


Form 990



Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2013

Open to Public Inspection

**A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013**

**B** Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

**C** Name of organization  
UAW RETIREE MEDICAL BENEFITS TRUST

Doing Business As

Number and street (or P O box if mail is not delivered to street address)Room/suite

200 WALKER STREET NO 400

City or town, state or province, country, and ZIP or foreign postal code  
DETROIT, MI 48207

**D Employer identification number**

90-0424876

**E Telephone number**

(313) 324-5900

**G Gross receipts \$** 219,457,405,546

**F** Name and address of principal officer  
ROBERT NAFTALY  
200 WALKER STREET NO 400  
DETROIT, MI 48207

**H(a)** Is this a group return for subordinates?

☐ Yes☒ No

**H(b)** Are all subordinates included?

☐ Yes☐ No

If "No," attach a list (see instructions)

**H(c)** Group exemption number ▶

**I** Tax-exempt status

☐ 501(c)(3)☒ 501(c) ( 9 ) ◀ (insert no )☐ 4947(a)(1) or☐ 527

**J Website:** ▶ N/A

**K** Form of organization

☐ Corporation☒ Trust☐ Association☐ Other ▶

**L** Year of formation 2008

**M** State of legal domicile MI

Part I	Summary																								
Activities & Governance	<div><b>1</b> Briefly describe the organization's mission or most significant activities A VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIATION ("VEBA") ORGANIZED TO FUND OBLIGATIONS FOR POST-RETIREMENT MEDICAL BENEFITS FOR AUTO UAW RETIREES AND THEIR DEPENDENTS</div> <div></div> <div></div> <div></div> <div><b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div> <div><table><tr><td><b>3</b> Number of voting members of the governing body (Part VI, line 1a)</td><td><b>3</b></td><td>11</td></tr><tr><td><b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)</td><td><b>4</b></td><td>10</td></tr><tr><td><b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td><b>5</b></td><td>101</td></tr><tr><td><b>6</b> Total number of volunteers (estimate if necessary)</td><td><b>6</b></td><td>0</td></tr><tr><td><b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12</td><td><b>7a</b></td><td>0</td></tr><tr><td><b>b</b> Net unrelated business taxable income from Form 990-T, line 34</td><td><b>7b</b></td><td>8,223,820</td></tr></table></div>	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	11	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	10	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	101	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	8,223,820						
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Expenses	<table><tr><td><b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 )</td><td>0</td><td>0</td></tr><tr><td><b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)</td><td>4,159,324,389</td><td>3,851,178,710</td></tr><tr><td><b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>11,625,346</td><td>16,014,618</td></tr><tr><td><b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td><b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶<sup>0</sup></td><td></td><td></td></tr><tr><td><b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>273,636,035</td><td>342,573,211</td></tr><tr><td><b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>4,444,585,770</td><td>4,209,766,539</td></tr><tr><td><b>19</b> Revenue less expenses Subtract line 18 from line 12</td><td>-1,544,773,762</td><td>-459,189,448</td></tr></table>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 )	0	0	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	4,159,324,389	3,851,178,710	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	11,625,346	16,014,618	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <sup>0</sup>			<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	273,636,035	342,573,211	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,444,585,770	4,209,766,539	<b>19</b> Revenue less expenses Subtract line 18 from line 12	-1,544,773,762	-459,189,448
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Net Assets or Fund Balances	<table><tr><td></td><td><b>Beginning of Current Year</b></td><td><b>End of Year</b></td></tr><tr><td><b>20</b> Total assets (Part X, line 16)</td><td>58,825,408,704</td><td>63,171,450,694</td></tr><tr><td><b>21</b> Total liabilities (Part X, line 26)</td><td>2,676,582,354</td><td>2,341,717,509</td></tr><tr><td><b>22</b> Net assets or fund balances Subtract line 21 from line 20</td><td>56,148,826,350</td><td>60,829,733,185</td></tr></table>		<b>Beginning of Current Year</b>	<b>End of Year</b>	<b>20</b> Total assets (Part X, line 16)	58,825,408,704	63,171,450,694	<b>21</b> Total liabilities (Part X, line 26)	2,676,582,354	2,341,717,509	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	56,148,826,350	60,829,733,185												
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**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

MARY BETH KUDERIK CHIEF FINANCIAL OFFICER

Type or print name and title

Prnt/Type preparer's name

LORI BOYCE

Preparer's signature

Firm's name ▶ DELOITTE TAX LLP

Firm's address ▶ 200 RENAISSANCE CENTER SUITE 3900

DETROIT, MI 48243

Paid Preparer Use Only

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

Check if Schedule O contains a response or note to any line in this Part III ☒

A VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIATION ORGANIZED TO HOLD, INVEST AND ADMINISTER FUNDS FOR POST-RETIREMENT MEDICAL BENEFITS THE PRIMARY MISSION OF THE RMBT IS TO SERVE AS A SOURCE FOR RETIREE HEALTH CARE COVERAGE FOR ITS' MEMBERS

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code Expenses \$ including grants of \$ (Revenue \$)

THE UAW RETIREE MEDICAL BENEFITS TRUST (THE "TRUST") PROVIDES HEALTH CARE BENEFITS TO ELIGIBLE CURRENT AND FUTURE UAW RETIREES FROM GENERAL MOTORS, FORD, AND CHRYSLER, ALONG WITH THEIR ELIGIBLE DEPENDENTS. THE TRUST IS AN INDEPENDENT ENTITY AND IS NOT GOVERNED BY, OR A PART OF, THE UAW OR THE AUTO COMPANIES. THIS ARRANGEMENT WAS ESTABLISHED THROUGH A PROVISION IN THE 2007 COLLECTIVE BARGAINING AGREEMENTS BETWEEN THE UAW AND THE THREE AUTO COMPANIES. UNDER THESE AGREEMENTS, ALL OF THE RETIREE HEALTH CARE LIABILITIES WERE TRANSFERRED TO A NEW AND INDEPENDENT VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION (VEBA). THE FEDERAL COURTS APPROVED THESE AGREEMENTS IN A SERIES OF CLASS ACTION SETTLEMENTS, AND THE ARRANGEMENTS WERE ALSO APPROVED BY THE BANKRUPTCY COURTS IN THE GENERAL MOTORS AND CHRYSLER CHAPTER 11 BANKRUPTCY PROCEEDINGS DURING 2009. THE TRUST IS GOVERNED BY AN 11-PERSON COMMITTEE COMPRISED OF SIX INDEPENDENT MEMBERS AND FIVE MEMBERS APPOINTED BY THE UAW. ADDITIONAL SUBCOMMITTEES OF THE COMMITTEE EXIST FOR PLAN ADMINISTRATION, INVESTMENT, AND AUDIT. ALL COMMITTEE MEMBERS AND TRUST STAFF ADHERE TO A STRICT CODE OF ETHICS. THE PURPOSE OF THE TRUST IS TO SERVE AS A SOURCE FOR RETIREE HEALTH CARE COVERAGE FOR ITS MEMBERS. SEPARATE TRUST ACCOUNTS ARE MAINTAINED FOR EACH AUTO PLAN (GM, FORD, AND CHRYSLER) FROM WHICH BENEFITS ARE PAID. WHEN THE TRUST LAUNCHED IN JANUARY 2010, IT BECAME THE LARGEST NON-GOVERNMENTAL PURCHASER OF RETIREE HEALTH CARE IN THE UNITED STATES, PROVIDING HEALTH CARE BENEFITS TO MORE THAN 860,000 PERSONS. IN 2013, THE TRUST PROVIDED COVERAGE FOR APPROXIMATELY 790,000 MEMBERS. THE TRUST CONTINUES TO SERVE ITS MISSION OF PROVIDING HEALTH CARE BENEFITS TO RETIREES AND REVIEWS THE BENEFIT DESIGN EACH YEAR TO MAKE ANY ADJUSTMENTS THAT ARE NECESSARY. IN 2013, THE TRUST PAID MORE THAN \$3.8 BILLION IN INDIVIDUAL HEALTH CARE CLAIMS, PREMIUMS, AND FILLING OVER 16 MILLION PRESCRIPTIONS FOR MEMBERS DURING THE PLAN YEAR. RETIREE HEALTH CARE CONNECT, THE CALL CENTER FOR TRUST MEMBERS, HANDLED MORE THAN 360,000 CALLS IN 2013. IN WORKING WITH ITS PHARMACY BENEFIT MANAGER, THE TRUST CONTINUED ITS EFFORTS TO ASSIST MEMBERS ON MULTIPLE MEDICATIONS BY OFFERING A COMPREHENSIVE MEDICATION REVIEW THROUGH THE PERSONAL MEDICATION COACH AND MEDICATION THERAPY MANAGEMENT PROGRAMS. OTHER PHARMACY PROGRAMS AIMED TO INCREASE THE ADHERENCE TO MEDICAL GUIDELINES, ELIMINATE GAPS IN CARE, AND INCREASE UTILIZATION OF GENERIC MEDICATIONS THROUGH DIRECT MEMBER COMMUNICATION. ON JANUARY 1, 2013, THE TRUST WORKING WITH ITS PHARMACY BENEFIT MANAGER LAUNCHED A MEDICARE PART D PLAN WITH A WRAPAROUND PROVISION FOR PRESCRIPTION DRUGS. THIS WAS A MONUMENTAL UNDERTAKING AFFECTING 67 PERCENT OF TRUST MEMBERSHIP. THE PROGRAM, COMMUNICATIONS, AND ELIGIBILITY MUST BE CAREFULLY COORDINATED WITH MEDICARE STANDARDS AND PRACTICES FOR 2013. THE TRUST MEMBER BENEFITS EXPERIENCED MODEST CHANGES IN COST SHARE LEVELS WHILE AVOIDING INCREASES TO COINSURANCE AND COPAYS FOR URGENT CARE AND EMERGENCY ROOM VISITS. A CHOICE OF MEDICAL PLAN OPTIONS IS HIGHLY VALUED BY TRUST MEMBERS. THE TRUST WAS SUCCESSFUL IN RETAINING HMO PLANS IN SEVERAL KEY REGIONS. MEDICARE ADVANTAGE PPO PLANS WERE ALSO EXPANDED TO AN ADDITIONAL 21 STATES. MEDICARE ELIGIBLE MEMBERS NOW HAVE A MEDICARE ADVANTAGE PPO PLAN OPTION IN 29 STATES, OFFERING ENHANCED COORDINATION WITH MEDICARE WHILE PROVIDING ADDITIONAL BENEFITS AT A LOWER COST COMPARED TO TRADITIONAL OFFERINGS. THESE PLANS HAVE RECEIVED HIGH SATISFACTION AND RETENTION AMONG MEMBERS WHO HAVE ENROLLED. IN SEPTEMBER 2013, THE TRUST LAUNCHED THE VITAL DECISIONS LIVING WELL PROGRAM, A TELEPHONIC-BASED SERVICE FOR MEMBERS WHO HAVE COMPLEX MEDICAL CONDITIONS. IN THIS PROGRAM, SPECIALLY TRAINED PROFESSIONALS HELP RETIREES DEFINE THEIR NEEDS, PREFERENCES, AND PRIORITIES FOR TREATMENT. DURING THE YEAR, THE TRUST ALONG WITH FORD MOTOR COMPANY INITIATED A TWOYEAR PILOT PROGRAM TO TEST A NEW MODEL OF CARE FOR PEOPLE WITH MULTIPLE CHRONIC HEALTH ISSUES. THE TRUST MEMBERSHIP IS GEOGRAPHICALLY AND DEMOGRAPHICALLY DIVERSE. THE TRUST MAINTAINS ROBUST COMMUNICATION WITH MEMBERSHIP, IN ORDER TO OPERATE IN A TRANSPARENT FASHION. THE COMMUNICATION GOAL IS TO KEEP THE TRUST'S BENEFICIARIES FULLY INFORMED ON THE TRUST ACTIVITIES, AS WELL AS THE BENEFITS PROVIDED BY THE TRUST. PRINTED MAILINGS WERE DISTRIBUTED BY THE TRUST TO MORE THAN 510,000 CONTRACT HOLDER PARTICIPANTS ON TWO (2) OCCASIONS DURING 2013. THESE MAILINGS UPDATED THE TRUST MEMBERSHIP ON BENEFITS PROVIDED BY THE TRUST, AND PROVIDED INFORMATION REGARDING THE TRUST'S FINANCIAL POSITION. IN ADDITION, THE TRUST'S VENDOR PARTNERS COMMUNICATED DIRECTLY WITH MEMBERS, ON BEHALF OF THE TRUST, DURING THE COURSE OF 2013 REGARDING BENEFITS, PREVENTION, CHRONIC CONDITIONS AND DISEASE MANAGEMENT WHERE APPROPRIATE. THE TRUST CONTINUES TO LEVERAGE COMMUNICATION FORMATS TO COMPLEMENT MAILINGS, INCLUDING THE TRUST-BRANDED WEBSITE (WWW.UAWTRUST.ORG), VIDEOS, AND PRESENTATIONS AT RETIREE MEETINGS THROUGHOUT THE COUNTRY. THE TRUST AND ASSOCIATED VENDOR PARTNERS CONDUCTED PRESENTATIONS AT 761 MEETINGS WITH AN ESTIMATED OUTREACH TO OVER 67,000 MEMBERS. IN ADDITION TO BENEFIT INFORMATION, SENIOR-CENTRIC HEALTH/WELLNESS INFORMATION SUCH AS MANAGING CHRONIC CONDITIONS, PREVENTIVE VACCINATIONS (FLU, SHINGLES AND PNEUMONIA) AND BLOOD PRESSURE SCREENINGS WERE PROVIDED AT SEVERAL LOCATIONS.
















**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )  
 EFFECTIVE JANUARY 1, 2013, THE TRUST ENROLLED ITS MEDICARE PARTICIPANTS IN A MEDICARE PRESCRIPTION DRUG EMPLOYER GROUP WAIVER PLAN (EGWP), PLUS SUPPLEMENTAL WRAP PROGRAM EGWP IS A FEDERAL SUBSIDY PROGRAM UNDER THE MEDICARE PART D PROGRAM THE PLAN IS ELIGIBLE FOR EGWP SINCE IT PROVIDES PRESCRIPTION DRUG COVERAGE TO RETIREES, SURVIVING SPOUSES, AND THEIR DEPENDENTS THAT ARE MEDICARE ELIGIBLE PARTICIPANTS

[illegible]

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e Total program service expenses** ▶

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . .	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I  . . . . .	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II  . . . .	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  . . . . .	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  . . . . .	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V  . . . . .	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI  . . . . .	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII  . . . . .	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII  . . . . .	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX  . . . . .	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X  . . . . .	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X  . . . . .	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII  . . . . .	12a	Yes
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional  . . . . .	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV  . . . . .	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV  . . . . .	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV  . . . . .	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35b		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☒

			Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable			1a	29
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable			1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return			2a	101
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O			3b	Yes
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	Yes
b BR, CI, CH, CO, EZ, EG, GR, HU, ID, IS, MY, NI, RP, PL, RS, KS, TW, TH, TU If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	
d If "Yes," indicate the number of Forms 8282 filed during the year			7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12			10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b	
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders			11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O			13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			13b	
c Enter the amount of reserves on hand			13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?			14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . .	11	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent . . . . .	10	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5	No
6	Did the organization have members or stockholders? . . . . .	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body? . . . . .	8a	Yes
8b	b Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates? . . . . .	10a	No
10b	b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	11a	Yes
11b	b Describe in Schedule O the process, if any, used by the organization to review this Form 990 . . . . .		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	Yes
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	Yes
12c	c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	12c	Yes
13	Did the organization have a written whistleblower policy? . . . . .	13	Yes
14	Did the organization have a written document retention and destruction policy? . . . . .	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official . . . . .	15a	Yes
15b	b Other officers or key employees of the organization . . . . .	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	16a	No
16b	b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	CA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization MARY BETH KUDERIK 200 WALKER STREET SUITE 400 DETROIT, MI 48207 (313) 324-5900	

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROBERT NAFTALY COMMITTEE CHAIR	4 00 1 00	X						58,343	0	0
(2) JOE ASHTON COMMITTEE MEMBER	2 00 0 00	X						0	0	0
(3) ADAM BLUMENTHAL COMMITTEE MEMBER	2 00 0 00	X						50,356	0	0
(4) TERESA GHILARDUCCI COMMITTEE MEMBER	2 00 0 00	X						56,132	0	0
(5) GENERAL HOLIEFIELD COMMITTEE MEMBER	2 00 0 00	X						0	0	0
(6) ROBERT KING COMMITTEE MEMBER	2 00 0 00	X						0	0	0
(7) DAVID BAKER LEWIS COMMITTEE MEMBER	3 00 0 00	X						46,907	0	0
(8) WILLIAM PATTERSON COMMITTEE MEMBER	2 00 0 00	X						51,824	0	0
(9) JAMES SETTLES COMMITTEE MEMBER	2 00 0 00	X						0	0	0
(10) DENNIS WILLIAMS COMMITTEE MEMBER	2 00 0 00	X						0	0	0
(11) DOUGLAS WOLL COMMITTEE MEMBER	2 00 0 00	X						56,293	0	0
(12) STATE STREET BANK TRUST INSTITUTIONAL TRUSTEE	2 00 0 00		X					0	0	0
(13) FRANCINE PARKER CHIEF EXECUTIVE OFFICER	60 00 2 00			X				387,239	0	28,725
(14) KENNETH FRIER CHIEF INVESTMENT OFFICER	60 00 2 00			X				1,001,389	0	23,837
(15) MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	60 00 2 00			X				372,749	0	37,153
(16) JAMES CHERUNDOLO DIRECTOR	60 00 0 00				X			200,420	0	29,387
(17) GARON MEIKLE CONTROLLER	60 00 3 00				X			200,119	0	31,637

**Part VII**   **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*[illegible]

<b>1b</b>	<b>Sub-Total . . . . .</b>	<b>▼</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	<b>▼</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	<b>▼</b>	4,515,141	0	1,223,359

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **42**

		Yes	No
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>3</b>	No
<b>4</b>	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>4</b>	Yes
<b>5</b>	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	<b>5</b>	No

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BLUE CROSS BLUE SHIELD PO BOX 77000 DETROIT MI 482770017	CLAIMS ADMINISTRATION	148,513,053
DELTA DENTAL OF MICHIGAN 16082 COLLECTION CENTER DRIVE CHICAGO IL 606930001	CLAIMS ADMINISTRATION	11,724,240
AON HEWITT (FKA HEWITT & ASSOCIATES L PO BOX 95135 CHICAGO IL 606945135	CONSULTANT, TPA	11,493,975
PIMCO 840 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92660	INVESTMENT MANAGER	7,088,065
EXPRESS SCRIPTS 3585 ATLANTA AVENUE HAPEVILLE GA 30354	CLAIMS ADMINISTRATION	5,992,014

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►80



Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . . 1a				
	b	Membership dues . . . . . 1b				
	c	Fundraising events . . . . . 1c				
	d	Related organizations . . . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f . . . . .				
Program Service Revenue	2a	EGWP FEDERAL SUBSIDY	Business Code 525100	619,201,024	619,201,024	
	b	PARTICIPANT CONTRIB	525100	134,814,917	134,814,917	
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f . . . . .		754,015,941		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		1,393,557,680		1,393,557,680
	4	Income from investment of tax-exempt bond proceeds . . . . .				
	5	Royalties . . . . .				
	6a	Gross rents	(i) Real	(ii) Personal		
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . .				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			217,287,999,475	1,451		
	b	Less cost or other basis and sales expenses	215,706,828,455	0		
	c	Gain or (loss)	1,581,171,020	1,451		
	d	Net gain or (loss) . . . . .		1,581,172,471		1,581,172,471
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .				
	b	Less direct expenses . . . . .				
	c	Net income or (loss) from fundraising events . . . . .				
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .				
	b	Less direct expenses . . . . .				
	c	Net income or (loss) from gaming activities . . . . .				
	10a	Gross sales of inventory, less returns and allowances . . . . .				
	b	Less cost of goods sold . . . . .				
	c	Net income or (loss) from sales of inventory . . . . .				
	Miscellaneous Revenue		Business Code			
	11a	OTHER INVEST INCOME	525100	21,830,999		21,830,999
	b					
	c					
	d	All other revenue . . . . .				
	e	Total. Add lines 11a-11d . . . . .		21,830,999		
	12	Total revenue. See Instructions . . . . .		3,750,577,091	754,015,941	0
						2,996,561,150

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	3,851,178,710			
5	Compensation of current officers, directors, trustees, and key employees.	2,481,771			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	11,496,354			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	588,682			
9	Other employee benefits.	726,549			
10	Payroll taxes.	721,262			
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	7,272,778			
c	Accounting.	2,116,190			
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	68,116,954			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	238,574,178			
12	Advertising and promotion.				
13	Office expenses.	754,531			
14	Information technology.	1,032,511			
15	Royalties.				
16	Occupancy.	900,300			
17	Travel.	786,849			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	98,421			
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	611,432			
23	Insurance.	2,917,518			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	LIQUID INV FOREIGN TAX	10,525,920			
b	INVESTMENT FUND EXPENSE	8,353,922			
c	UBI TAXES	200,000			
d					
e	All other expenses	311,707			
25	Total functional expenses. Add lines 1 through 24e.	4,209,766,539			
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .				1	
	2	Savings and temporary cash investments . . . . .			3,061,831,086	2	2,778,360,126
	3	Pledges and grants receivable, net . . . . .				3	
	4	Accounts receivable, net . . . . .			278,150,145	4	564,835,355
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . .				6	
	7	Notes and loans receivable, net . . . . .			14,846,342	7	7,256,342
	8	Inventories for sale or use . . . . .				8	
	9	Prepaid expenses and deferred charges . . . . .			3,254,672	9	3,386,052
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	10a	4,387,153	1,135,983	10c	3,123,675
	b	Less: accumulated depreciation . . . . .	10b	1,263,478			
	11	Investments—publicly traded securities . . . . .				11	
	12	Investments—other securities. See Part IV, line 11 . . . . .			54,278,807,342	12	58,992,552,883
	13	Investments—program-related. See Part IV, line 11 . . . . .				13	
	14	Intangible assets . . . . .				14	
	15	Other assets. See Part IV, line 11 . . . . .			1,187,383,134	15	821,936,261
16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			58,825,408,704	16	63,171,450,694	
Liabilities	17	Accounts payable and accrued expenses . . . . .			382,984,279	17	322,912,422
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			249,292	19	238,089
	20	Tax-exempt bond liabilities . . . . .				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .				22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .				23	
	24	Unsecured notes and loans payable to unrelated third parties . . . . .				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .			2,293,348,783	25	2,018,566,998
	26	Total liabilities. Add lines 17 through 25 . . . . .			2,676,582,354	26	2,341,717,509
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
27		Unrestricted net assets . . . . .				27	
28		Temporarily restricted net assets . . . . .				28	
29		Permanently restricted net assets . . . . .				29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.							
30		Capital stock or trust principal, or current funds . . . . .			0	30	0
31		Paid-in or capital surplus, or land, building or equipment fund . . . . .			0	31	0
32		Retained earnings, endowment, accumulated income, or other funds . . . . .			56,148,826,350	32	60,829,733,185
33		Total net assets or fund balances . . . . .			56,148,826,350	33	60,829,733,185
34	Total liabilities and net assets/fund balances . . . . .			58,825,408,704	34	63,171,450,694	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . .

1	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	3,750,577,091
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	4,209,766,539
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	-459,189,448
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	56,148,826,350
5	Net unrealized gains (losses) on investments . . . . .	5	5,140,096,283
6	Donated services and use of facilities . . . . .	6	
7	Investment expenses . . . . .	7	
8	Prior period adjustments . . . . .	8	
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	60,829,733,185

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . .

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**

▶ **Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No 1545-0047

2013

Open to Public Inspection

<b>Name of the organization</b> UAW RETIREE MEDICAL BENEFITS TRUST	<b>Employer identification number</b>  90-0424876
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**Part I** **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	<b>(a)</b> Donor advised funds	<b>(b)</b> Funds and other accounts
<b>1</b>	Total number at end of year	
<b>2</b>	Aggregate contributions to (during year)	
<b>3</b>	Aggregate grants from (during year)	
<b>4</b>	Aggregate value at end of year	
<b>5</b>	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> <b>Yes</b><input type="checkbox"/> <b>No</b></div>	
<b>6</b>	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> <b>Yes</b><input type="checkbox"/> <b>No</b></div>	

**Part II** **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

**1** Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area

☐ Protection of natural habitat☐ Preservation of a certified historic structure

☐ Preservation of open space

**2** Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	<b>Held at the End of the Year</b>
<b>a</b> Total number of conservation easements	<b>2a</b>
<b>b</b> Total acreage restricted by conservation easements	<b>2b</b>
<b>c</b> Number of conservation easements on a certified historic structure included in (a)	<b>2c</b>
<b>d</b> Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	<b>2d</b>

**3** Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

**4** Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

**5** Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ **Yes**☐ **No**

**6** Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

**7** Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

**8** Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ **Yes**☐ **No**

**9** In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III** **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

**1a** If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

**b** If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

**(i)** Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

**(ii)** Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

**2** If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

**a** Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

**b** Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .					
b Contributions . . . . .					
c Net investment earnings, gains, and losses					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

☐

b

Permanent endowment

☐

c

Temporarily restricted endowment

☐

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

3a(i)

Yes

No

(ii) related organizations . . . . .

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .		408,023	120,883	287,140
d Equipment . . . . .		42,462	12,281	30,181
e Other . . . . .		3,936,668	1,130,314	2,806,354
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,123,675

Schedule D (Form 990) 2013



Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements . . . . .	1	8,806,550,007
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	5,140,096,283
b	Donated services and use of facilities . . . . .	2b	
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIII ) . . . . .	2d	-84,123,367
e	Add lines 2a through 2d . . . . .	2e	5,055,972,916
3	Subtract line 2e from line 1 . . . . .	3	3,750,577,091
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIII ) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 ) . . . . .	5	3,750,577,091

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements . . . . .	1	4,125,642,971
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities . . . . .	2a	
b	Prior year adjustments . . . . .	2b	
c	Other losses . . . . .	2c	
d	Other (Describe in Part XIII ) . . . . .	2d	-84,123,568
e	Add lines 2a through 2d . . . . .	2e	-84,123,568
3	Subtract line 2e from line 1 . . . . .	3	4,209,766,539
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIII ) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 ) . . . . .	5	4,209,766,539

Part XIII

Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
PART X, LINE 2	U S GAAP REQUIRE TRUST MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE TRUST AND RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE TRUST HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE U S GOVERNMENT AND STATE OF MICHIGAN (OR OTHER STATES APPLICABLE) MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE TRUST AND HAS CONCLUDED THAT AS OF DECEMBER 31, 2013, THERE WERE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY (OR ASSET) OR DISCLOSURE IN THE FINANCIAL STATEMENTS THE TRUST IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, NO AUDITS FOR ANY TAX PERIODS ARE CURRENTLY IN PROGRESS THE TRUST ADMINISTRATOR BELIEVES THE 2013 THROUGH 2010 TAX YEARS ARE OPEN TO TAX EXAMINATION
PART XI, LINE 2D - OTHER ADJUSTMENTS	INVESTMENT EXPENSES -84,126,119 OTHER 2,752
PART XII, LINE 2D - OTHER ADJUSTMENTS	INVESTMENT EXPENSES -84,126,119 OTHER 2,551
SCHEDULE D, PART VII, LINE G	THE TAXPAYER'S INDIRECT INTEREST IN CHRYSLER GROUP, LLC HELD THROUGH THE 13 CHRYSLER HOLDCO ENTITIES IS 41.46%



[illegible]

Additional Data

Software ID:

Software Version:

EIN: 90-0424876

Name: UAW RETIREE MEDICAL BENEFITS TRUST

Form 990, Schedule D, Part VII - Investments Other Securities

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(3) Other (A) GENERAL MOTORS COMPANY COMMON STOCK	5,727,930,500	F
(B) GENERAL MOTORS COMPANY PREFERRED STOCK	3,733,626,063	F
(C) OTHER FIXED INCOME SECURITIES	19,330,489,214	F
(D) OTHER EQUITY SECURITIES	20,394,302,377	F
(E) ABSOLUTE RETURN	1,711,211,916	F
(F) CLASS A INDIRECT MEMBERSHIP INTERESTS IN CHRYSLER GROUP	4,312,895,903	F
(G) LIQUID ASSET	2,260,040,177	F
(H) REAL ASSETS	12,445,917	F
(I) REAL ESTATE	436,516,074	F
(J) LIMITED PARTNERSHIPS	1,073,094,742	F

SCHEDULE F  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.  
► Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public  
Inspection

Name of the organization  
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number  
90-0424876

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
( 1 ) EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	INVESTMENTS		1,739,657,956
( 2 ) CENTRAL AMERICA & THE CARIBBEAN	0	0	INVESTMENTS		1,919,974,134
( 3 ) EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS		58,797,490
( 4 )					
( 5 )					
3a Sub-total	0	0			3,718,429,580
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			3,718,429,580

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
( 1 )									
( 2 )									
( 3 )									
( 4 )									

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶
- 3 Enter total number of other organizations or entities . . . . . ▶

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
( 1 )							
( 2 )							
( 3 )							
( 4 )							
( 5 )							
( 6 )							
( 7 )							
( 8 )							
( 9 )							
( 10 )							
( 11 )							
( 12 )							
( 13 )							
( 14 )							
( 15 )							
( 16 )							
( 17 )							
( 18 )							

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☒ Yes ☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☒ Yes ☐ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes ☒ No

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 90-0424876

**Name:** UAW RETIREE MEDICAL BENEFITS TRUST

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### **Part V** Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization  
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number  
90-0424876

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div></div>	1b	
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	2	
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	4a	No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4b	No
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div></div>		
<div><div>a</div><div>The organization?</div></div>	5a	
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	
<div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div></div>		
<div><div>a</div><div>The organization?</div></div>	6a	
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	
<div><div>7</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div></div>	7	
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III</div></div>	8	
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>	9	



**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part IIISupplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART II	ELIGIBLE EXECUTIVES PARTICIPATE IN A PROGRAM THAT PROVIDES PERFORMANCE-BASED INCENTIVE. DUE TO THE SUBSTANTIAL RISK OF FORFEITURE PROVISION, THERE IS NO GUARANTEE THAT THESE EXECUTIVES WILL EVER RECEIVE ANY DEFERRED PORTION OF THE INCENTIVE. ANY AMOUNT ULTIMATELY PAID TO THE EXECUTIVE IS REPORTED AS COMPENSATION ON SCHEDULE J, PART II, COLUMN B IN THE YEAR PAID. THE ORGANIZATION CONTRIBUTED TO UAW RETIREE MEDICAL BENEFITS TRUST INVESTMENT STAFF INCENTIVE COMPENSATION PLAN AND THE FOLLOWING INDIVIDUALS RECEIVED PAYMENT. THIS IS REPORTED AS DEFERRED COMPENSATION ON SCHEDULE J, PART II, COLUMN D: BENJAMIN COTTON - \$250,249; WOODROW TYLER - \$70,000; AVTAR VASU - \$420,000; SCOTT LUPKAS - \$227,934.

Additional Data

Software ID:  
Software Version:  
EIN: 90-0424876  
Name: UAW RETIREE MEDICAL BENEFITS TRUST

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
FRANCINE PARKER CHIEF EXECUTIVE OFFICER	(i)	386,155	0	1,084	23,000	5,725	415,964	0
	(ii)	0	0	0	0	0	0	0
KENNETH FRIER CHIEF INVESTMENT OFFICER	(i)	500,305	500,000	1,084	17,500	6,337	1,025,226	0
	(ii)	0	0	0	0	0	0	0
MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	(i)	370,900	0	1,849	23,000	14,153	409,902	0
	(ii)	0	0	0	0	0	0	0
JAMES CHERUNDOLO DIRECTOR	(i)	198,659	0	1,761	16,756	12,631	229,807	0
	(ii)	0	0	0	0	0	0	0
GARON MEIKLE CONTROLLER	(i)	199,892	0	227	17,500	14,137	231,756	0
	(ii)	0	0	0	0	0	0	0
FRANCOIS GAGNON MANAGING DIRECTOR	(i)	218,749	280,000	748	0	195	499,692	0
	(ii)	0	0	0	0	0	0	0
BENJAMIN COTTON MANAGING DIRECTOR	(i)	274,811	180,000	58	263,311	14,324	732,504	0
	(ii)	0	0	0	0	0	0	0
WOODROW TYLER MANAGING DIRECTOR	(i)	229,506	180,000	2,163	93,000	14,324	518,993	0
	(ii)	0	0	0	0	0	0	0
AVTAR VASU MANAGING DIRECTOR	(i)	369,214	0	945	437,500	5,205	812,864	0
	(ii)	0	0	0	0	0	0	0
SCOTT LUPKAS MANAGING DIRECTOR	(i)	296,696	0	480	234,434	10,327	541,937	0
	(ii)	0	0	0	0	0	0	0

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons  
▶ Complete if the organization answered  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.  
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
**2013**  
**Open to Public Inspection**

Name of the organization  
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number  
90-0424876

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV

Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) BCBS OF MICHIGAN	COMMON DIRECTOR	148,513,053	CLAIMS ADMIN		No

Part V

Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
FORM 990, SCHEDULE L, PART IV	ROBERT KING IS 1 OF 11 DIRECTORS OF THE UAW RETIREE MEDICAL BENEFITS TRUST (THE "TRUST"), AND 1 OF 33 DIRECTORS OF BLUE CROSS BLUE SHIELD OF MICHIGAN

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.**

**▶ Attach to Form 990 or 990-EZ.**

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization UAW RETIREE MEDICAL BENEFITS TRUST	Employer identification number 90-0424876
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Return Reference	Explanation
FORM 990, PART V, LINE 2A	NUMBER OF EMPLOYEES TOTAL FORM W-2'S FILED PER THE FORM W-3 IS 247 WHICH INCLUDES PLAN PARTICIPANTS WHO ARE REQUIRED TO RECEIVE FORM W-2 FOR IMPUTED INCOME TO REPORT FUTA AND FICA WITHHOLDING THE RMBT ITSELF HAS A TOTAL OF 86 EMPLOYEES

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	ROBERT KING IS 1 OF 11 DIRECTORS OF THE UAW RETIREE MEDICAL BENEFITS TRUST ("RMBT"), AND 1 OF 33 DIRECTORS OF BLUE CROSS BLUE SHIELD OF MICHIGAN RMBT TRUSTEES GENERAL HOLIEFIELD, DENNIS WILLIAMS, ROBERT KING, JAMES SETTLES, AND JOE ASHTON ARE ALL MEMBERS OR OFFICERS OF THE INTERNATIONAL UNION, UNITED AUTOMOBILE, AEROSPACE AND AGRICULTURAL IMPLEMENT WORKERS OF AMERICA ("UAW")

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE UAW MEMBERS WHO ARE ELECTED TO THE RMBT BOARD SERVE AT THE DISCRETION OF THE UAW INTERNATIONAL PRESIDENT, AND MAY BE REMOVED OR REPLACED, AND A SUCCESSOR DESIGNATED, AT ANY TIME BY WRITTEN NOTICE FROM THE UAW INTERNATIONAL PRESIDENT TO THE COMMITTEE



Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	A PROFESSIONAL TAX PREPARER IS ENGAGED TO PREPARE THE FORM 990. THE TRUST'S CHIEF FINANCIAL OFFICER, AS WELL AS EXTERNAL COUNSEL, REVIEWS THE FORM 990 PRIOR TO SUBMITTING TO THE AUDIT COMMITTEE OF THE TRUST FOR THEIR REVIEW. A DRAFT COPY OF FORM 990 IS PROVIDED TO THE MEMBERS OF THE COMMITTEE (I.E. THE GOVERNING BODY OF THE TRUST) FOR REVIEW PRIOR TO FINALIZATION AND FILING WITH THE INTERNAL REVENUE SERVICE. THE INDEPENDENT CPA FIRM PREPARING THE RETURN IS AVAILABLE FOR THE COMMITTEE MEMBERS TO ASK QUESTIONS.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	THE TRUST'S CONFLICT OF INTEREST POLICY IS APPLIED TO ALL EMPLOYEES AND COMMITTEE MEMBERS, AS WELL AS THEIR IMMEDIATE FAMILY MEMBERS. EACH OF THESE INDIVIDUALS MUST DISCLOSE ALL 5% OR GREATER OWNERSHIP INTERESTS, COMPENSATION ARRANGEMENTS AND BOARD MEMBERSHIPS TO THE TRUST UPON COMMENCEMENT OF THEIR ROLE, AND TO PROVIDE QUARTERLY UPDATES OF ANY CHANGES IN THEIR DISCLOSURES. FURTHER, BUSINESS MEALS AND EDUCATIONAL CONFERENCES ARE SEVERELY RESTRICTED AND MUST BE DISCLOSED. THE TRUST'S GENERAL COUNSEL REVIEWS ALL CONFLICT OF INTEREST DISCLOSURE FORMS.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>UPON FORMATION THE UAW RETIREE MEDICAL BENEFITS TRUST ENGAGED INDEPENDENT CONSULTANTS AND EXECUTIVE SEARCH FIRMS TO CONSULT WITH MEMBERS OF THE TRUST'S GOVERNING BODY ("THE COMMITTEE") TO ESTABLISH STAFFING NEEDS, JOB REQUIREMENTS, COMPENSATION BENCHMARKS AND SALARY RANGES. THE INDEPENDENT CONSULTANTS INITIALLY WORKED WITH THE COMMITTEE CHAIRMAN AND THEN SUBSEQUENTLY WITH THE OTHER MEMBERS OF THE COMMITTEE TO IDENTIFY NECESSARY JOB POSITIONS, DEVELOP AN ORGANIZATION CHART, PREPARE JOB DESCRIPTIONS, ASSIGN PAY GRADE TO EACH POSITION, AND BENCHMARK SALARY SURVEYS FOR VARIOUS JOB POSITIONS. SALARY SURVEYS CONSIDERED HEALTH CARE ORGANIZATIONS, INVESTMENT MANAGEMENT FIRMS, AND OTHER TRUST ORGANIZATIONS. THIS BENCHMARK DATA WAS USED BY THE COMMITTEE TO ESTABLISH AND APPROVE COMPENSATION OFFERED TO THE TRUST'S FIRST CEO, CFO AND CIO, AS WELL AS ESTABLISHING PAY RANGES FOR EACH LOWER PAY GRADE. THE COMMITTEE HAS SINCE BEEN ADVISED ON A PERIODIC BASIS OF STAFFING STATUS AND ACTIVITIES. SINCE INCEPTION INDEPENDENT PERIODIC COMPENSATION STUDIES ARE PERFORMED FOR KEY POSITIONS AND FOR NEW HIRES AT HIGHER PAY GRADES. ANNUAL MERIT FUNDING BASED ON INDEPENDENT STUDY FROM A COMPENSATION CONSULTANT.</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE FOR PUBLIC INSPECTION UPON WRITTEN REQUEST MADE DIRECTLY TO THE ORGANIZATION

Return Reference	Explanation
FORM 990, PART VII	<p>INDEPENDENT FIDUCIARY AN INDEPENDENT FIDUCIARY HAS BEEN APPOINTED FOR BOTH CHRYSLER GROUP LLC AND GENERAL MOTORS COMPANY (BROCK SECURITIES LLC) THE INDEPENDENT FIDUCIARY IS NOT REQUIRED TO BE REPORTED IN PART VII BUT IS BEING DISCLOSED IN SCHEDULE O DUE TO THE IMPORTANT ROLE IN ADMINISTERING THE RMBT INVESTMENTS THE FOLLOWING EXPLAINS THE ROLE AND RESPONSIBILITIES OF THE INDEPENDENT FIDUCIARY IN MORE DETAIL PURSUANT TO ARTICLE XI OF THE TRUST AGREEMENT, THE COMMITTEE, IN ITS SOLE DISCRETION, IS INSTRUCTED TO SELECT AND APPOINT INDEPENDENT FIDUCIARIES AS NAMED FIDUCIARY AND INVESTMENT MANAGERS WHO, FROM AND AFTER THE DATE OF THE SETTLEMENT AGREEMENTS WITH EACH OF CHRYSLER GROUP LLC, AND GENERAL MOTORS COMPANY, SHALL HAVE AND EXERCISE ALL DISCRETIONARY POWER AND AUTHORITY OF THE TRUST WITH RESPECT TO THE MANAGEMENT, DISPOSITION AND VOTING OF THE RESPECTIVE SECURITIES CONTRIBUTED BY EACH OF THE AUTOMOTIVE COMPANIES, EXCEPT THAT THE RIGHT TO DESIGNATE OR REPLACE ANY DIRECTOR OF THE CONTRIBUTING AUTOMOTIVE COMPANY SHALL BE EXERCISED BY THE COMMITTEE PURSUANT TO ITS AUTHORITY UNDER THE TRUST AGREEMENT, THE COMMITTEE HAS DELEGATED TO THE INVESTMENT SUBCOMMITTEE THE AUTHORITY TO RETAIN THE INDEPENDENT FIDUCIARY AND MONITOR THE PERFORMANCE OF ITS SERVICES THE COMMITTEE HAS THE POWER TO REMOVE AND REPLACE AN INDEPENDENT FIDUCIARY FOR CAUSE THE INDEPENDENT FIDUCIARY IS AUTHORIZED AS FOLLOWS FOR THE RESPECTIVE SECURITIES 1 EXERCISE DIRECTLY OR ON BEHALF OF THE TRUST, OR DIRECT THE TRUSTEE TO EXERCISE AS APPROPRIATE, ALL OF THE TRUST'S LEGAL AND CONTRACTUAL AUTHORITY AND RESPONSIBILITY AS OWNER OF THE NOTES, THE SHARES, AND ANY FUTURE SECURITIES (AS APPLICABLE) (HEREIN COLLECTIVELY REFERRED TO AS "AUTO SECURITIES") ACQUIRED BY THE TRUST, INCLUDING A EXERCISING ALL RIGHTS OF THE TRUST OR VEBA HOLDCO IN ITS SOLE DISCRETION INCLUDING BUT NOT LIMITED TO INITIATION OR PARTICIPATION IN THE REGISTRATION OF ANY AUTO SECURITIES, EXERCISING ALL VOTING RIGHTS WITH RESPECT TO AUTO SECURITIES, AND NEGOTIATING AND ACCEPTING ANY AMENDMENTS TO THE TRANSACTION AGREEMENTS, B ACCEPTING ANY CONTRIBUTION OF ADDITIONAL AUTO SECURITIES, C VALUING THE AUTO SECURITIES, D MAKING ANY DECISION TO SELL, LOAN, HYPOTHECATE, PLEDGE AS SECURITY FOR A LOAN, EXCHANGE, CONVERT OR OTHERWISE DISPOSE OF ALL OR ANY OF THE AUTO SECURITIES, E COMPLYING WITH ANY CONDITIONS OR LIMITATIONS IN ANY FINAL PROHIBITED TRANSACTION EXEMPTION ("PTE") ISSUED BY THE DEPARTMENT OF LABOR, F COMPLYING OR ASSISTING AUTO IN COMPLYING AS REQUIRED IN ANY TRANSACTION AGREEMENT, WITH ANY REGULATORY OR OTHER REQUIREMENTS, INCLUDING FILING OBLIGATIONS, G INITIATING OR PARTICIPATING IN ANY CLAIM OR SUIT AGAINST A PARTY TO ANY OF THE TRANSACTION AGREEMENTS ARISING OUT OF BREACH, OR RELATED TO THE ISSUANCE AND OWNERSHIP OF, THE AUTO SECURITIES, H THE INDEPENDENT FIDUCIARY MAY ALSO SELECT AND CONTRACT ON BEHALF OF THE TRUST WITH SUCH AUDITORS, APPRAISERS, ACTUARIES, INVESTMENT ADVISORS, BROKERS, DEALERS AND UNDERWRITERS, AND OUTSIDE LEGAL COUNSEL AS THE INDEPENDENT FIDUCIARY DEEMS APPROPRIATE TO ASSIST THE INDEPENDENT FIDUCIARY IN THE PERFORMANCE OF ITS DUTIES 2 ADVISE THE COMMITTEE WITH RESPECT TO THE MANNER IN WHICH AUTO SECURITIES SHOULD BE REFLECTED OR INCORPORATED INTO THE FUNDING POLICY TO BE ADOPTED BY THE COMMITTEE 3 REPORT AT LEAST ONCE A YEAR TO THE COMMITTEE AS A WHOLE, AND PERIODICALLY REPORT AS NECESSARY TO THE INVESTMENT COMMITTEE</p>

Return Reference	Explanation
FORM 990, PART VIII AND PART IX	FOR PROFIT SUBSIDIARY PRESENTATION THIS FORM 990 IS FOR THE TRUST THAT ENCOMPASSES THREE PLANS THE FORM 990 IS REPORTED AT THE TRUST LEVEL AND INCLUDES THE SUM OF THE THREE PLAN FINANCIAL STATEMENTS PLAN FINANCIAL STATEMENT REPORTING FOR THE CHRYSLER PLAN INCLUDES THE 13 CHRYSLER HOLDCO ENTITIES AS DESCRIBED IN SCHEDULE O AND REPORTED ON SCHEDULE R ACCORDINGLY , BASED ON THE PLAN REPORTING REQUIREMENTS, CERTAIN ACTIVITIES OF THE HOLDCO LEGAL ENTITIES ALSO APPEAR ON THE FORM 990 OF THE TAXPAYER STATE TAXES IS AN EXAMPLE OF AN EXPENSE ITEM OF THE HOLDCO'S THAT APPEAR ON THE FORM 990 OF THE TAXPAYER

SCHEDULE R  
(Form 990)

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number  
90-0424876

Part I

Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) OAKTREE TBMR STRATEGIC CREDIT LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 80-0946063	INVESTMENTS	CA	107,877	142,557,233	UAW RETIREE MEDICAL BENEFITS TRUST
(2) UAW RETIREE MEDICAL BENEFITS TRUST SUBORDINATE TRUST 400 HOWARD STREET SAN FRANCISCO, CA 94105 30-6265747	GRANTOR TRUST	MI	7,726,858	260,862,680	UAW RETIREE MEDICAL BENEFITS TRUST
(3) THE NORTHERN TRUST COMPANY PO BOX 804358 CHICAGO, IL 60680 90-6208791	GRANTOR TRUST	MI	1,262,418	187,282,533	UAW RETIREE MEDICAL BENEFITS TRUST

Part II

Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									



Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

No

No

No

No

No

Yes

No

No

No

No

No

No

No

No

No

No

No

No

No

No

2

If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2013

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Part VII**   **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 90-0424876

Name: UAW RETIREE MEDICAL BENEFITS TRUST

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
CORE OFFICE CO-INVESTMENT TRUST 2800 POST OAK BLVD SUITE 4800 HOUSTON, TX 77056 20-1092763	RENTAL REAL ESTATE	TX	UAW RETIREE MEDICAL BENEFITS TRUST	C	-549,229	1,227,703	100 000 %	Yes	
UAW VEBA HOLDCO CH-00 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0266892	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-01 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0266962	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-02 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267005	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-03 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267044	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-04 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267079	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-05 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267225	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-06 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267268	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-07 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267295	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-08 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267453	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-09 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267494	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-10 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267527	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-11 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267573	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	42,836,927	31,142,782	100 000 %	Yes	
UAW VEBA HOLDCO CH-12 LLC 1000 CHRYSLER DRIVE CIMS 485-12-30 AUBURN HILLS, MI 48326 27-0267593	HOLDING COMPANY	MI	UAW RETIREE MEDICAL BENEFITS TRUST	C	21,418,457	15,571,391	100 000 %	Yes	