANDARD HOLDINGS INC	Equity Securities	4,540	5,444
COPART INC	Equity Securities	1,239	1,767
COPPER MOUNTAIN MINING CORP	Equity Securities	235	63
CORE LABORATORIES N.V.	Equity Securities	369	303
CORELOGIC INC/UNITED STATES	Equity Securities	4,129	4,055
CORNERSTONE ONDEMAND INC	Equity Securities	1,972	2,555

CORNING INC	Equity Securities	7,864	9,874
COSTCO WHOLESALE CORP	Equity Securities	3,622	4,548
COVENANT TRANSPORTATION GROUP	Equity Securities	655	661
COWEN GROUP INC CLASS A	Equity Securities	1,433	1,322
CR BARD INC	Equity Securities	846	1,119
CRAY INC	Equity Securities	356	295
CREE INC	Equity Securities	4,901	2,999
CRESCENT POINT ENERGY CORP	Equity Securities	2,489	2,400
CRH PLC	Equity Securities	783	880
CROWN HOLDINGS INC	Equity Securities	1,826	2,125
CSRA Inc	Equity Securities	3,820	3,800
CSX CORP	Equity Securities	4,898	5,436
CUMMINS INC	Equity Securities	4,040	3,972
CVS HEALTH CORP	Equity Securities	13,422	15,087
DANA HOLDING CORP	Equity Securities	2,141	1,904
DANAHER CORP W/D	Equity Securities	2,592	3,295
DARDEN RESTAURANTS INC	Equity Securities	432	499
DARLING INGREDIENTS INC	Equity Securities	1,053	1,013
DAVITA HEALTHCARE PARTNERS I	Equity Securities	655	724
DBV TECHNOLOGIES SA	Equity Securities	1,979	2,165
DEAN FOODS CO	Equity Securities	1,594	1,442
DECKERS OUTDOOR CORP	Equity Securities	1,248	1,155
DEERE + CO	Equity Securities	5,136	5,492
DELL TECHNOLOGIES INC CLASS V	Equity Securities	2,962	3,120
DELPHI AUTOMOTIVE PLC	Equity Securities	964	1,327
DELTA AIR LINES INC	Equity Securities	10,339	11,969
DELUXE CORP	Equity Securities	2,110	2,452
DENNY'S CORP	Equity Securities	1,829	1,778
DENTSPLY SIRONA Inc	Equity Securities	871	951
DEVON ENERGY CORP	Equity Securities	1,594	1,441
DHT HOLDINGS INC	Equity Securities	2,293	1,233
DHX MEDIA LTD VAR VOTING SHR	Equity Securities	653	477
DIAMONDBACK ENERGY INC	Equity Securities	2,883	3,683
DICK S SPORTING GOODS INC	Equity Securities	272	351
DILLARDS INC CL A	Equity Securities	2,096	1,456
DIPLOMAT PHARMACY INC	Equity Securities	637	580
DIRECTBUY HLDGS INC	Equity Securities	155	24
DIRECTBUY HLDGS INC.	Equity Securities	-	-
DISCOVER FINANCIAL SERVICES	Equity Securities	3,454	4,321
DISCOVERY COMMUNICATIONS A	Equity Securities	261	290
DISCOVERY COMMUNICATIONS C	Equity Securities	2,282	2,336
DISH NETWORK CORP A	Equity Securities	655	816
DOLLAR GENERAL CORP	Equity Securities	1,429	1,394
DOLLAR TREE INC	Equity Securities	1,126	1,268
DOMINION RESOURCES INC/VA	Equity Securities	2,778	3,138
DOMINO S PIZZA INC	Equity Securities	419	501
DOMTAR CORP	Equity Securities	2,171	1,708
DOVER CORP	Equity Securities	644	783
DOW CHEMICAL CO W/D	Equity Securities	4,481	5,686
DR HORTON INC	Equity Securities	607	727
DR PEPPER SNAPPLE GROUP INC	Equity Securities	909	1,169
DTE ENERGY COMPANY	Equity Securities	8,323	8,405
DU PONT (E.I.) DE NEMOURS	Equity Securities	4,272	5,240
DUKE ENERGY CORP	Equity Securities	3,399	3,745
DUN + BRADSTREET CORP	Equity Securities	274	367
E TRADE FINANCIAL CORP	Equity Securities	3,943	4,338
EAGLE MATERIALS INC	Equity Securities	812	959
EAST WEST BANCORP INC	Equity Securities	1,253	1,344
EASTMAN CHEMICAL CO	Equity Securities	3,316	3,148
EATON CORP PLC	Equity Securities	5,156	5,683
EATON VANCE CORP	Equity Securities	259	302
EBAY INC	Equity Securities	12,953	17,223
EBIX INC	Equity Securities	289	461
ECOLAB INC	Equity Securities	1,684	2,186
EDGEWELL PERSONAL CARE CO	Equity Securities	308	335
EDISON INTERNATIONAL	Equity Securities	8,085	8,789
EDWARDS LIFESCIENCES CORP	Equity Securities	7,107	11,974
ELDORADO GOLD CORP	Equity Securities	1,111	760
ELECTRONIC ARTS INC	Equity Securities	2,546	4,804
ELECTRONICS FOR IMAGING INC	Equity Securities	2,588	2,720
ELEMENT FINANCIAL CORP	Equity Securities	2,314	2,156
ELI LILLY + CO	Equity Securities	23,299	36,283
EMCOR GROUP INC	Equity Securities	1,072	1,389
EMERSON ELECTRIC CO	Equity Securities	2,356	2,362
EMPLOYERS HOLDINGS INC	Equity Securities	940	958
ENBRIDGE INC	Equity Securities	4,429	4,291
ENDO INTERNATIONAL PLC	Equity Securities	656	274
ENERGEN CORP	Equity Securities	1,104	1,044
ENERSYS	Equity Securities	2,594	2,892
ENSCO PLC CL A	Equity Securities	2,253	2,396
ENSIGN ENERGY SERVICES INC	Equity Securities	202	115
ENTEGRIIS INC	Equity Securities	121	277
ENTERGY CORP	Equity Securities	3,735	3,935
ENVISION HEALTHCARE HOLDINGS	Equity Securities	2,380	2,140
EOG RESOURCES INC	Equity Securities	4,035	5,395
EPAM SYSTEMS INC	Equity Securities	1,758	1,705
EQT CORP	Equity Securities	2,240	2,248
EQUIFAX INC	Equity Securities	693	1,072
ERICSSON (LM) TEL SP ADR	Equity Securities	8,728	5,296
ESSENT GROUP LTD	Equity Securities	1,508	1,655
ESTEE LAUDER COMPANIES CL A	Equity Securities	1,093	1,346
ETHAN ALLEN INTERIORS INC	Equity Securities	1,312	1,448
EVERBANK FINANCIAL CORP	Equity Securities	2,365	2,567
EVEREST RE GROUP LTD	Equity Securities	7,106	8,049
EVERSOURCE ENERGY	Equity Securities	1,028	1,161
EVERTEC INC	Equity Securities	1,322	1,154
EXELON CORP	Equity Securities	5,836	5,860
EXLSERVICE HOLDINGS INC	Equity Securities	1,756	1,904
EXPEDIA INC	Equity Securities	670	961

EXPEDITORS INTL WASH INC	Equity Securities	622	646
EXPRESS SCRIPTS HOLDING CO	Equity Securities	22,176	20,261
EXXON MOBIL CORP	Equity Securities	30,733	31,627
F5 NETWORKS INC	Equity Securities	1,367	1,458
FACEBOOK INC A	Equity Securities	31,424	61,660
FASTENAL CO	Equity Securities	766	797
FCB FINANCIAL HOLDINGS INC	Equity Securities	833	990
FEDERAL SIGNAL CORP	Equity Securities	2,569	2,288
FEDEX CORP	Equity Securities	16,602	23,542
FERRO CORP	Equity Securities	1,364	1,487
FERROGLOBE PLC	Equity Securities	652	646
FIDELITY NATIONAL INFO SERV	Equity Securities	2,568	3,141
FIFTH THIRD BANCORP	Equity Securities	7,533	8,477
FINANCIAL INSTITUTIONS INC	Equity Securities	991	1,006
FIRST AMERICAN FINANCIAL CORP	Equity Securities	1,820	1,980
FIRST FOUNDATION INC	Equity Securities	742	822
FIRST REPUBLIC BANK/CA	Equity Securities	550	771
FIRSTCASH INC	Equity Securities	1,384	1,346
FIRSTENERGY CORP	Equity Securities	8,823	8,503
FISERV INC	Equity Securities	1,074	1,506
FLEETCOR TECHNOLOGIES INC	Equity Securities	708	1,060
FLEXTRONICS INTL LTD	Equity Securities	9,805	13,396
FLIR SYSTEMS INC	Equity Securities	289	305
FLOWSERVE CORP	Equity Securities	367	413
FLUOR CORP	Equity Securities	2,030	2,236
FLY LEASING LTD	Equity Securities	1,381	1,271
FMC CORP	Equity Securities	1,626	1,893
FMC TECHNOLOGIES INC	Equity Securities	548	442
FNF GROUP	Equity Securities	451	622
FOOT LOCKER INC	Equity Securities	2,410	3,163
FORD MOTOR CO	Equity Securities	9,854	7,764
FORTINET INC	Equity Securities	335	369
FORTIS INC	Equity Securities	1,377	1,490
FORTIVE CORP	Equity Securities	2,247	2,524
FORTUNE BRANDS HOME + SECURI	Equity Securities	528	593
FRANKLIN ELECTRIC CO INC	Equity Securities	1,361	1,714
FRANKLIN RESOURCES INC	Equity Securities	1,010	941
FREEMPORT MCMORAN INC	Equity Securities	1,988	883
FRESH DEL MONTE PRODUCE INC	Equity Securities	4,566	5,205
FRONTIER COMMUNICATIONS CORP	Equity Securities	493	332
GAMESTOP CORP CLASS A	Equity Securities	1,642	1,355
GANNETT CO INC	Equity Securities	630	736
GAP INC/THE	Equity Securities	5,188	2,975
GARMIN LTD	Equity Securities	312	368
GARTNER INC	Equity Securities	495	478
GDI INTEGRATED FACILITY SERV	Equity Securities	152	154
GENERAL DYNAMICS CORP	Equity Securities	3,863	5,033
GENERAL ELECTRIC CO W/D	Equity Securities	17,089	19,908
GENERAL MILLS INC	Equity Securities	2,234	2,552
* GENERAL MOTORS CO	Equity Securities	2,891	2,986
GENESEE & WYOMING INC	Equity Securities	1,140	1,227
GENPACT LTD	Equity Securities	1,460	1,418
GENUINE PARTS CO	Equity Securities	832	1,008
GILDAN ACTIVEWEAR INC	Equity Securities	3,553	3,284
GILEAD SCIENCES INC	Equity Securities	31,087	29,689
GLOBAL BLOOD THERAPEUTICS INC	Equity Securities	54	67
GLOBAL BRASS + COPPER HOLDIN	Equity Securities	434	526
GLOBAL PAYMENTS INC	Equity Securities	1,727	1,919
GMP CAPITAL INC	Equity Securities	339	213
GOGO INC	Equity Securities	1,447	1,079
GOLDCORP INC	Equity Securities	3,787	2,912
* GOLDMAN SACHS GROUP INC	Equity Securities	20,697	21,290
GOODYEAR TIRE + RUBBER CO	Equity Securities	3,046	3,808
GRAPHIC PACKAGING HOLDING CO	Equity Securities	3,153	3,258
GREAT PLAINS ENERGY INC	Equity Securities	7,842	6,945
GREAT WESTERN BANCORP INC	Equity Securities	2,231	2,599
GROUP 1 AUTOMOTIVE INC	Equity Securities	2,265	1,680
GULFPORT ENERGY CORP	Equity Securities	1,522	1,478
H+E EQUIPMENT SERVICES INC	Equity Securities	1,049	761
H+R BLOCK INC	Equity Securities	362	396
HALLIBURTON CO	Equity Securities	2,485	2,623
HALOGEN SOFTWARE INC	Equity Securities	247	246
HANESBRANDS INC	Equity Securities	734	674
HANMI FINANCIAL CORP	Equity Securities	1,381	1,425
HARLEY DAVIDSON INC	Equity Securities	3,274	3,004
HARMAN INTERNATIONAL	Equity Securities	461	405
HARRIS CORP	Equity Securities	545	753
HARTFORD FINANCIAL SVCS GRP	Equity Securities	2,808	3,682
HASBRO INC	Equity Securities	1,969	2,064
HAWAIIAN HOLDINGS INC	Equity Securities	3,458	4,889
HCA HOLDINGS INC	Equity Securities	4,210	4,606
HEARTLAND EXPRESS INC	Equity Securities	2,267	2,169
HEICO CORP	Equity Securities	597	605
HELIX ENERGY SOLUTIONS GROUP I	Equity Securities	859	1,167
HELMERICH + PAYNE	Equity Securities	1,962	2,036
HENRY SCHEIN INC	Equity Securities	695	903
HEROUX DEVTEK INC	Equity Securities	570	576
HERSHEY CO/THE	Equity Securities	890	965
HESS CORP	Equity Securities	1,221	1,017
HEWLETT PACKARD ENTERPRISE CO	Equity Securities	15,634	20,654
HILL-ROM HOLDINGS INC	Equity Securities	1,271	1,494
HILTON WORLDWIDE HOLDINGS IN	Equity Securities	886	853
HOLLYFRONTIER CORP	Equity Securities	302	291
HOLOGIC INC	Equity Securities	461	635
HOME CAPITAL GROUP INC	Equity Securities	962	530
HOME DEPOT INC	Equity Securities	12,242	15,741
HONEYWELL INTERNATIONAL INC	Equity Securities	5,645	8,270
HORMEL FOODS CORP	Equity Securities	503	764
HP INC	Equity Securities	11,762	12,889

HSN INC	Equity Securities	873	704
HUB GROUP INC	Equity Securities	1,423	1,480
HUMANA INC	Equity Securities	1,314	1,813
HUNT (JB) TRANSPRT SVCS INC	Equity Securities	398	501
HUNTINGTON BANCSHARES INC	Equity Securities	2,532	2,945
HUNTINGTON INGALLS INDUSTRIE	Equity Securities	5,520	7,802
HUNTSMAN CORP	Equity Securities	1,990	1,868
HURON CONSULTING GROUP INC	Equity Securities	2,640	2,614
IAC/INTERACTIVECORP	Equity Securities	3,829	4,366
ICF INTERNATIONAL INC	Equity Securities	2,482	2,930
IDEX CORP	Equity Securities	1,108	1,460
IDEXX LABORATORIES INC	Equity Securities	543	676
IDT CORP CLASS B	Equity Securities	359	478
IHS MARKIT LTD	Equity Securities	854	945
ILG INC	Equity Securities	1,510	1,489
ILLINOIS TOOL WORKS	Equity Securities	1,854	2,672
ILLUMINA INC	Equity Securities	12,454	13,308
IMPERVA INC	Equity Securities	856	870
IMS HEALTH HOLDINGS INC	Equity Securities	300	338
INCYTE CORP	Equity Securities	6,737	6,327
INDUSTRIAL ALLIANCE INSURANC	Equity Securities	2,404	2,268
INGERSOLL RAND PLC	Equity Securities	1,682	2,155
INGLES MARKETS INC	Equity Securities	1,665	1,839
INGREDION INC	Equity Securities	1,732	2,941
INNERWORKINGS INC	Equity Securities	897	1,125
INNOPHOS HOLDINGS INC	Equity Securities	483	433
INPUT CAPITAL CORP	Equity Securities	331	235
INSPERITY INC	Equity Securities	5,432	5,659
INSTALLED BUILDING PRODUCTS IN	Equity Securities	1,580	2,073
INTACT FINANCIAL CORP	Equity Securities	1,093	1,183
INTEL CORP	Equity Securities	25,596	34,472
INTELIQUENT INC	Equity Securities	2,534	2,519
INTERCONTINENTAL EXCHANGE IN	Equity Securities	1,695	2,154
INTERNATIONAL PAPER CO	Equity Securities	4,140	4,402
INTERPUBLIC GROUP OF COS INC	Equity Securities	2,937	2,933
INTL BUSINESS MACHINES CORP	Equity Securities	17,864	16,922
INTL FLAVORS + FRAGRANCES	Equity Securities	499	748
INTRALINKS HOLDINGS INC	Equity Securities	1,217	1,468
INTUIT INC	Equity Securities	14,201	17,217
INTUITIVE SURGICAL INC	Equity Securities	1,386	1,886
INVENSENSE INC	Equity Securities	437	442
INVENTURE FOODS INC	Equity Securities	671	694
INVESCO LTD	Equity Securities	735	885
INVESTORS BANCORP INC	Equity Securities	3,268	3,276
ITT INC	Equity Securities	2,207	2,272
JABIL CIRCUIT INC	Equity Securities	4,435	4,824
JACOBS ENGINEERING GROUP INC	Equity Securities	5,930	6,356
JAMES RIVER GROUP HOLDINGS LTD	Equity Securities	728	963
JAZZ PHARMACEUTICALS PLC	Equity Securities	661	510
JETBLUE AIRWAYS CORP	Equity Securities	2,058	4,275
JM SMUCKER CO/THE	Equity Securities	947	1,094
JOHN WILEY & SONS INC	Equity Securities	1,194	1,223
JOHNSON + JOHNSON	Equity Securities	42,462	52,705
JOHNSON CONTROLS INTERNATIONAL	Equity Securities	3,520	3,518
JONES LANG LASALLE INC	Equity Securities	387	330
* JPMORGAN CHASE + CO	Equity Securities	38,662	47,484
JUNIPER NETWORKS INC	Equity Securities	2,078	2,017
K12 INC	Equity Securities	222	237
KANSAS CITY SOUTHERN	Equity Securities	536	652
KAR AUCTION SERVICES INC	Equity Securities	1,474	2,041
KEARNY FINANCIAL CORP/MD	Equity Securities	1,812	2,035
KELLOGG CO	Equity Securities	1,211	1,357
KEYCORP	Equity Securities	5,085	5,367
KEYSIGHT TECHNOLOGIES IN	Equity Securities	2,222	2,198
KIMBERLY CLARK CORP	Equity Securities	2,590	3,128
KINDER MORGAN INC W/I	Equity Securities	3,587	3,030
KIRBY CORP	Equity Securities	2,342	2,659
KLA TENCOR CORP	Equity Securities	4,093	4,545
KNOLL INC	Equity Securities	1,167	1,053
KNOWLEDGE UNIVERSE	Equity Securities	-	265
KOHL'S CORP	Equity Securities	5,925	4,852
KRAFT HEINZ CO/THE	Equity Securities	2,793	3,696
KROGER CO	Equity Securities	5,402	6,296
KULICKE + SOFFA INDUSTRIES	Equity Securities	4,027	3,935
L 3 COMMUNICATIONS HOLDINGS	Equity Securities	593	812
L BRANDS INC	Equity Securities	8,743	11,796
LABORATORY CRP OF AMER HLDGS	Equity Securities	3,643	3,830
LAM RESEARCH CORP	Equity Securities	3,503	4,726
LAS VEGAS SANDS CORP	Equity Securities	1,451	1,717
LCI INDUSTRIES	Equity Securities	905	912
LEAR CORP	Equity Securities	10,977	13,409
LEGGETT + PLATT INC	Equity Securities	339	401
LEIDOS HOLDINGS INC	Equity Securities	865	776
LENDINGCLUB CORP	Equity Securities	7,997	2,707
LENNAR CORP A	Equity Securities	439	527
LEUCADIA NATIONAL CORP	Equity Securities	797	740
LEVEL 3 COMMUNICATIONS INC	Equity Securities	867	944
LEXMARK INTERNATIONAL INC A	Equity Securities	679	763
LIBERTY BROADBAND CORP	Equity Securities	523	550
LIBERTY GLOBAL PLC A	Equity Securities	537	663
LIBERTY GLOBAL PLC LILAC	Equity Securities	263	221
LIBERTY GLOBAL PLC SERIES C	Equity Securities	1,299	1,509
LIBERTY INTERACTIVE CORP Q A	Equity Securities	576	569
LIBERTY MEDIA CORP-LIBERTY SIR	Equity Securities	470	697
LINCOLN NATIONAL CORP	Equity Securities	2,799	3,318
LINEAR TECHNOLOGY CORP	Equity Securities	1,440	2,014
LINKEDIN CORP A	Equity Securities	1,464	1,511
LIONS GATE ENTERTAINMENT CORP	Equity Securities	501	496
LKQ CORP	Equity Securities	467	728

LOCKHEED MARTIN CORP	Equity Securities	3,153	4,314
LOEWS CORP	Equity Securities	2,894	3,189
LOWE S COS INC	Equity Securities	6,537	7,468
LOXO ONCOLOGY INC	Equity Securities	1,395	1,458
LULULEMON ATHLETICA INC	Equity Securities	460	463
LUMENPULSE INC	Equity Securities	238	208
LUMOS NETWORKS CORP	Equity Securities	1,086	1,201
LYONDELLBASELL INDU CL A	Equity Securities	5,919	6,106
M + T BANK CORP	Equity Securities	1,010	1,115
MACDONALD DETTWILER + ASSOC	Equity Securities	1,108	925
MACY S INC	Equity Securities	5,260	3,547
MAGNA INTERNATIONAL INC	Equity Securities	3,909	3,647
MALLINCKRODT PLC	Equity Securities	572	544
MANPOWERGROUP INC	Equity Securities	2,032	1,808
MANULIFE FINANCIAL CORP	Equity Securities	4,558	3,642
MARATHON OIL CORP	Equity Securities	2,513	2,418
MARATHON PETROLEUM CORP	Equity Securities	4,689	5,909
MARKEL CORP	Equity Securities	927	929
MARRIOTT INTERNATIONAL CL A	Equity Securities	1,429	1,549
MARSH + MCLENNAN COS	Equity Securities	4,536	8,363
MARTIN MARIETTA MATERIALS	Equity Securities	631	747
MARTINREA INTERNATIONAL INC	Equity Securities	473	305
MARVELL TECHNOLOGY GROUP LTD	Equity Securities	403	378
MASCO CORP	Equity Securities	1,359	1,896
MASTERCARD INC CLASS A	Equity Securities	4,121	6,770
MATTEL INC	Equity Securities	695	716
MATTHEWS INTERNATIONAL CORP	Equity Securities	816	826
MAXIM INTEGRATED PRODUCTS	Equity Securities	595	771
MAXIMUS INC	Equity Securities	2,402	2,195
MCCORMICK + CO NON VTG SHRS	Equity Securities	632	793
MCDONALD S CORP	Equity Securities	6,195	6,912
MCKESSON CORP	Equity Securities	20,735	19,217
MEAD JOHNSON NUTRITION CO	Equity Securities	1,034	1,012
MEDIFAST INC	Equity Securities	1,066	1,328
MEDNAX INC	Equity Securities	2,172	2,517
MEDTRONIC PLC	Equity Securities	16,267	18,156
MENTOR GRAPHICS CORP	Equity Securities	2,542	2,652
MERCK + CO. INC.	Equity Securities	18,059	22,640
MERIT MEDICAL SYSTEMS INC	Equity Securities	1,303	1,341
MERITOR INC	Equity Securities	2,177	1,925
* METLIFE INC	Equity Securities	7,126	7,077
METTLER TOLEDO INTERNATIONAL	Equity Securities	463	755
MGM RESORTS INTERNATIONAL	Equity Securities	587	787
MICHAEL KORS HOLDINGS LTD	Equity Securities	664	580
MICROCHIP TECHNOLOGY INC	Equity Securities	642	912
MICRON TECHNOLOGY INC	Equity Securities	8,228	8,870
MICROSEMI CORP	Equity Securities	902	1,031
MICROSOFT CORP	Equity Securities	34,052	53,781
MIDLAND STATES BANCORP INC	Equity Securities	1,109	1,267
MINERALS TECHNOLOGIES INC	Equity Securities	341	346
MOBILEYE NV	Equity Securities	6,794	5,364
MOHAWK INDUSTRIES INC	Equity Securities	587	839
MOLINA HEALTHCARE INC	Equity Securities	821	851
MOLSON COORS BREWING CO B	Equity Securities	1,024	1,413
MONDELEZ INTERNATIONAL INC A	Equity Securities	3,643	4,678
MONOLITHIC POWER SYSTEMS INC	Equity Securities	3,623	4,935
MONSANTO CO	Equity Securities	15,112	16,166
MONSTER BEVERAGE CORP	Equity Securities	1,083	1,314
MOODY S CORP	Equity Securities	834	1,296
MOOG INC	Equity Securities	1,691	2,114
* MORGAN STANLEY	Equity Securities	12,191	13,768
MOSAIC CO/THE	Equity Securities	2,009	1,317
MOTORCAR PARTS OF AMERICA INC	Equity Securities	1,818	1,661
MOTOROLA SOLUTIONS INC	Equity Securities	590	835
MSCI INC	Equity Securities	473	537
MULTI-COLOR CORP	Equity Securities	2,986	2,633
MURPHY OIL CORP	Equity Securities	485	338
MYLAN NV	Equity Securities	1,600	1,207
NABORS INDUSTRIES LTD	Equity Securities	3,997	4,870
NASDAQ INC	Equity Securities	1,096	1,407
NATIONAL OILWELL VARCO INC	Equity Securities	4,823	3,082
NATIONAL WESTERN LIFE GROUP IN	Equity Securities	1,347	1,150
NATURAL GROCERS BY VITAMIN C	Equity Securities	952	520
NAVIENT CORP	Equity Securities	1,540	1,858
NETAPP INC	Equity Securities	13,527	13,600
NETEASE INC	Equity Securities	494	876
NETFLIX INC	Equity Securities	12,816	12,630
NETGEAR INC	Equity Securities	2,855	5,384
NETSUITE INC	Equity Securities	204	304
NETWORK COMMUNICATIONS	Equity Securities	-	7
NEUROCRINE BIOSCIENCES INC	Equity Securities	2,243	2,345
NEUSTAR INC CLASS A	Equity Securities	1,441	1,438
NEW FLYER INDUSTRIES INC	Equity Securities	410	708
NEW JERSEY RESOURCES CORP	Equity Securities	2,315	2,320
NEW YORK COMMUNITY BANCORP	Equity Securities	495	453
NEWELL RUBBERMAID INC	Equity Securities	2,105	2,738
NEWFIELD EXPLORATION CO	Equity Securities	2,938	2,969
NEWMONT MINING CORP	Equity Securities	1,547	1,397
NEWPARK RESOURCES INC	Equity Securities	769	721
NEWS CORP CLASS A	Equity Securities	1,565	1,707
NEXTERA ENERGY INC	Equity Securities	3,118	3,836
NIELSEN HOLDINGS PLC	Equity Securities	1,090	1,291
NIKE INC CL B	Equity Securities	3,769	4,823
NISOURCE INC	Equity Securities	539	516
NMI HOLDINGS INC	Equity Securities	820	789
NN INC	Equity Securities	1,437	1,584
NOBLE CORP PLC	Equity Securities	8,473	3,480
NOBLE ENERGY INC	Equity Securities	1,176	1,011
NORDSTROM INC	Equity Securities	431	486

NORFOLK SOUTHERN CORP	Equity Securities	1,627	1,978
NORTHERN TRUST CORP	Equity Securities	864	990
NORTHROP GRUMMAN CORP	Equity Securities	2,840	5,475
NORWEGIAN CRUISE LINE HOLDIN	Equity Securities	3,604	3,064
NOVARTIS AG SPONSORED ADR	Equity Securities	12,330	12,801
NRG ENERGY INC	Equity Securities	376	235
NUANCE COMMUNICATIONS INC	Equity Securities	9,447	7,669
NUCOR CORP	Equity Securities	1,026	1,069
NVIDIA CORP	Equity Securities	4,481	13,797
O REILLY AUTOMOTIVE INC	Equity Securities	1,205	1,860
OASIS PETROLEUM INC	Equity Securities	2,189	2,689
OCCIDENTAL PETROLEUM CORP	Equity Securities	7,123	6,507
OFFICE DEPOT INC	Equity Securities	712	362
OGE ENERGY CORP	Equity Securities	359	391
OLYMPIC STEEL INC	Equity Securities	337	287
OM ASSET MANAGEMENT PLC	Equity Securities	1,210	1,121
OMEGA PROTEIN CORP	Equity Securities	3,594	3,402
OMNICOM GROUP	Equity Securities	2,330	2,850
ON SEMICONDUCTOR CORP	Equity Securities	1,793	2,109
ONEBEACON INSURANCE GROUP LTD	Equity Securities	889	880
ONEOK INC	Equity Securities	534	711
OPHTHOTEC CORP	Equity Securities	898	706
ORACLE CORP	Equity Securities	24,265	25,163
ORTHOFIX INTERNATIONAL NV	Equity Securities	1,366	1,352
OSHKOSH CORP	Equity Securities	2,322	2,464
OSISKO GOLD ROYALTIES LTD	Equity Securities	173	144
OVERSEAS SHIPHOLDING GROUP INC	Equity Securities	2,437	2,274
OXFORD INDUSTRIES INC	Equity Securities	1,135	1,300
P G + E CORP	Equity Securities	1,913	2,088
PACCAR INC	Equity Securities	1,279	1,407
PACKAGING CORP OF AMERICA	Equity Securities	3,784	4,835
PAINTED PONY PETROLEUM	Equity Securities	364	297
PALO ALTO NETWORKS INC	Equity Securities	9,538	10,213
PAREX RESOURCES INC	Equity Securities	389	527
PARK CITY GROUP INC	Equity Securities	584	618
PARKER HANNIFIN CORP	Equity Securities	935	1,154
PARSLEY ENERGY INC	Equity Securities	1,121	1,952
PATHEON NV	Equity Securities	864	1,016
PATTERSON COS INC	Equity Securities	254	281
PAYCHEX INC	Equity Securities	997	1,242
PAYCOM SOFTWARE INC	Equity Securities	2,260	2,842
PAYPAL HOLDINGS INC	Equity Securities	4,665	6,093
PB BANCORP INC	Equity Securities	500	488
PCM INC	Equity Securities	912	983
PDC ENERGY INC	Equity Securities	1,463	1,462
PEGASUS COMPANIES INC	Equity Securities	170	60
PENSKE AUTOMOTIVE GROUP INC	Equity Securities	2,561	2,669
PENTAIR PLC	Equity Securities	575	762
PEOPLE S UNITED FINANCIAL	Equity Securities	300	335
PEPSICO INC	Equity Securities	25,744	30,539
PERFICIENT INC	Equity Securities	1,284	1,267
PERKINELMER INC	Equity Securities	2,351	3,086
PERRIGO CO PLC	Equity Securities	2,565	1,857
PETROWEST CORP CL A	Equity Securities	169	57
PFIZER INC	Equity Securities	30,880	36,351
PHARMERICA CORP	Equity Securities	1,549	1,583
PHILIP MORRIS INTERNATIONAL	Equity Securities	9,103	10,325
PHILLIPS 66	Equity Securities	7,627	9,344
PILGRIM S PRIDE CORP	Equity Securities	1,881	1,679
PINNACLE WEST CAPITAL	Equity Securities	504	584
PIONEER NATURAL RESOURCES CO	Equity Securities	1,585	2,114
PITNEY BOWES INC	Equity Securities	1,002	1,262
PLAINS GP HOLDINGS LP CLASS A	Equity Securities	160	201
PNC FINANCIAL SERVICES GROUP	Equity Securities	7,137	8,471
POLARIS INDUSTRIES INC	Equity Securities	317	318
PORTLAND GENERAL ELECTRIC CO	Equity Securities	675	724
POWELL INDUSTRIES INC	Equity Securities	1,072	1,230
POWER CORP OF CANADA	Equity Securities	1,523	1,224
PPG INDUSTRIES INC	Equity Securities	1,442	1,899
PPL CORP	Equity Securities	1,487	1,598
PRAXAIR INC	Equity Securities	4,088	4,472
PREFORMED LINE PRODUCTS CO	Equity Securities	540	557
PRICELINE GROUP INC/THE	Equity Securities	16,078	25,963
PRINCIPAL FINANCIAL GROUP	Equity Securities	741	1,008
PROCTER + GAMBLE CO/THE	Equity Securities	13,727	16,276
PROGRESSIVE CORP	Equity Securities	2,123	2,512
PROVIDENCE SERVICE CORP/THE	Equity Securities	1,395	1,313
* PRUDENTIAL FINANCIAL INC	Equity Securities	6,959	8,089
PUBLIC SERVICE ENTERPRISE GP	Equity Securities	6,686	7,236
PULTEGROUP INC	Equity Securities	331	434
PVH CORP	Equity Securities	7,399	8,636
QEP RESOURCES INC	Equity Securities	7,491	8,778
QIAGEN N.V.	Equity Securities	3,328	3,990
QORVO INC	Equity Securities	2,986	3,702
QUAD GRAPHICS INC	Equity Securities	4,794	5,272
QUALCOMM INC	Equity Securities	22,933	26,049
QUEBECOR INC CL B	Equity Securities	3,500	4,092
QUEST DIAGNOSTICS INC	Equity Securities	3,370	4,347
QUINTILES TRANSNATIONAL HOLD	Equity Securities	394	503
RADIAN GROUP INC	Equity Securities	1,573	1,756
RADIUS HEALTH INC	Equity Securities	704	611
RAGING RIVER EXPLORATION INC	Equity Securities	461	508
RALPH LAUREN CORP	Equity Securities	435	403
RAMBUS INC	Equity Securities	1,040	658
RANGE RESOURCES CORP	Equity Securities	585	491
RAYMOND JAMES FINANCIAL INC	Equity Securities	1,600	2,670
RAYTHEON COMPANY	Equity Securities	8,305	11,563
REALOGY HOLDINGS CORP	Equity Securities	365	256
RED HAT INC	Equity Securities	735	964

REGENERON PHARMACEUTICALS	Equity Securities	5,429	10,579
REGIONS FINANCIAL CORP	Equity Securities	4,953	5,428
REINSURANCE GROUP OF AMERICA I	Equity Securities	3,386	3,854
RELIANCE STEEL + ALUMINUM	Equity Securities	1,173	1,152
RENAISSANCERE HOLDINGS LTD	Equity Securities	283	363
REPUBLIC SERVICES INC	Equity Securities	694	851
RESMED INC	Equity Securities	486	612
REYNOLDS AMERICAN INC	Equity Securities	3,709	4,164
RICE ENERGY INC	Equity Securities	4,451	4,839
RICHELIEU HARDWARE LTD	Equity Securities	814	1,020
RITCHIE BROS AUCTIONEERS	Equity Securities	2,369	3,423
RITE AID CORP	Equity Securities	585	564
RMP ENERGY INC	Equity Securities	318	78
ROADRUNNER TRANSPORTATION SYST	Equity Securities	361	192
ROBERT HALF INTL INC	Equity Securities	1,181	1,184
ROCHE HOLDING AG GENUSSSCHEIN	Equity Securities	6,615	7,607
ROCKWELL AUTOMATION INC	Equity Securities	1,066	1,340
ROCKWELL COLLINS INC	Equity Securities	667	752
ROCKY MOUNTAIN DEALERSHIPS	Equity Securities	374	330
ROGERS COMMUNICATIONS INC B	Equity Securities	3,595	3,989
ROPER TECHNOLOGIES INC	Equity Securities	907	1,234
ROSS STORES INC	Equity Securities	5,267	9,605
ROWAN COS PLC	Equity Securities	2,797	2,525
ROYAL BANK OF CANADA W/I	Equity Securities	9,271	8,335
ROYAL CARIBBEAN CRUISES LTD	Equity Securities	1,735	2,036
RR DONNELLEY + SONS CO	Equity Securities	1,631	1,594
RSP PERMIAN INC	Equity Securities	882	1,204
RUTH S HOSPITALITY GROUP INC	Equity Securities	242	213
RYDER SYSTEM INC	Equity Securities	1,806	1,840
S&P GLOBAL INC	Equity Securities	1,402	2,281
SABRE CORP	Equity Securities	414	411
SALESFORCE.COM INC	Equity Securities	13,943	23,407
SANDERSON FARMS INC	Equity Securities	1,919	2,129
SANDSTORM GOLD LTD	Equity Securities	219	253
SANMINA CORP	Equity Securities	1,435	1,600
SANOFI ADR	Equity Securities	1,723	1,654
SAPUTO INC	Equity Securities	147	180
SBA COMMUNICATIONS CORP CL A	Equity Securities	747	974
SCANA CORP	Equity Securities	533	637
SCHLUMBERGER LTD	Equity Securities	16,888	16,338
SCHWAB (CHARLES) CORP	Equity Securities	15,879	23,976
SCOTTS MIRACLE-GRO CO/THE	Equity Securities	1,215	1,482
SCRIPPS NETWORKS INTER CL A	Equity Securities	1,159	1,165
SEAGATE TECHNOLOGY	Equity Securities	2,664	3,689
SEALED AIR CORP	Equity Securities	451	580
SEATTLE GENETICS INC	Equity Securities	1,104	1,769
SEI INVESTMENTS COMPANY	Equity Securities	358	451
SEMPRA ENERGY	Equity Securities	1,429	1,700
SENSATA TECHNOLOGIES HOLDING	Equity Securities	465	452
SERVICE CORP INTERNATIONAL/US	Equity Securities	1,576	1,598
SERVICEMASTER GLOBAL HOLDINGS	Equity Securities	2,187	2,068
SERVICENOW INC	Equity Securities	681	879
SHAW COMMUNICATIONS INC B	Equity Securities	1,026	1,087
SHERWIN WILLIAMS CO/THE	Equity Securities	1,073	1,468
SIGNATURE BANK	Equity Securities	480	403
SIGNET JEWELERS LTD	Equity Securities	559	388
SIRIUS XM HOLDINGS INC	Equity Securities	405	571
SKYWORKS SOLUTIONS INC	Equity Securities	783	982
SLEEP COUNTRY CANADA HOLDINGS	Equity Securities	159	272
SLM CORP	Equity Securities	475	513
SMITH (A.O.) CORP	Equity Securities	422	494
SMITH + WESSON HOLDING CORP	Equity Securities	4,446	4,332
SNAP ON INC	Equity Securities	575	593
SNYDER'S-LANCE INC	Equity Securities	1,769	1,844
SONY CORP SPONSORED ADR	Equity Securities	9,082	13,864
SOUTH JERSEY INDUSTRIES INC	Equity Securities	2,487	2,662
SOUTHERN CO/THE	Equity Securities	3,069	3,299
SOUTHWEST AIRLINES CO	Equity Securities	7,270	17,577
SOUTHWESTERN ENERGY CO	Equity Securities	2,212	1,320
SPARK ENERGY INC	Equity Securities	1,166	1,177
SPECTRA ENERGY CORP	Equity Securities	1,594	2,064
SPIRE INC	Equity Securities	2,291	2,244
SPIRIT AEROSYSTEMS HOLD CL A	Equity Securities	9,920	9,683
SPLUNK INC	Equity Securities	6,563	7,840
SPORTSMAN S WAREHOUSE HOLDIN	Equity Securities	804	705
SPRINT CORP	Equity Securities	662	1,001
ST JUDE MEDICAL INC	Equity Securities	5,015	6,255
STAMPS.COM INC	Equity Securities	1,328	1,333
STANFIELD CARRERA CLO	Equity Securities	3,264	-
STANLEY BLACK + DECKER INC	Equity Securities	2,830	3,608
STAPLES INC	Equity Securities	598	352
STARBUCKS CORP	Equity Securities	4,011	5,434
STARZ ACQUISITION LLC /CO	Equity Securities	2,188	1,868
* STATE STREET CORP	Equity Securities	5,908	6,945
STEEL DYNAMICS INC	Equity Securities	6,228	6,367
STELLA JONES INC	Equity Securities	658	814
STERICYCLE INC	Equity Securities	562	460
STEVEN MADDEN LTD	Equity Securities	2,415	2,412
STINGRAY DIGITAL VARIABLE S	Equity Securities	166	170
STONERIDGE INC	Equity Securities	289	296
STRANDLINE RESOURCES LTD	Equity Securities	-	-
STRYKER CORP	Equity Securities	2,160	2,707
SUNCOR ENERGY INC	Equity Securities	7,427	5,914
SUNOPTA INC	Equity Securities	940	1,263
SUNTRUST BANKS INC	Equity Securities	1,160	1,475
SUPERVALU INC W/D	Equity Securities	2,390	1,540
SYMANTEC CORP	Equity Securities	12,515	15,747
SYNCHRONOSS TECHNOLOGIES INC	Equity Securities	1,467	1,795
SYNCHRONY FINANCIAL W/I	Equity Securities	1,256	1,551

SYNERGY PHARMACEUTICALS INC	Equity Securities	926	883
SYNOPSIS INC	Equity Securities	6,359	7,510
SYNOVUS FINANCIAL CORP	Equity Securities	1,070	1,181
SYSCO CORP	Equity Securities	1,499	1,796
T MOBILE US INC	Equity Securities	1,606	1,868
T ROWE PRICE GROUP INC	Equity Securities	1,177	1,119
TAHOE RESOURCES INC	Equity Securities	1,081	1,016
TAKE-TWO INTERACTIVE SOFTWARE	Equity Securities	1,354	1,533
TAMARACK VALLEY ENERGY LTD	Equity Securities	435	267
TARGET CORP	Equity Securities	4,305	4,969
TD AMERITRADE HOLDING CORP	Equity Securities	441	608
TE CONNECTIVITY LTD	Equity Securities	7,947	8,449
TEAM HEALTH HOLDINGS INC	Equity Securities	2,031	1,472
TEAM INC	Equity Securities	1,874	1,943
TECH DATA CORP	Equity Securities	1,159	1,161
TEGNA INC	Equity Securities	1,449	1,746
TELEDYNE TECHNOLOGIES INC	Equity Securities	941	1,176
TELEFLEX INC	Equity Securities	1,587	1,966
TELIGENT INC	Equity Securities	1,076	1,043
TELUS CORP	Equity Securities	2,456	2,734
TENET HEALTHCARE CORP	Equity Securities	1,343	1,013
TENNECO INC	Equity Securities	1,525	1,911
TERADATA CORP	Equity Securities	1,737	1,907
TERADYNE INC	Equity Securities	627	693
TERRAVIA HOLDINGS INC	Equity Securities	1,302	560
TESARO INC	Equity Securities	788	972
TESLA MOTORS INC	Equity Securities	1,883	2,842
TESORO CORP	Equity Securities	405	649
TEVA PHARMACEUTICAL SP ADR	Equity Securities	2,372	1,818
TEXAS INSTRUMENTS INC	Equity Securities	15,798	27,608
TEXTRON INC	Equity Securities	1,585	1,738
TFS FINANCIAL CORP	Equity Securities	2,048	2,094
THERMO FISHER SCIENTIFIC INC	Equity Securities	8,300	11,057
THOR INDUSTRIES INC	Equity Securities	4,863	5,933
TIFFANY + CO	Equity Securities	547	593
TIME WARNER INC	Equity Securities	4,110	5,404
TIMKEN CO	Equity Securities	1,628	1,748
TIVITY HEALTH INC	Equity Securities	347	376
TIVO CORP	Equity Securities	1,269	1,272
TJX COMPANIES INC	Equity Securities	3,703	6,235
TOLL BROTHERS INC	Equity Securities	309	350
TOPBUILD CORP	Equity Securities	2,965	2,679
TORC OIL + GAS LTD	Equity Securities	365	266
TORCHMARK CORP	Equity Securities	1,468	1,726
TOREX GOLD RESOURCES INC	Equity Securities	330	486
TORONTO DOMINION BANK	Equity Securities	10,531	9,736
TOTAL ENERGY SERVICES INC	Equity Securities	428	274
TOTAL SYSTEM SERVICES INC	Equity Securities	2,042	2,094
TOURMALINE OIL CORP	Equity Securities	4,782	3,559
TRACTOR SUPPLY COMPANY	Equity Securities	577	604
TRANSCANADA CORP	Equity Securities	3,739	3,864
TRANSDIGM GROUP INC	Equity Securities	698	1,046
TRANSFORCE INC	Equity Securities	1,142	1,046
TRANSOCEAN LTD	Equity Securities	5,151	1,407
TRAVELERS COS INC/THE	Equity Securities	5,686	7,580
TREEHOUSE FOODS INC	Equity Securities	933	985
TRIBUNE MEDIA CO A	Equity Securities	5,321	3,331
TRIMBLE NAVIGATION LTD	Equity Securities	4,508	5,435
TRINITY INDUSTRIES INC	Equity Securities	2,254	1,804
TRINSEO SA	Equity Securities	422	441
TRIPADVISOR INC	Equity Securities	460	520
TRIUMPH GROUP INC	Equity Securities	1,697	973
TRONC INC	Equity Securities	57	51
TUPPERWARE BRANDS CORP	Equity Securities	957	1,111
TWENTY FIRST CENTURY FOX B	Equity Securities	894	722
TWENTY FIRST CENTURY FOX A	Equity Securities	1,613	1,808
TWITTER INC	Equity Securities	1,113	871
TYLER TECHNOLOGIES INC	Equity Securities	2,304	2,723
TYSON FOODS INC CL A	Equity Securities	11,326	16,413
UGI CORP	Equity Securities	506	520
ULTA SALON COSMETICS + FRAGR	Equity Securities	661	1,000
UNDER ARMOUR INC	Equity Securities	3,703	3,163
UNDER ARMOUR INC CLASS A	Equity Securities	4,027	3,586
UNION PACIFIC CORP	Equity Securities	4,096	5,596
UNITED COMMUNITY BANKS INC/GA	Equity Securities	1,597	1,875
UNITED CONTINENTAL HOLDINGS	Equity Securities	5,151	7,077
UNITED NATURAL FOODS INC	Equity Securities	1,179	933
UNITED PARCEL SERVICE CL B	Equity Securities	5,849	7,376
UNITED RENTALS INC	Equity Securities	4,380	4,419
UNITED TECHNOLOGIES CORP	Equity Securities	7,240	7,878
UNITED THERAPEUTICS CORP	Equity Securities	1,929	1,748
UNITEDHEALTH GROUP INC	Equity Securities	22,132	26,164
UNIVERSAL CORP/VA	Equity Securities	1,782	2,172
UNIVERSAL DISPLAY CORP	Equity Securities	961	1,654
UNIVERSAL HEALTH SERVICES B	Equity Securities	595	770
UNUM GROUP	Equity Securities	1,987	2,332
US BANCORP	Equity Securities	5,391	6,430
US PHYSICAL THERAPY INC	Equity Securities	267	357
US SILICA HOLDINGS INC	Equity Securities	664	731
VALERO ENERGY CORP	Equity Securities	7,723	9,187
VALIDUS HOLDINGS LTD	Equity Securities	9,713	11,662
VALSPAR CORP/THE	Equity Securities	540	530
VANTIV INC CL A	Equity Securities	442	574
VARIAN MEDICAL SYSTEMS INC	Equity Securities	505	652
VECTOR GROUP LTD	Equity Securities	1,426	1,374
VECTRUS INC	Equity Securities	310	147
VELAN INC	Equity Securities	14	12
VERISIGN INC	Equity Securities	406	534
VERISK ANALYTICS INC	Equity Securities	712	898

VERIZON COMMUNICATIONS INC	Equity Securities	38,222	40,551
VERMILION ENERGY INC	Equity Securities	3,020	2,819
VERTEX PHARMACEUTICALS INC	Equity Securities	1,265	1,473
VF CORP	Equity Securities	1,104	1,282
VIACOM INC CLASS B	Equity Securities	6,004	4,397
VIRTUSA CORP	Equity Securities	2,557	1,180
VISA INC CLASS A SHARES	Equity Securities	16,169	46,973
VISTA OUTDOOR INC	Equity Securities	1,802	1,602
VMWARE INC CLASS A	Equity Securities	2,211	2,236
VOYA FINANCIAL INC	Equity Securities	9,342	8,027
VULCAN MATERIALS CO	Equity Securities	767	1,019
WABASH NATIONAL CORP	Equity Securities	2,767	3,282
WABCO HOLDINGS INC	Equity Securities	413	431
WABTEC CORP	Equity Securities	513	514
WAL MART STORES INC	Equity Securities	18,103	19,265
WALGREENS BOOTS ALLIANCE INC	Equity Securities	4,667	5,644
WALT DISNEY CO/THE	Equity Securities	9,192	13,288
WASTE CONNECTIONS INC	Equity Securities	831	891
WASTE MANAGEMENT INC	Equity Securities	1,556	1,893
WATERS CORP	Equity Securities	1,328	1,976
WEATHERFORD INTERNATIONAL PL	Equity Securities	688	313
WEB.COM GROUP INC	Equity Securities	2,037	1,512
WEC ENERGY GROUP INC	Equity Securities	1,071	1,264
WELLCARE HEALTH PLANS INC	Equity Securities	3,931	4,040
WELLS FARGO + CO	Equity Securities	19,538	21,129
WESCO INTERNATIONAL INC	Equity Securities	1,332	1,695
WEST FRASER TIMBER CO LTD	Equity Securities	953	621
WESTAR ENERGY INC	Equity Securities	536	539
WESTERN ALLIANCE BANCORP	Equity Securities	1,974	2,185
WESTERN DIGITAL CORP	Equity Securities	5,164	5,237
WESTERN UNION CO	Equity Securities	3,993	4,126
WESTJET AIRLINES LTD	Equity Securities	3,811	2,881
WESTROCK CO	Equity Securities	1,761	1,795
WHIRLPOOL CORP	Equity Securities	3,403	4,096
WHITE MOUNTAINS INSURANCE GROU	Equity Securities	3,029	3,313
WHITECAP RESOURCES INC	Equity Securities	513	369
WHITEWAVE FOODS CO	Equity Securities	541	615
WHOLE FOODS MARKET INC	Equity Securities	804	650
WILLIAMS COS INC	Equity Securities	1,310	1,532
WILLIAMS-SONOMA INC	Equity Securities	4,349	4,342
WILLIS TOWERS WATSON PLC	Equity Securities	1,081	1,180
WINPAK LTD	Equity Securities	653	867
WINTRUST FINANCIAL CORP	Equity Securities	1,009	1,250
WNS HOLDINGS LTD	Equity Securities	619	629
WOLVERINE WORLD WIDE INC	Equity Securities	1,360	1,322
WORKDAY INC CLASS A	Equity Securities	578	706
WORLD ACCEPTANCE CORP	Equity Securities	415	368
WR BERKLEY CORP	Equity Securities	2,808	2,994
WR GRACE & CO	Equity Securities	330	347
WW GRAINGER INC	Equity Securities	788	871
WYNDHAM WORLDWIDE CORP	Equity Securities	2,372	2,458
WYNN RESORTS LTD	Equity Securities	567	522
XCEL ENERGY INC	Equity Securities	1,280	1,459
XEROX CORP	Equity Securities	4,318	3,889
XILINX INC	Equity Securities	673	911
XL GROUP LTD	Equity Securities	1,852	1,868
XYLEM INC	Equity Securities	459	658
YADKIN FINANCIAL CORP	Equity Securities	1,728	1,896
YAHOO INC	Equity Securities	3,512	4,191
YUM BRANDS INC	Equity Securities	1,989	2,526
ZILLOW GROUP INC C	Equity Securities	278	253
ZIMMER BIOMET HOLDINGS INC	Equity Securities	1,653	2,528
ZOETIS INC	Equity Securities	1,306	1,708
Total equity securities		3,472,767	4,108,486

Debt securities

21ST CENTURY FOX AMERICA	Debt Securities	116,659	125,008
3M COMPANY	Debt Securities	21,379	23,181
ABB FINANCE USA INC	Debt Securities	4,558	5,190
ABB TREASURY CENTER USA	Debt Securities	1,181	1,312
ABBOTT LABORATORIES	Debt Securities	14,945	15,448
ABBVIE INC	Debt Securities	237,022	245,419
ABN AMRO BANK NV	Debt Securities	6,873	7,086
ABU DHABI GOVT INT'L	Debt Securities	3,491	3,652
ABU DHABI NATIONAL ENERG	Debt Securities	5,658	5,775
ACE CAPITAL TRUST II	Debt Securities	4,626	4,945
ACE INA HOLDINGS	Debt Securities	38,732	40,260
ACE INA HOLDINGS INC	Debt Securities	3,369	3,570
ACTAVIS FUNDING SCS	Debt Securities	194,564	205,518
ACTAVIS INC	Debt Securities	12,476	13,371
ACTIVISION BLIZZARD	Debt Securities	1,594	1,607
ADELPHIA COMMUNICATIONS	Debt Securities	-	-
ADT CORP	Debt Securities	8,058	8,392
AEGON FUNDING CO LLC	Debt Securities	4,055	4,017
AERCAP GLOBAL AVIATION T	Debt Securities	1,071	1,079
AERCAP IRELAND CAP LTD/A	Debt Securities	4,000	4,150
AERCAP IRELAND CAP/GLOBA	Debt Securities	5,698	5,875
* AETNA INC	Debt Securities	177,209	183,549
AFLAC INC	Debt Securities	676	865
AGL CAPITAL CORP	Debt Securities	3,661	3,958
AGRIUM INC	Debt Securities	19,617	20,804
AIA GROUP LTD	Debt Securities	3,141	3,198
AID ISRAEL	Debt Securities	5,032	5,916
AIR CANADA 2013 1A PTT	Debt Securities	453	479
AIR LEASE CORP	Debt Securities	19,827	20,043
AIR LIQUIDE FINANCE	Debt Securities	16,772	16,951
AIRBUS GROUP FINANCE BV	Debt Securities	589	608
ALABAMA POWER CO	Debt Securities	84,285	89,994
ALBEMARLE CORP	Debt Securities	2,771	3,010

ALCOA INC	Debt Securities	2,713	2,846
ALEXANDRIA REAL ESTATE E	Debt Securities	11,727	12,392
ALIBABA GROUP HOLDING	Debt Securities	5,889	6,134
ALLEGHANY CORP	Debt Securities	3,340	3,486
ALLEGHENY ENERGY SUPPLY	Debt Securities	7,392	5,706
ALLERGAN INC	Debt Securities	3,314	3,471
ALLIED WORLD ASSURANCE	Debt Securities	213	234
ALLINA HEALTH SYSTEM	Debt Securities	4,125	4,940
ALLSTATE CORP	Debt Securities	19,042	21,385
ALLTEL CORP	Debt Securities	13,278	13,397
ALLY FINANCIAL INC	Debt Securities	5,903	6,180
ALPHABET INC	Debt Securities	17,319	17,470
ALTRIA GROUP INC	Debt Securities	107,077	114,192
AMAZON.COM INC	Debt Securities	40,887	45,215
AMER AIRLN 13 1 A PASS T	Debt Securities	1,299	1,491
AMER AIRLN 14 1 A PTT	Debt Securities	1,027	1,073
AMER AIRLN 14 1 B PTT	Debt Securities	981	997
AMER AIRLN 15 1 A PTT	Debt Securities	13,554	13,893
AMER AIRLN 15 2 AA PTT	Debt Securities	10,984	11,643
AMEREN ILLINOIS CO	Debt Securities	7,811	8,694
AMERICA MOVIL SAB DE CV	Debt Securities	39,412	40,980
AMERICAN AIRLINES 2013 2	Debt Securities	2,580	2,607
AMERICAN CAMPUS CMNTYS	Debt Securities	9,540	10,013
AMERICAN ELECTRIC POWER	Debt Securities	7,576	7,835
AMERICAN EXPRESS CO	Debt Securities	11,346	12,209
AMERICAN EXPRESS CREDIT	Debt Securities	10,000	10,017
AMERICAN FINANCIAL GROUP	Debt Securities	1,195	1,201
AMERICAN HONDA FINANCE	Debt Securities	8,255	8,216
AMERICAN INTL GROUP	Debt Securities	106,454	111,701
AMERICAN MUNI PWR OHIO INC OH	Debt Securities	5,162	6,748
AMERICAN TOWER CORP	Debt Securities	77,982	82,917
AMERICAN TOWER TRUST I	Debt Securities	2,903	3,114
AMERICAN TRANSMISSION SY	Debt Securities	6,955	7,189
AMERICAN WATER CAPITAL C	Debt Securities	6,575	7,348
AMERIPRISE FINANCIAL INC	Debt Securities	13,692	14,782
AMERISOURCEBERGEN CORP	Debt Securities	5,697	6,039
AMGEN INC	Debt Securities	137,935	140,597
ANADARKO FINANCE CO	Debt Securities	8,691	8,787
ANADARKO PETROLEUM CORP	Debt Securities	82,855	88,372
ANHEUSER BUSCH COS LLC	Debt Securities	12,291	12,889
ANHEUSER BUSCH INBEV FIN	Debt Securities	26,949	28,847
ANHEUSER BUSCH INBEV WOR	Debt Securities	84,291	90,006
ANHEUSER-BUSCH INBEV FIN	Debt Securities	266,112	293,593
ANTHEM INC	Debt Securities	73,885	78,878
AON CORP	Debt Securities	8,927	9,791
AON PLC	Debt Securities	14,113	14,980
APACHE CORP	Debt Securities	36,978	35,750
APPALACHIAN POWER CO	Debt Securities	25,859	28,430
APPLE INC	Debt Securities	306,321	325,113
ARCH CAPITAL GROUP LTD	Debt Securities	196	255
ARCH CAPITAL GRP US INC	Debt Securities	3,989	4,362
ARIZONA PUBLIC SERVICE	Debt Securities	26,310	29,016
ASCENSION HEALTH	Debt Securities	21,110	24,791
ASHLAND INC	Debt Securities	995	1,090
ASHLAND LLC	Debt Securities	3,627	3,822
ASTRAZENECA PLC	Debt Securities	62,713	66,896
AT&T INC	Debt Securities	152,692	160,183
AT+T CORP	Debt Securities	3,992	4,108
AT+T INC	Debt Securities	146,871	155,424
AT+T MOBILITY LLC	Debt Securities	17,788	17,881
ATLANTIC CITY ELECTRIC	Debt Securities	1,398	1,517
ATMOS ENERGY CORP	Debt Securities	5,397	5,780
AUST & NZ BANKING GRP NY	Debt Securities	999	1,016
AUTOMATIC DATA PROCESSNG	Debt Securities	450	491
AUTOZONE INC	Debt Securities	12,418	12,781
AVALONBAY COMMUNITIES	Debt Securities	15,050	15,276
AVALONBAY COMMUNITIES IN	Debt Securities	15,939	16,290
AVENTINE RENEWABLE ENRGY	Debt Securities	41	
AVERY DENNISON CORP	Debt Securities	499	510
AVIATION CAPITAL GROUP	Debt Securities	312	354
AVNET INC	Debt Securities	213	217
AXIS SPECIALTY FINAN PLC	Debt Securities	5,568	5,995
AXIS SPECIALTY FINANCE	Debt Securities	6,107	6,137
BAC CAPITAL TRUST XI	Debt Securities	2,317	2,424
BAE SYSTEMS FINANCE INC	Debt Securities	10,250	10,494
BAE SYSTEMS HOLDINGS INC	Debt Securities	9,236	9,845
BAE SYSTEMS PLC	Debt Securities	2,613	2,708
BAKER HUGHES INC	Debt Securities	4,503	4,436
BALTIMORE GAS + ELECTRIC	Debt Securities	12,022	13,081
BANC OF AMERICA COMMERCIAL MORTGAGE	Debt Securities	1,279	1,360
BANCO DO BRASIL (CAYMAN)	Debt Securities	2,095	1,966
BANCO SANTANDER BRAS CI	Debt Securities	7,218	7,052
BANCO SANTANDER SA	Debt Securities	530	555
BANK OF AMERICA CORP	Debt Securities	397,308	416,348
BANK OF AMERICA NA	Debt Securities	2,901	3,056
* BANK OF NEW YORK MELLON	Debt Securities	5,673	5,852
* BANK OF NY MELLON CORP	Debt Securities	29,964	29,969
BANK ONE CAPITAL III	Debt Securities	842	872
BANK ONE CORP	Debt Securities	10,274	10,439
* BARCLAYS BANK PLC	Debt Securities	24,620	21,460
* BARCLAYS PLC	Debt Securities	62,714	64,732
BARRICK GOLD CORP	Debt Securities	4,794	5,929
BARRICK INTL BARBADOS	Debt Securities	1,327	1,450
BARRICK NA FINANCE LLC	Debt Securities	18,623	21,932
BARRICK PD AU FIN PTY LT	Debt Securities	1,836	1,966
BAT INTL FINANCE PLC	Debt Securities	23,753	25,644
BAXALTA INC	Debt Securities	16,286	17,101
BAXTER INTERNATIONAL INC	Debt Securities	5,371	5,153
BAY AREA CA TOLL AUTH TOLL BRI	Debt Securities	24,056	31,906

BAYER US FINANCE LLC	Debt Securities	8,788	9,044
BAYLOR SCOTT + WHITE HOL	Debt Securities	11,880	13,034
BB+T CORPORATION	Debt Securities	8,008	8,059
BBVA BANCOMER SA TEXAS	Debt Securities	8,735	9,003
BEAM INC	Debt Securities	13,053	13,340
BEAR STEARNS COS LLC	Debt Securities	32,807	29,640
BECTON DICKINSON	Debt Securities	4,017	4,281
BECTON DICKINSON AND CO	Debt Securities	18,775	20,023
BED BATH + BEYOND INC	Debt Securities	3,876	3,808
BERKLEY (WR) CORPORATION	Debt Securities	5,646	6,017
BERKSHIRE HATHAWAY ENERG	Debt Securities	66,152	73,823
BERKSHIRE HATHAWAY FIN	Debt Securities	22,902	25,784
BERKSHIRE HATHAWAY INC	Debt Securities	73,680	80,496
BG ENERGY CAPITAL PLC	Debt Securities	19,627	20,936
BHP BILLITON FIN USA LTD	Debt Securities	53,100	59,779
BHP BILLITON FINANCE	Debt Securities	320	303
BIOGEN INC	Debt Securities	33,138	36,797
BK TOKYO MITSUBISHI UFJ	Debt Securities	7,187	7,607
* BLACKROCK INC	Debt Securities	1,047	1,075
BLACKSTONE HOLDINGS FINA	Debt Securities	9,718	10,036
BLUE CROSS BLUE SHIELD M	Debt Securities	13,529	13,948
BLUE CUBE SPINCO INC	Debt Securities	1,052	1,192
BM+FBVESPA SA	Debt Securities	946	977
BMW US CAPITAL LLC	Debt Securities	27,518	27,700
BNP PARIBAS	Debt Securities	45,918	47,311
BOEING CO	Debt Securities	49,966	53,121
BORGWARNER INC	Debt Securities	7,108	8,020
BOSTON GAS COMPANY	Debt Securities	5,130	5,525
BOSTON PROPERTIES LP	Debt Securities	29,774	30,588
BOSTON SCIENTIFIC CORP	Debt Securities	33,501	36,631
BP CAPITAL MARKETS PLC	Debt Securities	73,860	77,696
BPCE SA	Debt Securities	7,687	8,094
BRAMBLES USA INC	Debt Securities	5,958	6,197
BRANCH BANKING + TRUST	Debt Securities	8,126	8,564
BRANDYWINE OPER PARTNERS	Debt Securities	15,038	15,604
BRASKEM FINANCE LTD	Debt Securities	2,517	2,807
BRISTOL MYERS SQUIBB CO	Debt Securities	14,997	17,228
BRITISH GAS INTL FINANCE	Debt Securities	1,057	1,546
BRITISH TELECOM PLC	Debt Securities	4,094	4,360
BRIXMOR OPERATING PART	Debt Securities	19,921	20,328
BROWN FORMAN CORP	Debt Securities	1,819	1,893
BUCKEYE PARTNERS LP	Debt Securities	3,168	3,374
BUNGE LIMITED FINANCE CO	Debt Securities	1,343	1,385
BURLINGTN NORTH SANTA FE	Debt Securities	93,840	105,882
BURLINGTON RESOURCES FIN	Debt Securities	995	931
CA INC	Debt Securities	2,078	2,102
CABOT CORP	Debt Securities	2,145	2,197
CALIFORNIA INSTITUTE OF	Debt Securities	5,550	6,453
CALIFORNIA RESOURCES CRP	Debt Securities	1,626	1,041
CALIFORNIA ST	Debt Securities	50,719	61,005
CALIFORNIA ST EARTHQUAKE AUTH	Debt Securities	7,700	7,866
CAMDEN PROPERTY TRUST	Debt Securities	7,456	7,432
CAMERON INTL CORP	Debt Securities	3,062	3,228
CANADIAN NAT L RAILWAY	Debt Securities	999	1,202
CANADIAN NATL RAILWAY	Debt Securities	27,114	28,805
CANADIAN NATL RESOURCES	Debt Securities	40,455	43,933
CANADIAN OIL SANDS LTD	Debt Securities	1,995	2,124
CANADIAN PACIFIC RR CO	Debt Securities	20,060	23,002
CANTOR FITZGERALD LP	Debt Securities	5,028	5,320
CAPITAL ONE BANK USA NA	Debt Securities	11,082	11,607
CAPITAL ONE FINANCIAL CO	Debt Securities	44,524	46,331
CAPITAL ONE NA	Debt Securities	2,250	2,254
CARDINAL HEALTH INC	Debt Securities	6,049	6,435
CARGILL INC	Debt Securities	17,466	19,869
CARLYLE HOLDINGS FINANCE	Debt Securities	8,820	8,883
CARLYLE HOLDINGS II FIN	Debt Securities	6,572	7,162
CASE NEW HOLLAND INDUSTR	Debt Securities	458	414
CATERPILLAR FINANCIAL SE	Debt Securities	14,555	14,824
CATERPILLAR FINL SERVICE	Debt Securities	6,487	6,449
CATERPILLAR INC	Debt Securities	36,723	39,358
CATHOLIC HEALTH INITIATI	Debt Securities	2,717	2,862
CBS CORP	Debt Securities	26,112	28,166
CC HOLDINGS GS V LLC/CRO	Debt Securities	13,143	14,707
CELGENE CORP	Debt Securities	61,816	65,217
CENOVUS ENERGY INC	Debt Securities	11,335	10,878
CENTERPOINT ENER HOUSTON	Debt Securities	30,937	33,476
CENTERPOINT ENERGY RESOU	Debt Securities	1,690	1,916
CENTRICA PLC	Debt Securities	4,965	5,288
CF INDUSTRIES INC	Debt Securities	27,934	28,224
CHARLES SCHWAB CORP	Debt Securities	9,012	9,395
CHARTER COMM OPT LLC/CAP	Debt Securities	164,633	176,764
CHENIERE CORP CHRISTI HD	Debt Securities	6,900	7,452
CHEVRON CORP	Debt Securities	70,232	72,565
CHICAGO IL TRANSIT AUTH SALES	Debt Securities	10,600	11,586
CHINA RESOURCES GAS GROU	Debt Securities	1,997	2,187
CHUBB CORP	Debt Securities	30,616	33,107
CHUBB INA HOLDINGS INC	Debt Securities	52,827	57,540
CIELO SA/CIELO USA INC	Debt Securities	1,931	2,085
CIGNA CORP	Debt Securities	32,320	33,551
CIMAREX ENERGY CO	Debt Securities	4,412	4,387
CINCINNATI FINL CORP	Debt Securities	1,607	1,936
CINCINNATI OH WTR SYS REVENUE	Debt Securities	335	384
CINTAS CORPORATION NO. 2	Debt Securities	6,639	6,779
CISCO SYSTEMS INC	Debt Securities	50,478	54,463
CIT GROUP INC	Debt Securities	6,960	6,776
* CITICORP LEASE PASS THRU	Debt Securities	2,343	2,104
* CITIGROUP CAPITAL III	Debt Securities	2,229	2,646
* CITIGROUP COMMERCIAL MORTGAGE	Debt Securities	35,205	36,824
* CITIGROUP INC	Debt Securities	260,244	278,686

CITIZENS BANK NA/RI	Debt Securities	10,780	10,982
CITIZENS FINANCIAL GROUP	Debt Securities	2,587	2,668
CITY OF HOPE/THE	Debt Securities	1,501	1,939
CLECO CORPORATE HOLDINGS	Debt Securities	5,166	5,378
CLEVELAND CLINIC FOUN	Debt Securities	3,279	3,693
CLEVELAND ELECTRIC ILLUM	Debt Securities	6,111	5,907
CME GROUP INC	Debt Securities	27,867	31,451
CMS ENERGY CORP	Debt Securities	20,367	22,081
CNA FINANCIAL CORP	Debt Securities	7,894	8,505
CNOOC FINANCE 2012 LTD	Debt Securities	1,507	1,532
CNOOC FINANCE 2013 LTD	Debt Securities	2,266	2,279
CNOOC FINANCE 2015 US	Debt Securities	2,576	2,675
COBB MARIETTA COLISEUM EXHIB	Debt Securities	4,395	4,701
COCA COLA CO/THE	Debt Securities	4,596	4,942
COCA COLA FEMSA SAB CV	Debt Securities	7,533	8,255
COCA-COLA CO/THE	Debt Securities	31,505	31,501
CODELCO INC	Debt Securities	3,771	3,804
COLGATE PALMOLIVE CO	Debt Securities	2,967	3,112
COLONIAL PIPELINE CO	Debt Securities	2,627	2,621
COLORADO INT GAS CO/ISS	Debt Securities	11,472	11,401
COLUMBIA PIPELINE GROUP	Debt Securities	5,191	5,283
COMCAST CABLE COMMUNICAT	Debt Securities	6,259	5,907
COMCAST CORP	Debt Securities	264,408	299,340
COMM MORTGAGE TRUST	Debt Securities	71,726	76,241
COMMONWEALTH BANK AUST	Debt Securities	5,420	5,418
COMMONWEALTH EDISON CO	Debt Securities	83,958	90,730
COMMSCOPE INC	Debt Securities	2,548	2,631
COMPASS BANK	Debt Securities	3,986	3,937
CONAGRA FOODS INC	Debt Securities	2,580	2,749
CONNECTICUT LIGHT + PWR	Debt Securities	19,943	22,119
CONOCO FUNDING CO	Debt Securities	6,381	6,912
CONOCOPHILLIPS	Debt Securities	43,224	43,272
CONOCOPHILLIPS COMPANY	Debt Securities	89,519	95,218
CONOCOPHILLIPS HLDG CO	Debt Securities	8,358	8,396
CONSOLIDATED EDISON CO O	Debt Securities	104,795	112,831
CONSTELLATION ENERGY GRO	Debt Securities	2,773	3,095
CONSUMERS ENERGY CO	Debt Securities	17,001	18,722
CONTINENTAL RESOURCES	Debt Securities	6,683	6,053
CONTL AIRLINES 1998 1	Debt Securities	6	7
CONTL AIRLINES 2001 1	Debt Securities	25	28
CONTL AIRLINES 2007 1	Debt Securities	2,068	2,184
CONTL AIRLINES 2009 2	Debt Securities	6,348	6,578
CONTL AIRLINES 2010 A	Debt Securities	220	236
CONTL AIRLINES 2012 1 A	Debt Securities	1,726	1,843
CONTL AIRLINES 2012 2 A	Debt Securities	8,990	9,154
COOPERATIEVE RABOBANK UA	Debt Securities	20,843	20,939
CORNING INC	Debt Securities	4,682	4,641
CORPORATE OFFICE PROP LP	Debt Securities	4,582	4,879
COSTCO WHOLESALE CORP	Debt Securities	798	823
COVENTRY HEALTH CARE INC	Debt Securities	27,162	27,795
COVIDIEN INTL FINANCE SA	Debt Securities	16,277	17,262
COX COMMUNICATIONS INC	Debt Securities	61,543	61,421
CRED SUIS GP FUN LTD	Debt Securities	137,667	142,245
CREDIT AGRICOLE SA	Debt Securities	9,356	8,500
* CREDIT SUISSE NEW YORK	Debt Securities	68,301	70,338
* CREDIT SUISSE USA INC	Debt Securities	3,408	3,495
CRH AMERICA INC	Debt Securities	4,463	4,987
CROWN CASTLE INTL CORP	Debt Securities	51,000	53,647
CROWN CASTLE TOWERS LLC	Debt Securities	8,053	8,012
CSAIL COMMERCIAL MORTGAGE TRUST	Debt Securities	5,685	6,041
CSC HOLDINGS LLC	Debt Securities	575	588
CSN ISLANDS XI CORP	Debt Securities	220	138
CSX CORP	Debt Securities	40,449	42,647
CUMMINS INC	Debt Securities	3,479	4,148
CVS HEALTH CORP	Debt Securities	110,298	118,452
CVS PASS THROUGH TRUST	Debt Securities	17,880	19,212
CVS PASS-THROUGH TRUST	Debt Securities	6,714	6,752
DAI ICHI LIFE INSURANCE	Debt Securities	7,400	8,104
DAIMLER FINANCE NA LLC	Debt Securities	52,175	54,121
DANAHER CORP	Debt Securities	1,943	2,127
DARDEN RESTAURANTS INC	Debt Securities	3,044	3,098
DCP MIDSTREAM LLC	Debt Securities	7,060	6,491
DCP MIDSTREAM OPERATING	Debt Securities	4,924	5,057
DCT IND OPER PTNR LP	Debt Securities	772	795
DDR CORP	Debt Securities	23,045	23,857
DEERE + COMPANY	Debt Securities	22,691	24,593
DELHAIZE GROUP SA	Debt Securities	1,260	1,594
DELMARVA PWR + LIGHT CO	Debt Securities	9,274	10,014
DELPHI CORP	Debt Securities	996	1,073
DELTA AIR LINES 2007 1 A	Debt Securities	1,176	1,284
DELTA AIR LINES 2009 1A	Debt Securities	2,172	2,215
DELTA AIR LINES 2010 1 A	Debt Securities	100	102
DELTA AIR LINES 2010 2A	Debt Securities	1,418	1,425
DELTA AIR LINES 2011 1	Debt Securities	1,720	1,835
DELTA AIR LINES 2012 1A	Debt Securities	3,695	3,772
* DEUTSCHE BANK AG LONDON	Debt Securities	243	243
DEUTSCHE BANK COMMERCIAL MORTGAGE	Debt Securities	10,100	10,445
DEUTSCHE TELEKOM INT FIN	Debt Securities	24,017	26,168
DEVON ENERGY CORPORATION	Debt Securities	44,096	47,722
DEVON FINANCING CORP LLC	Debt Securities	4,577	4,353
DIAGEO CAPITAL PLC	Debt Securities	13,432	15,415
DIAGEO INVESTMENT CORP	Debt Securities	18,103	18,385
DIAMOND 1 FIN/DIAMOND 2	Debt Securities	93,891	103,236
DIAMOND OFFSHORE DRILL	Debt Securities	4,606	3,244
DIGITAL REALTY TRUST LP	Debt Securities	3,429	3,591
DIGNITY HEALTH	Debt Securities	10,167	10,820
DISCOVER BANK	Debt Securities	38,670	39,942
DISCOVER FINANCIAL SVS	Debt Securities	14,337	14,627
DISCOVERY COMMUNICATIONS	Debt Securities	15,500	16,642

DISH DBS CORP	Debt Securities	8,023	8,100
DNB BANK ASA	Debt Securities	4,988	5,089
DOMINION GAS HLDGS LLC	Debt Securities	20,909	22,316
DOMINION RESOURCES INC	Debt Securities	61,093	62,398
DOMTAR CORP	Debt Securities	7,477	7,878
DORIC NIMROD 2013 1 CL A	Debt Securities	3,877	4,080
DORIC NIMROD AIR 2012 1A	Debt Securities	1,080	1,130
DOVER CORP	Debt Securities	2,313	2,399
DOW CHEMICAL CO/THE	Debt Securities	26,690	27,575
DP WORLD LTD	Debt Securities	3,366	3,816
DR PEPPER SNAPPLE GROUP	Debt Securities	15,212	16,173
DTE ELECTRIC CO	Debt Securities	35,915	39,274
DTE ENERGY COMPANY	Debt Securities	2,312	2,845
DUKE ENERGY CAROLINAS	Debt Securities	68,430	73,693
DUKE ENERGY CORP	Debt Securities	94,569	96,197
DUKE ENERGY FL PROJ FIN	Debt Securities	25,039	25,239
DUKE ENERGY FLORIDA INC	Debt Securities	3,151	3,179
DUKE ENERGY FLORIDA LLC	Debt Securities	11,415	12,400
DUKE ENERGY INDIANA INC	Debt Securities	28,326	32,904
DUKE ENERGY OHIO INC	Debt Securities	18,372	19,649
DUKE ENERGY PROGRESS INC	Debt Securities	49,687	54,487
DUKE REALTY LP	Debt Securities	9,599	10,294
DUKE UNIVERSITY	Debt Securities	2,400	2,778
E.I. DU PONT DE NEMOURS	Debt Securities	944	971
EASTMAN CHEMICAL CO	Debt Securities	24,389	24,704
EATON CORP	Debt Securities	2,284	2,595
EBAY INC	Debt Securities	5,990	6,204
ECOLAB INC	Debt Securities	3,347	3,714
ECOPETROL SA	Debt Securities	2,689	2,659
EDWARDS LIFESCIENCES COR	Debt Securities	8,463	8,549
EL INVESTMENT CO LLC	Debt Securities	15,004	15,936
EL PASO ELECTRIC CO	Debt Securities	250	308
EL PASO NATURAL GAS	Debt Securities	17,536	17,317
ELECTRICITE DE FRANCE SA	Debt Securities	36,996	39,797
ELI LILLY + CO	Debt Securities	2,541	2,796
EMBOTELLADORA ANDINA SA	Debt Securities	798	880
EMD FINANCE LLC	Debt Securities	12,556	13,015
EMERA INC	Debt Securities	1,109	1,194
EMERA US FINANCE LP	Debt Securities	57,367	61,733
EMERSON ELECTRIC CO	Debt Securities	1,991	2,079
ENABLE MIDSTREAM PARTNER	Debt Securities	6,563	6,000
ENBRIDGE ENERGY PARTNERS	Debt Securities	19,584	20,799
ENBRIDGE INC	Debt Securities	3,209	3,060
ENCANA CORP	Debt Securities	11,965	12,405
ENDURANCE SPECIALTY HLDG	Debt Securities	2,609	3,104
ENEL FINANCE INTL NV	Debt Securities	5,887	6,338
ENERGY N W WA ELEC REVENUE	Debt Securities	2,150	2,244
ENERGY TRANSFER PARTNERS	Debt Securities	129,598	135,016
ENLINK MIDSTREAM PARTNER	Debt Securities	3,293	3,347
ENTERGY ARKANSAS INC	Debt Securities	2,743	2,871
ENTERGY CORP	Debt Securities	12,980	13,510
ENTERGY GULF STATES LA	Debt Securities	12,606	12,872
ENTERGY LOUISIANA LLC	Debt Securities	18,166	18,642
ENTERGY MISSISSIPPI INC	Debt Securities	15,674	16,141
ENTERGY TEXAS INC	Debt Securities	669	718
ENTERPRISE PRODUCTS OPER	Debt Securities	148,618	155,146
EOG RESOURCES INC	Debt Securities	63,745	67,674
EPR PROPERTIES	Debt Securities	1,512	1,545
EQT MIDSTREAM PARTNERS L	Debt Securities	4,176	4,129
ERAC USA FINANCE LLC	Debt Securities	25,643	27,053
ERP OPERATING LP	Debt Securities	26,869	28,298
ESSEX PORTFOLIO LP	Debt Securities	14,553	15,062
EVEREST REINSURANCE HLDG	Debt Securities	4,000	4,206
EVERSOURCE ENERGY	Debt Securities	15,662	16,153
EXELON CORP	Debt Securities	44,975	48,034
EXELON GENERATION CO LLC	Debt Securities	21,192	21,458
EXPERIAN FINANCE PLC	Debt Securities	2,787	2,812
EXPRESS SCRIPTS HOLDING	Debt Securities	60,320	61,479
EXXON MOBIL CORPORATION	Debt Securities	81,628	86,338
FAIRFAX FINL HLDGS LTD	Debt Securities	716	787
FANNIE MAE	Debt Securities	180,817	189,704
FANNIE MAE NOTES	Debt Securities	248,822	248,822
FANNIEMAE ACES	Debt Securities	6,250	6,322
FARMERS EXCHANGE CAP II	Debt Securities	616	622
FARMERS EXCHANGE CAP III	Debt Securities	940	949
FED FARM CRD DISCOUNT NT DISCOUNT NOTE	Debt Securities	19,395	19,395
FED HOME LN DISCOUNT NT	Debt Securities	15,196	15,197
FED HOME LN DISCOUNT NT DISCOUNT NOTE	Debt Securities	342,509	342,509
FED REPUBLIC OF BRAZIL	Debt Securities	5,880	5,438
FEDERAL FARM CREDIT BANK BONDS	Debt Securities	668,210	668,210
FEDERAL HOME LOAN BANK	Debt Securities	13,887	15,662
FEDERAL HOME LOAN BANK BONDS	Debt Securities	14,662	14,662
FEDERAL HOME LOAN BANK BONDS	Debt Securities	417,652	417,652
FEDERAL REALTY INVESTMEN	Debt Securities	17,059	18,435
FEDERAL REALTY INVS TRST	Debt Securities	4,964	5,236
FEDEX CORP	Debt Securities	52,322	57,628
FHLMC MULTIFAMILY STRUCTURED P	Debt Securities	6,953	7,034
FIDELITY NATIONAL INFORM	Debt Securities	68,963	72,819
FIDELITY NATL FINANCIAL	Debt Securities	4,637	4,833
FIFTH THIRD BANCORP	Debt Securities	10,890	11,342
FIFTH THIRD BANK	Debt Securities	5,720	6,015
FIRST AMERICAN FINANCIAL	Debt Securities	8,278	8,315
FIRST DATA CORPORATION	Debt Securities	11,701	11,486
FIRST REPUBLIC BANK	Debt Securities	2,825	2,866
FIRST TENNESSEE BANK	Debt Securities	6,385	6,486
FIRSTENERGY CORP	Debt Securities	3,591	3,680
FIRSTENERGY SOLUTIONS CO	Debt Securities	15,347	9,081
FIRSTMERIT CORPORATION	Debt Securities	2,614	2,740
FISERV INC	Debt Securities	11,010	11,892

FLEXTRONICS INTL LTD	Debt Securities	3,092	3,219
FLORIDA GAS TRANSMISSION	Debt Securities	8,208	8,332
FLORIDA POWER + LIGHT CO	Debt Securities	78,819	87,530
FLORIDA ST BRD OF ADMIN FIN CO	Debt Securities	5,653	5,842
FLORIDA ST HURRICANE CATASTROP	Debt Securities	3,508	3,669
FLUOR CORP	Debt Securities	3,858	4,153
FMR LLC	Debt Securities	14,724	16,609
FNMA POOL AS0302	Debt Securities	2,386	2,544
FNMA POOL AU1629	Debt Securities	7,794	8,246
FNMA TBA 30 YR 3.5	Debt Securities	28,190	28,245
FORD CREDIT AUTO OWNER TRUST/F	Debt Securities	2,249	2,269
FORD HOLDINGS LLC	Debt Securities	2,801	2,792
FORD MOTOR COMPANY	Debt Securities	43,350	44,192
FORD MOTOR CREDIT CO LLC	Debt Securities	73,195	74,216
FOREST LABORATORIES LLC	Debt Securities	4,373	4,432
FORTIS INC	Debt Securities	11,010	10,976
FORTIVE CORPORATION	Debt Securities	5,873	6,136
FORTUNE BRANDS HOME + SE	Debt Securities	8,445	9,125
FRANKLIN RESOURCES INC	Debt Securities	5,218	5,505
FREDDIE MAC	Debt Securities	37,676	38,364
FREDDIE MAC NOTES	Debt Securities	77,512	77,512
GATX CORP	Debt Securities	2,880	2,883
GE CAPITAL INTL FUNDING	Debt Securities	171,748	184,773
GENERAL DYNAMICS CORP	Debt Securities	5,830	6,195
GENERAL ELEC CAP CORP	Debt Securities	50,031	58,806
GENERAL ELECTRIC CO	Debt Securities	70,837	77,083
GENERAL MILLS INC	Debt Securities	534	617
* GENERAL MOTORS CO	Debt Securities	2,217	2,344
* GENERAL MOTORS FINL CO	Debt Securities	21,143	21,545
* GEORGE WASHINGTON UNIVER	Debt Securities	3,665	4,058
GEORGIA PACIFIC LLC	Debt Securities	14,388	15,921
GEORGIA POWER COMPANY	Debt Securities	21,420	22,327
GILEAD SCIENCES INC	Debt Securities	204,444	212,042
GLAXOSMITHKLINE CAP INC	Debt Securities	38,498	42,399
GLAXOSMITHKLINE CAPITAL	Debt Securities	13,013	14,033
GLENCORE FINANCE CANADA	Debt Securities	4,562	4,521
GLENCORE FUNDING LLC	Debt Securities	8,687	9,239
GLITNIR BANKI HF	Debt Securities	1,518	-
GLOBAL AVIATION HLDGS INC	Debt Securities	91	-
GLP CAPITAL LP / FIN II	Debt Securities	8,930	9,693
GOLD FIELDS OROGEN HOLD	Debt Securities	195	202
GOLDCORP INC	Debt Securities	17,910	19,578
* GOLDMAN SACHS CAPITAL I	Debt Securities	1,975	2,005
* GOLDMAN SACHS GROUP INC	Debt Securities	340,542	361,582
GOODMAN FUNDING PTY LTD	Debt Securities	1,434	1,567
GOVT OF BERMUDA	Debt Securities	3,105	3,315
GREAT PLAINS ENERGY INC	Debt Securities	100	109
GRUPO TELEvisa SAB	Debt Securities	20,668	21,284
GS MORTGAGE SECURITIES TRUST	Debt Securities	5,593	5,978
GTE CORP	Debt Securities	10,338	11,040
GTL TRADE FINANCE INC	Debt Securities	3,381	3,423
GUARDIAN LIFE INSURANCE	Debt Securities	2,477	2,609
GULFSTREAM NATURAL GAS	Debt Securities	10,821	11,350
HAIGHTS CROSS OPERATING	Debt Securities	5,450	155
HAIGHTS CROSS OPERATING COMPAN	Debt Securities	10,321	-
HALLIBURTON CO	Debt Securities	105,938	111,890
HALLIBURTON COMPANY	Debt Securities	3,572	3,664
HANOVER INSURANCE GROUP	Debt Securities	4,988	5,196
HARRIS CORPORATION	Debt Securities	5,590	5,722
HARTFORD FINL SVCS GRP	Debt Securities	21,821	22,324
HARVARD UNIVERSITY	Debt Securities	3,696	4,069
HCA INC	Debt Securities	23,428	24,018
HCP INC	Debt Securities	37,102	38,209
HEALTH NET INC	Debt Securities	1,168	1,102
HELLAS II	Debt Securities	4	-
HERTZ VEHICLE FINANCING LLC	Debt Securities	11,390	11,544
HESS CORP	Debt Securities	31,924	33,012
HEWLETT PACKARD CO	Debt Securities	8,669	8,829
HIGHMARK INC	Debt Securities	676	662
HIGHWOODS REALTY LP	Debt Securities	594	619
HILAND PART LP/CORP	Debt Securities	366	364
HILTON DOMESTIC OPERATIN	Debt Securities	2,170	2,213
HILTON USA TRUST	Debt Securities	5,820	5,751
HISTORIC TW INC	Debt Securities	4,070	4,389
HOLCIM CAPITAL CORP	Debt Securities	638	739
HOME DEPOT INC	Debt Securities	178,045	199,589
HONEYWELL INTERNATIONAL	Debt Securities	5,065	5,473
HOSPITALITY PROP TRUST	Debt Securities	7,022	7,369
HOSPITALITY PROPERTIES T	Debt Securities	6,081	6,293
HOST HOTELS & RESORTS LP	Debt Securities	5,691	6,001
HOST HOTELS + RESORTS LP	Debt Securities	1,367	1,474
HOWARD HUGHES MEDICAL IN	Debt Securities	1,938	2,085
HP ENTERPRISE CO	Debt Securities	16,843	17,759
HSBC BANK PLC	Debt Securities	3,262	3,410
HSBC BANK USA	Debt Securities	16,994	17,992
HSBC BANK USA NA	Debt Securities	11,047	11,745
HSBC BANK USA/BUFFALO	Debt Securities	1,381	1,401
HSBC FINANCE CORP	Debt Securities	24,977	25,512
HSBC HOLDINGS PLC	Debt Securities	170,556	181,177
HSBC USA INC	Debt Securities	10,911	10,693
HUMANA INC	Debt Securities	14,757	15,749
HUSKY ENERGY INC	Debt Securities	12,754	12,852
HUTCH WHAMPOA INT 11 LTD	Debt Securities	4,966	5,584
HUTCH WHAMPOA INT 12 II	Debt Securities	1,816	1,936
HYATT HOTELS CORP	Debt Securities	2,390	2,714
HYDRO QUEBEC	Debt Securities	8,448	8,145
IBERDROLA INTL BV	Debt Securities	1,097	1,378
IBM CORP	Debt Securities	39,169	40,688
IDAHO POWER CORP	Debt Securities	2,480	2,560

ILLINOIS ST	Debt Securities	5,562	5,571
ILLINOIS ST TOLL HIGHWAY AUTH	Debt Securities	1,234	1,362
ILLINOIS TOOL WORKS INC	Debt Securities	435	497
IMPERIAL TOBACCO FINANCE	Debt Securities	40,605	42,940
INDIANA MICHIGAN POWER	Debt Securities	6,713	7,136
INDIANAPOLIS PWR + LIGHT	Debt Securities	9,995	11,432
ING BANK NV	Debt Securities	15,990	16,379
INGERSOLL RAND GL HLD CO	Debt Securities	4,276	4,825
INGERSOLL RAND LUX FINAN	Debt Securities	1,920	1,937
INTEL CORP	Debt Securities	59,392	64,429
INTER AMERICAN DEVEL BK	Debt Securities	1,411	1,882
INTERCONTINENTALEXCHANGE	Debt Securities	23,918	25,977
INTERNATIONAL PAPER CO	Debt Securities	50,169	54,013
INTERNATIONAL TRANSMISSI	Debt Securities	2,626	2,963
INTERPUBLIC GROUP COS	Debt Securities	2,632	2,758
INTERSTATE POWER + LIGHT	Debt Securities	10,738	11,608
INTESA SANPAOLO SPA	Debt Securities	17,064	17,171
INTL LEASE FINANCE CORP	Debt Securities	19,795	19,485
INVESCO FINANCE PLC	Debt Securities	5,650	6,486
ISRAEL ELECTRIC CORP LTD	Debt Securities	7,503	8,219
ITC HOLDINGS CORP	Debt Securities	8,753	9,275
JABIL CIRCUIT INC	Debt Securities	800	839
JACKSON NATL LIFE GLOBAL	Debt Securities	3,316	3,385
JAPAN TOBACCO INC	Debt Securities	14,984	15,177
JEFFERIES GROUP LLC	Debt Securities	5,646	5,886
JERSEY CENTRAL PWR + LT	Debt Securities	4,607	4,978
JM SMUCKER CO	Debt Securities	12,365	13,404
JOHN DEERE CAPITAL CORP	Debt Securities	20,701	21,471
JOHN SEVIER COMB CYCLE	Debt Securities	4,112	4,531
JOHNS HOPKINS UNIVERSITY	Debt Securities	2,300	2,593
JOHNSON & JOHNSON	Debt Securities	51,185	53,867
JOHNSON (S.C.) & SON INC	Debt Securities	2,345	2,804
JOHNSON (S.C.) + SON INC	Debt Securities	10,278	11,327
JOHNSON + JOHNSON	Debt Securities	30,320	36,331
JOHNSON CONTROLS INC	Debt Securities	7,888	8,466
* JP MORGAN CHASE COMMERCIAL MORTGAGE	Debt Securities	5,732	6,174
* JPMBB COMMERCIAL MORTGAGE SECU	Debt Securities	18,856	20,061
* JPMORGAN CHASE & CO	Debt Securities	97,817	98,951
* JPMORGAN CHASE + CO	Debt Securities	248,348	264,381
KAISER FOUNDATION HOSPIT	Debt Securities	9,022	10,164
KANSAS CITY POWER + LT	Debt Securities	1,441	1,686
KANSAS CITY SOUTHERN	Debt Securities	6,381	6,460
KANSAS GAS + ELECTRIC CO	Debt Securities	2,449	2,551
KAUPTHING BANK	Debt Securities	853	-
KAUPTHING BANK HF	Debt Securities	570	-
KELLOGG CO	Debt Securities	943	1,028
KENTUCKY UTILITIES CO	Debt Securities	10,573	12,915
KERR MCGEE CORP	Debt Securities	9,096	8,788
KEY BANK NA	Debt Securities	9,175	9,428
KEYCORP	Debt Securities	5,797	6,307
KEYSPAN CORP	Debt Securities	5,963	6,596
KEYSPAN GAS EAST CORP	Debt Securities	8,390	10,240
KILROY REALTY LP	Debt Securities	5,230	5,441
KIMBERLY CLARK CORP	Debt Securities	9,511	10,717
KIMBERLY CLARK DE MEXICO	Debt Securities	3,301	3,413
KIMBERLY-CLARK CORP	Debt Securities	624	614
KIMCO REALTY CORP	Debt Securities	21,062	22,264
KINDER MORGAN ENER PART	Debt Securities	105,847	112,163
KINDER MORGAN INC/DELAWA	Debt Securities	50,507	53,659
KKR GROUP FINANCE CO III	Debt Securities	4,918	5,128
KLA TENCOR CORP	Debt Securities	2,596	2,845
KOHL S CORPORATION	Debt Securities	3,238	3,449
KONINKLIJKE PHILIPS NV	Debt Securities	15,932	16,588
KRAFT FOODS GROUP INC	Debt Securities	9,785	10,504
KRAFT HEINZ FOODS CO	Debt Securities	163,556	172,811
KROGER CO	Debt Securities	19,846	19,960
KROGER CO/THE	Debt Securities	12,773	13,993
L BRANDS INC	Debt Securities	7,218	7,572
LABORATORY CORP OF AMER	Debt Securities	3,719	4,027
LACLEDE GAS CO	Debt Securities	399	427
LACLEDE GROUP INC	Debt Securities	4,195	4,593
LAFARGE SA	Debt Securities	7,146	7,535
LAM RESEARCH CORP	Debt Securities	2,563	2,632
LAND O LAKES INC	Debt Securities	1,809	1,941
LASMO (USA) INC	Debt Securities	2,250	2,075
LAZARD GROUP LLC	Debt Securities	3,975	4,027
LEASEPLAN CORPORATION NV	Debt Securities	3,468	3,505
LEGG MASON INC	Debt Securities	7,178	7,540
LEHMAN BROS CAP TR VII	Debt Securities	-	-
LEHMAN BROTHERS TRIDINGS	Debt Securities	2,332	10
LEHMAN TREASURY BV	Debt Securities	893	-
LEND PROC SER/BLK KNIGHT	Debt Securities	3,925	3,946
LEXINGTON REALTY TRUST	Debt Securities	2,957	3,025
LG+E AND KU ENERGY LLC	Debt Securities	2,222	2,460
LIBERTY MUTUAL GROUP INC	Debt Securities	24,713	26,505
LIBERTY PROPERTY LP	Debt Securities	27,660	29,242
LIFE TECHNOLOGIES CORP	Debt Securities	1,750	1,804
LIFESTORAGE LP	Debt Securities	3,779	3,878
LINCOLN NATIONAL CORP	Debt Securities	6,089	5,906
LITTON INDUSTRIES INC	Debt Securities	2,632	2,606
LLOYDS BANK PLC	Debt Securities	13,886	14,403
LLOYDS BANKING GROUP PLC	Debt Securities	23,122	23,922
LOCKHEED MARTIN CORP	Debt Securities	77,524	84,891
LONG BEACH MORTGAGE LOAN TRUST	Debt Securities	524	488
LOS ANGELES CA DEPT WTR PWR	Debt Securities	11,695	13,410
LOS ANGELES CA UNIF SCH DIST	Debt Securities	2,028	2,176
LOUISIANA ST PUBLIC FACS AUTH	Debt Securities	105	95
LOUISVILLE GAS + ELEC	Debt Securities	11,805	13,734
LOWE S COMPANIES INC	Debt Securities	44,237	49,933

LOWE S COS INC	Debt Securities	24,054	25,928
LOWE'S COS INC	Debt Securities	64,915	66,506
LYB INTL FINANCE BV	Debt Securities	22,768	25,063
LYONDELLBASEL IND AS SCA	Debt Securities	83	303
LYONDELLBASELL IND NV	Debt Securities	34,005	34,585
MACK CALI REALTY LP	Debt Securities	1,169	1,240
MACQUARIE BANK LTD	Debt Securities	6,016	6,368
MACYS RETAIL HLDGS INC	Debt Securities	17,374	16,895
MAGELLAN MIDSTREAM PARTN	Debt Securities	18,818	19,256
MAGNA INTERNATIONAL INC	Debt Securities	18,930	19,236
MANULIFE FINANCIAL CORP	Debt Securities	7,780	8,526
MARATHON OIL CORP	Debt Securities	16,137	16,404
MARATHON PETROLEUM CORP	Debt Securities	22,980	23,513
MARKEL CORP	Debt Securities	1,331	1,464
MARKEL CORPORATION	Debt Securities	17,867	18,175
MARKS + SPENCER PLC	Debt Securities	116	143
MARRIOTT INTERNATIONAL	Debt Securities	3,677	3,736
MARSH + MCLENNAN COS INC	Debt Securities	1,199	1,258
MARSH + MCLENNAN COS INC	Debt Securities	30,588	32,475
MARTIN MARIETTA MATERIAL	Debt Securities	2,515	2,529
MARYLAND ST TRANSPRTN AUTH TRA	Debt Securities	1,338	1,494
MASCO CORP	Debt Securities	1,065	1,063
MASS INSTITUTE OF TECH	Debt Securities	20,400	24,230
MASS MUTUAL LIFE	Debt Securities	2,354	2,452
MASS MUTUAL LIFE INS CO	Debt Securities	10,586	11,455
MASSACHUSETTS ELECTRIC	Debt Securities	5,454	5,627
MASSMUTUAL GLOBAL FUNDIN	Debt Securities	10,236	10,547
MASTERCARD INC	Debt Securities	12,959	13,992
MAYO CLINIC	Debt Securities	2,200	2,375
MCCORMICK + CO	Debt Securities	446	483
MCDONALD S CORP	Debt Securities	26,625	27,915
MCDONALD'S CORP	Debt Securities	49,835	54,088
MCKESSON CORP	Debt Securities	8,760	9,653
MEAD JOHNSON NUTRITION C	Debt Securities	5,162	5,584
MECCANICA HOLDINGS USA	Debt Securities	2,103	2,352
MEDTRONIC INC	Debt Securities	152,552	170,537
MEMORIAL SLOAN KETTERING	Debt Securities	9,154	10,574
MERCK + CO INC	Debt Securities	57,007	62,633
MERCK SHARP + DOHME CORP	Debt Securities	9,128	10,215
MET GOVT NASHVILLE DAVIDSON	Debt Securities	500	695
* MET LIFE GLOB FUNDING I	Debt Securities	30,180	31,323
MET TRANSPRTN AUTH NY DEDICATE	Debt Securities	2,211	2,383
METHANEX CORP	Debt Securities	5,789	6,209
* METLIFE CAPITAL TRUST IV	Debt Securities	6,124	6,693
* METLIFE CAPITAL TRUST X	Debt Securities	19,544	22,134
* METLIFE INC	Debt Securities	89,599	94,244
MICRON TECHNOLOGY INC	Debt Securities	9,350	9,800
MICROSOFT CORP	Debt Securities	317,966	329,100
MID AMERICA APARTMENTS L	Debt Securities	803	834
MID AMERICA APT LP	Debt Securities	3,369	3,564
MID-AMERICA APARTMENTS L	Debt Securities	1,386	1,487
MIDAMERICAN ENERGY CO	Debt Securities	36,146	40,893
MIDAMERICAN FUNDING LLC	Debt Securities	1,435	1,760
MIDCONTINENT EXPRESS PIP	Debt Securities	4,173	3,850
MISSISSIPPI POWER CO	Debt Securities	1,291	1,192
MISSOURI ST HLTH & EDUCTNL FAC	Debt Securities	3,715	4,023
MITSUBISHI UFJ FIN GRP	Debt Securities	38,737	39,033
MITSUBISHI UFJ TR & BANK	Debt Securities	1,025	1,024
MIZUHO BANK LTD	Debt Securities	4,043	4,097
MIZUHO FINANCIAL GROUP	Debt Securities	6,000	6,007
MOHAWK INDUSTRIES INC	Debt Securities	3,399	3,574
MOLSON COORS BREWING CO	Debt Securities	45,908	46,716
MONDELEZ INTERNATIONAL	Debt Securities	2,921	3,052
MONONGAHELA POWER CO	Debt Securities	23,514	25,462
MONSANTO CO	Debt Securities	57,345	59,709
MOODY S CORPORATION	Debt Securities	16,297	18,776
* MORGAN STANLEY	Debt Securities	375,306	388,783
MORGAN STANLEY BAML TRUST	Debt Securities	3,770	4,003
MOSAIC CO	Debt Securities	7,604	7,926
MOSAIC GLOBAL HLDG	Debt Securities	1,809	1,625
MOTIVA ENTERPRISES LLC	Debt Securities	12,876	12,773
MOTOROLA SOLUTIONS INC	Debt Securities	1,798	1,765
MPLX LP	Debt Securities	17,199	17,321
MSCI INC	Debt Securities	4,759	4,809
MUFG AMERICAS HLDGS CORP	Debt Securities	2,296	2,427
MUFG UNION BANK NA	Debt Securities	9,038	8,963
MUNI ELEC AUTH OF GEORGIA	Debt Securities	6,750	7,643
MUTUAL OF OMAHA INS CO	Debt Securities	835	838
MYLAN INC	Debt Securities	7,810	8,139
MYLAN NV	Debt Securities	49,501	50,656
MYRIAD INTL HOLDINGS BV	Debt Securities	3,924	4,217
N TX TOLLWAY AUTH REVENUE	Debt Securities	4,791	5,748
NABORS INDUSTRIES INC	Debt Securities	7,218	6,769
NARRAGANSETT ELECTRIC	Debt Securities	10,852	11,548
NASDAQ INC	Debt Securities	4,218	4,316
NATIONAL AUSTRALIA BK/NY	Debt Securities	16,456	16,374
NATIONAL CITY CORP	Debt Securities	3,407	3,278
NATIONAL OILWELL VARCO I	Debt Securities	796	701
NATIONAL RETAIL PROP INC	Debt Securities	1,860	1,966
NATIONAL RURAL UTIL COOP	Debt Securities	29,445	31,130
NATIONWIDE BLDG SOCIETY	Debt Securities	3,102	3,099
NATIONWIDE FINANCIAL SER	Debt Securities	788	863
NATIONWIDE MUTUAL INSURA	Debt Securities	20,612	24,213
NATL RETAIL PROPERTIES	Debt Securities	1,227	1,302
NAVIENT CORP	Debt Securities	40,954	39,134
NBCUNIVERSAL MEDIA LLC	Debt Securities	27,683	32,002
NETAPP INC	Debt Securities	974	1,021
NEUBERGER BERMAN GRP/FIN	Debt Securities	596	513
NEVADA POWER CO	Debt Securities	14,857	15,807

NEW CINGULAR WIRELESS SV	Debt Securities	4,251	4,419
NEW JERSEY ST TURNPIKE AUTH	Debt Securities	16,105	19,300
NEW YORK CITY NY MUNI WTR FIN	Debt Securities	2,282	2,566
NEW YORK CITY NY TRANSITIONAL	Debt Securities	11,799	14,734
NEW YORK LIFE GLOBAL FDG	Debt Securities	17,027	17,162
NEW YORK LIFE INSURANCE	Debt Securities	10,046	10,550
NEW YORK ST URBAN DEV CORP REV	Debt Securities	2,962	3,657
NEWCREST FINANCE PTY LTD	Debt Securities	3,381	3,486
NEWELL BRANDS INC	Debt Securities	96,645	103,203
NEWELL RUBBERMAID INC	Debt Securities	4,698	4,858
NEWMONT MINING CORP	Debt Securities	12,194	13,933
NEXTERA ENERGY CAPITAL	Debt Securities	3,894	3,923
NIAGARA MOHAWK POWER	Debt Securities	35,670	36,809
NIKE INC	Debt Securities	18,244	20,184
NIPPON LIFE INSURANCE	Debt Securities	3,700	4,080
NISOURCE FINANCE CORP	Debt Securities	20,371	22,183
NOBLE ENERGY INC	Debt Securities	22,364	22,833
NOBLE HOLDING INTL LTD	Debt Securities	1,563	1,236
NOKIA OYJ	Debt Securities	2,378	2,382
NOMURA HOLDINGS INC	Debt Securities	2,034	2,179
NORDEA BANK AB	Debt Securities	12,476	13,431
NORDSTROM INC	Debt Securities	17,077	17,418
NORFOLK SOUTHERN CORP	Debt Securities	27,828	30,257
NORTH SHORE LONG ISLAND	Debt Securities	3,151	4,178
NORTHERN STATES PWR MINN	Debt Securities	14,061	15,568
NORTHERN TRUST CORP	Debt Securities	2,836	2,976
NORTHROP GRUMMAN CORP	Debt Securities	15,866	17,353
NORTHROP GRUMMAN SYSTEMS	Debt Securities	1,425	1,528
NORTHWELL HEALTHCARE INC	Debt Securities	2,040	2,063
NORTHWEST FLORIDA TIMBER	Debt Securities	2,206	1,955
NORTHWESTERN MUTUAL LIFE	Debt Securities	8,913	10,158
NORTHWESTERN UNIVERSITY	Debt Securities	12,845	15,588
NOVANT HEALTH INC	Debt Securities	3,985	4,521
NOVARTIS CAPITAL CORP	Debt Securities	43,237	47,677
NOVARTIS SECS INVEST LTD	Debt Securities	753	746
NSTAR ELECTRIC CO	Debt Securities	6,167	6,471
NUCOR CORP	Debt Securities	1,476	1,506
NV ENERGY INC	Debt Securities	566	557
NVIDIA CORP	Debt Securities	14,535	14,650
NVR INC	Debt Securities	947	996
NXP BV/NXP FUNDING LLC	Debt Securities	3,936	4,047
NY & PRESBYTERIAN HOSPIT	Debt Securities	3,365	3,608
NY + PRESBYTERIAN HOSPIT	Debt Securities	6,425	6,993
NYU HOSPITALS CENTER	Debt Securities	6,266	7,766
OCCIDENTAL PETROLEUM COR	Debt Securities	52,796	57,492
OCHSNER CLINIC FOUNDATIO	Debt Securities	3,885	5,079
OGLETHORPE POWER CORP	Debt Securities	10,865	11,578
OHIO EDISON CO	Debt Securities	1,841	1,874
OHIO NAT FINANCIAL SRVS	Debt Securities	337	382
OHIO POWER COMPANY	Debt Securities	33,132	34,899
OHIO ST UNIV	Debt Securities	1,951	2,022
OHIO ST WTR DEV AUTH WTR POLL	Debt Securities	150	179
OHIO UNIV GEN RECPTS ATHENS	Debt Securities	1,745	2,144
OKLAHOMA G+E CO	Debt Securities	13,411	14,528
OMEGA HLTHCARE INVESTORS	Debt Securities	12,552	13,184
OMNICOM GROUP INC	Debt Securities	1,335	1,408
OMX TIMBER FIN INV LLC 1	Debt Securities	529	560
ONCOR ELECTRIC DELIVERY	Debt Securities	62,886	66,715
ONE GAS INC	Debt Securities	3,215	3,632
ONEOK PARTNERS LP	Debt Securities	18,491	19,341
ORACLE CORP	Debt Securities	339,256	353,828
ORANGE SA	Debt Securities	17,569	20,102
OREGON ST DEPT OF TRANSPRTN HI	Debt Securities	222	303
O'REILLY AUTOMOTIVE INC	Debt Securities	1,722	1,829
OWENS CORNING	Debt Securities	29,929	30,737
PACCAR FINANCIAL CORP	Debt Securities	2,446	2,434
PACIFIC BELL TELEPHONE	Debt Securities	5,026	5,018
PACIFIC GAS & ELECTRIC	Debt Securities	13,543	15,223
PACIFIC GAS + ELECTRIC	Debt Securities	178,241	198,776
PACIFIC LIFE INSURANCE C	Debt Securities	27,994	32,098
PACIFIC LIFE CORP	Debt Securities	1,169	1,330
PACIFICORP	Debt Securities	96,755	103,473
PACKAGING CORP OF AMERIC	Debt Securities	199	208
PARKER HANNIFIN CORP	Debt Securities	6,397	6,846
PECO ENERGY CO	Debt Securities	34,633	36,908
PENNSYLVANIA ELECTRIC CO	Debt Securities	1,417	1,378
PENNSYLVANIA ST TURNPIKE COMMI	Debt Securities	2,215	2,502
PENSKE TRUCK LEASING/PTL	Debt Securities	27,045	28,136
PENTAIR FINANCE SA	Debt Securities	6,002	6,032
PENTAIR INC	Debt Securities	948	992
PEOPLE S UNITED FIN INC	Debt Securities	1,316	1,359
PEOPLES UNITED BANK	Debt Securities	3,454	3,548
PEPSI BOTTLING GROUP INC	Debt Securities	13,094	14,338
PEPSICO INC	Debt Securities	26,951	30,474
PERNOD RICARD SA	Debt Securities	18,298	18,946
PERRIGO CO PLC	Debt Securities	10,092	10,096
PERRIGO FINANCE PLC	Debt Securities	1,284	1,328
PERRIGO FINANCE UNLIMITD	Debt Securities	13,551	13,697
PERRIGO FINANCE UNLIMITE	Debt Securities	6,061	6,137
PETRO CANADA	Debt Securities	13,534	14,018
PETROBRAS GLOBAL FINANCE	Debt Securities	18,446	19,048
PETRO-CANADA	Debt Securities	1,983	2,475
PETROLEOS MEXICANOS	Debt Securities	97,383	97,134
PFIZER INC	Debt Securities	57,215	62,565
PG+E CORP	Debt Securities	850	867
PHARMACIA CORP	Debt Securities	3,870	4,121
PHILIP MORRIS INTL INC	Debt Securities	147,899	160,095
PHILLIPS 66	Debt Securities	15,824	16,854
PHILLIPS 66 PARTNERS LP	Debt Securities	1,090	1,097

PIONEER NATURAL RESOURCE	Debt Securities	39,057	39,908
PLAINS ALL AMER PIPELINE	Debt Securities	69,139	73,142
PNC BANK NA	Debt Securities	22,734	23,485
PNC FINANCIAL SERVICES	Debt Securities	10,050	10,635
PNC FUNDING CORP	Debt Securities	3,689	3,934
POLAND GOVERNMENT BOND	Debt Securities	6,722	6,741
POLAR TANKERS INC	Debt Securities	1,395	1,462
PORT AUTH OF NEW YORK NEW JE	Debt Securities	12,186	14,359
POTASH CORP SASKATCHEWAN	Debt Securities	8,277	8,550
POTOMAC ELECTRIC POWER	Debt Securities	7,842	8,271
PPG INDUSTRIES INC	Debt Securities	4,682	4,818
PPL CAPITAL FUNDING INC	Debt Securities	30,181	31,200
PPL ELECTRIC UTILITIES	Debt Securities	24,760	28,096
PRAXAIR INC	Debt Securities	6,399	6,701
PRECISION CASTPARTS CORP	Debt Securities	472	552
PRES + FELLOWS OF HARVAR	Debt Securities	13,649	15,308
PRICOA GLOBAL FUNDING 1	Debt Securities	3,000	3,056
PRIDE INTERNATIONAL INC	Debt Securities	3,219	1,890
PRINCIPAL FINANCIAL GROU	Debt Securities	15,062	14,272
PRINCIPAL LFE GLB FND II	Debt Securities	8,976	9,147
PROCTER + GAMBLE ESOP	Debt Securities	4,818	4,206
PROCTER + GAMBLE CO/THE	Debt Securities	17,892	20,155
PROGRESS ENERGY INC	Debt Securities	40,180	40,169
PROGRESSIVE CORP	Debt Securities	6,467	6,840
PROLOGIS LP	Debt Securities	17,644	19,156
PROV ST JOSEPH HLTH OBL	Debt Securities	9,625	9,746
PROVINCE OF QUEBEC	Debt Securities	151	144
* PRUDENTIAL FINANCIAL INC	Debt Securities	36,019	38,097
PUB SVC ELEC & GAS	Debt Securities	1,848	1,898
PUB SVC ELEC + GAS	Debt Securities	29,630	32,817
PUB SVC NEW HAMP	Debt Securities	2,025	2,176
PUBLIC SERVICE CO OF NEW	Debt Securities	187	202
PUBLIC SERVICE COLORADO	Debt Securities	29,892	31,477
PUBLIC SERVICE EL + GAS	Debt Securities	3,557	3,808
PUBLIC SERVICE ELECTRIC	Debt Securities	15,924	17,491
PUBLIC SERVICE OKLAHOMA	Debt Securities	2,994	3,280
PUGET ENERGY INC	Debt Securities	12,567	12,722
PUGET SOUND ENERGY INC	Debt Securities	26,812	28,696
QBE INSURANCE GROUP LTD	Debt Securities	1,684	1,709
QUALCOMM INC	Debt Securities	42,859	46,866
QUEST DIAGNOSTICS INC	Debt Securities	9,139	10,270
QUESTAR PIPELINE CO	Debt Securities	208	237
QVC INC	Debt Securities	29,290	29,641
QWEST CORP	Debt Securities	97	100
RABOBANK NEDERLAND	Debt Securities	98,755	106,364
RABOBANK NEDERLAND NY	Debt Securities	3,286	3,499
RADIAN GROUP INC	Debt Securities	3,000	3,364
RAYTHEON COMPANY	Debt Securities	13,974	15,498
REALTY INCOME CORP	Debt Securities	14,001	14,226
REGENCY CENTERS LP	Debt Securities	6,276	6,298
REGENCY ENERGY PART/FINA	Debt Securities	16,917	17,471
REGENCY ENERGY PARTNERS	Debt Securities	8,744	8,611
REGIONS BANK	Debt Securities	9,489	9,576
REGIONS FINANCIAL CORP	Debt Securities	1,541	1,552
REGL TRANSPRTN DIST CO SALES T	Debt Securities	325	472
RELIANCE STAND LIFE II	Debt Securities	3,111	3,191
RENSSELAER POLYTECHNIC I	Debt Securities	1,084	1,130
REPUBLIC OF CHILE	Debt Securities	341	361
REPUBLIC OF COLOMBIA	Debt Securities	6,147	6,795
REPUBLIC OF INDONESIA	Debt Securities	1,778	1,989
REPUBLIC OF SOUTH AFRICA	Debt Securities	1,983	1,992
REPUBLIC SERVICES INC	Debt Securities	12,161	12,935
RETAIL OPPORTUNITY IN	Debt Securities	1,106	1,201
REYNOLDS AMERICAN INC	Debt Securities	115,834	126,769
RFCSP STRIP PRINCIPAL	Debt Securities	1,763	1,886
RICE UNIVERSITY	Debt Securities	12,970	14,226
RIO OIL FINANCE TRUST	Debt Securities	10,361	9,529
RIO TINTO ALCAN INC	Debt Securities	2,251	2,271
RIO TINTO FIN USA LTD	Debt Securities	38,984	40,899
RIO TINTO FIN USA PLC	Debt Securities	17,177	19,037
ROCHE HOLDING INC	Debt Securities	43,723	46,062
ROCHE HOLDINGS INC	Debt Securities	13,460	13,959
ROCK TENN CO	Debt Securities	11,185	11,542
ROCKWELL AUTOMATION	Debt Securities	950	978
ROCKWELL COLLINS INC	Debt Securities	2,681	3,015
ROGERS COMMUNICATIONS IN	Debt Securities	2,969	3,288
ROHM + HAAS CO	Debt Securities	3,456	4,258
ROSENEFT FINANCE SA	Debt Securities	6,333	5,869
ROYAL BK SCOTLND GRP PLC	Debt Securities	54,576	54,383
RUWAIS POWER CO	Debt Securities	730	898
S&P GLOBAL INC	Debt Securities	685	712
SABINE PASS LIQUEFACTION	Debt Securities	15,980	17,015
SABMILLER HOLDINGS INC	Debt Securities	17,540	18,722
SALT RIVER AZ PROJ AGRIC IMPT	Debt Securities	1,543	1,838
SAMSUNG ELECTRON AMERICA	Debt Securities	9,120	9,171
SAN ANTONIO TX ELEC GAS REVE	Debt Securities	5,022	5,631
SAN DIEGO G & E	Debt Securities	797	814
SAN DIEGO G + E	Debt Securities	33,313	35,926
SANTANDER HOLDINGS USA	Debt Securities	35,145	35,767
SANTANDER UK GROUP HLDGS	Debt Securities	35,534	35,928
SANTANDER UK PLC	Debt Securities	10,532	10,747
SAUDI ELEC GLOBAL SUKUK	Debt Securities	5,800	5,855
SCE TRUST V	Debt Securities	10,500	12,470
SCENTRE GROUP TRUST 1/2	Debt Securities	21,169	21,930
SCHLUMBERGER HLDGS CORP	Debt Securities	30,081	32,152
SCHLUMBERGER INVESTMENT	Debt Securities	8,730	9,424
SCHLUMBERGER NORGE AS	Debt Securities	6,179	6,721
SCHLUMBERGER OILFIELD UK	Debt Securities	1,719	1,833
SCRIPPS NETWORKS INTERAC	Debt Securities	6,282	6,302

SEAGATE HDD CAYMAN	Debt Securities	2,344	2,797
SELECT INCOME REIT	Debt Securities	17,329	17,604
SEMPRA ENERGY	Debt Securities	6,731	7,215
SES GLOBAL AMERICAS HLDG	Debt Securities	477	466
SHELL INTERNATIONAL FIN	Debt Securities	182,056	191,365
SHERWIN WILLIAMS CO	Debt Securities	17,640	17,900
SHIRE ACQ INV IRELAND DA	Debt Securities	153,932	154,669
SIEMENS FINANCIERINGSMAT	Debt Securities	38,189	39,020
SIERRA PACIFIC POWER CO	Debt Securities	13,060	13,253
SIGMA ALIMENTOS SA	Debt Securities	4,073	4,091
SIGNET UK FINANCE PLC	Debt Securities	2,450	2,369
SIMON PROPERTY GROUP LP	Debt Securities	59,244	63,568
SINOPEC GRP OVERSEA 2012	Debt Securities	623	675
SINOPEC GRP OVERSEA 2015	Debt Securities	1,444	1,475
SKANDINAVISKA ENSKILDA	Debt Securities	747	744
SKY PLC	Debt Securities	13,303	13,910
SL GREEN REALTY CORP	Debt Securities	10,052	10,278
SLM STUDENT LOAN TRUST	Debt Securities	2,563	2,655
SMUCKER (J.M.) CO	Debt Securities	366	387
SOLVAY FINANCE (AMERICA)	Debt Securities	6,749	7,064
SOUTH CAROLINA ELEC+GAS	Debt Securities	54,786	60,773
SOUTH CAROLINA ST PUBLIC SVC A	Debt Securities	1,630	1,932
SOUTHERN BAPTIST HOSPITA	Debt Securities	12,415	15,111
SOUTHERN CAL EDISON	Debt Securities	106,172	116,761
SOUTHERN CALIF GAS CO	Debt Securities	11,041	11,928
SOUTHERN CO	Debt Securities	70,201	73,316
SOUTHERN CO GAS CAPITAL	Debt Securities	9,133	9,213
SOUTHERN COPPER CORP	Debt Securities	20,930	21,570
SOUTHERN NAT GAS/ISSUING	Debt Securities	887	967
SOUTHERN NATURAL GAS	Debt Securities	2,774	3,008
SOUTHERN POWER CO	Debt Securities	7,855	8,262
SOUTHWESTERN ELEC POWER	Debt Securities	9,818	10,217
SOUTHWESTERN ENERGY CO	Debt Securities	3,977	3,752
SOUTHWESTERN PUBLIC SERV	Debt Securities	14,171	16,357
SPECTRA ENERGY CAPITAL	Debt Securities	2,462	2,506
SPECTRA ENERGY PARTNERS	Debt Securities	28,664	30,700
SPIRIT REALTY LP	Debt Securities	2,579	2,579
ST JUDE MEDICAL INC	Debt Securities	17,494	18,409
STANDARD CHARTERED PLC	Debt Securities	2,496	2,499
STANFORD UNIVERSITY	Debt Securities	998	1,200
STARBUCKS CORP	Debt Securities	12,379	14,101
STARWOOD HOTELS + RESORT	Debt Securities	12,170	12,963
STATE OF QATAR	Debt Securities	10,283	10,509
* STATE STREET CAP TR IV	Debt Securities	6,202	6,543
* STATE STREET CORP	Debt Securities	43,103	45,997
STATOIL ASA	Debt Securities	55,051	57,924
STIFEL FINANCIAL CORP	Debt Securities	3,503	3,540
STRYKER CORP	Debt Securities	12,247	13,066
SUMITOMO MITSUI BANKING	Debt Securities	1,372	1,486
SUMITOMO MITSUI FINANCIA	Debt Securities	2,509	2,744
SUNCOR ENERGY INC	Debt Securities	10,761	10,809
SUNOCO LOGISTICS PARTNER	Debt Securities	57,091	60,892
SVENSKA HANDELSBANKEN AB	Debt Securities	1,116	1,114
SWISS RE SOLUTIONS	Debt Securities	817	859
SWISS RE TREASURY (US)	Debt Securities	6,045	6,999
SYDNEY AIRPORT FINANCE	Debt Securities	2,854	2,885
SYMANTEC CORP	Debt Securities	2,745	2,767
SYNCHRONY FINANCIAL	Debt Securities	44,720	45,578
SYNGENTA FINANCE NV	Debt Securities	6,827	6,749
SYSCO CORPORATION	Debt Securities	24,578	26,392
TAL ADVANTAGE LLC	Debt Securities	712	712
TALISMAN ENERGY	Debt Securities	921	819
TAMPA ELECTRIC CO	Debt Securities	14,070	14,680
TAQA ABU DHABI NATL ENER	Debt Securities	1,063	1,011
TARGET CORP	Debt Securities	15,901	16,734
TC PIPELINES LP	Debt Securities	1,175	1,202
TCI COMMUNICATIONS INC	Debt Securities	18,136	18,563
TD AMERITRADE HOLDING CO	Debt Securities	835	869
TEACHERS INSUR + ANNUITY	Debt Securities	38,224	42,670
TECO FINANCE INC	Debt Securities	4,434	4,374
TELECOM ITALIA CAPITAL	Debt Securities	8,941	8,776
TELEFONICA EMISIONES SAU	Debt Securities	14,582	15,782
TEMASEK FINANCIAL I LTD	Debt Securities	654	675
TENGIZCHEVROIL FIN CO IN	Debt Securities	1,013	1,010
TENNECO INC	Debt Securities	4,414	4,430
TENNESSEE GAS PIPELINE	Debt Securities	4,563	4,626
TEVA PHARM FIN CO LLC	Debt Securities	1,321	1,448
TEVA PHARM FIN IV BV	Debt Securities	4,245	4,466
TEVA PHARMA FIN IV LLC	Debt Securities	615	638
TEVA PHARMACEUT FIN BV	Debt Securities	4,704	4,859
TEVA PHARMACEUTICALS NE	Debt Securities	94,245	94,212
TEXAS EASTERN TRANSMISS	Debt Securities	2,393	2,376
TEXAS EASTERN TRANSMISSI	Debt Securities	15,787	16,134
TEXAS GAS TRANSMISSION	Debt Securities	690	704
TEXAS HEALTH RESOURCES	Debt Securities	3,854	4,390
TEXAS ST A & M UNIV REVENUES	Debt Securities	1,184	1,230
TEXTRON INC	Debt Securities	3,355	3,409
THERMO FISHER SCIENTIFIC	Debt Securities	41,224	42,864
THOMSON REUTERS CORP	Debt Securities	15,916	17,354
TIAA ASSET MGMT FIN LLC	Debt Securities	3,006	3,153
TIME WARNER CABLE INC	Debt Securities	70,182	73,948
TIME WARNER ENTERTAINMEN	Debt Securities	9,801	10,825
TIME WARNER INC	Debt Securities	95,411	106,597
TOLEDO EDISON COMPANY	Debt Securities	2,183	2,575
TOLL BROS FINANCE CORP	Debt Securities	6,590	6,814
TORONTO-DOMINION BANK	Debt Securities	13,548	13,578
TOTAL CAPITAL CANADA LTD	Debt Securities	6,363	6,878
TOTAL CAPITAL INTL SA	Debt Securities	978	1,086
TOTAL CAPITAL SA	Debt Securities	759	839

TOTAL SYSTEM SERVICES IN	Debt Securities	22,027	22,058
TOYOTA MOTOR CREDIT CORP	Debt Securities	19,178	19,994
TRANS CANADA PIPELINES	Debt Securities	71,126	77,643
TRANSCANADA PIPELINES	Debt Securities	3,510	3,824
TRANSCANADA TRUST	Debt Securities	10,050	10,176
TRANSCONT GAS PIPE CORP	Debt Securities	3,387	3,367
TRANSCONT GAS PIPE LINE	Debt Securities	34,212	40,266
TRAVELERS COS INC	Debt Securities	38,079	42,100
TRAVELERS PPTY CASUALTY	Debt Securities	9,673	10,508
TREASURY BILL	Debt Securities	1,324	1,323
TREASURY BILL	Debt Securities	141,061	141,061
TRINIDAD & TOBAGO	Debt Securities	2,518	2,575
TRINITY ACQUISITION PLC	Debt Securities	10,729	10,745
TRINITY HEALTH	Debt Securities	3,690	4,053
TRUST F/1401	Debt Securities	2,202	2,280
TSY INFL IX N/B	Debt Securities	51,583	52,854
TUFTS UNIVERSITY	Debt Securities	1,232	1,461
TYCO ELECTRONICS GROUP S	Debt Securities	5,401	5,752
TYCO INTERNATIONAL FINAN	Debt Securities	4,854	5,772
TYSON FOODS INC	Debt Securities	623	675
UAL 2009 2A PASS THRU TR	Debt Securities	901	837
UBS AG STAMFORD CT	Debt Securities	4,745	4,794
UBS GROUP FUNDING	Debt Securities	60,417	63,155
UDR INC	Debt Securities	13,251	13,427
UIL HOLDINGS CORPORATION	Debt Securities	446	482
ULTRAPAR INTERNATIONAL SA	Debt Securities	1,766	1,787
UNDER ARMOUR INC	Debt Securities	4,985	5,034
UNILEVER CAPITAL CORP	Debt Securities	9,082	9,382
UNION CARBIDE CORP	Debt Securities	615	730
UNION ELECTRIC CO	Debt Securities	15,332	16,445
UNION PACIFIC CORP	Debt Securities	80,064	86,585
UNITED AIR 2013 1 A PTT	Debt Securities	4,476	4,927
UNITED AIR 2014 1 A PTT	Debt Securities	4,949	5,308
UNITED MEXICAN STATES	Debt Securities	13,865	14,017
UNITED PARCEL SERVICE	Debt Securities	12,618	13,497
UNITED TECHNOLOGIES CORP	Debt Securities	119,002	130,895
UNITEDHEALTH GROUP INC	Debt Securities	237,977	266,813
UNIV OF CALIFORNIA CA REVENUES	Debt Securities	5,545	6,192
UNIV OF CALIFORNIA CA RGTS MED	Debt Securities	2,859	3,286
UNIV OF NOTRE DAME	Debt Securities	2,975	3,115
UNIV OF SOUTHERN CALIFOR	Debt Securities	2,027	2,640
UNIV OF TEXAS TX	Debt Securities	8,380	10,563
UNIVERSITY OF PENNSYLVAN	Debt Securities	5,773	6,680
UNP RR CO 2006 PASS TRST	Debt Securities	1,609	1,676
UNUM GROUP	Debt Securities	6,631	6,918
UPS OF AMERICA INC	Debt Securities	2,389	2,696
US AIRWAYS 2011 1A PTT	Debt Securities	2,030	2,421
US AIRWAYS 2012 1A PTT	Debt Securities	4,724	5,240
US AIRWAYS 2012 2A PTT	Debt Securities	2,309	2,517
US AIRWAYS 2013 1A PTT	Debt Securities	1,955	2,125
US BANCORP	Debt Securities	9,512	10,119
US BANK NA CINCINNATI	Debt Securities	10,246	10,412
US TREASURY FRN	Debt Securities	6,751	6,751
US TREASURY N/B	Debt Securities	6,975,552	7,152,013
US TREASURY N/B	Debt Securities	129,875	129,875
US TREASURY N/B	Debt Securities	75,589	75,589
USAA CAPITAL CORP	Debt Securities	7,094	7,192
VALE OVERSEAS LIMITED	Debt Securities	9,661	10,000
VALERO ENERGY CORP	Debt Securities	34,015	36,404
VALIDUS HOLDINGS LTD	Debt Securities	1,108	1,090
VALMONT INDUSTRIES INC	Debt Securities	205	210
VALSPAR CORP/THE	Debt Securities	17,518	17,646
VENTAS REALTY LP	Debt Securities	11,184	11,640
VENTAS REALTY LP/CAP CRP	Debt Securities	10,231	10,840
VERIZON COMMUNICATIONS	Debt Securities	319,421	339,085
VERIZON OWNER TRUST	Debt Securities	485	486
VIACOM INC	Debt Securities	70,299	74,384
VICORP RESTAURNTS INC	Debt Securities	1	
VIRGIN AUST 2013 1A TRST	Debt Securities	1,132	1,174
VIRGINIA ELEC & POWER CO	Debt Securities	8,284	8,727
VIRGINIA ELEC + POWER CO	Debt Securities	124,717	138,074
VISA INC	Debt Securities	112,824	125,410
VODAFONE GROUP PLC	Debt Securities	26,693	28,344
VOLKSWAGEN INTL FIN NV	Debt Securities	1,620	1,742
VORNADO REALTY LP	Debt Securities	1,010	1,116
WACHOVIA CORP	Debt Securities	3,203	3,667
WAL MART STORES INC	Debt Securities	176,884	203,709
WALGREEN CO	Debt Securities	1,754	1,853
WALGREENS BOOTS ALLIANCE	Debt Securities	77,927	80,919
WALT DISNEY COMPANY/THE	Debt Securities	39,407	40,725
WASHINGTON DC MET AREA TRANSIT	Debt Securities	2,515	2,832
WASHINGTON REIT	Debt Securities	3,949	3,965
WASTE MANAGEMENT INC	Debt Securities	12,952	13,856
WEA FINANCE LLC/WESTFIEL	Debt Securities	31,939	33,541
WEATHERFORD BERMUDA	Debt Securities	677	634
WEINGARTEN REALTY INVEST	Debt Securities	283	285
WELLS FARGO & COMPANY	Debt Securities	114,907	116,638
WELLS FARGO + COMPANY	Debt Securities	191,132	203,229
WELLS FARGO BANK NA	Debt Securities	24,514	27,803
WELLS FARGO CAPITAL X	Debt Securities	7,553	7,765
WELLS FARGO MORTGAGE BACKED SE	Debt Securities	148	144
WELLTOWER INC	Debt Securities	27,795	29,826
WESFARMERS LTD	Debt Securities	1,500	1,504
WEST FRASER TIMBER CO	Debt Securities	1,595	1,538
WEST MASS ELECTRIC CO	Debt Securities	5,001	5,042
WESTAR ENERGY INC	Debt Securities	29,777	33,725
WESTERN GAS PARTNERS	Debt Securities	6,778	6,616
WESTERN GAS PARTNERS LP	Debt Securities	8,140	8,588
WESTLAKE AUTOMOBILE RECEIVABLE	Debt Securities	3,544	3,545

	WESTLAKE CHEMICAL CORP	Debt Securities	4,409	4,484
	WESTROCK MWV LLC	Debt Securities	6,161	6,741
	WEYERHAEUSER CO	Debt Securities	48,401	51,966
	WHIRLPOOL CORP	Debt Securities	3,979	4,748
	WILLIAMS COS INC	Debt Securities	2,008	2,074
	WILLIAMS PARTNERS LP	Debt Securities	123,522	133,727
	WILLIAMS PARTNERS/ACMP	Debt Securities	6,768	6,725
	WINDSTREAM HLDGS MIDWEST	Debt Securities	2,952	2,662
	WISC ELEC POWER	Debt Securities	2,745	2,879
	WISCONSIN ELECTRIC POWER	Debt Securities	2,016	2,313
	WISCONSIN POWER + LIGHT	Debt Securities	5,304	5,822
	WISCONSIN PUBLIC SERVICE	Debt Securities	21,033	24,330
	WM WRIGLEY JR CO	Debt Securities	9,638	9,803
	WOODSIDE FINANCE LTD	Debt Securities	5,218	5,316
	WP CAREY INC	Debt Securities	4,882	5,120
	WPX ENERGY INC	Debt Securities	3,000	2,828
	WW GRAINGER INC	Debt Securities	7,330	8,585
	WYETH LLC	Debt Securities	56,212	58,971
	WYNDHAM WORLDWIDE CORP	Debt Securities	6,625	6,677
	WYNN LAS VEGAS LLC/CORP	Debt Securities	19,415	20,578
	WYNN MACAU LTD	Debt Securities	12,272	12,070
	XCEL ENERGY INC	Debt Securities	15,841	16,864
	XEROX CORPORATION	Debt Securities	958	820
	XLIT LTD	Debt Securities	4,785	4,985
	XTO ENERGY INC	Debt Securities	6,023	6,023
	YAMANA GOLD INC	Debt Securities	11,325	12,293
	ZFS FINANCE USA TRUST V	Debt Securities	2,163	2,028
	ZIMMER BIOMET HOLDINGS	Debt Securities	28,374	29,356
	ZIONS BANCORPORATION	Debt Securities	97	101
	ZOETIS INC	Debt Securities	16,341	17,324
	Total debt securities		33,132,329	34,770,687
Investment funds	ALL WEATHER PORT CL B SERIE CX	Investment Funds	115,305	153,151
	BDGWTR PURE ALP FD II SER CC	Investment Funds	64,167	85,512
	BRIDGEWATER OPTIMAL 1300 035A	Investment Funds	421,000	421,184
	BRIDGEWATER OPTIMAL PORT LTD	Investment Funds	179,000	170,653
	* GM ARS FUND I GM HOURLY	Investment Funds	24,810	29,467
	GMO BENCHMARK FREE FUND	Investment Funds	351,015	304,417
	* GOLDMAN SACHS INV PART OFF	Investment Funds	405	97
	GOLDMAN SACHS INVEST PARTNERS	Investment Funds	1,390	1,441
	GS	Investment Funds	2,734	3,444
	* GSIP CLASS SP3A SERIES 1	Investment Funds	122	26
	* GSIP OFFSHOR LP	Investment Funds	6	-
	* GSIP OFFSHORE CL 30A SER 1	Investment Funds	48	-
	* GSIP OFFSHORE LP	Investment Funds	1	6
	* GSIP OS LP CL SP12A SRS 1	Investment Funds	426	322
	ISHARES CORE RUSSELL U.S. VALUE	Investment Funds	1,812	1,910
	LISPENARD STREET CREDIT FUND	Investment Funds	146	227
	LISPENARD STREET FUND	Investment Funds	348	600
	MARKET ADVANTAGE LTD CL D	Investment Funds	379,857	501,453
	MULTI STRATEGY FUND E	Investment Funds	72,676	74,112
	REDBOURN PARTNERS LTD	Investment Funds	19,601	22,926
	SPIN CAP PACNET HLDNGS CL A	Investment Funds	68	9
	Total investment funds		1,634,937	1,770,957
Private equity and debt investments	AIG ADVISOR GROUP	Private equity and debt investments	9,861	10,047
	BATTERY VENTURES XI SIDE FUND,	Private equity and debt investments	538	528
	BATTERY VENTURES XI, LP	Private equity and debt investments	792	716
	CLEV CMN NEW	Private equity and debt investments	9,764	518
	EOS FITNESS	Private equity and debt investments	8,500	10,383
	FOUNDATION CAPITAL VIII	Private equity and debt investments	1,706	1,484
	GSR VENTURES V, L.P LIMITED PARTNERSHIP	Private equity and debt investments	1,500	1,423
	HAIGHTS CROSS COMM COMMON STOC	Private equity and debt investments	105	
	INSIGHT VENTURE PARTNERS IX LP	Private equity and debt investments	4,800	4,910
	KEYIMPACT SALES + SYSTEMS	Private equity and debt investments	11,000	11,000
	LIGHTYEAR FUND IV, L.P.	Private equity and debt investments	217	(157)
	NEWARK EXP LIT	Private equity and debt investments	-	47
	NEWARK IND ESC	Private equity and debt investments	-	185
	REDPOINT VENTURES VI, L.P.	Private equity and debt investments	3,200	2,906
	RITA	Private equity and debt investments	-	38
	SABA SOFTWARE INC	Private equity and debt investments	8,000	7,394
	SELLIGENT	Private equity and debt investments	10,619	10,500
	SOCIAL CAPITAL PRTRNSHP 3 LP	Private equity and debt investments	4,075	3,578
	SPECTRUM	Private equity and debt investments	-	1,748
	TRINITY VENTURES XII, LP LIMITED PARTNERSHIP	Private equity and debt investments	950	819
	Total private equity and debt investments		75,627	68,067
Real estate and other alternative investments	AGELLAN COMMERCIAL REAL ESTATE	Real estate and other alternative investments	182	182
	ALEXANDRIA REAL ESTATE EQUITIE	Real estate and other alternative investments	493	533
	ALLIED PROPERTIES REAL ESTATE	Real estate and other alternative investments	1,105	1,064
	AMERICAN CAPITAL AGENCY CORP	Real estate and other alternative investments	559	463
	AMERICAN TOWER CORP	Real estate and other alternative investments	2,554	3,268
	ANNALY CAPITAL MANAGEMENT IN	Real estate and other alternative investments	876	711
	ARMADA HOFFLER PROPERTIES INC	Real estate and other alternative investments	2,247	2,653
	AVALONBAY COMMUNITIES INC	Real estate and other alternative investments	1,443	1,621
	BOSTON PROPERTIES INC	Real estate and other alternative investments	1,187	1,405
	BRIXMOR PROPERTY GROUP INC	Real estate and other alternative investments	579	601
	CAMDEN PROPERTY TRUST	Real estate and other alternative investments	431	486
	CBL & ASSOCIATES PROPERTIES IN	Real estate and other alternative investments	1,543	1,430
	CHIMERA INVESTMENT CORP	Real estate and other alternative investments	1,183	1,148
	CORESITE REALTY CORP	Real estate and other alternative investments	1,552	1,829
	CROWN CASTLE INTL CORP	Real estate and other alternative investments	1,887	2,201
	DIGITAL REALTY TRUST INC	Real estate and other alternative investments	978	1,081
	DUKE REALTY CORP	Real estate and other alternative investments	471	643
	EMPIRE STATE REALTY TRUST INC	Real estate and other alternative investments	3,820	4,678
	EQUINIX INC	Real estate and other alternative investments	1,288	1,673

EQUITY LIFESTYLE PROPERTIES	Real estate and other alternative investments	2,537	2,670
EQUITY RESIDENTIAL	Real estate and other alternative investments	1,641	1,640
ESSEX PROPERTY TRUST INC	Real estate and other alternative investments	874	991
EXTRA SPACE STORAGE INC	Real estate and other alternative investments	675	651
FEDERAL REALTY INVS TRUST	Real estate and other alternative investments	628	738
FOREST CITY REALTY TRUST INC	Real estate and other alternative investments	3,829	3,993
GENERAL GROWTH PROPERTIES	Real estate and other alternative investments	928	1,045
GREENOAK ASIA FEEDER II LP	Real estate and other alternative investments	3,539	2,162
GREENOAK SPAIN REAL ESTATE FD	Real estate and other alternative investments	38,066	39,006
H2 SPECIAL OPPORTUNITIES III	Real estate and other alternative investments	74,227	82,816
HCP INC	Real estate and other alternative investments	1,159	1,181
HOSPITALITY PROPERTIES TRUST	Real estate and other alternative investments	2,358	2,589
HOST HOTELS + RESORTS INC	Real estate and other alternative investments	849	783
HUDSON PACIFIC PROPERTIES INC	Real estate and other alternative investments	3,943	4,296
IRON MOUNTAIN INC	Real estate and other alternative investments	601	645
KIMCO REALTY CORP	Real estate and other alternative investments	767	862
KMF X	Real estate and other alternative investments	85,883	115,573
LIBERTY PROPERTY TRUST	Real estate and other alternative investments	1,192	1,253
LTC PROPERTIES INC	Real estate and other alternative investments	814	837
MACERICH CO/THE	Real estate and other alternative investments	613	697
MACK-CALI REALTY CORP	Real estate and other alternative investments	2,459	2,964
MEDICAL PROPERTIES TRUST INC	Real estate and other alternative investments	1,850	2,193
MID-AMERICA APARTMENT COMMUNIT	Real estate and other alternative investments	497	470
NORTHSTAR REALTY EUROPE CORP	Real estate and other alternative investments	219	208
NORTHSTAR REALTY FINANCE CORP	Real estate and other alternative investments	1,716	1,164
PENNSYLVANIA REAL ESTATE INVES	Real estate and other alternative investments	4,330	4,682
POTLATCH CORP	Real estate and other alternative investments	1,441	1,575
PROLOGIS INC	Real estate and other alternative investments	1,477	1,879
PUBLIC STORAGE	Real estate and other alternative investments	1,949	2,217
REALTY INCOME CORP	Real estate and other alternative investments	980	1,152
REDWOOD TRUST INC	Real estate and other alternative investments	1,281	1,301
REGENCY CENTERS CORP	Real estate and other alternative investments	421	506
RLJ LODGING TRUST	Real estate and other alternative investments	1,657	1,493
SENIOR HOUSING PROPERTIES TRUS	Real estate and other alternative investments	2,301	3,052
SIMON PROPERTY GROUP INC	Real estate and other alternative investments	13,288	14,614
SL GREEN REALTY CORP	Real estate and other alternative investments	2,650	3,024
STORE CAPITAL CORP	Real estate and other alternative investments	1,593	2,030
SUN COMMUNITIES INC	Real estate and other alternative investments	2,032	2,237
TAUBMAN CENTERS INC	Real estate and other alternative investments	6,965	7,248
UDR INC	Real estate and other alternative investments	556	628
URBAN EDGE PROPERTIES	Real estate and other alternative investments	1,142	1,123
VENTAS INC	Real estate and other alternative investments	1,459	1,653
VEREIT INC	Real estate and other alternative investments	696	643
VORNADO REALTY TRUST	Real estate and other alternative investments	1,052	1,166
WASHINGTON PRIME GROUP INC	Real estate and other alternative investments	2,641	2,621
WELLTOWER INC	Real estate and other alternative investments	1,700	1,852
WEYERHAEUSER CO	Real estate and other alternative investments	1,403	1,687
Total real estate and other alternative investments		309,256	357,480

Derivatives

317513RG6 INFFLOOR USD CPURNSA	Derivatives	(35)	(1)
317U016K0 IRO USD 5Y P 3.00000	Derivatives	(2,972)	(328)
317U017K9 IRO USD 30Y P 3.1800	Derivatives	2,920	458
317U129L2 IRO USD 30Y P	Derivatives	1,084	425
317U130L9 IRO USD 5Y P	Derivatives	(1,199)	(416)
317U131L8 IRO USD 30Y P	Derivatives	1,050	425
317U132L7 IRO USD 5Y P	Derivatives	(1,060)	(375)
317U771K5 IRO USD 10Y C 1.8000	Derivatives	(199)	(355)
317U776K0 IRO USD 2Y C 1.07000	Derivatives	199	113
317U800J3 IRO USD 5Y P 2.9000	Derivatives	(832)	(85)
317U801J2 IRO USD 30Y P 2.9325	Derivatives	832	159
90DAY EUR FUTR DEC16	Derivatives	-	(493)
90DAY EUR FUTR JUN17	Derivatives	-	(1,042)
90DAY EUR FUTR MAR17	Derivatives	-	105
AVENTINE RENEWABLE ENERGY WTS	Derivatives	-	-
B02269GS IRS USD P F 1.72400 R V 03MLIBOR	Derivatives	-	(413)
BWU00C8G8 IRS USD P F 2.25000 RV 03MLIBOR	Derivatives	(2,438)	(9,049)
BWU00FL35 IRS USD P F 2.25000 R V 03MLIBOR	Derivatives	(82)	(140)
BWU00IN03 IRS USD P F 1.25000 R V 03MLIBOR	Derivatives	(266)	(312)
BWU00IN60 IRS USD P F 1.50000 R V 03MLIBOR	Derivatives	(44)	(44)
BWU00INA1 IRS USD P F 1.75000 R V 03MLIBOR	Derivatives	(414)	(791)
BWU00JKP9 IRS GBP P F .50000 R V 06MLIBOR	Derivatives	43	22
BWU00JOF7 IRS GBP P F .75000 R V 06MLIBOR	Derivatives	314	(84)
EURO STOXX 50 DEC16	Derivatives	-	(2,120)
EURO-BUND FUTURE DEC16	Derivatives	-	(10)
Forward Foreign Currency Contracts - EUR/USD	Derivatives	-	15
Forward Foreign Currency Contracts - MXN/USD	Derivatives	-	(6)
Forward Foreign Currency Contracts - USD/EUR	Derivatives	-	(56)
Forward Foreign Currency Contracts - USD/GBP	Derivatives	-	401
Forward Foreign Currency Contracts - USD/MXN	Derivatives	-	13
Forward Foreign Currency Contracts - USD/PLN	Derivatives	-	(38)
FTSE 100 IDX FUT DEC16	Derivatives	-	431
HANG SENG IDX FUT OCT16	Derivatives	-	(88)
MINI MSCI EMG MKT DEC16	Derivatives	-	(1,215)
RUSSELL 2000 MINI DEC16	Derivatives	-	(202)
S+P/TSX 60 IX FUT DEC16	Derivatives	-	21
S+P500 EMINI FUT DEC16	Derivatives	-	(3,222)
SPI 200 FUTURES DEC16	Derivatives	-	290
SWAPTION 99O140208	Derivatives	(13,975)	(203)
SWAPTION 99O140307	Derivatives	(8,163)	(171)
SWAPTION 99O140802	Derivatives	(2,338)	(29)
SWAPTION 99O140901	Derivatives	(4,013)	(84)
SWPC0BFH0 CDS USD P F 1.00000 R V 03MEVENT	Derivatives	(44)	(43)
SWPC0BXI8 CDS USD P V 01MEVENT 2 CMBX R F 3.000 1 CMBX	Derivatives	(728)	(781)
SWPC0C1D2 CDS USD P V 01MEVENT 2 CMBX R F 5.000 CMBX	Derivatives	(1,686)	(1,581)
SWPC0C4W7 CDS USD P V 01MEVENT 2 CMBX R F 3.000 1 CMBX	Derivatives	(436)	(365)
SWPC0CH45 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(11)	(8)
SWPC0CIH5 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(38)	(18)
SWPC0CJV3 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(88)	(136)

SWPC0CLY4 CDS USD P V 01MEVENT 2 CMBX R F .5000 1 CMBX	Derivatives	(1,151)	(1,078)
SWPC0CR93 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(14)	(20)
SWPC0CXZ8 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(186)	(142)
SWPC0CY61 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(288)	(99)
SWPC0D8L5 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(115)	(35)
SWPC0D983 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(146)	(72)
SWPC0D9Z3 CDS USD P F .0000 R F 3.000	Derivatives	(88)	(85)
SWPC0DBF4 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(241)	(346)
SWPC0DFP8 CDS USD P F .00000 R F 1.000	Derivatives	(103)	(31)
SWPC0DH35 CDS USD P V 03MEVENT R F 5.000 FIX	Derivatives	1,224	1,221
SWPC0DQ92 CDS USD P V 03MEVENT 2 CCP R F 1.000 1 CCP	Derivatives	(210)	(151)
SWPC0DQR2 CDS USD P V 03MEVENT 2 CCP R F 1.000 CCP	Derivatives	(56)	(44)
SWPC0DRW0 CDS USD P V 01MEVENT 2 CMBX R F 3.000 1 CMBX	Derivatives	(974)	(852)
SWPC0DTA6 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(145)	(130)
SWPC0DTI9 CDS USD P V 03MEVENT R F 1.000 FIX	Derivatives	(219)	(199)
SWPC0DU30 CDS USD P V 03MEVENT 2 CCP R F 1.000 CCP	Derivatives	423	423
SWPC0DWT1 CDS USD P V 03MEVENT R F 5.000 FIX	Derivatives	3,522	3,643
SWPC0DZ35 CDS USD P V 03MEVENT 2 CCP R F 1.000 CCP	Derivatives	(7)	(7)
SWU001CR3 IRS MXN P V 01MTIIE R F 6.000	Derivatives	(5)	138
SWU006X73 IRS MXN P V 01MTIIE R F 6.800	Derivatives	1,209	383
SWU009GC5 IRS MXN P V 01MTIIE R F 5.500	Derivatives	(1)	(25)
SWU00ALG7 IRS MXN P V 01MTIIE R F 5.810	Derivatives	(1)	(17)
SWU00B8J4 IRS MXN P V 01MTIIE R F 6.750	Derivatives	364	93
SWU00I4L8 IRS MXN P V 01MTIIE R F 5.740	Derivatives	(3)	(356)
SWU00JHT5 IRS MXN P V 01MTIIE R F 5.9250	Derivatives	-	(55)
SWU00JHU2 IRS MXN P V 01MTIIE R F 5.9350	Derivatives	-	(53)
SWU0801T5 IRS MXN P V 01MTIIE R F 6.750	Derivatives	15	439
SZ125772 IRS USD P V 03MLIBOR R F 1.750	Derivatives	-	618
SZ125947 IRS USD P V 03MLIBOR R F 1.60350	Derivatives	-	333
TOPIX INDX FUTR DEC16	Derivatives	-	(611)
US 10YR NOTE (CBT)DEC16	Derivatives	-	698
US 2YR NOTE (CBT) DEC16	Derivatives	-	(218)
US 5YR NOTE (CBT) DEC16	Derivatives	-	193
US LONG BOND(CBT) DEC16	Derivatives	-	(145)
US ULTRA BOND CBT DEC16	Derivatives	-	7,733
Total derivatives		<u>(31,815)</u>	<u>(10,282)</u>
Total directly held investments		<u>\$ 38,939,566</u>	<u>\$ 41,412,069</u>

* Denotes parties-in-interest

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2015 This Form is Open to Public Inspection
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For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

▶ 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 Hourly-Rate Employees Pension Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ▶</td> <td style="width:40%; text-align: center;">003</td> </tr> </table>	B Three-digit plan number (PN) ▶	003
B Three-digit plan number (PN) ▶	003		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF General Motors LLC	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>D Employer Identification Number (EIN) 27-0383222</td> </tr> </table>	D Employer Identification Number (EIN) 27-0383222	
D Employer Identification Number (EIN) 27-0383222			

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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Part I Basic Information			
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2015</u>			
2 Assets:			
a Market value.....	2a	57,343,830,024	
b Actuarial value.....	2b	57,481,633,454	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	371,640	46,468,036,775	46,468,036,775
b For terminated vested participants.....	23,372	582,514,798	582,514,798
c For active participants.....	35,764	4,359,005,664	4,848,382,134
d Total.....	430,776	51,409,557,237	51,898,933,707
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	6.13%	
6 Target normal cost.....	6	283,360,569	

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	<u>06/02/2017</u> Date <u>1706921</u> Most recent enrollment number <u>703-258-8163</u> Telephone number (including area code)
Mary E Gibbon Type or print name of actuary Towers Watson Delaware Inc Firm name 800 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)	8,389,960,088	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,775,000,000	0
9	Amount remaining (line 7 minus line 8)	6,614,960,088	0
10	Interest on line 9 using prior year's actual return of <u>3.86%</u>	255,337,459	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.33%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	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	1,287,597,800	
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	5,582,699,747	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	100.00%
15	Adjusted funding target attainment percentage	15	110.75%
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	109.74%
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
05/03/2017	1,161,587	0			
Totals ▶			18(b)	1,161,587	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		0
b Contributions made to avoid restrictions adjusted to valuation date	19b		0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c		1,056,812
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.72%	2nd segment: 6.11%	3rd segment: 6.81%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 63
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	0
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	283,360,569
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance Installment	
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	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	283,360,569
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	283,360,569		283,360,569
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	1,056,812
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	1,056,812
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	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	General Motors LLC
EIN/PN	27-0383222 / 003
Plan Name	General Motors Hourly-Rate Employees Pension Plan
Valuation Date	October 1, 2015
Enrolled Actuary	Mary Gibbon
Enrollment Number	17-6921

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 Hourly-Rate Employees Pension Plan
EIN/PIN 27-0383222/003

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, consent retirement, and normal retirement.

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

Schedule SB, Line 23 – Information on Use of Substitute Mortality Tables
General Motors Hourly-Rate Employees Pension Plan
EIN/PIN 27-0383222/003

The IRS has approved GM's use of plan specific mortality tables based on GM's on mortality experience for funding purposes.

GM Specific Hourly Healthy Male Mortality Table projected with 100% scale AA from 10/01/2010 is used for healthy mortality for males for current and prior valuations.

GM Specific Hourly Healthy Female Mortality Table projected with 100% scale AA from 10/01/2010 is used for healthy mortality for females for current and prior valuations.

GM Specific Hourly Disabled Male Mortality Table projected with 100% scale AA from 10/01/2010 is used for disabled mortality for males for current and prior valuations.

GM Specific Hourly Disabled Female Mortality Table projected with 100% scale AA from 10/01/2010 is used for disabled mortality for females for current and prior valuations.

Schedule SB, Line 24 – Change in Actuarial Assumptions
General Motors Hourly-Rate Employees Pension Plan
EIN/PIN 27-0383222/003

Change in assumptions and methods since prior valuation:

The assumed plan-related expenses added to the target normal cost were changed from \$104,409,000 for 2014 to 139,515,000 for 2015.

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

Part V— Statement of actuarial assumptions and methods

Economic Assumptions

Interest rate basis: Segment rates based on bond yields during the fourth month preceding the valuation date.

- Applicable month: June, 2015

Interest Rates:	Not Reflecting Corridors	Reflecting Corridors
• First segment rate	1.30%	4.72%
• Second segment rate	4.07%	6.11%
• Third segment rate	5.11%	6.81%
• Effective interest rate	4.13%	6.13%

Expected Return (before applying limitation under Notice 2009-22):	Year Ending 9/30/2016 6.28%	Year Ending 9/30/2015 6.28%
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Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee begins to earn Credited Service.

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

Mortality

- **Healthy**

GM Specific Hourly Healthy Male Mortality Table projected with 100% scale AA from 10/1/2010 is used for healthy mortality for males.

GM Specific Hourly Healthy Female Mortality Table projected with 100% scale AA from 10/1/2010 is used for healthy mortality for females.

The sample rates at 10/1/2015 by gender are shown below:

Percentage not surviving during the year		
Age	Males	Females
20	0.0253%	0.0148%
30	0.0440%	0.0224%
40	0.1482%	0.0558%
50	0.3093%	0.2150%
60	0.7577%	0.5896%
70	2.0646%	1.7937%
80	6.0804%	4.6960%
90	17.4487%	13.1783%
100	35.5431%	26.8101%

- **Disabled**

GM Specific Hourly Disabled Male Mortality Table projected with 100% scale AA from 10/1/2010 is used for disability mortality for males.

GM Specific Hourly Disabled Mortality Table projected with 100% scale AA from 10/1/2010 is used for disabled mortality for females.

The sample rates at 10/1/2015 by gender are shown below:

Percentage not surviving during the year		
Age	Males	Females
20	0.0253%	0.0148%
30	0.0410%	0.0224%
40	0.1275%	0.0799%
50	1.2333%	0.7013%
60	2.2892%	1.2804%
70	4.6012%	2.6979%
80	10.9494%	6.8775%
90	20.4731%	14.7794%
100	36.5447%	28.1629%

Disability rates

The rates at which participants become disabled by age are shown below:

Age	Percentage becoming disabled during the year
40	0.25%
45	0.46%
50	0.70%
55	0.85%
60	0.85%
65	0.00%

*Utilization of SSDIB related to temporary benefits is assumed to be 80%. Participants on SSDIB do not receive the temporary supplement, and disability commencements assumed to be utilizing SSDIB will not receive the temporary supplement.

Withdrawal rates

Representative termination rates not due to disability, retirement or mortality

Attained Age	Percentage leaving during the year					
	Completed years of service					
	0	1	2	3	4	5 and over
25	21.9%	6.7%	4.1%	3.8%	3.5%	2.0%
30	22.5%	6.3%	3.8%	3.6%	2.9%	1.3%
35	15.0%	7.4%	3.7%	3.6%	2.7%	1.3%
40	9.2%	7.6%	3.5%	3.0%	2.3%	1.3%
45	7.0%	6.3%	3.2%	2.6%	1.9%	0.9%
50	5.6%	5.4%	3.1%	2.4%	1.8%	0.9%
55+	5.5%	5.1%	2.7%	2.3%	1.6%	0.9%

Note that the above termination rate is applicable only where there is no voluntary early retirement rate.

Retirement rates

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

Age	Percentage retiring during the year			
	Voluntary early 30-32 years	Voluntary early > 32 years	Voluntary early other	Consent early retirement
50	7.5%	0.0%	0.0%	N/A
52	9.0%	8.0%	0.0%	N/A
55	14.0%	11.0%	0.0%	2.0%
57	18.0%	11.0%	1.0%	2.0%
60	23.0%	13.0%	7.0%	2.0%
62	26.0%	20.0%	16.0%	0.0%
65	30.0%	30.5%	30.5%	0.0%
67	30.0%	20.5%	20.5%	0.0%
70	100.0%	100.0%	100.0%	0.0%

The factors below are used to modify retirement rates in years 2015 to 2017 due to accelerated attrition programs offered in 2006, 2008 and 2009.

	Over 32 Years of Service	Consent Early
10/1/2015	52.8%	80.0%
10/1/2016	74.0%	80.0%
10/1/2017	100.0%	100.0%

All participants on layoff from closed plants in remote locations who are retirement eligible were expected to retire under the applicable provision in the last quarter of 2015. Other participants who do not meet these criteria are expected to remain on layoff with no future pension accruals to the MSR eligibility date. Participants who cannot reach MSR eligibility are expected to terminate immediately.

Nexteer DBG participants continued under the 7-year service benefit until November 30, 2015, following the sale of this division in late 2010.

Form of payment	<p>It is assumed that 75% of male employees and 35% of female employees retain the automatic survivor benefit election. All other participants are assumed to elect a SLA.</p> <p>The normal forms of payment of a temporary annuity is assumed to be elected for the Early Retirement Supplements, Temporary and Interim benefits.</p> <p>It is assumed 100% deferred vested participants elect to take deferred annuity form of payment.</p>
Assumptions Used with Respect to the Survivor Options	For purposes of valuing the pre-retirement surviving spouse's benefit, it is assumed that 75% of male employees and 35% of female employees would not reject the automatic survivor benefit election.
Marital Age difference	Male employees are assumed to have a female spouse three years younger. Female employees are assumed to have a male spouse two years younger.
Average Benefit Unit	The average Part A basic benefit unit is assumed to be \$54.01 per month per year of service for UAW and IUE members and \$51.36 per month per year of service for all others.
Administrative expenses	The assumed plan-related expenses are \$139,515,000 for the current year and \$104,409,000 for the prior year.
At-risk assumptions	<p>For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.</p> <p>Note that the special at-risk assumptions for automakers are used to test the at-risk threshold.</p>
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month.
Saturn IRP Interest Credit and Annuity Conversion Rate	The former Saturn IRP offset calculation uses an annuity conversion rate of 3.07% equal to the 30-year Treasury rate for the month of July preceding the valuation date.

Methods

Valuation date	First day of plan year for the twelve-month period ends September 30, 2016.
Funding target	Present value of accrued benefits as required by regulations with IRC§430.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	<p>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 2014 plan year.)</p> <p>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.</p>
Benefits not valued	<p>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.</p> <p>Note that the Mutually Satisfactory plant closing benefits for age 50 with 10 years of credited service are not assumed in future years and are not valued in this valuation.</p> <p>Willis 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.</p>

Assumption Rationale

Discount Rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Mortality	Substitute mortality table is used pursuant to an IRS letter ruling issued in accordance with IRC 430(h)(3)(c).

All other assumptions are described in the January 15, 2016 GM assumptions memo.

Source of Prescribed Methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law," as defined in the Actuarial Standards of Practice (ASOPs). These methods are required by IRC§430, or were selected by the plan sponsor from a range of methods permitted by IRC§430.

Changes in assumptions and methods since prior valuation

The assumed plan related expenses added to the target normal cost were changed from \$104,409,000 for 2014 to \$139,515,000 for 2015.

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

Part V – Summary of plan provisions

Plan Provisions

The plan was originally effective October 1, 1950 (as amended through October 1, 2015)

Plan Year	October 1, 2015 to September 30, 2016
Covered employees	Any full time hourly-rate employee with unbroken Seniority prior to September 30, 2007 or Tier I full time hourly-rate employees
Seniority	Seniority is the period following the most recent date of hire.

Definitions

Credited service	Credited Service is computed for each calendar year for each employee on total hours compensated. A full year of Credited Service is 1,700 or more compensated hours, a proportionate credit is given to the nearest 1/10 of a year.
Vesting	5 years of elapsed time Service.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.
Eligibility Requirements	<p><i>Normal retirement: age 65.</i></p> <p><i>Voluntary Early Retirement: age 60 with 10 years of service, ages 55-59 and 85 points, or any age and 30 years of service.</i></p> <p><i>Consent Early Retirement: age 55 with 10 years of service and satisfies objective standards as set forth in the Plan.</i></p> <p><i>Total and Permanent Disability Retirement: 10 years of service and totally and permanently disabled prior to age 65.</i></p> <p><i>Vested Deferred Benefit: 5 years of elapsed time Credited Service.</i></p> <p><i>Pre-Retirement Survivor Benefit: 5 years of elapsed time Credited Service.</i></p>

Monthly Retirement Benefits *Basic Benefit payable for life; rate per year of credited service:*

Benefit Class Code	Current Plan (UAW and IUE)	Current Plan (all others)
A	\$53.55	\$50.90
B	53.80	51.15
C	54.05	51.40
D	54.30	51.65

Early Retirement Supplement payable to age 62 or, for certain employees, the age at which they are eligible for 80% of an unreduced Social Security benefit (the "80% date"), for employees retiring with 30 or more years of service is equal to \$3,170 (\$3,020) minus the Basic Benefit 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 UAW members under the current plan (for non-UAW members under the current plan and for all under the prior plan).

Temporary Benefit payable to age 62 or the "80% date" for Consent Early Retirements and Total and Permanently Disability Retirements: rate per year of credited service is \$51.40 (49.80) up to a maximum benefit of \$1,542 (\$1,494) for UAW members under the current plan (for non-UAW members under the current plan and for all under the prior plan).

Interim Supplement payable to age 62 or the "80% date" with employees retiring voluntarily with less than 30 years of service is equal to the rate shown below per year of credited service:

Age at Retirement	Current Plan (UAW & IUE)	Current Plan (all others)
55	\$22.60	\$21.90
56	26.70	25.85
57	32.25	31.25
58	37.80	36.60
59	42.20	40.85
60	48.85	47.30
61	48.85	47.30

Special Survivor Benefit: \$14.10 for UAW and IUE, \$13.10 for all others per month per year of credited service for surviving spouses of retirees who retired prior to January 1, 1962 and elected the special survivor option first available in 1968 are entitled to a survivor benefit for life upon the death of the retiree.

Early retirement reduction factors

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 and Benefits Paid Upon the Following Events

Normal retirement	Unreduced basic benefit.
Early retirement	<p>Ages 62-65: unreduced Basic Benefit.</p> <p>Ages 60-62 with less than 85 points: Basic Benefit reduced by table from age 62 plus Interim Supplement.</p> <p>Prior to age 62 with 30 years of service or age 55 and over with 85 points: Basic Benefit reduced by table plus Early Retirement or Interim Supplement. Basic Benefit unreduced for payments after 62.</p>
Consent Early Retirement	Unreduced Basic Benefit plus Temporary Benefit. May be eligible for Early Retirement Supplement.
Total and Permanent Disability	Unreduced Basic Benefit plus Temporary Benefit. May be eligible for Early Retirement Supplement.
Vested Deferred Benefits	Basic Benefit payable at age 65 (employee may elect a reduced pension starting as early as age 55).
Pre-Retirement Survivor Benefit	Basic Benefit determined as if the employee had retired voluntarily on the date of death without rejection of the surviving spouse option. If the employee is not eligible to retire, 50% of the accrued benefit as of the date of death is paid to the surviving spouse. The surviving spouse may elect to begin receiving this benefit following the employee's 65th birthday or to begin receiving a reduced benefit as early as the employee's 55th birthday.
Surviving Spouse Coverage	<p>(a) Applies to Basic Benefit.</p> <p>(b) Generally effective at retirement, except deferred to age 55 for disability retirements with less than 30 years of service.</p> <p>(c) Adjustment factor is 95% plus (minus) $\frac{1}{2}\%$ for each year in excess of 5 that the spouse's age exceeds (is less than) the employee's age. Maximum 100%.</p> <p>(d) Surviving spouse receives 65% of 95% (adjusted for age) of the employee's benefit.</p> <p>(e) For voluntary early retirements eligible for a re-determined benefit at age 62, the amount of benefit for the surviving spouse is based on the re-determined amount payable after 62.</p> <p>(f) Restoration of full basic benefit at the spouse's death by application of the employee. Upon remarriage the employee may re-elect the option.</p>

Other Plan Provisions

Special Provisions for Foundry and Asbestos Service

Employees who retire with years of service accrued on certain foundry and asbestos jobs receive additional credited service related thereto. Total credited service for any such employee is

(i) Service otherwise credited plus

(ii) Years of Foundry or Asbestos Service	Additional credited service
0 - 10.0	0%
10.1 – 25.0	33 1/3% of all service in excess of 10.0 years.
25.1 and over	20% of all such service.

Divestiture

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 the date of separation from the divested unit. 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.

GM Delphi Benefit Guarantee Uplift

Active and retired UAW and IUE Benefit Guarantee Covered participants in the Delphi Hourly-Rate Employees Pension Plan are provided the difference in benefits resulting from the changes in benefit units at 10/1/2007 from the GM plan.

GM Delphi Benefit Guarantee 7 Years of Service Benefit Guarantee

Active UAW, IUE, and USW Benefit Guarantee Covered participants in the Delphi Hourly-Rate Employees Pension Plan will receive a maximum seven years of benefit guarantee service accruals in the General Motors hourly plan beginning December 1, 2008 through November 30, 2015.

GM Delphi Benefit Guarantee Top-Up

Eligibility Conditions: UAW, IUE and USW union members hired prior to February 28, 1999 (Seniority before May 28, 1999).

Covered Benefits: Delphi Hourly Plan Benefits based on plan provisions in effect prior to the plan termination that are not paid by the PBGC.

Pension Increases

This report reflects the 2007 UAW contract adopted in 2007 and the special termination benefit for Moraine.

Nexteer DBG participants who were affected by the sale of GM Global Steering Solutions, LLC in December 2010 will continue to accrue under the 7-year service benefit while they remain active at the divested unit.

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 Prior Year

There has been no change in benefits valued since the prior valuation.

Schedule SB, Line 26
Schedule of Active Participant Data as of October 1, 2015
General Motors Hourly-Rate Employees Pension Plan
EIN/PIN 27-0383222/003

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	
	Avg.		Avg.		Avg.		Avg.		Avg.		Avg.		Avg.		Avg.		Avg.		Avg.		Avg.	
	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.
Under 25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 to 29	3	-	2	-	234	60,548.98	-	-	-	-	-	-	-	-	-	-	-	-	-	-	239	\$ 60,557
30 to 34	-	-	4	-	519	60,383.48	136	61,486.02	70	60,429.35	-	-	-	-	-	-	-	-	-	-	729	\$ 60,640
35 to 39	2	-	45	58,727.18	662	59,939.25	486	60,611.11	768	61,098.48	76	61,142.15	-	-	-	-	-	-	-	-	2,039	\$ 60,580
40 to 44	4	-	98	58,949.53	753	58,719.37	616	60,552.72	1,754	60,774.02	839	61,864.83	4	-	-	-	-	-	-	-	4,068	\$ 60,545
45 to 49	3	-	80	57,166.20	713	58,689.14	562	60,724.19	1,633	61,191.23	1,073	62,690.29	231	62,505.26	193	61,629.21	-	-	-	-	4,488	\$ 61,112
50 to 54	2	-	72	56,370.89	625	58,159.80	347	60,894.61	1,001	61,284.48	897	62,709.57	846	61,964.36	1,774	62,166.90	129	62,072.68	1	-	5,694	\$ 61,470
55 to 59	2	-	51	52,672.13	544	58,013.88	222	61,649.61	645	61,147.94	576	63,360.12	750	62,739.32	2,368	63,014.86	4,033	62,168.85	375	62,326.12	9,566	\$ 62,132
60 to 64	-	-	27	48,404.03	243	58,178.88	98	59,756.28	261	61,653.75	253	63,060.09	307	63,686.42	1,378	64,494.29	1,637	62,576.34	1,509	62,449.17	5,713	\$ 62,732
65 & Over	-	-	6	-	124	55,686.30	19	-	46	61,319.76	61	62,360.79	72	61,634.44	367	64,842.27	383	63,142.55	1,049	62,254.22	2,127	\$ 62,359
Total	16	\$ 63,235	385	\$ 56,214	4,417	\$ 58,909	2,486	\$ 60,767	6,178	\$ 61,080	3,775	\$ 62,602	2,210	\$ 62,520	6,080	\$ 63,169	6,182	\$ 62,335	2,934	\$ 62,363	34,663	\$ 61,684

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Schedule of Amortization Bases

Schedule of Amortization Bases is included with the attached Signed Schedule SB.

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Summary of Actuarial Methods and Assumptions

Summary of Actuarial Methods and Assumptions is included with the attached Signed
Schedule SB.

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Summary of Plan Provisions

The Summary of Plan Provisions is included with the attached Signed Schedule SB.

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Change in Non Prescribed Actuarial Assumptions

Change in Non Prescribed Actuarial Assumptions is included with the attached Signed
Schedule SB.

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Schedule of Active Participant Data

The Schedule of Active Participant Data is included with the attached Signed Schedule SB.

General Motors Hourly-Rate Employees Pension Plan
Form 5500 – Sch. H, Part IV, Line 4j—Schedule of Reportable Transactions
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Schedule of Reportable Transactions

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

General Motors Hourly-Rate Employees Pension Plan
Form 5500
Plan No. – 003
Plan Year: 10/01/2015 – 09/30/2016

Information on Use of Substitute Mortality Tables

Information on Use of Substitute Mortality Tables is included with the attached Signed
Schedule SB.

For fiscal year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

D. EIN -- 27-0383222

PART 1.1 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.)
Advent International Corporation		75 State Street, Suite # 2900, Boston, MA 02109
Aleutian Fund 2	98-1149992	
Apollo Advisors VII, L.P.	26-0673253	
Apollo Advisors VIII, LP	80-0877161	
Aristeia Capital, L.L.C.	13-3953132	
Atlantic-Pacific Capital, Inc.		Riverside Partners, 699 Boylston Street, Boston, MA 02116
Atlas Venture Advisors, Inc.		25 First St., Suite 303, Cambridge, MA 02141
Bayview Fund Management, LLC		4425 Ponce de Leon Blvd, 5th Floor, Coral Gables, FL 33146
BDCM Opportunity Fund II Adviser, LLC	42-1713257	
BDCM Opportunity Fund III Adviser, L.L.C	42-1713257	
Blackstone Strategic Alliance Advisors L.L.C.	20-8087954	
Blum Capital Partners, LP (Blum)	94-3205364	
Brevan Howard Asset Management LLP		55 Baker St, Marylebone, London W1U 8EW, UK
CapeView Capital LLP		85 Baker Street, London, W1U 8EW, United Kingdom
Capstone Investment Advisors, LLC		7 World Trade Center, 250 Greenwich Street, 30th Floor, New York, NY 10007
Centerbridge Advisors II, LLC	27-3060659	
Centerbridge Advisors, LLC	20-4174365	
Centerbridge Associates, L.P.	03-0587673	
Centerbridge Capital Partners II, L.P.	27-3060225	
Centerbridge Capital Partners, L.P.	03-0587680	
Centerbridge Partners DCE II, L.P.	37-1662971	
Centerbridge Partners DCE, L.P.	20-4714819	
Cerberus European Investments, LLC	20-0831785	
Cerberus Global Investment Advisors, LLC	86-1057076	
Cerberus Global Investments B.V.		Oude Utrechtseweg 32, Baarn, 3743 KN, Netherlands
Cerberus Institutional Management II, LLC	13-4196316	
Cerberus Operations and Advisory Company, LLC	20-5804477	
Cerberus UK Management, LLC		84 Grosvenor, 2nd floor, London, W1K 3JZ UK
Charterhouse General Partners (IX) Limited		Warwick Court, Paternoster Square, London EC4M 7DX
Charterhouse General Partners (VIII) Limited		Warwick Court, Paternoster Square, London EC4M 7DX
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
Coller International General Partner IV, L.P.	98-0393417	
Coller International General Partner V, L.P.	98-0500340	

Form 5500 - Sch. C - Service Provider Information

For fiscal year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

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.)
Contrarian Capital Management, LLC	93-1183419	
CT OPI Manager, LLC		345 Park Avenue, 42nd, Floor, New York, NY 10154
CZ Capital Services (Cayman) Limited		PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands
Edgestream Partners, L.P.		902 Carnegie Center, Suite 200 Princeton, NJ 08540
EIN: 30-0733533	26-3335901	
Emyrean Capital Partners, LP		10250 Constellation Boulevard, Suite 2950, Los Angeles, California 90067
EQT IV (No. 1) Limited Partnership	98-0432688	
EQT V (No. 1) Limited Partnership	98-0506794	
EQT VI (No. 1) Limited Partnership	98-0701461	
FIG LLC		1345 Avenue of the Americas, NY, NY 10105
First Reserve GP XI, L.P.	20-5069764	
First Reserve GP XII, L.P.	98-0579152	
Fortress Credit Opportunities Advisors LLC		1345 Avenue of the Americas, NY, NY 10105
Fortress Credit Opportunities III Advisors LLC		1345 Avenue of the Americas, NY, NY 10105
Friedman Fleischer & Lowe Partners, LLC		1 Maritime Plaza, Suite 2200, San Francisco CA 94111
General Atlantic Service Co., LLC		600 Steamboat Road, Suite 105, Greenwich, CT 06830
Goldman, Sachs & Co.	13-3501777	
H/2 SO Manager II LP		680 Washington Blvd, 7th FL, Stamford CT 06901
H/2 SO Manager III LP		680 Washington Blvd, 7th FL, Stamford CT 06901
H/2 SO Manager LP		680 Washington Blvd, 7th FL, Stamford CT 06901
Hellman & Friedman LLC	38-3708132	
HGGC, LLC		1950 University Ave., Suite 350, Palo Alto, CA 94303
HIPEP III-Partnership Associates L.L.C.	04-3402910	
HIPEP IV-Partnership Associates LLC	04-3541759	
Hitchwood Capital Management LP	46-5131855	
Housatonic Partners Management Company, Inc.		One Post Street, Suite 2600, San Francisco, CA 94104
Hudson Bay Capital Management		777 3rd Ave 30th Fl, New York, NY 10017
Hudson Bay International Associates		777 3rd Ave 30th Fl, New York, NY 10017
Hutchin Hill Capital, LP		142 West 57th Street, 15 FL, New York, NY 10019
Ignition GP II, LLC	91-2135217	
Ignition GP III, LLC	20-1482899	
Ignition GP IV, LLC	20-0880534	
Ignition Growth GP, LLC	26-0880560	
International Fund Services		777 3rd Ave 30th Fl, New York, NY 10017

Form 5500 - Sch. C - Service Provider Information

For fiscal year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

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.)
JPMorgan Funds Limited		3 Lochside View, Edinburgh Park, Edinburgh EH12 9DH, Scotland.
N.A.		1 Beacon Street, 20th Floor, Boston, MA 02108
Kepos Capital LP	27-1618005	
King Street Advisors, L.L.C.	13-3812173	
King Street Capital Management, L.P.	13-3978904	
Lansdowne Partners (UK) LLP		15 Davies Street, London, W1K 3AG, UK
Lansdowne Partners International Limited	98-0459474	
Lexington Advisors Inc.	34-2047997	
MatlinPatterson Global Advisers LLC	13-4202931	
MatlinPatterson Global Opportunities Investment III, L.P.	20-8724246	
MatlinPatterson Global Partners III LLC	20-8724069	
MHR Fund Management LLC	13-3902251	
MP (Thrift) Global Advisers III LLC	26-3957925	
MP (Thrift) Global Opportunities Investment III, L.P.	26-3960142	
MV Management XI, LLC	32-0328318	
New Peak Capital Cayman LP		PO Box 715, Grand Cayman, KT1-1107, Cayman Islands
Pangea Two Management, LP	27-2707100	
Park Hill Group, LLC	20-2725596	
Partridge Hill Overseas Management, LLC	13-3968110	
PDT Partners, LLC		1745 Broadway, 25th Floor, New York, NY 10019
Peabody Management		535 Madison Avenue, 6th Floor, NY, NY 10022
Pennant Capital Management, LLC	22-3811926	
Perella Weinberg Real Estate Fund I GP LP		55 St. James Street, London SW1A, UK
PineBridge Highstar (SPE) LLC		277 Park Avenue, 45th Floor, New York, NY 10172
PineBridge Highstar (SPE) LLC / Highstar Capital LP		277 Park Avenue, 45th Floor, New York, NY 10172
Pleid Asia Master Fund	98-1189797	
Prospect Partners Management Group II, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Prospect Partners Management Group III, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Prospect Partners Management Group, L.P.		Prospect Partners LLC, 200 West Madison Street, Suite 2710, Chicago, IL 60606
Providence Equity Partners L.L.C.		50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Renaissance Institutional Diversified Alpha Fund LLC		800 Third Avenue, New York, NY 10022
Renshaw Bay Ltd.		Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA, United Kingdom.
Russell Investments Implementation Services, LLC	91-0604934	
Samlyn Capital, LLC	20-5854094	

Form 5500 - Sch. C -- Service Provider Information

For fiscal year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

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.)
Senator Investment Group LP	26-2124641	11/F., LHT Tower, 31 Queen's Road Central, Hong Kong
Senrigan Capital Management Limited	20-5884966	
Silver Lake Technology Associates III, L.P.	30-0733533	
Silver Lake Technology Associates IV, L.P.	22-3849636	
Silver Point Capital, L.P.		45 Market Street, Suite 3205, 2nd Floor, Gardenia Court, Camana Bay, Grand Cayman, Cayman Islands KY1-9003.
SS&C Fund Services (Cayman) Ltd	41-2070163	
Storm Ventures LLC		540 Madison Avenue, 7th Floor, New York, NY 10022
Suvretta Capital Management, LLC		540 Madison Avenue, 7th Floor, New York, NY 10022
Suvretta GP, LLC		2951 28th Street, Suite 1000, Santa Monica, CA 90405
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 III, LP	26-2171974	
TPG Biotechnology Partners IV, LP	45-5555599	
TPG Partners III, L.P.	75-2852146	
TPG Partners IV, L.P.	20-0347894	
TPG Partners V, L.P.	20-4578637	
TPG Partners VI, L.P.	26-1684644	
TPG-Axon Management LP	26-3295563	
Two Sigma Investments, LP	13-4181471	
UBS O'Connor LLC	06-1569842	
Värde Management, L.P.	20-8368769	
Vector Capital Partners III, LP	20-2659379	
Vector Capital Partners IV, LP	26-0252906	
Vestar Capital Partners V, LP	13-3715250	
Viking Global Investors LP	13-4055118	
WCAS Management Corporation		320 Park Avenue, Suite 2500, New York, NY 10022
CIP II General Partner, L.P.	98-0504194	
TC Group IV, L.P.	41-2160799	
TC Group V, L.P.	26-0204255	

PART 1.2 INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION											
2(a)			2(b)		2(c)	2(d)	2(e)		2(f)	2(g)	2(h)
Service Providers Receiving Direct or Indirect Compensation			Address		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)		Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	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?
Name	EIN	(Report if EIN Unknown or for self-employed persons.)	Service Code	(Yes)			(No)	(Yes)			
Fidelity Management Trust Co.	04-3022712		15, 64	Recordkeeper	15,635,962	x		x			
Performance Equity Management LLC	13-4162590		28	Affiliate	9,235,570		x				
GM Investment Management Corp	38-2903925		31	Subsidiary	6,005,245		x				
NISA Investment Advisors	48-1140940		28		5,623,303		x				
State Street Bank and Trust Company	04-1867445		19, 21	Trustee	5,408,613	x		x			
AEW Capital Management L.P.	04-3329433		28		5,008,967	x		x			
Prudential Fixed Income	22-2540245		28		4,667,325		x				
Pacific Investment Management Company, LLC	33-0629048		28		4,533,877	x		x			
Arrowstreet Capital LP	04-3472863		28		3,241,545		x				
Wellington Management Company	04-2683227		28		2,945,627		x				
BlackRock Financial Management, Inc.	13-3806691		28		2,769,320		x				
Marathon Asset Management	95-4328983		28		2,749,407		x				
Capital Guardian Trust Company	95-2553868		28		2,744,552		x				
Fidelity Institutional Asset Management Trust Company and FIM LLC	04-5532603		28	Affiliate of recordkeeper	2,639,569	x		x			
Bridgewater Associates, LP	27-1437501		28		2,460,454	x		x			
Citi Private Equity Services	02-0634697		15		2,286,163		x				
Primecap	95-3668081		28		2,200,297		x				
Numeric Investors LLC	04-3068821		28		2,168,836	x		x			
LSV Asset Management	232-772200		28		1,914,481		x				
J.P. Morgan Investment Management, Inc.	13-3209244		27, 28		1,788,269		x				
Grantham, Mayo, Van Otterloo & Co. LLC	04-2691242		28		1,489,857	x		x			
BlackRock Institutional Trust Company, N.A.	94-3112180		28		1,367,669	x		x			
Towers Watson Delaware Inc.	23-1159360		11	Actuary	1,261,335		x				
Standish Mellon Asset Management	25-1890416		28		1,240,415		x				
Principal Global Investors, LLC	42-1479618		28		1,209,403	x		x			
Serotim Realty Advisors	76-0029911		28		987,323		x				
Sands Capital Management	20-2830751		28		969,509	x		x			
Legal & General Investment	20-8038531		28		968,254		x				
Genesis Asset Managers Ltd.	98-0425769		28		946,328		x				
Morgan Stanley Investment Management Limited	31-73044510		28		852,304	x		x			
Trilogy Global Advisors, LLC	20-3003629		28		843,251	x		x			
Westbrook Partners Fund V	86-1089101		28		842,076		x				
TCM Associates L.P.	27-3894776		28		805,016		x				
Deloitte Tax LLP	86-1065772		49	Affiliate of auditor	775,538		x				
Kirkland & Ellis	96-1326630		29		646,108		x				
Goldman Sachs Asset Management	13-3575636		28		579,492	x		x			
Baillie Gifford Overseas Limited	22-3438530		28		507,303		x				
SS&C Private Equity Services		80 Lambertson Road Windsor, CT 06095	15		480,799		x				
BlackRock Realty Advisors			28		478,735		x				
Quantitative Management Associates			28		451,562		x				
Dodge & Cox	94-1441976		28		448,006	x		x			
Logan Circle Partners	20-8262866		28		442,977		x				
Mondrian Investment Partners Ltd.	57-7554887		28		429,660	x		x			
Boston Partners	98-0202744		28		418,981	x		x			
Skadden, Arps, Slate, Meagher & Flo	13-1777230		29		405,126		x				
GlobeOp Financial Services	98-1074658		34		389,462		x				
O'Melveny & Myers LLP		400 S Hope St. Los Angeles, CA 90071	29		373,702		x				
SS&C Technologies, Inc.	06-1169696		15		345,388		x				
MJR Realty Advisors, LLC	75-2834230		28		246,305		x				
BlackRock Capital Management	51-0395386		28		236,076		x				
Frontier Capital Mgmt. Co., L.L.C.	04-3492668		28		228,440		x				
Energy Trust LLC (UBS)	13-4145449		28		208,648		x				
Citadel Asset Management	86-6434731		28		198,879		x				
Deloitte	13-3891517		10	External auditor	187,500		x				
Weil Gotshal & Manges, LLP	13-1456110		29		181,953		x				

B. Plan Number -- 003
D. EIN -- 27-0383222

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)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?		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)	(Yes)	(No)	(Yes)	(No)	
Deloitte Haskins & Sells	51-0093500		49		139,268	X						
Kirkpatrick & Lockhart Preston Gate	25-0921018		28		133,281	X						
Bloomberg L.P.	13-3417984		49		122,499	X						
Thomson Reuters, LLC	20-4530702		49		119,357	X						
Investor Force, Inc.	23-2979047		49		90,487	X						
Mellon Global Securities	13-5160382		28		89,351	X						
Morningstar Workstation for Institutions (formerly S&P Micropal Workstation)		2668 Pay Sphere Circle, Morningstar, Chicago, IL 60674	49		87,731	X						
Morgan Stanley Real Estate	52-2309805		28		81,344	X						
The Bank of New York Mellon	13-5160382		18		81,236	X						
Evercore Trust Company	26-4691954		49		63,876	X						
Transamerica Premier Life	52-0419750		28		56,367	X						
The Burgess Group	22-3693659		49		55,037	X						
Morrison & Foerster LLP	94-0697210		29		50,411	X						
Barra, Inc.	94-2993226		49		47,338	X						
DDJ Capital Management, LLC	04-3300754		28		45,689	X						
Davis & Harman LLP	52-1378164		29		40,541	X						
PricewaterhouseCoopers Consultants (Shenzhen) Limited	98-0402311		17		38,717	X						
Harford Life Insurance Company	06-0574148		28		36,629	X		X				
Mellon Capital Management	25-1442864		28		35,595	X						
The Private Bank and Trust Company	36-3722148		27, 34		34,859	X						
Clifford Chance, New York	13-5553664		29		34,104	X						
Alternativesoft AG		Poststrasse 30, 6301 Zug, Switzerland	40, 49		30,298	X						
CB Richard Ellis	95-2743174		28		28,500	X						
Morgan, Lewis & Bockius LLP	23-0891050		29		26,003	X						
Arcadis U.S., Inc.	57-0373224		34		21,497	X						
Silver Mountain Group LLC	45-3645331		49		18,831	X						
Markit Valuation Limited	25-50001929		49		17,766	X						
First Advantage Corefacts	54-2019342		17		17,392	X						
Mayer Brown JSM	84-00005254		29		16,713	X						
Jenner & Block LLP	36-2192554		29		13,132	X						
Strategic Economic Decisions, Inc.	74-2139464		49		11,247	X						
Standard & Poor's	13-4155501		49		10,635	X						
London Stock Exchange		10 Paternoster Row, London EC4M 7LS, United Kingdom	40, 49		10,132	X						
Deloitte & Touche GmbH		50 Franklinstrasse, Frankfurt 60063	40, 49	Affiliate of auditor	8,678	X						
Maples and Calder		767 Fifth Avenue, NY, NY 10153	29		8,431	X						
Beach Point Capital Management	80-0242162		28		7,346	X						
Willkie Farr & Gallagher LLP	13-5536844		29		5,326	X						
AP Cayman Partners II General Partners, L.P.		c/o Interttrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands	28		-	X		X		X		
Lonestone Partners Ltd.	76-0594729		28		-	X		X		X		

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

For fiscal year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

D. EIN -- 27-0383222

PART I, 3 OTHER INDIRECT COMPENSATION INFORMATION					
3(a)	3(b)	3(c)	3(d)	3(e)	
Service Provider Name (As reported on 2(a))	Service Codes	Enter amount of indirect compensation	Enter name and EIN (address) of source of indirect compensation	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons)
AP Cayman Partners II General Partners, L	28		Advantage Partners, Inc.	4-1-28, Toranomon Minato-ku, Tokyo 105-0001	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands
Lionstone Partners Ltd.	28		Lionstone Urban Investments Two LP	20-8420103	76-0694729
					Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. provide
					2.1% of the market value of the Investor's investment.
					0.78% of the market value of the Investor's investment.

Form 5500 - Sch. C - Service Provider Information

For fiscal plan year beginning October 1, 2015 and ending September 30, 2016

A. Name of Plan -- General Motors Hourly-Rate Employees Pension Plan

C. Plan Sponsor -- General Motors LLC

B. Plan Number -- 003

D. EIN -- 27-0383222

PART II. 4. SERVICE PROVIDERS WHO FAIL OR REFUSE TO PROVIDE INFORMATION				
4(a)		4(b)		4(c)
Name	EIN (No Soc Sec #)	Address (Report if EIN Unknown or for self-employed persons)	Nature of Service	Describe the information that the service provider failed or refused to provide
Ardmore Global Investors, LP		One Fawcett Place, Greenwich, CT 06830	28	Did not provide a response, as the Investment Manager is no longer in business.
Drawbridge Long Dated Value Advisors LLC		1345 Avenue of the Americas, New York, NY 10105	28	Did not provide responses for indirect compensation.
Mount Kellett Capital Management LP	90-0365238		28	Did not provide responses for indirect compensation.
Oaktree Capital Management, L.P.		333 South Grand Ave., 28th Floor, Los Angeles, CA 90071	28	Did not provide responses for indirect compensation.
Schroder Venture Managers Inc.		875 Third Avenue, 2nd Floor, New York, NY 10022	28	Did not provide responses for indirect compensation.
Focus Ventures		525 University Ave # 225, Palo Alto, CA 94301	28	Did not provide responses for indirect compensation.
H&Q Asia Pacific, Ltd.		C/O HWR Services Limited, PO Box 71, Craigmuir Chambers,	28	Did not provide responses for indirect compensation.
Technology Crossover Ventures		280 Park Avenue, East Building 26th Floor, New York, NY 10017	28	Did not provide responses for indirect compensation.
Xinova		701 5th Ave #4100, Seattle, WA 98104	28	Did not provide responses for indirect compensation.