

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation General Motors Foundation, Inc.		A Employer identification number 38-2132136
Number and street (or P.O. box number if mail is not delivered to street address) MC-C30-C76, 300 Renaissance Center	Room/suite	B Telephone number 313-665-4085
City or town, state or province, country, and ZIP or foreign postal code Detroit, MI 48265-3000		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 108,161,942.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,738,125.	1,738,125.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		17,476,736.			Statement 2
b Gross sales price for all assets on line 6a 136,808,932.					
7 Capital gain net income (from Part IV, line 2)			18,147,687.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income			-174,100.		
12 Total. Add lines 1 through 11		19,214,861.	19,711,712.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		66,241.	5,000.		61,241.
c Other professional fees Stmt 5		1,443,526.	483,899.		965,642.
17 Interest					
18 Taxes Stmt 6		-30,735.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		22,492.	807.		21,686.
24 Total operating and administrative expenses. Add lines 13 through 23		1,501,524.	489,706.		1,048,569.
25 Contributions, gifts, grants paid		23,051,536.			33,012,777.
26 Total expenses and disbursements. Add lines 24 and 25		24,553,060.	489,706.		34,061,346.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-5,338,199.			
b Net investment income (if negative, enter -0-)			19,222,006.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			13,112,071.	23,366,081.	23,366,081.
	3 Accounts receivable ▶ 331,997.					
	Less: allowance for doubtful accounts ▶			725,997.	331,997.	331,997.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 8			11,345,211.	45,010,784.	45,010,784.
	b Investments - corporate stock			61,713,264.		
	c Investments - corporate bonds Stmt 9			13,425,497.	15,168,251.	15,168,251.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 10				22,782,196.	24,284,829.	24,284,829.
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				123,104,236.	108,161,942.	108,161,942.
17 Accounts payable and accrued expenses				269,218.	95,844.	
18 Grants payable				33,237,563.	23,080,569.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ Statement 11)			99,109.	11,999,971.	
	23 Total liabilities (add lines 17 through 22)			33,605,890.	35,176,384.	
Foundations that follow SFAS 117, check here ▶ ☒	24 Unrestricted			89,498,346.	72,985,558.	
	25 Temporarily restricted			7,152,158.	0.	
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			89,498,346.	72,985,558.	
31 Total liabilities and net assets/fund balances			123,104,236.	108,161,942.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	89,498,346.
2 Enter amount from Part I, line 27a	2	-5,338,199.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	84,160,147.
5 Decreases not included in line 2 (itemize) ▶ Unrealized Loss on Investments	5	11,174,589.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,985,558.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 144,196,874.		127,774,452.	18,147,687.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			18,147,687.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	18,147,687.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	28,477,633.	128,664,038.	.221333
2011	24,183,915.	146,564,670.	.165005
2010	11,000,385.	152,644,225.	.072066
2009	8,167,667.	139,648,474.	.058487
2008	23,136,545.	171,175,335.	.135163

2 Total of line 1, column (d)	2	.652054
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.130411
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	114,053,080.
5 Multiply line 4 by line 3	5	14,873,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	192,220.
7 Add lines 5 and 6	7	15,065,996.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	34,061,346.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	192,220.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	192,220.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	192,220.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	191,896.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	221,896.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,676.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 29,676. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.gm.com/company/aboutGM/gm_foundation.html	13	X	
14	The books are in care of John Moylan, CFO Telephone no. 313-665-2455 Located at 300 Renaissance Center, Detroit, MI ZIP+4 48265-3000			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
State Street Bank		
Box 5501, Boston, MA 02206	Banking	483,899.
Fleishman Hillard		
P.O. Box 771733, St. Louis, MO 63177	Communication	363,799.
NBC Universal, Inc.		
30 Rockefeller Plaza, New York, NY 10112	Marketing	250,000.
Scholarship America		
One Scholarship Way, Saint Peter, MN 56082	Scholarship Management	241,967.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	83,973,275.
b	Average of monthly cash balances	1b	31,484,657.
c	Fair market value of all other assets	1c	331,997.
d	Total (add lines 1a, b, and c)	1d	115,789,929.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	115,789,929.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,736,849.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,053,080.
6	Minimum investment return. Enter 5% of line 5	6	5,702,654.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	5,702,654.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	192,220.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	336.
c	Add lines 2a and 2b	2c	192,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,510,098.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,510,098.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,510,098.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	34,061,346.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,061,346.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	192,220.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,869,126.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,510,098.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	23,136,545.			
b From 2009	8,167,667.			
c From 2010	11,000,385.			
d From 2011	24,285,283.			
e From 2012	22,214,380.			
f Total of lines 3a through e	88,804,260.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	34,061,346.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				5,510,098.
e Remaining amount distributed out of corpus	28,551,248.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	117,355,508.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	23,136,545.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	94,218,963.			
10 Analysis of line 9:				
a Excess from 2009	8,167,667.			
b Excess from 2010	11,000,385.			
c Excess from 2011	24,285,283.			
d Excess from 2012	22,214,380.			
e Excess from 2013	28,551,248.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ATTACHMENT B

b The form in which applications should be submitted and information and materials they should include:

Attachment B

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Attachment B

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Attachment C		PC	Various Charitable Activities	33,012,777.
Total			3a	33,012,777.
b Approved for future payment				
Attachment D		PC	Various Charitable Activities	23,016,984.
Total			3b	23,016,984.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities				14	1,738,125.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	17,476,736.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		19,214,861.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						13 19,214,861.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities		P		
b Fixed Income		P		
c Sales of Oaktree Expanded High Yield Fund		P		
d Sales of Capital Guardian Non US EQ FD		P		
e Flow Through Capital Gain/Loss		P		
f Liquidation of Oaktree Expanded High Yield Fund		P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 85,509,989.		75,810,077.	9,699,912.
b 24,313,194.		24,000,000.	313,194.
c 7,245,898.		4,821,916.	2,423,982.
d 19,739,851.		17,577,593.	2,162,258.
e			1,725,265.
f 7,387,942.		5,564,866.	1,823,076.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,699,912.
b			313,194.
c			2,423,982.
d			2,162,258.
e			1,725,265.
f			1,823,076.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	18,147,687.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 2

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Publicly Traded Securities	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
85,509,989.	75,810,077.	0.	0.	9,699,912.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Fixed Income	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24,313,194.	24,000,000.	0.	0.	313,194.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Sales of Oaktree Expanded High Yield Fund	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7,245,898.	7,130,003.	0.	0.	115,895.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Sales of Capital Guardian Non US EQ FD		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19,739,851.	12,392,116.	0.	0.	7,347,735.
Capital Gains Dividends from Part IV				0.
Total to Form 990-PF, Part I, line 6a				17,476,736.

Form 990-PF	Dividends and Interest from Securities				Statement	3
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Dividends & Interest	1,738,125.	0.	1,738,125.	1,738,125.		
To Part I, line 4	1,738,125.	0.	1,738,125.	1,738,125.		

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Deloitte Tax and Audit	66,241.	5,000.		61,241.	
To Form 990-PF, Pg 1, ln 16b	66,241.	5,000.		61,241.	

Form 990-PF	Other Professional Fees	Statement	5
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Street Bank Fees	483,899.	483,899.		0.
Scholarship America Grant Administration	241,967.	0.		241,967.
Mullen (communications)	388,779.	0.		419,794.
Cyber Grants	20,000.	0.		20,000.
Scholarship PR/Marketing (NBC Universal)	250,000.	0.		250,000.
Bloomberg	33,881.	0.		33,881.
Habitat for Humanity	25,000.	0.		0.
To Form 990-PF, Pg 1, ln 16c	1,443,526.	483,899.		965,642.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	-30,735.	0.		0.
To Form 990-PF, Pg 1, ln 18	-30,735.	0.		0.

Form 990-PF	Other Expenses	Statement	7
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Board Meeting	1,371.	686.		686.
Council of Michigan Foundations	11,000.	0.		11,000.
Committee Encouraging Corporate Philanthropy	10,000.	0.		10,000.
Interest Adjustment	121.	121.		0.
To Form 990-PF, Pg 1, ln 23	22,492.	807.		21,686.

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
-------------	--	-----------	---

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
State Street Trust - Attachment A	x		45,010,784.	45,010,784.
Total U.S. Government Obligations			45,010,784.	45,010,784.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			45,010,784.	45,010,784.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
State Street Trust - Attachment A	15,168,251.	15,168,251.
Total to Form 990-PF, Part II, line 10c	15,168,251.	15,168,251.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
State Street Trust - Attachment A	COST	24,284,829.	24,284,829.
Total to Form 990-PF, Part II, line 13		24,284,829.	24,284,829.

Form 990-PF	Other Liabilities	Statement	11
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Description	BOY Amount	EOY Amount
Payable on Purchased Securities	99,109.	11,999,971.
Total to Form 990-PF, Part II, line 22	99,109.	11,999,971.

Form 990-PF Part VIII - List of Officers, Directors Statement 12
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Vivian R. Pickard MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	President 16.00	0.	0.	0.
Lori L. Wingerter MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Vice President & Secretary 21.00	0.	0.	0.
John P. Moylan MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Chief Financial Officer 3.00	0.	0.	0.
Mary E. Williams MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Treasurer 8.00	0.	0.	0.
Kevin W. Cobb MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	General Counsel 2.00	0.	0.	0.
Mark L. Reuss MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Vice-Chairperson 2.00	0.	0.	0.
Diane D. Tremblay MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Janice K. Uhlig MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Edward T. Welburn Jr. MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.

General Motors Foundation, Inc.

38-2132136

Robert E. Ferguson MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Selim Bongol MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Chairperson 3.00	0.	0.	0.
Jim Davlin MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Stephen J. Girskey MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Michael J. Robinson MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Christopher J. Perry MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Grace Lieblein, Part Year MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.
Susan E. Docherty, Part Year MC 482-C27-D76, 300 Renaissance Center Detroit, MI 48265-3000	Director 2.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

0.	0.	0.
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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
----------------	---

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. General Motors Foundation, Inc.	Employer identification number (EIN) or 38-2132136
	Number, street, and room or suite no. If a P.O. box, see instructions. MC-C30-C76, 300 Renaissance Center	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Detroit, MI 48265-3000	

Enter the Return code for the return that this application is for (file a separate application for each return)

0	4
---	---

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

John Moylan CFO

- The books are in the care of ► 300 Renaissance Center - Detroit, MI 48265-3000

Telephone No. ► 313-665-4085

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 17, 2014**

5 For calendar year 2013, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO COMPLETE AN ACCURATE TAX RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 221,896.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 221,896.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► C.P.A

Date ►

GENERAL MOTORS FOUNDATION, INC.
EIN: 38-2132136

RECONCILIATION OF ATTACHMENT A TO FORM 990-PF, PART II

For the Year Ended December 31, 2013

Form 990- PF, Part II, Line Number	Description	Amount
2	Savings and temporary cash investments	23,366,081
10a	Investments - U.S. and State Government Obligations	45,010,784
10b	Investments - Corporate Stock	-
10c	Investments - Corporate Bonds	15,168,251
13	Investments - Other	24,284,829
	Subtotal	<u>107,829,945</u>
	Checks in Transit	<u></u>
	Fair Value of Investments in State Street Trust, Per Attachment A	<u><u>107,829,945</u></u>

Sales Report by Report Date

Fund Summary - Composite

January 1, 2013 to December 31, 2013



JZ 07/15/14

STATE STREET

View Date: June 30, 2014

Base Currency: USD - US DOLLAR								
Shares/Par/Contracts		# of Trades		Interest	Commissions	Taxes/Fees/Other	Net Proceeds	
Units/Original Face								
CASH EQUIVALENTS								
42,259,229.540		Base		0 00	0.00	0 00	42,259,229.54	
		TRADES	8					
		CANCELS	0					
FIXED INCOME								
24,000,000.000		Base		34,990.27	0.00	0.00	24,313,194.38	
		TRADES	5					
		CANCELS	0					
SALES Total								
Long	66,259,229.540	Base		34,990.27	0.00	0 00	66,572,423.92	
		TRADES	13					
		CANCELS	0					

Holdings

Composite

As of: January 31, 2014



View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Funds Included in Composite

HCLY GMAM ARS FUND I

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: January 31, 2014



JZ 07/15/14

STATE STREET

View Date: June 30, 2014

Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate	Unit Price	Market Value	Unrealized Gn/Ls	% Curr	% Comp
----------	-------------------	-------	------	-----------	------------	------	------------	--------------	------------------	--------	--------

EQUITY

US DOLLAR										Exchange Rate	
971DYV903	GMAM ABS RETURN STRATEGY FUNDI MUTUAL FUND	8.048	HCLY Local	2,500,000.000000	20,120,000.00	3,017,498.62201		24,284,828.91	4,164,828.91	100.00	
	Base			2,500,000.000000	20,120,000.00	3,017,498.62201		24,284,828.91	4,164,828.91	100.00	
US DOLLAR Total											
	Local	8.048			20,120,000.00			24,284,828.91	4,164,828.91	100.00	
	Base				20,120,000.00			24,284,828.91	4,164,828.91	100.00	
EQUITY Total											
	Base	8.048			20,120,000.00			24,284,828.91	4,164,828.91	100.00	

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: January 31, 2014

View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate	Unit Price	Market Value	Unrealized Gn/Ls	% Curr	% Comp
----------	-------------------	-------	------	-----------	------------	------	------------	--------------	------------------	--------	--------

COMPOSITE Total

8 048	Base			20,120,000.00	24,284,828.91			4,164,828.91		100.00	
-------	------	--	--	---------------	---------------	--	--	--------------	--	--------	--

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Funds Included in Composite

HCLJ GM FOUNDATION DISBURSEMENT
HCLN FI BOND ACCOUNT

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: December 31, 2013

View Date:

June 30, 2014



JZ 07/15/14

STATE STREET

Base Currency: USD - US DOLLAR										
Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate	Maturity Date	Market Value	Unrealized Gn/Ls	% Curr % Comp

CASH

US DOLLAR										Exchange Rate	1.000000
-----------	--	--	--	--	--	--	--	--	--	---------------	----------

USD											
US DOLLAR											
	1,761,828.660	HCLJ Local		1.000000	1,761,828.66	1.000000	1.000000	1,761,828.66	0.00		2.10
		Base		1.000000	1,761,828.66	1.000000	1.000000	1,761,828.66	0.00		2.10

US DOLLAR Total

	1,761,828.660	Local			1,761,828.66			1,761,828.66	0.00		2.10
		Base			1,761,828.66			1,761,828.66	0.00		2.10

CASH Total

	1,761,828.660	Base			1,761,828.66			1,761,828.66	0.00		2.10
--	---------------	------	--	--	--------------	--	--	--------------	------	--	------

CASH EQUIVALENT

US DOLLAR										Exchange Rate	1.000000
-----------	--	--	--	--	--	--	--	--	--	---------------	----------

8618809A2 SSGA FDS PRIME FD											
	21,825,452.250	HCLN Local		100.000000	21,825,452.25	0.0742	100.000000	21,825,452.25	0.00		26.06
		Base		100.000000	21,825,452.25	0.0742	100.000000	21,825,452.25	0.00		26.06

US DOLLAR Total

	21,825,452.250	Local			21,825,452.25			21,825,452.25	0.00		26.06
		Base			21,825,452.25			21,825,452.25	0.00		26.06

CASH EQUIVALENT Total

	21,825,452.250	Base			21,825,452.25			21,825,452.25	0.00		26.06
--	----------------	------	--	--	---------------	--	--	---------------	------	--	-------

FIXED INCOME

US DOLLAR										Exchange Rate	1.000000
-----------	--	--	--	--	--	--	--	--	--	---------------	----------

172967GP0 CITIGROUP INC SR UNSECURED 04/16 1.3											
	1,500,000.000	HCLN Local		100.190000	1,502,850.00	1.3000	100.186157	1,502,792.36	-57.64		1.79

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14
STATE STREET.

Base Currency: USD - US DOLLAR									
Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate Unit Price	Maturity Date Market Value	Unrealized Gnl/s	% Curr % Comp
24820RAE8	STATOIL ASA SR UNSECURED 144A 05/16 7.375		Base	100.190000	1,502,850.00	100.186157	1,502,792.36	-57.64	1.79
	3,500,000.000 HCLN Local	107.430461			3,760,066.13	7.3750	01 May 2016		
						113.581000	3,975,335.00	215,268.87	4.75
	Base	107.430461			3,760,066.13	113.581000	3,975,335.00	215,268.87	4.75
29157TAA4	EMORY UNIVERSITY SR UNSECURED 09/19 5.625								
	3,500,000.000 HCLN Local	99.414000			3,479,490.00	5.6250	01 Sep 2019		
						115.909592	4,056,835.72	577,345.72	4.84
	Base	99.414000			3,479,490.00	115.909592	4,056,835.72	577,345.72	4.84
36962G5Z3	GENERAL ELEC CAP CORP SR UNSECURED 07/15 1.625								
	2,500,000.000 HCLN Local	101.299000			2,532,475.00	1.6250	02 Jul 2015		
						101.628021	2,540,700.53	8,225.53	3.03
	Base	101.299000			2,532,475.00	101.628021	2,540,700.53	8,225.53	3.03
46625HHW3	JPMORGAN CHASE + CO SR UNSECURED 01/16 2.6								
	3,000,000.000 HCLN Local	98.520000			2,955,600.00	2.6000	15 Jan 2016		
						103.086243	3,092,587.29	136,987.29	3.69
	Base	98.520000			2,955,600.00	103.086243	3,092,587.29	136,987.29	3.69
912796AR0	TREASURY BILL 02/14 0.00000								
	12,000,000.000 HCLN Local	99.999757			11,999,970.83	99.998500	06 Feb 2014		
						99.998500	11,999,820.00	-150.83	14.33
	Base	99.999757			11,999,970.83	99.998500	11,999,820.00	-150.83	14.33
912828FQ8	US TREASURY N/B 08/16 4.875								
	3,000,000.000 HCLN Local	100.062500			3,001,875.00	4.8750	15 Aug 2016		
						111.088005	3,332,640.15	330,765.15	3.98
	Base	100.062500			3,001,875.00	111.088005	3,332,640.15	330,765.15	3.98
912828NV8	US TREASURY N/B 08/15 1.25								
	3,000,000.000 HCLN Local	100.125000			3,003,750.00	1.2500	31 Aug 2015		
						101.589800	3,047,694.00	43,944.00	3.64
	Base	100.125000			3,003,750.00	101.589800	3,047,694.00	43,944.00	3.64
912828PC8	US TREASURY N/B 11/20 2.625								
	1,000,000.000 HCLN Local	95.687500			956,875.00	2.6250	15 Nov 2020		
						101.623001	1,016,230.01	59,355.01	1.21
	Base	95.687500			956,875.00	101.623001	1,016,230.01	59,355.01	1.21
912828RQ5	US TREASURY N/B 11/14 0.375								
						0.3750	15 Nov 2014		

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Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14

STATE STREET.

Base Currency: USD - US DOLLAR									
Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate Unit Price	Maturity Date Market Value	Unrealized Gn/Ls	% Curr % Comp
912828UU2	6,000,000,000	HCLN	Local	100.261719	6,015,703.13	100.188004	6,011,280.24	-4,422.89	7.18
			Base	100.261719	6,015,703.13	100.188004	6,011,280.24	-4,422.89	7.18
US TREASURY N/B 03/18 0.75									
912828VV7	15,000,000,000	HCLN	Local	100.523438	15,078,515.63	97.156200	14,573,430.00	-505,085.63	17.40
			Base	100.523438	15,078,515.63	97.156200	14,573,430.00	-505,085.63	17.40
US TREASURY N/B 09/16 0.875									
912828WW7	5,000,000,000	HCLN	Local	100.703125	5,035,156.25	100.593800	5,029,690.00	-5,466.25	6.00
			Base	100.703125	5,035,156.25	100.593800	5,029,690.00	-5,466.25	6.00
US DOLLAR Total									
	59,000,000,000		Local		59,322,326.97		60,179,035.30	856,708.33	71.84
			Base		59,322,326.97		60,179,035.30	856,708.33	71.84
FIXED INCOME Total									
	59,000,000,000		Base		59,322,326.97		60,179,035.30	856,708.33	71.84

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Holdings

Composite

As of: December 31, 2013



View Date:

June 30, 2014



JZ 07/15/14

STATE STREET.

Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate	Unit Price	Maturity Date	Market Value	Unrealized Gnl/Ls	% Curr	% Comp
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COMPOSITE Total

82,587,280	910	Base			82,909,607.88				83,766,316.21	856,708.33		100.00
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& Issue has redenominated but Local is not converted

Issue has not been redenominated but Local is converted

Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Funds Included in Composite

HCLQ FUTURES

& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

Attachment A
Prepared by State Street

Holdings

Composite

As of: December 31, 2013



JZ 07/15/14

STATE STREET

View Date: June 30, 2014

Base Currency: USD - US DOLLAR									
Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate	Maturity Date	Unrealized Gnl/Ls	% Curr % Comp
						Unit Price	Market Value		

CASH

US DOLLAR									Exchange Rate. 1.000000
USD	US DOLLAR	0.000	HCLQ Local	1 000000	0.00	1.000000	0.00	0.00	0.00
			Base	1.000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1 000000	0.00	1.000000	0.00	0.00	0.00
			Base	1.000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1.000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1.000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0.00
US DOLLAR	US DOLLAR	0.000	HCLQ Local	1.000000	0.00	1.000000	0.00	0.00	0.00
			Base	1 000000	0.00	1.000000	0.00	0.00	0.00

& Issue has redenominated but Local is not converted

Issue has not been redenominated but Local is converted

Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Rate Unit Price	Maturity Date Market Value	Unrealized Gn/Ls	% Curr % Comp
US DOLLAR Total									
		0.000	Local		0.00		0.00	0.00	0.00
			Base		0.00		0.00	0.00	0.00
CASH Total									
		0.000	Base		0.00		0.00	0.00	0.00

Holdings

Composite

As of: December 31, 2013

View Date: June 30, 2014



JZ 07/15/14

STATE STREET

Base Currency: USD - US DOLLAR

Asset ID	Asset Description	Units	Fund	Unit Cost	Total Cost	Unit Price	Rate	Market Value	Unrealized Gnl/Ls	% Curr	% Comp
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COMPOSITE Total

		0.000	Base		0.00			0.00	0.00		0.00
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& Issue has redenominated but Local is not converted
Issue has not been redenominated but Local is converted

GENERAL MOTORS FOUNDATION, INC.
EIN: 38-2132136

ATTACHMENT B - PROPOSAL SUBMISSION AND REVIEW GUIDELINES

For the Year Ended December 31, 2013

Form 990-PF, Part XV, Lines 2a, 2b and 2c

All requests are made on-line at www.gm.com/corporate/responsibility/community. The GM Foundation no longer accepts paper requests. Contributions are only made to organizations with a verified IRC 501 (c)(3) status.

All requests are accepted and reviewed on an on-going basis throughout the year.

The following information must be provided in each cash donation grant application:

1. Federal employer identification number (EIN) for verification of IRC 501 (c)(3) status (required)
2. Legal name of organization, address
3. Current operating budget
4. Organization history/mission statement
5. Project name
6. Purpose of grant/project (Statement of Requested Support)
7. Project time frame
8. Amount requested
9. Total project cost
10. Demographic information
11. Communications strategy and recognition of the GMF's support
12. Other organizations to which you are submitting requests
13. Information

Form 990-PF, Part XV, Line 2d

To ensure continuity of its philanthropic efforts, General Motors established the General Motors Foundation in 1976 to provide eligible organizations support through cash donations. The General Motors Foundation is committed to supporting organizations and programs designed to affect and improve the quality of life in communities.

With a strong commitment to diversity in all areas, the targeted areas of support for the GM Foundation are:

Education: Realizing the importance of education, we are consistently a leader among contributors to education, both in terms of financial support and the quality of the programs receiving support. We support a strong and diverse base of education programs for students of all ages, including donations to colleges and universities, hands-on experiential education activities, and mentoring programs.

Health and human services: We support organizations working to further research related to the causes, prevention, and treatment of various diseases such as cancer, heart disease, and diabetes. We also support other health-related awareness and education campaigns.

Environment and energy Protecting the environment is one of our most important priorities. We are dedicated to protecting human health, natural resources, and the global environment by supporting organizations that promote these ideals

Community Development: We support organizations that strengthen community awareness and improvement.

Primary consideration is given to requests that meet the following criteria:

- Exhibit a clear purpose and defined need in one of GMF's areas of support;
- Recognize innovative approaches in addressing the defined need; and
- Demonstrate an efficient organization and detail the organization's ability to follow through on their proposal.

Restrictions on Giving

Donations are only made to organizations with a verifiable IRC 501 (c)(3) status. In addition, donations are not provided to:

- Religious organizations
- Operating budgets of medical related facilities
- Capital campaigns
- Endowment funds
- Political parties or candidates
- Foreign organizations

The GM Foundation does not support multi-year grants; only the first year of multi-year requests will be considered, and subsequent years will be evaluated annually for future support.

GMF's Review Structure and Process

The GMF Board of Directors serves as the governing body for all donation decisions and other GMF matters, and draws upon input from GM staffs and operating units to guide the overall philanthropic process. Requests are accepted and reviewed on an on-going basis throughout the year.

If a request is within the GMF giving guidelines and program priorities, and if funds are available, the organization may be asked to submit additional information for evaluation, which may include:

- Expanded project description, goals, and objectives
- Description of persons or groups who will benefit
- Relevant experience of the project's principal staff
- History of organization (most recent annual report)
- Detailed work plan, time frame, and action plan for expected outcome
- Evaluation plan including criteria for measuring effectiveness of the proposed project
- All current and projected sources of funding, list amount requested of other corporations, foundations, and funding sources
- Detailed budget and long-term funding strategy beyond the initial grant period
- Current financial statements
- Current Board of Directors with affiliations

GENERAL MOTORS FOUNDATION, INC.**EIN: 38-2132136****ATTACHEMENT C - GRANTS PAID DURING THE YEAR
FORM 990-PF, PART XV, ITEM 3A**

For The Year Ended December 31, 2013

Organization Legal Name	Recipients Status	Purpose	Amount
100 Black Men of America, Inc	PC	General Fund	\$35,000 00
100 Black Men of Greater Detroit, Inc	PC	General Fund	\$20,000 00
100 Black Men of Middle Tennessee, Inc	PC	General Fund	\$5,000 00
4-H CLUBS & AFFILIATED 4-H ORGANIZATIONS	PC	General Fund	\$200 00
ABILITY BEYOND DISABILITY	PC	General Fund	\$200.00
ACCESS (Arab Community Center for Economic & Social Services	PC	General Fund	\$5,000 00
Affirmations Community Center	PC	General Fund	\$2,500 00
Alliance for a Safer Greater Detroit	PC	General Fund	\$15,000 00
American Cancer Society	PC	General Fund	\$2,500 00
American Cancer Society - Missouri	PC	General Fund	\$5,000 00
AMERICAN CANCER SOCIETY INC	PC	General Fund	\$200 00
AMERICAN CANCER SOCIETY INC	PC	General Fund	\$10,000.00
AMERICAN CANCER SOCIETY INC GREATER LAKES DIVISION	PC	General Fund	\$400 00
American Cancer Society of Berkley County	PC	General Fund	\$2,500 00
American Cancer Society, Inc	PC	General Fund	\$2,500.00
American Cancer Society, Inc	PC	General Fund	\$25,000.00
American Cancer Society, Inc.	PC	General Fund	\$15,000.00
AMERICAN CHILDRENS FOUNDATION AVEN HOUSE	PC	General Fund	\$2,500.00
American Chinese School of Greater Detroit (ACSGD)	PC	General Fund	\$2,500 00
AMERICAN DIABETES ASSOCIATION INC	PC	General Fund	\$10,000.00
AMERICAN GI FORUM OF THE US dba Hispanic Technology Community Ctr	PC	General Fund	\$3,000 00
American Heart Association	PC	General Fund	\$100,000 00
AMERICAN HEART ASSOCIATION INC	PC	General Fund	\$7,500.00
American Indian Health and	PC	General Fund	\$2,500.00
American National Red Cross	PC	General Fund	\$250,000 00
American National Red Cross	PC	General Fund	\$100,000 00
American National Red Cross	PC	General Fund	\$100,000 00
American Red Cross - Greater Toledo Area Chapter	PC	General Fund	\$2,500 00
American Science and Engineering Society	PC	General Fund	\$2,500 00
AMERICAN YOUTH SOCCER ORGANIZATION	PC	General Fund	\$400 00
Angels' Place	PC	General Fund	\$200.00
Anti Defamation League	PC	General Fund	\$25,000 00
Apollo Theater Foundation, Inc	PC	General Fund	\$25,000.00
Apollo Theater Foundation, Inc	PC	General Fund	\$25,000.00
Arab Community Center for Economic and Social Services	PC	General Fund	\$3,000 00
Arab-American Civil Rights League ACRL	PC	General Fund	\$5,000.00
ARISE DETROIT	PC	General Fund	\$8,800.00
Arizona Western College Foundation	PC	General Fund	\$5,000 00
Arlington ISD Foundation	PC	General Fund	\$10,000 00
Arlington ISD Foundation	PC	General Fund	\$10,000 00
Army Historical Foundation	PC	General Fund	\$250,000.00
Art Center College of Design	PC	General Fund	\$110,000.00
Arts & Scraps	PC	General Fund	\$2,500.00
Arts United of Greater Ft Wayne	PC	General Fund	\$8,000.00
Asian and Pacific Islander American Scholarship Fund	PC	General Fund	\$25,000.00
ASM Materials Education Foundation	PC	General Fund	\$200 00

ASPIRA Association, Inc	PC	General Fund	\$15,000 00
ASSISTANCE LEAGUE OF DIABLO VALLEY	PC	General Fund	\$200 00
Attitudes & Attire	PC	General Fund	\$2,500 00
AUSTIN MIRACLE LEAGUE	PC	General Fund	\$200 00
Automotive Hall of Fame, Inc	PC	General Fund	\$50,000 00
AZFIRST	PC	General Fund	\$200 00
Barbara Ann Karmanos Cancer Institute	PC	General Fund	\$400,000 00
Barren River Area Safe Space, Inc	PC	General Fund	\$2,500.00
Barry & Florence Friedberg JCC	PC	General Fund	\$100,000.00
BAY AREA WOMENS CENTER	PC	General Fund	\$4,000 00
BAY COUNTY HOCKEY ASSOCIATION INC	PC	General Fund	\$200 00
Belle Isle Conservancy	PC	General Fund	\$20,000 00
Beyond Basics	PC	General Fund	\$5,000 00
BIG BROTHERS AND BIG SISTERS OF DANE COUNTY INC	PC	General Fund	\$200.00
Big Brothers Big Sisters of Metropolitan Detroit	PC	General Fund	\$200 00
Big Brothers Big Sisters of Metropolitan Detroit	PC	General Fund	\$10,000.00
Big Brothers Big Sisters of Metropolitan Detroit	PC	General Fund	\$10,000.00
Big Brothers Big Sisters of Niagara County, Inc	PC	General Fund	\$2,500 00
Big Brothers-Big Sisters of Greater Flint	PC	General Fund	\$7,500 00
Black United Fund of Michigan, Inc.	PC	General Fund	\$5,000 00
Blue River Water Shed Association	PC	General Fund	\$5,000 00
BLUE WATER BALTIMORE	PC	General Fund	\$3,000 00
Board of Trustees of Leland Stanford Jr University	PC	General Fund	\$175,000 00
Bowling Green Area Chamber Foundation	PC	General Fund	\$10,000 00
Bowling Green Chamber Orchestra d/b/a Orchestra KY of Bowling Greer	PC	General Fund	\$5,000 00
Bowling Green Western Symphony d b a The Symphony at WKU	PC	General Fund	\$5,000.00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200.00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200.00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200 00
BOY SCOUTS OF AMERICA	PC	General Fund	\$5,000 00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200 00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200 00
BOY SCOUTS OF AMERICA	PC	General Fund	\$200 00
Boy Scouts of America Great Lakes Council	PC	General Fund	\$1,600 00
Boy Scouts of America Great Lakes Council	PC	General Fund	\$400 00
BOY SCOUTS OF AMERICA, 264 TALL PINE COUNCIL	PC	General Fund	\$5,000 00
BOYS & GIRLS CLUB OF BOWLING GREEN KENTUCKY WAR MEMORIAL UNIT	PC	General Fund	\$2,500 00
Boys & Girls Club of Greater Flint	PC	General Fund	\$7,500 00
Boys & Girls Club of Oakland County	PC	General Fund	\$8,500.00
Boys & Girls Clubs of Metro Denver	PC	General Fund	\$5,000.00
Boys and Girls Club of Lansing	PC	General Fund	\$10,000 00
Boys and Girls Club of Oakland County	PC	General Fund	\$7,500 00
BOYS AND GIRLS CLUB OF SOUTH OAKLAND COUNTY	PC	General Fund	\$200 00
Boys and Girls Clubs of Maury County	PC	General Fund	\$4,000 00
Boys and Girls Clubs of Southeastern Michigan	PC	General Fund	\$20,000 00
Boys and Girls Clubs of the Northtowns	PC	General Fund	\$7,500 00
Brigham Young University	PC	General Fund	\$20,000 00
Buffalo Urban League, Inc	PC	General Fund	\$5,000 00
Burmese Advocacy Center corporation	PC	General Fund	\$2,500 00
Business Leaders for Michigan Foundation	PC	General Fund	\$100,000 00
CAPITAL AREA BLUES SOCIETY	PC	General Fund	\$200 00
Capital Area Food Bank	PC	General Fund	\$25,000 00
CAPITAL AREA UNITED WAY INC	PC	General Fund	\$50,000 00
Cass Community Social Services	PC	General Fund	\$200 00
Cass Community Social Services	PC	General Fund	\$200 00
Catalyst, Inc	PC	General Fund	\$50,000 00
Central Park Conservancy, Inc.	PC	General Fund	\$100,000 00
Charles H Wright Museum of African American History	PC	General Fund	\$15,000 00

Charles H. Wright Museum of African American History	PC	General Fund	\$50,000 00
Child Abuse and Neglect Council of Oakland County	PC	General Fund	\$8,000 00
Child Abuse and Neglect Council of Oakland County	PC	General Fund	\$12,000 00
Children's Leukemia Foundation of Michigan	PC	General Fund	\$10,000 00
Citizenship Education Fund, Inc.	PC	General Fund	\$100,000.00
Citizenship Education Fund, Inc	PC	General Fund	\$100,000.00
CLEVELAND FOODBANK INC	PC	General Fund	\$200.00
Cleveland Institute of Art	PC	General Fund	\$20,000.00
Clinton River Watershed Coalition	PC	General Fund	\$6,000.00
Clinton River Watershed Council	PC	General Fund	\$200 00
Clinton River Watershed Council	PC	General Fund	\$7,000.00
Club General Motors	PC	General Fund	\$400.00
Club General Motors	PC	General Fund	\$200 00
College for Creative Studies	PC	General Fund	\$1,250,000 00
Community Store House	PC	General Fund	\$2,500 00
Communities In Schools of Kansas	PC	General Fund	\$10,000 00
Community Food Bank	PC	General Fund	\$7,000 00
Community Foundation of Grant County, Indiana, Inc	PC	General Fund	\$10,000 00
Community Harvest Food Bank	PC	General Fund	\$4,000 00
Community Outreach of Reno/Sparks	PC	General Fund	\$2,500 00
Community Transportation Network	PC	General Fund	\$5,000 00
Comprehensive Youth Services-Family Youth Interventions	PC	General Fund	\$12,000 00
Congressional Black Caucus Foundation, Inc	PC	General Fund	\$50,000 00
Congressional Hispanic Caucus Institute	PC	General Fund	\$50,000 00
Council of Asian Pacific Americans (CAPA)	PC	General Fund	\$2,500 00
Cranbrook Educational Community	PC	General Fund	\$30,000 00
Cuban American National Council, Inc	PC	General Fund	\$10,000.00
Cultural Alliance of southeastern Michigan	PC	General Fund	\$2,500 00
DAY DREAMS FARM THERAPY AND RESCUE	PC	General Fund	\$200 00
Defiance YMCA	PC	General Fund	\$7,500 00
DELTA ZETA FOUNDATION	PC	General Fund	\$200 00
Detroit Area Pre College Engineering Program (DAPCEP)	PC	General Fund	\$30,000 00
Detroit Chinese Engineering Association (DCEA)	PC	General Fund	\$2,500 00
Detroit Economic Growth Association	PC	General Fund	\$100,000 00
Detroit Historical Society	PC	General Fund	\$50,000 00
Detroit Institute of Arts	PC	General Fund	\$100,000 00
Detroit Police Athletic League, Inc	PC	General Fund	\$25,000.00
Detroit Police Athletic League, Inc	PC	General Fund	\$20,000.00
Detroit Public Safety Foundation	PC	General Fund	\$2,500 00
Detroit Public Schools Foundation	PC	General Fund	\$25,000 00
Detroit Regional Chamber Foundation, Inc	PC	General Fund	\$100,000 00
Detroit Riverfront Conservancy	PC	General Fund	\$66,900 00
Detroit Riverfront Conservancy	PC	General Fund	\$33,100 00
Detroit Symphony Orchestra	PC	General Fund	\$400,000 00
Detroit Symphony Orchestra	PC	General Fund	\$175,000 00
Detroit Winter Blast Foundation	PC	General Fund	\$15,000 00
Detroit Winter Blast Foundation	PC	General Fund	\$25,000 00
Developing Resources for Education in America (DREAM)	PC	General Fund	\$2,500 00
DISASTER RELIEF AT WORK INC	PC	General Fund	\$200 00
Dress for Success Michigan Incorporated	PC	General Fund	\$2,500 00
Duke University	PC	General Fund	\$100,000 00
Earth Force	PC	General Fund	\$5,000 00
Earth Force	PC	General Fund	\$50,000 00
East Side Soup Kitchen	PC	General Fund	\$3,000 00
EATON COMMUNITY HOSPICE INC	PC	General Fund	\$3,000 00
EISENHOWER INSTRUMENTAL MUSIC BOOSTERS	PC	General Fund	\$200 00
ELES PLACE INC	PC	General Fund	\$5,000 00
Engineers without Borders	PC	General Fund	\$2,500.00

Families and Work Institute Inc	PC	General Fund	\$25,000 00
Family and Community Services of Portage County	PC	General Fund	\$5,000.00
FAMILY HELP CENTER INC	PC	General Fund	\$5,000 00
Feed Lucas County Children, Inc	PC	General Fund	\$2,500.00
Feeding America - West Michigan Food Bank	PC	General Fund	\$2,500.00
FERNBANK, INC	PC	General Fund	\$50,000 00
First Book	PC	General Fund	\$25,000.00
FIRST IN MICHIGAN	PC	General Fund	\$200.00
FIRST IN MICHIGAN	PC	General Fund	\$100,000.00
First Tee New York, Inc.	PC	General Fund	\$25,000 00
Flint Children's Museum	PC	General Fund	\$5,000 00
Flint River Watershed Coalition	PC	General Fund	\$10,000 00
Focus. HOPE	PC	General Fund	\$200.00
Focus HOPE	PC	General Fund	\$200 00
Focus HOPE	PC	General Fund	\$500,000 00
Food Bank of Eastern Michigan	PC	General Fund	\$4,800 00
Food Bank of Northern Nevada, Inc	PC	General Fund	\$2,500 00
Forgotten Harvest, Inc	PC	General Fund	\$200 00
Forgotten Harvest, Inc	PC	General Fund	\$5,000 00
Forgotten Harvest, Inc.	PC	General Fund	\$50,000 00
Forgotten Harvest, Inc.	PC	General Fund	\$50,000 00
Fort Zumwalt Public School Education Foundation	PC	General Fund	\$15,000 00
Foundation for Ichthyosis & Related Skin Types (FIRST)	PC	General Fund	\$5,000 00
Freedom House Inc	PC	General Fund	\$2,500 00
Friends of Big Creek	PC	General Fund	\$5,000 00
Friends of the Alfred P Sloan Museum	PC	General Fund	\$5,000 00
Friends of the Lost River Inc	PC	General Fund	\$2,500 00
Friends of the National World War II Memorial	PC	General Fund	\$24,000 00
Friluftsliv Foundation	PC	General Fund	\$25,000 00
George Werden Buck Boy Club	PC	General Fund	\$2,500 00
Georgia Tech Foundation, Inc	PC	General Fund	\$250,000.00
GIRL SCOUTS OF SOUTHEASTERN MICHIGAN	PC	General Fund	\$200 00
GIRL SCOUTS OF SOUTHEASTERN MICHIGAN	PC	General Fund	\$10,000.00
Girl Scouts of Southeastern Michigan	PC	General Fund	\$5,000 00
Girl Scouts of the United States of America	PC	General Fund	\$10,000 00
GIRL SCOUTS OF WESTERN OHIO	PC	General Fund	\$400 00
Gleaners Community Food Bank of Southeastern Michigan	PC	General Fund	\$1,000.00
Gleaners Community Food Bank of Southeastern Michigan	PC	General Fund	\$400.00
Gleaners Community Food Bank of Southeastern Michigan	PC	General Fund	\$25,000.00
GOODRICH SOCCER CLUB INC	PC	General Fund	\$200 00
Goodwill Industries of Greater Detroit	PC	General Fund	\$10,000 00
Grace Centers of Hope	PC	General Fund	\$200 00
GREAT LAKES GOLDEN RETRIEVER RESCUE	PC	General Fund	\$200 00
Greater Lansing Food Bank	PC	General Fund	\$3,000 00
Greater Wyoming Community Resource Alliance	PC	General Fund	\$2,500 00
Green Harvest Food Pantry	PC	General Fund	\$2,500 00
Green Living Science	PC	General Fund	\$200 00
Greenway Network	PC	General Fund	\$5,000 00
Guidance Center	PC	General Fund	\$5,000 00
HABITAT FOR HUMANITY INTERNATIONAL	PC	General Fund	\$200 00
HABITAT FOR HUMANITY INTERNATIONAL	PC	General Fund	\$200 00
Habitat for Humanity International, Inc	PC	General Fund	\$500,000 00
Habitat for Humanity International, Inc	PC	General Fund	\$1,000,000 00
Habitat for Humanity International, Inc	PC	General Fund	\$25,000 00
habitat for humanity of bucks county pa	PC	General Fund	\$2,500 00
Habitat for Humanity of Macomb County	PC	General Fund	\$800 00
Habitat for Humanity of Macomb County	PC	General Fund	\$400 00
HABITAT FOR HUMANITY OF METRO DENVER INC	PC	General Fund	\$200 00

Hamtramck Community initiative	PC	General Fund	\$7,500.00
HARVESTERS-THE COMMUNITY FOOD NETWORK	PC	General Fund	\$10,000 00
HAVEN, INC	PC	General Fund	\$25,000 00
Heart of America Stand Down Foundation	PC	General Fund	\$10,000 00
Heart of West Michigan United Way	PC	General Fund	\$7,500 00
Hidden Harvest	PC	General Fund	\$3,000.00
Highland Township Fire Department Association	PC	General Fund	\$200 00
Highland Township Fire Department Association	PC	General Fund	\$200 00
Hispanic Association of Colleges and Universities	PC	General Fund	\$25,000 00
Hispanic Scholarship Fund	PC	General Fund	\$50,000 00
HISTORIC FORT WAYNE COALITION INC	PC	General Fund	\$200.00
Hoosier Uplands EDC	PC	General Fund	\$2,500 00
Hospice of Michigan, Inc	PC	General Fund	\$2,500 00
Howard Theatre Restoration, Inc.	PC	General Fund	\$25,000 00
IMLAY CITY BOYS BASEBALL INC	PC	General Fund	\$400.00
Indiana Lions Foundation	PC	General Fund	\$2,500 00
INNOVATIONS FOR LEARNING INC	PC	General Fund	\$200 00
Inspiring Minds, Warren, Ohio	PC	General Fund	\$5,000.00
James K Polk Memorial Association	PC	General Fund	\$5,000.00
JDRF	PC	General Fund	\$25,000 00
Johnny Burkes Childrens foundation	PC	General Fund	\$3,000 00
Judson Center, Inc	PC	General Fund	\$25,000 00
Judson Center, Inc	PC	General Fund	\$12,000 00
junior Achievement	PC	General Fund	\$4,000 00
Junior Achievement of Genesee County	PC	General Fund	\$5,000.00
Junior Achievement of Rochester NY	PC	General Fund	\$5,000 00
Junior Achievement of the Chisolm Trail	PC	General Fund	\$7,000 00
JUNIOR LEAGUE OF KALAMAZOO INC	PC	General Fund	\$200 00
Kansas City, Kansas School Foundation for Excellence	PC	General Fund	\$10,000 00
Kennedy Krieger Institute	PC	General Fund	\$3,000 00
KETTERING UNIVERSITY	PC	General Fund	\$110,000 00
Kokomo Rescue Mission	PC	General Fund	\$7,500.00
LAKE ORION & ORION TOWNSHIP WAR MEMORIAL	PC	General Fund	\$3,000 00
Latin Americans for Social and Economic Development Inc	PC	General Fund	\$5,000 00
Latin Americans for Social and Economic Development Inc	PC	General Fund	\$15,000 00
Latino Family Services IN	PC	General Fund	\$2,500 00
Lawrence Inter-Faith Endeavor Inc	PC	General Fund	\$5,000 00
Lawrence Technological University	PC	General Fund	\$20,000 00
Leader Dogs for the Blind	PC	General Fund	\$200 00
Leadership Education for Asian Pacifics, Inc. (LEAP)	PC	General Fund	\$15,000 00
Leadership Women	PC	General Fund	\$100,000 00
Learning Club of Toledo	PC	General Fund	\$4,500 00
Lebanese American Heritage Club	PC	General Fund	\$2,500 00
Lebanese American Heritage Club	PC	General Fund	\$2,500 00
Lifting As We Climb	PC	General Fund	\$2,800 00
Lighthouse of Oakland County	PC	General Fund	\$2,500.00
LINCOLN PARK LIONS CHARITES INC	PC	General Fund	\$200.00
Little Rivers Wetlands Project	PC	General Fund	\$8,000.00
Lockport YMCA	PC	General Fund	\$2,500 00
LULAC National Educational Service Centers, Inc.	PC	General Fund	\$15,000.00
Macomb Science Olympiad	PC	General Fund	\$8,000 00
Mahoning County United Way	PC	General Fund	\$70,000 00
MAKE A WISH FOUNDATION OF NORTHERN WEST VIRGINIA INC	PC	General Fund	\$2,500 00
Make-A-Wish	PC	General Fund	\$2,500.00
Make-A-Wish Foundation	PC	General Fund	\$2,500 00
MAKE-A-WISH FOUNDATION OF MISSOURI INC	PC	General Fund	\$10,000 00
MAKE-A-WISH FOUNDATION OF MISSOURI INC	PC	General Fund	\$10,000.00
MANA de Metro Detroit F	PC	General Fund	\$2,500 00

MANA, A National Latina Organization	PC	General Fund	\$15,000.00
March of Dimes	PC	General Fund	\$2,500 00
March of Dimes	PC	General Fund	\$7,500 00
MARCH OF DIMES FOUNDATION	PC	General Fund	\$2,500.00
March of Dimes, Ohio Chapter	PC	General Fund	\$5,000 00
MARYLAND FOOD BANK INC	PC	General Fund	\$3,000 00
Massachusetts Institute of Technology	PC	General Fund	\$150,000 00
MATHCOUNTS Foundation	PC	General Fund	\$50,000 00
Matrix Human Services	PC	General Fund	\$25,000.00
Matthew 25 Dental/Health Clinic	PC	General Fund	\$8,000.00
Maury County Arts Guild dba The Polk Theater and Cultural Arts Ctr	PC	General Fund	\$2,500 00
Memphis Family Shelter	PC	General Fund	\$5,000 00
Mentoring Solutions	PC	General Fund	\$4,000 00
Mercy Education Project	PC	General Fund	\$4,000 00
MICHIGAN AEROSPACE FOUNDATION INC	PC	General Fund	\$125,000.00
Michigan Association Conservation Districts	PC	General Fund	\$3,000 00
Michigan Crossroads Council, Inc., Boy Scouts of America	PC	General Fund	\$200 00
Michigan Crossroads Council, Inc., Boy Scouts of America	PC	General Fund	\$200.00
Michigan Economic Development Foundation	PC	General Fund	\$50,000 00
Michigan Education Excellence Foundation	PC	General Fund	\$500,000.00
Michigan Education Excellence Foundation	PC	General Fund	\$550,000 00
Michigan History Foundation Inc.	PC	General Fund	\$3,000.00
Michigan Opera Theatre	PC	General Fund	\$10,000 00
Michigan Opera Theatre	PC	General Fund	\$100,000 00
Michigan Roundtable for Diversity and Inclusion	PC	General Fund	\$2,500 00
Michigan Science Center	PC	General Fund	\$500,000 00
MICHIGAN STATE TR FOR RAILWAY PRES INC	PC	General Fund	\$400 00
Michigan State University	PC	General Fund	\$150,000 00
Michigan State University dba WKAR	PC	General Fund	\$3,000 00
Michigan Technological University	PC	General Fund	\$100,000 00
Michigan Urban Farming Initiative	PC	General Fund	\$7,500 00
Michigan Urban Farming Initiative	PC	General Fund	\$3,000 00
Michigan Women's Foundation	PC	General Fund	\$50,000 00
Michigan Women's Foundation	PC	General Fund	\$20,000 00
Michigan Youth Appreciation Foundation	PC	General Fund	\$10,000 00
Mosaic Youth Theatre of Detroit	PC	General Fund	\$25,000 00
Motherly Intercession	PC	General Fund	\$3,000 00
Mothers Against Drunk Driving	PC	General Fund	\$150,000.00
MOTOR CITY BLIGHT BUSTERS INC	PC	General Fund	\$8,500 00
Motorsports Charities, Inc DBA The NASCAR Foundation	PC	General Fund	\$8,000 00
Motown Historical Museum, Inc	PC	General Fund	\$50,000.00
Museum of Contemporary Art Detroit	PC	General Fund	\$50,000 00
Music Hall Center for the Performing Arts	PC	General Fund	\$50,000 00
Music Hall Center for the Performing Arts	PC	General Fund	\$50,000 00
Music Hall Center for the Performing Arts	PC	General Fund	\$50,000 00
National Association for The Advancement of Colored People	PC	General Fund	\$100,000 00
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE	PC	General Fund	\$2,500 00
National Black MBA Association, Inc	PC	General Fund	\$25,000 00
National Bureau of Economic Research, Inc	PC	General Fund	\$20,000 00
National CARES Mentoring Movement, Inc	PC	General Fund	\$25,000 00
National Council of Negro Women, Inc	PC	General Fund	\$25,000 00
National Kidney Foundation	PC	General Fund	\$50,000 00
National Kidney Foundation of Michigan	PC	General Fund	\$20,000 00
National Multiple Sclerosis Society	PC	General Fund	\$200.00
National Multiple Sclerosis Society	PC	General Fund	\$200 00
National Multiple Sclerosis Society, National Capital Chapter	PC	General Fund	\$20,000.00
National Park Foundation	PC	General Fund	\$50,000 00
National Puerto Rican Coalition, Inc	PC	General Fund	\$10,000 00

National Safety Council	PC	General Fund	\$125,000 00
National Society of Black Engineers	PC	General Fund	\$20,000.00
Nature Conservancy	PC	General Fund	\$25,000 00
New Detroit, Inc	PC	General Fund	\$75,000.00
NEYIC	PC	General Fund	\$5,000 00
NORTH OAKLAND DISASTER RELIEF TEAM	PC	General Fund	\$200 00
Northwestern University	PC	General Fund	\$120,000 00
Oakland Livingston Human Service Agency	PC	General Fund	\$12,000 00
Offering Alternate Therapy with Smiles foundation	PC	General Fund	\$2,500 00
Ohio State University Foundation	PC	General Fund	\$130,000 00
Operation Help	PC	General Fund	\$2,500.00
Operation Safe House, Inc	PC	General Fund	\$2,500.00
PAWS RESCUE	PC	General Fund	\$200.00
PAWS RESCUE	PC	General Fund	\$200 00
PAWS RESCUE	PC	General Fund	\$200.00
PAWS WITH A CAUSE	PC	General Fund	\$5,000 00
Peterson Institute for International Economics	PC	General Fund	\$25,000.00
Philabundance	PC	General Fund	\$2,500 00
PIEDMONT ENVIRONMENTAL COUNCIL	PC	General Fund	\$15,000 00
PLYMOUTH CANTON MUSIC BOOSTERS	PC	General Fund	\$200 00
Point Foundation	PC	General Fund	\$2,500.00
PORTLAND COMMUNITY FUND ASSOCIATION	PC	General Fund	\$200 00
PREGNANCY HELPLINE	PC	General Fund	\$200 00
Priority Children	PC	General Fund	\$6,500 00
Project C A M P Inc	PC	General Fund	\$2,500.00
Public Theatre of Kentucky	PC	General Fund	\$5,000 00
Purdue University	PC	General Fund	\$250,000 00
Regents of the University of Michigan	PC	General Fund	\$250,000 00
Results Mentoring	PC	General Fund	\$2,500 00
RHONDA WALKER FOUNDATION	PC	General Fund	\$2,500 00
River Legacy Foundation	PC	General Fund	\$7,000 00
Rochester School of the Holy Childhood	PC	General Fund	\$2,500 00
Romulus Community Schools	PC	General Fund	\$9,000.00
Ronald McDonald House of Detroit	PC	General Fund	\$200 00
ROYAL OAK HISTORICAL SOCIETY	PC	General Fund	\$400.00
S&S ATHLETIC BOOSTERS	PC	General Fund	\$200 00
SAE International	PC	General Fund	\$200 00
SAE International	PC	General Fund	\$321,429 00
SAE International	PC	General Fund	\$28,571 00
Safe Kids Worldwide	PC	General Fund	\$2,000,000 00
Saginaw Basin Land Conservancy	PC	General Fund	\$3,000 00
San antonio museum of art	PC	General Fund	\$100,000 00
SAVE THE GRIZZLY BEAR INC	PC	General Fund	\$200.00
Scholarship America, Inc	PC	Scholarships	\$4,413,500 00
Scholarship America, Inc.	PC	Scholarships	\$3,821,886.00
SCHOOL OF INDIAN PERCUSSION AND MUSIC	PC	General Fund	\$200 00
Science Central, Inc.	PC	General Fund	\$8,000 00
Second Chance	PC	General Fund	\$2,500 00
Second Food Harvest of NC	PC	General Fund	\$2,500 00
Second Harvest Food Bank	PC	General Fund	\$5,000.00
Ser-Jobs for Progress National	PC	General Fund	\$15,000 00
Shelter of Flint, Inc	PC	General Fund	\$6,500 00
Smarter Girls	PC	General Fund	\$2,500 00
Smithsonian Institution	PC	General Fund	\$285,710 00
Smithsonian Institution - Ntn'l Museum of African American History	PC	General Fund	\$500,000 00
Society of Hispanic Professional Engineers	PC	General Fund	\$25,750 00
Society of Women Engineers	PC	General Fund	\$19,900 00
SOCIETY OF WOMEN ENGINEERS	PC	General Fund	\$400 00

South Central Tennessee Workforce Alliance	PC	General Fund	\$5,000 00
Southern Automotive Women's Forum	PC	General Fund	\$5,000.00
Southwest Counseling Solutions	PC	General Fund	\$5,000 00
Sphinx Organization, Inc	PC	General Fund	\$50,000.00
ST MARTIN DE PORRES CENTER INC	PC	General Fund	\$200 00
St. Croix Valley YMCA	PC	General Fund	\$2,500.00
Starfish	PC	General Fund	\$1,000.00
Stevens Hope for Children	PC	General Fund	\$2,500.00
Tennessee Court Appointed Special Advocates	PC	General Fund	\$15,000.00
Tennessee Environmental Council	PC	General Fund	\$2,500.00
THE AFRICAN LEADERSHIP BRIDGE	PC	General Fund	\$200.00
The American Heart Association	PC	General Fund	\$3,000 00
The Empowerment Plan	PC	General Fund	\$20,000.00
The Greening of Detroit Foundatio	PC	General Fund	\$2,500 00
The Learning Centers at Fairplex	PC	General Fund	\$10,000 00
The Links Foundation, Incorporated	PC	General Fund	\$25,000 00
The Martin Luther King, Jr. Center For Nonviolent Social Change, Inc	PC	General Fund	\$50,000 00
The Memorial Foundation, Inc.	PC	General Fund	\$75,000 00
The Parade Company	PC	General Fund	\$85,000 00
The Pennsylvania State University Philanthropic Fund	PC	General Fund	\$130,000 00
The Renaissance (MI) Chapter of The Links, Incorporated	PC	General Fund	\$10,000 00
The Supriya Jindal Foundation for Louisiana's Children	PC	General Fund	\$10,000 00
The University of Toledo Foundation	PC	General Fund	\$2,500 00
THURSTON PARENT TEACHER ORGANIZATION	PC	General Fund	\$200 00
TIGERLILY CAT RESCUE	PC	General Fund	\$200 00
TIOGA VOLUNTEER FIRE DEPARTMENT	PC	General Fund	\$200 00
Tragedy Assistance Program for Survivors, Inc	PC	General Fund	\$25,000 00
Travis Manion Foundation	PC	General Fund	\$200 00
Travis Manion Foundation	PC	General Fund	\$25,000 00
TROY ATHENS BAND BOOSTERS	PC	General Fund	\$200 00
TRUMPET AWARDS FOUNDATION INC	PC	General Fund	\$50,000 00
U.S Chamber of Commerce Foundation	PC	General Fund	\$150,000 00
UC Regents	PC	General Fund	\$160,000 00
United Negro College Fund	PC	General Fund	\$45,000 00
United Negro College Fund	PC	General Fund	\$5,000 00
United Negro College Fund	PC	General Fund	\$5,000 00
United Negro College Fund, Inc	PC	General Fund	\$110,000 00
United Negro College Fund, Inc	PC	General Fund	\$100,000 00
United Negro College Fund, Inc	PC	General Fund	\$72,431 00
United Negro College Fund, Inc	PC	General Fund	\$84,000 00
UNITED STATES HISPANIC LEADERSHIP INSTITUTE INC	PC	General Fund	\$15,000 00
United Way for Southeastern Michigan	PC	General Fund	\$500,000 00
United Way for Southeastern Michigan	PC	General Fund	\$4,875,000 00
United Way of Allen County	PC	General Fund	\$50,000 00
United Way of Bay County	PC	General Fund	\$5,000 00
UNITED WAY OF BUFFALO AND ERIE COUNTY	PC	General Fund	\$20,000 00
United Way of Central Maryland	PC	General Fund	\$6,000 00
United Way of Defiance County	PC	General Fund	\$17,500 00
United Way of Genesee County	PC	General Fund	\$81,200 00
United Way of Grant County	PC	General Fund	\$15,000 00
United Way of Greater Cleveland	PC	General Fund	\$15,000.00
United Way of Greater Niagara	PC	General Fund	\$10,000 00
United Way of Greater Rochester Inc	PC	General Fund	\$10,000.00
UNITED WAY OF GREATER ST LOUIS INC	PC	General Fund	\$19,000 00
United Way of Greater Toledo	PC	General Fund	\$20,000 00
United Way of Howard County	PC	General Fund	\$12,500 00
United Way of Maury County	PC	General Fund	\$19,000 00
United Way of Metropolitan Tarrant County	PC	General Fund	\$34,000 00

United Way of Saginaw County	PC	General Fund	\$5,000 00
United Way of South Central Indiana	PC	General Fund	\$5,000 00
United Way of Southern Kentucky	PC	General Fund	\$21,000 00
United Way of the Greater Dayton Area	PC	General Fund	\$2,500 00
United Way of Wyandotte County, Inc.	PC	General Fund	\$40,000 00
United Way of Yuma	PC	General Fund	\$5,000 00
University of Cincinnati	PC	General Fund	\$20,000.00
University of Puerto Rico	PC	General Fund	\$110,000.00
University of Texas at Austin	PC	General Fund	\$120,000 00
Unlawful Narcotics Investigations, Treatment and Education, Inc	PC	General Fund	\$15,000.00
Urban League of Detroit & Southeastern Michigan	PC	General Fund	\$10,000 00
Urban League of Rochester nY	PC	General Fund	\$2,500.00
US Foundation for Inspiration and Recognition of Science and Technology	PC	General Fund	\$200 00
USNSCS Grayfox	PC	General Fund	\$2,500.00
UTICA HIGH SCHOOL BAND AND ORCHESTRA BOOSTERS	PC	General Fund	\$200 00
UTICA HIGH SCHOOL BAND AND ORCHESTRA BOOSTERS	PC	General Fund	\$200 00
Valley Area Agency on Aging	PC	General Fund	\$3,000.00
Vietnam Veterans Memorial Fund, Inc	PC	General Fund	\$50,000.00
Vietnamese Association of Illinois	PC	General Fund	\$2,500.00
Virginia Tech Foundation, Inc.	PC	General Fund	\$130,000 00
Warren Family Mission	PC	General Fund	\$5,000 00
Warren Lions Community Assoc DBA Warren Lions Club	PC	General Fund	\$9,000.00
WARREN MOTT BAND CLUB	PC	General Fund	\$200 00
Warren Symphony Orchestra	PC	General Fund	\$3,000 00
Wayne State University	PC	General Fund	\$25,000.00
We Care Senior Meals Programs	PC	General Fund	\$5,000 00
West Michigan Environmental Action Council	PC	General Fund	\$5,000 00
WESTERN KENTUCKY UNIVERSITY FOUNDATION	PC	General Fund	\$4,000 00
WILLIAMSON COUNTY CHILD ADVOCACY CENTER TASK FORCE	PC	General Fund	\$200 00
WILLIAMSON COUNTY RESCUE SQUAD	PC	General Fund	\$200 00
Williamson County United Way	PC	General Fund	\$7,000 00
Winning Futures	PC	General Fund	\$10,000 00
Woldumar Nature Center	PC	General Fund	\$5,000 00
WOMEN MARINES ASSOCIATION	PC	General Fund	\$5,000.00
Womens Leadership Forum dba Inforum Center for Leadership	PC	General Fund	\$50,000.00
World Resources Institute	PC	General Fund	\$25,000 00
World Wildlife Fund, Inc.	PC	General Fund	\$100,000.00
WOUNDED WARRIOR PROJECT INC	PC	General Fund	\$2,000.00
Wyoming Public Schools Foundation	PC	General Fund	\$2,500 00
YES Foundation	PC	General Fund	\$5,000 00
YMCA Buffalo Niagara	PC	General Fund	\$2,500 00
Youngstown State University	PC	General Fund	\$10,000 00
YWCA of Greater Flint	PC	General Fund	\$5,000 00
YWCA of Niagara, Inc	PC	General Fund	\$2,500 00
			<u>\$33,012,777 00</u>

GENERAL MOTORS FOUNDATION, INC.
EIN: 38-2132136

ATTACHEMENT D - APPROVED FOR FUTURE PAYMENT
FORM 990-PF, PART XV, ITEM 3B

For The Year Ended December 31, 2013

Organization	Amount
SAE Foundation	\$321,429
Michigan Aerospace Museum	\$250,000
Friends of the National World War II Memorial	\$24,000
SE Michigan Schools Initiative	\$9,750,000
MI Education Excellence Foundation	\$1,100,000
Focus: HOPE	\$1,000,000
Buick Achievers Scholarship Class 2011	\$3,006,179
Buick Achievers Scholarship Class 2012	\$2,604,112
Buick Achievers Scholarship Class 2013	\$5,245,000
Less: Discount on multi-year pledges	(\$283,736)
	<u>\$23,016,984</u>

GENERAL MOTORS FOUNDATION, INC.
EIN. 38-2132136

Schedule K-1 Attachment
For the year ended December 31, 2013

<u>Partnership Investment</u>	<u>Line 1 Ordinary Income</u>	<u>Line 2 Rental Income</u>	<u>Line 5 Interest Income</u>	<u>Line 6 Dividends</u>	<u>Line 8 Short term Capital Gains</u>	<u>Line 9 Long-term Capital Gains</u>	<u>Line 11 Other Income</u>	<u>Line 13 Other Deductions</u>	<u>Line 16 Foreign Taxes</u>	<u>Total</u>
Per Schedule K-1										
GMAM Absolute Return Strategy Fund I	3,919	(433)	19,490	37,317	2,967	248,277	(16,035)	(238,480)	(1,659)	55,363
Amount Subject to UBIT										
GMAM Absolute Return Strategy Fund I	3,919	(433)								3,486