


Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax	OMB No 1545-0047
	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 ▶ Information about Form 990 and its instructions is at www.irs.gov/form990	2015 Open to Public Inspection

A For the 2015 calendar year, or tax year beginning 01-01-2015 , and ending 12-31-2015			
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UAW RETIREE MEDICAL BENEFITS TRUST		D Employer identification number 90-0424876
	Doing business as		E Telephone number (313) 324-5900
	Number and street (or P O box if mail is not delivered to street address) 200 WALKER STREET	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 48207		G Gross receipts \$ 61,567,542,925
F Name and address of principal officer MARY BETH KUDERIK 200 WALKER STREET DETROIT, MI 48207		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (9) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
J Website: ► WWW.UAWTRUST.ORG		H(c) Group exemption number ►	
K Form of organization <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 2008	M State of legal domicile M

Part I		Summary	
Activities & Governance	1 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		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
	5 Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	125
6 Total number of volunteers (estimate if necessary)	6	0	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	32,374,17	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	691,859,067	737,262,84
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,166,085,042	2,374,810,87
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	32,778,680	66,721,47
		9,890,722,789	3,178,795,19
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	3,840,747,975	4,047,225,14
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	17,598,822	20,568,10
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	450,758,612	432,302,02
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,309,105,409	4,500,095,27
	19 Revenue less expenses Subtract line 18 from line 12	5,581,617,380	-1,321,300,08
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	62,942,250,299	58,738,424,33
	21 Total liabilities (Part X, line 26)	3,034,795,134	2,388,916,00
	22 Net assets or fund balances Subtract line 21 from line 20	59,907,455,165	56,349,508,33

Part II Signature Block		
Under penalties of perjury, I declare that I have examined this return, my knowledge and belief, it is true, correct, and complete Declaration preparer has any knowledge		
Sign Here	Signature of officer	
	MARY BETH KUDERIK CHIEF FINANCIAL OFFICER Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name LORI BOYCE	Preparer's signature LORI BOYCE
	Firm's name ► DELOITTE TAX LLP	
	Firm's address ► 200 RENAISSANCE CENTER SUITE 3900 DETROIT, MI 48243	

Part III

Statement of Program Service Accomplishments

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

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1

Briefly describe the organization's mission

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

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

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 \$ 4,500,095,279 including grants of \$) (Revenue \$ 737,262,840)

THE UAW RETIREE MEDICAL BENEFITS TRUST (THE "TRUST") PROVIDES HEALTH CARE BENEFITS TO ELIGIBLE CURRENT AND FUTURE UAW RETIREES FROM GENERAL MOTORS, FORD, AND FCA US LLC, 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 FCA US CHAPTER 11 BANKRUPTCY PROCEEDINGS DURING 2009 THE TRUST IS GOVERNED BY AN 11-PERSON COMMITTEE COMPRISED OF FIVE INDEPENDENT MEMBERS AND FIVE INDEPENDENT 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 FCA US) 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 2015, THE TRUST PROVIDED COVERAGE FOR APPROXIMATELY 748,000 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 2015, THE TRUST PAID MORE THAN \$4.1 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 237,000 CALLS IN 2015 FOR 2015, THE TRUST INCREASED ACCESS TO CARE BY INCREASING THE NUMBER OF OFFICE VISITS COVERED, PROVIDING URGENT CARE FACILITY FEE COVERAGE, AND INITIATING COVERAGE OF RETAIL HEALTH CLINICS AS AN APPROVED SITE OF CARE THE DENTAL AND VISION BENEFIT WAS ENHANCED TO FULL COVERAGE FOR GM AND FCA US MEMBERS THESE ENHANCEMENTS TO MEMBER BENEFITS WERE PROVIDED WITH MODEST CHANGES IN COST SHARE LEVELS FOR MONTHLY CONTRIBUTIONS, DEDUCTIBLES, OUT OF POCKET MAXIMUMS, AND PRESCRIPTION DRUG COPAYS COPAYS FOR OFFICE VISITS, URGENT CARE AND EMERGENCY ROOM VISITS WERE UNCHANGED A CHOICE OF MEDICAL PLAN OPTIONS IS HIGHLY VALUED BY TRUST MEMBERS MEDICARE ADVANTAGE PPO PLANS WERE RETAINED IN ALL STATES PREVIOUSLY OFFERED MEDICARE MEMBERS IN 30 STATES NOW HAVE THE OPPORTUNITY TO SELECT A MEDICARE ADVANTAGE PPO PLAN THESE PLANS HAVE EXPERIENCED SIGNIFICANT ENROLLMENT YEAR OVER YEAR AND RECEIVED HIGH SATISFACTION AND RETENTION AMONG MEMBERS WHO HAVE ENROLLED THE TRUST MEMBERSHIP IS GEOGRAPHICALLY AND DEMOGRAPHICALLY DIVERSE THE TRUST MAINTAINS ROBUST COMMUNICATION WITH MEMBERSHIP IN ORDER TO OPERATE IN A TRANSPARENT FASHION THE 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 NEARLY 480,000 CONTRACT HOLDER PARTICIPANTS DURING THE YEAR THESE MAILINGS UPDATED THE TRUST MEMBERSHIP ON BENEFITS PROVIDED BY THE TRUST, ENCOURAGED APPROPRIATE IMMUNIZATIONS, AND PROVIDED INFORMATION REGARDING THE TRUST'S FINANCIAL POSITION THE TRUST ALSO IDENTIFIED NEARLY 124,000 DIABETIC MEMBERS AND SENT COMMUNICATIONS ENCOURAGING USE OF DIABETIC RETINAL EXAM ADDITIONAL MEMBERS WITH SPECIFIC GAPS IN CARE AND SENT TARGETED OUTREACH LETTERS TO ENCOURAGE MEMBERS TO TAKE PREVENTIVE MEASURES TO MANAGE THEIR CONDITION(S), IMPROVE THEIR HEALTH STATUS, AND ENGAGE WITH THEIR PRIMARY CARE PHYSICIAN TRUST PARTNERS ALSO COMMUNICATED DIRECTLY WITH MEMBERS, ON BEHALF OF THE TRUST, DURING THE COURSE OF 2015 REGARDING BENEFITS, PREVENTION, CHRONIC CONDITIONS AND DISEASE MANAGEMENT WHERE APPROPRIATE THE TRUST INITIATED A TELEPHONIC PROGRAM THROUGH ITS PHARMACY BENEFIT MANAGER TO PROVIDE MEDICATION ADHERENCE SUPPORT FOR MEMBERS WITH SELECT CHRONIC CONDITIONS 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 PARTNERS CONDUCTED PRESENTATIONS AT 674 MEETINGS WITH AN ESTIMATED OUTREACH TO OVER 85,000 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 MEETING LOCATIONS

4b

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

4c

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

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)















4e

Total program service expenses

4,500,095,279

Form 990 (2015)

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 Yes	
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 Yes	
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 domestic 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 or for domestic individuals 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	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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 "Yes," 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	Yes	
36	Section 501(c)(3) organizations. 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? Note. 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	63			
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	125	2b	Yes	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
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	AR, BR, CI, CH, CO, EZ, DA, EG, GR, GK, HU, IN, ID, EI, IS, JA, KE, MY, MO, NI, RP, PL, RS, KS, TW, TH, TS, TU, UK If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)					
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			No	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a				
b	Did the sponsoring 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? Note. 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 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	11	
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?	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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?	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?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		No
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	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?		No
16b	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?		

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.
☐ Own website ☐ Another's website ☒ Upon request ☐ 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, address, and telephone number of the person who possesses the organization's books and records
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) JOE ASHTON COMMITTEE MEMBER	2 00	X						62,190	0	0
(2) ADAM BLUMENTHAL COMMITTEE MEMBER	4 00	X						54,761	0	0
(3) CINDY ESTRADA COMMITTEE MEMBER	2 00	X						0	0	0
(4) TERESA GHILARUCCI COMMITTEE MEMBER	2 00	X						51,831	0	0
(5) NORWOOD JEWELL COMMITTEE MEMBER	2 00	X						0	0	0
(6) DAVID BAKER LEWIS COMMITTEE MEMBER	2 00	X						58,900	0	0
(7) ROBERT NAFTALY COMMITTEE CHAIR	4 00	X						59,880	0	0
(8) WILLIAM PATTERSON COMMITTEE MEMBER	2 00	X						55,356	0	0
(9) JAMES SETTLES COMMITTEE MEMBER	2 00	X						0	0	0
(10) DENNIS WILLIAMS COMMITTEE MEMBER	2 00	X						0	0	0
(11) DOUGLAS WOLL COMMITTEE	2 00	X						55,409	0	0
(12) STATE STREET BANK TRUST INSTITUTIONAL TRUSTEE	2 00		X					0	0	0
(13) HERSHEL HARPER - BEG 1192015 CIO	60 00			X				135,488	0	1,500
(14) FRANCINE PARKER CHIEF EXECUTIVE OFFICER	60 00			X				441,789	0	30,560

Part VII

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

(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			
(15) AVTAR VASU - END 123115 INTERIM CIO	60 00			X				1,190,326	0	32,711
(16) MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	60 00			X				428,091	0	40,279
(17) LINDA DENOMME LEGAL COUNSEL	60 00 1 00				X			270,067	0	24,468
(18) RONALD BERRY CHIEF ADMINISTRATIVE OFFICER	60 00				X			170,103	0	7,456
(19) GARON MEIKLE CONTROLLER	60 00 1 00				X			268,708	0	34,534
(20) FRANCOIS GAGNON SR MANAGING DIRECTOR	60 00					X		550,546	0	492,158
(21) BENJAMIN COTTON MANAGING DIRECTOR	60 00					X		547,432	0	451,107
(22) SCOTT LUPKAS MANAGING DIRECTOR	60 00					X		524,332	0	490,392
(23) BRIAN GIMOTTY DIRECTOR, PRIVATE EQUITY	60 00					X		382,708	0	249,585
(24) ROBERT MACARTHUR MANAGING DIRECTOR, RISK MANAGER	60 00 1 00					X		359,168	0	36,505
(25) KENNETH FRIER - END 9152014 FORMER CIO	1 00						X	103,892	0	0
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								5,770,977	0	1,891,255

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 ► 13

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4 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>	4 Yes	
5 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>	5	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 OF MICHIGAN PO BOX 77000 DETROIT, MI 482770017	CLAIMS ADMINISTRATION	126,763,462
EXPRESS SCRIPTS 3585 ATLANTA AVENUE HAPEVILLE, GA 30354	CLAIMS ADMINISTRATION	38,261,299
AON HEWITT PO BOX 95135 CHICAGO, IL 606945135	CONSULTANT, TPA	12,814,216
DELTA DENTAL OF MICHIGAN 16082 COLLECTION CENTER DRIVE CHICAGO, IL 606930001	CLAIMS ADMINISTRATION	12,252,797
LSV ASSET MANAGEMENT 155 NORTH WACKER DRIVE STE 4600 CHICAGO, IL 60606	INVESTMENT MANAGER	6,396,547

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 ► 74

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	614,801,627	614,801,627		
	b	PARTICIPANT CONTR	525100	122,461,213	122,461,213		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		737,262,840			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,227,057,266		
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		(i) Real					
		(ii) Personal					
		Gross rents					
		Less rental expenses					
b		Rental income or (loss)					
c		Net rental income or (loss)					
7a		(i) Securities					
		(ii) Other					
		Gross amount from sales of assets other than inventory					
		Less cost or other basis and sales expenses					
b		Gain or (loss)					
c		Net gain or (loss)		1,147,753,613			1,147,753,613
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18					
a							
b		Less direct expenses					
c		Net income or (loss) from fundraising events . .					
9a		Gross income from gaming activities See Part IV, line 19					
a							
b		Less direct expenses					
c		Net income or (loss) from gaming activities . . .					
10a		Gross sales of inventory, less returns and allowances					
a							
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory . .						
Miscellaneous Revenue			Business Code				
11a	INC ON ALT INV OPTS		523000	54,865,581			54,865,581
b	SECURITIES LENDING INC		523000	6,262,194			6,262,194
c	OTHER INCOME		900099	5,593,696			5,593,696
d	All other revenue						
e	Total. Add lines 11a-11d			66,721,471			
12	Total revenue. See Instructions			3,178,795,190	737,262,840	0	2,441,532,350

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 domestic organizations and domestic governments. See Part IV, line 21				
2	Grants and other assistance to domestic individuals. See Part IV, line 22				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4	Benefits paid to or for members	4,047,225,143			
5	Compensation of current officers, directors, trustees, and key employees	3,406,791			
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	14,213,196			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	767,196			
9	Other employee benefits	1,220,882			
10	Payroll taxes	960,043			
11	Fees for services (non-employees)				
a	Management				
b	Legal	1,891,629			
c	Accounting	3,170,443			
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	133,152,302			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	211,951,955			
12	Advertising and promotion				
13	Office expenses	650,745			
14	Information technology	2,141,826			
15	Royalties				
16	Occupancy	841,134			
17	Travel	548,421			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	109,010			
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,377,138			
23	Insurance	3,218,669			
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	ACA FEES	35,801,654			
b	LIQUID INV FOREIGN TAX	15,770,242			
c	INVESTMENT FUND EXPENSE	12,503,490			
d	FED AND STATE UBI TAX	8,581,845			
e	All other expenses	591,525			
25	Total functional expenses. Add lines 1 through 24e	4,500,095,279			
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		6,317,254,074	2	3,213,098,041
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		529,682,307	4	547,921,815
	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		501,104,520	7	341,691,308
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		3,498,970	9	3,777,262
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	8,213,565		
	b	Less: accumulated depreciation	10b	3,716,621	10c	4,496,944
	11	Investments—publicly traded securities		38,419,522,139	11	35,464,573,790
	12	Investments—other securities. See Part IV, line 11		15,538,496,601	12	17,888,031,721
	13	Investments—program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		1,628,912,431	15	1,274,833,457
	16	Total assets. Add lines 1 through 15 (must equal line 34)		62,942,250,299	16	58,738,424,338
Liabilities	17	Accounts payable and accrued expenses		276,587,218	17	336,841,541
	18	Grants payable			18	
	19	Deferred revenue		245,447	19	259,123
	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		2,757,962,469	25	2,051,815,338
	26	Total liabilities. Add lines 17 through 25		3,034,795,134	26	2,388,916,002
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		59,907,455,165	27	56,349,508,336
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		59,907,455,165	33	56,349,508,336
	34	Total liabilities and net assets/fund balances		62,942,250,299	34	58,738,424,338

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	3,178,795,190
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,500,095,279
3	Revenue less expenses Subtract line 2 from line 1	3	-1,321,300,089
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	59,907,455,165
5	Net unrealized gains (losses) on investments	5	-2,236,646,741
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	56,349,508,336

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
b 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 type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
c 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
b 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," on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public
Inspection

Name of the organization UAW RETIREE MEDICAL BENEFITS TRUST	Employer identification number 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" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	
5	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"/> Yes <input type="checkbox"/> No</div>	
6	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"/> Yes <input type="checkbox"/> No</div>	

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1	Purpose(s) of conservation easements held by the organization (check all that apply) <div><input type="checkbox"/> Preservation of land for public use (e g , recreation or education)<div><input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of open space</div><input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Preservation of a certified historic structure</div>	
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	
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►	
7	Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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" on 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)	Revenue included on 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	Revenue included on 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

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

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" on 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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

Amount

1c

1d

1e

1f

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ 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 on 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

(ii) related organizations

3a(i)

3a(ii)

3b

Yes

No

b

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

4

Describe in Part XIII the intended uses of the organization's endowment funds

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)	Accumulated (c)depreciation	(d)Book value
1a Land				
b Buildings				
c Leasehold improvements		423,095	258,412	164,683
d Equipment		1,291,828	215,088	1,076,740
e Other		6,498,642	3,243,121	3,255,521
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				4,496,944

Part VII

Investments—Other Securities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) GENERAL MOTORS COMPANY COMMON STOCK	4,766,501,500	F
(B) HEDGE FUNDS AND LIQUID ASSETS	8,719,354,582	F
(C) REAL ESTATE AND REAL ASSETS	1,898,423,666	F
(D) PRIVATE EQUITY	1,503,898,931	F
(E) OTHER	999,853,042	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	17,888,031,721	

Part VIII

Investments—Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c.
See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX

Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d
See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)

Part X

Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
Federal income taxes	
OBLIGATION UNDER SECURITY LENDING	192,492,942
PAYABLE TO BROKER FOR SECURITIES PURCHASED	1,856,619,175
OTHER INVESTMENT PAYABLE	2,703,221
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	2,051,815,338

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return
Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	798,867,095
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-2,223,617,200
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-156,310,895
e	Add lines 2a through 2d	2e	-2,379,928,095
3	Subtract line 2e from line 1	3	3,178,795,190
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	3,178,795,190

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	4,343,347,243
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	-156,748,036
e	Add lines 2a through 2d	2e	-156,748,036
3	Subtract line 2e from line 1	3	4,500,095,279
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	4,500,095,279

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 REQUIRES 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, 2015 AND 2014, THERE WERE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY (OR ASSET) OR DISCLOSURE IN THE FINANCIAL STATEMENTS THE 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 2015 THROUGH 2012 TAX YEARS ARE OPEN TO TAX EXAMINATION SOME STATES MAY HAVE A SLIGHTLY LONGER STATUTE OF LIMITATIONS PERIOD

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	OTHER INCOME -5,309 INVESTMENT RELATED EXPENSES -156,736,771 UK HOLDING COMPANY NET EXPENSES -5,956

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2015

Open to Public Inspection

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

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 Activites 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 AND GREENLAND)	0	0	INVESTMENTS		1,069,918,877
(2) CENTRAL AMERICA & THE CARIBBEAN	0	0	INVESTMENTS		4,368,806,945
(3) EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS		304,104,173
(4) EAST ASIA AND THE PACIFIC	0	1	INVESTMENTS		23,205
(5)					
3a Sub-total	0	1			5,742,853,200
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	1			5,742,853,200

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, do not file with Form 990)*

☐ 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, do not file with Form 990)*

☐ Yes ☒ No

Additional Data

Software ID:

Software Version:

EIN: 90-0424876

Name: UAW RETIREE MEDICAL BENEFITS TRUST

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" on Form 990, Part IV, line 23. ► Attach to Form 990. ► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.		OMB No 1545-0047 <div> <div>2015</div> <div>Open to Public Inspection</div> </div>
	Name of the organization UAW RETIREE MEDICAL BENEFITS TRUST	Employer identification number 90-0424876	

Part I Questions Regarding Compensation		Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b 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.		1b	
2 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?		2	
3 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.			
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:			
a Receive a severance payment or change-of-control payment?		4a	Yes
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		4b	No
c Participate in, or receive payment from, an equity-based compensation arrangement?		4c	No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a The organization?		5a	
b Any related organization?		5b	
If "Yes," on line 5a or 5b, describe in Part III.			
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a The organization?		6a	
b Any related organization?		6b	
If "Yes," on line 6a or 6b, describe in Part III.			
7 For persons listed on 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.		7	
8 Were any amounts reported on 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.		8	
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		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 on 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 in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III **Supplemental 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 I, LINE 4A	KEN FRIER RECEIVED SEVERANCE PAYMENT OF \$103,382 IN 2015
SCHEDULE J, PART III COMPENSATION FROM UNRELATED ORGANIZATIONS	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 C: SCOTT LUPKAS 454,040 BENJAMIN COTTON 414,612 FRANCOIS GAGNON 474,265 BRIAN GIMOTTY 220,194

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 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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1FRANCINE PARKER CHIEF EXECUTIVE OFFICER	(i)	437,433	0	4,356	24,000	6,560	472,349	0
	(ii)	0	0	0	0	0	0	0
1AVTAR VASU - END 123115 INTERIM CIO	(i)	496,695	692,641	990	17,825	14,886	1,223,037	339,215
	(ii)	0	0	0	0	0	0	0
2MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	(i)	425,253	0	2,838	24,000	16,279	468,370	0
	(ii)	0	0	0	0	0	0	0
3LINDA DENOMME LEGAL COUNSEL	(i)	268,843	0	1,224	24,000	468	294,535	0
	(ii)	0	0	0	0	0	0	0
4RONALD BERRY CHIEF ADMINISTRATIVE OFFICER	(i)	169,758	0	345	0	7,456	177,559	0
	(ii)	0	0	0	0	0	0	0
5GARON MEIKLE CONTROLLER	(i)	268,224	0	484	18,000	16,534	303,242	0
	(ii)	0	0	0	0	0	0	0
6FRANCOIS GAGNON SR MANAGING DIRECTOR	(i)	358,508	190,520	1,518	474,265	17,893	1,042,704	190,520
	(ii)	0	0	0	0	0	0	0
7BENJAMIN COTTON MANAGING DIRECTOR	(i)	358,118	188,329	985	432,602	18,505	998,539	184,474
	(ii)	0	0	0	0	0	0	0
8SCOTT LUPKAS MANAGING DIRECTOR	(i)	342,409	181,263	660	472,040	18,352	1,014,724	181,263
	(ii)	0	0	0	0	0	0	0
9BRIAN GIMOTTY DIRECTOR, PRIVATE EQUITY	(i)	265,951	115,887	870	231,692	17,893	632,293	91,736
	(ii)	0	0	0	0	0	0	0
10ROBERT MACARTHUR MANAGING DIRECTOR, RISK MANAGER	(i)	358,508	0	660	18,000	18,505	395,673	0
	(ii)	0	0	0	0	0	0	0
KENNETH FRIER - END 119152014 FORMER CIO	(i)	0	0	103,892	0	0	103,892	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

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.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2015
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 Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) 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	Yes	No

Total ▶ \$ _____

Part III Grants or Assistance Benefiting 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	126,763,462	CLAIMS ADMINISTRATION		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	JIM SETTLES IS 1 OF 11 DIRECTORS OF THE UAW RETIREE MEDICAL BENEFITS TRUST ("RMBT"), AND 1 OF 33 DIRECTORS OF BLUE CROSS BLUE SHIELD OF MICHIGANRMBT TRUSTEES NORWOOD JEWELL, DENNIS WILLIAMS, JAMES SETTLES, AND CINDY ESTRADA ARE ALL MEMBERS OR OFFICERS OF THE INTERNATIONAL UNION, UNITED AUTOMOBILE, AEROSPACE AND AGRICULTURAL IMPLEMENT WORKERS OF AMERICA ("UAW")

2015

Open to Public Inspection

**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 990-EZ 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.**

Name of the organization
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number

90-0424876

**Return
Reference**

Explanation

FORM 990, PART
VI, SECTION A,
LINE 2

JIM SETTLES 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 NORWOOD JEWELL, DENNIS WILLIAMS, JAMES SETTLES, AND CINDY ESTRADA 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, REVIEW 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
PART VII	<p>INDEPENDENT FIDUCIARIES HAVE BEEN APPOINTED FOR FCA US LLC AND GENERAL MOTORS COMPANY. THE INDEPENDENT FIDUCIARIES ARE NOT REQUIRED TO BE REPORTED IN PART VII BUT ARE 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 FCA US 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:</p> <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 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.

Return Reference	Explanation
FORM 990, PART VII 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

Return Reference	Explanation
PART X	<p>COMMON STOCK-GM AS OF DECEMBER 31, 2015 AND 2014, THE PLAN HOLDS 140 15 MILLION SHARES OF GM'S COMMON STOCK REPRESENTING A 9 3% AND 8 8% OWNERSHIP INTEREST, RESPECTIVELY THE PLAN HAS THE RIGHT, UNDER THE DIRECTION OF THE INDEPENDENT FIDUCIARY, TO REQUIRE GM, IN CERTAIN CIRCUMSTANCES, TO FILE REGISTRATION STATEMENTS UNDER THE SECURITIES ACT COVERING ADDITIONAL REALES OF GM'S COMMON STOCK AND THE RIGHT TO PARTICIPATE IN OTHER REGISTERED OFFERINGS MADE BY GM IN CERTAIN CIRCUMSTANCES THE FAIR VALUE OF THE GM COMMON STOCK WAS VALUED AT \$4,767 MILLION AND \$4,893 MILLION AS OF DECEMBER 31, 2015, AND DECEMBER 31, 2014, RESPECTIVELY, BASED ON GM'S PUBLICLY TRADED COMMON STOCK PRICE FROM THE ACTIVE MARKET IN WHICH THE SECURITY TRADES OF \$34 01 AND \$34 91 PER SHARE, RESPECTIVELY NOTE RECEIVABLE - FCA IN CONNECTION WITH THE 2014 SALE OF THE CHRYSLER MEMBERSHIP INTEREST, THE TRUST WAS THE BENEFICIARY OF AN AGREEMENT BETWEEN FCA AND THE UAW PURSUANT TO WHICH FCA SHALL MAKE CASH CONTRIBUTIONS AGGREGATING \$700 MILLION TO THE TRUST IN FOUR EQUAL ANNUAL INSTALLMENTS THE INITIAL PAYMENT OF \$175 MILLION UNDER AGREEMENT WAS RECEIVED ON JANUARY 21, 2014, AND ADDITIONAL PAYMENTS OF \$175 MILLION EACH WILL BE RECEIVABLE ON THE NEXT THREE ANNIVERSARIES OF THE INITIAL PAYMENT THE RECEIVABLE AS OF DECEMBER 31, 2015 AND 2014, WAS \$342 MILLION AND \$501 MILLION, RESPECTIVELY, AND IS INCLUDED IN NOTES RECEIVABLE IN THE STATEMENTS OF NET ASSETS THE TRUST RECEIVED THE THIRD INSTALLMENT OF \$175 MILLION ON JANUARY 21, 2016</p>

Return Reference	Explanation
FORM 990, PART X	<p>DURING 2014, THE TRUST ESTABLISHED WHOLLY OWNED CONSOLIDATED FOREIGN HOLDING COMPANIES IN THE UNITED KINGDOM TO FACILITATE FOREIGN INVESTMENTS THROUGH A DEDICATED OPERATING ENTITY FINANCIAL ASSETS HELD BY THE FOREIGN HOLDING COMPANIES WERE INCLUDED IN THE CONSOLIDATED TRUST FINANCIAL STATEMENTS THE AMOUNTS REPORTED ON THE FORM 990 INCLUDE ONLY ACCOUNT BALANCES FROM U S COMPANIES INCLUDED IN THE TRUST ACCOUNT BALANCES RELATED TO THE FOREIGN HOLDING COMPANIES THAT WERE NOT REPORTED ON THE FORM 990 ARE INCLUDED BELOW TO RECONCILE AMOUNTS REPORTED ON THE FORM 990 TO THE AUDITED FINANCIAL STATEMENTS TOTAL ASSETS REPORTED ON FORM 990, PART X 58,738,424,338 FHC CASH 732,937 FHC PREPAID EXPENSES 11,738 FHC REAL ASSETS 80,763,259 INVESTMENT IN FHC (79,254,256) TOTAL ASSETS PER TRUST FINANCIALS 58,740,678,017 TOTAL LIABILITIES REPORTED ON FORM 990, PART X 2,388,916,002 FHC ACCOUNTS PAYABLE 32,843 FHC TAX PAYABLE 42,603 TOTAL LIABILITIES PER TRUST FINANCIALS 2,388,991,448 TOTAL NET ASSETS REPORTED ON FORM 990, PART X 56,349,508,335 FHC NET ASSETS 2,178,234 TOTAL NET ASSETS PER TRUST FINANCIALS 56,351,686,569</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990. ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

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) THE NORTHERN TRUST COMPANY PO BOX 804358 CHICAGO, IL 60680 90-6208791	GRANTOR TRUST	MI	-2,833,449	253,349,019	UAW RETIREE MEDICAL BENEFITS TRUST
(2) BLACKROCK CCT - SUBORDINATE TRUST OF UAW RMBT 400 HOWARD STREET SAN FRANCISCO, CA 94105 30-6265747	GRANTOR TRUST	MI	-7,730,002	570,774,811	UAW RETIREE MEDICAL BENEFITS TRUST
(3) WELLINGTON - GLOBAL MANAGED RISK PLUS II 280 CONGRESS STREET BOSTON, MA 02210 46-3079916	LIQUID ASSET PARTNER	MA	-11,171,895	564,984,005	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	
See Additional Data Table												

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

1a

Yes

1b

Yes

1c

No

1d

No

1e

No

1f

Yes

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

No

1r

No

1s

Yes

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
See Additional Data Table			

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 III - Identification of Related Organizations Taxable as a Partnership

(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	
ALPINVEST A2 INVESTMENT FUND II LP 630 FIFTH AVENUE 28TH FLOOR NEW YORK, NY 10111 47-1663811	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	19,882,154	184,851,291		No	-276,411		No	99 000 %
ALPINVEST A2 INVESTMENT FUND LP 630 FIFTH AVENUE 28TH FLOOR NEW YORK, NY 10111 46-2426430	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	41,913	21,129,829		No	2,174		No	99 000 %
AMERA AGRI MULTI STRATEGY FUND LP 1185 AVENUE OF THE AMERICAS 17TH FL NEW YORK, NY 10036 46-5521189	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	15,418,916	2,372,314,447		No	250,492		No	99 370 %
AQR MULTI-STRATEGY FUND VI LP 2 GREENWICH PLAZA 3RD FLOOR GREENWICH, CT 06830 32-0412569	LIQUID ASSET PARTNER	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	218,182,446	208,716,965		No			No	99 780 %
BLACK RIVER AGRICULTURAL FUND 21 9320 EXCELSIOR BOULEVARD MS 143-5-2 HOPKINS, MN 55343 47-2322335	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-260,627	42,111,258		No			No	88 610 %
BLUE ISLE FUTURES FUND LTD (ABBEY CAPITAL) VICTORIA PLACE 31 VICTORIA STREET HAMILTON HM 10 BD 98-1261928	HEDGE ASSETS	BM	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	1,821,549	195,729,574		No			No	99 990 %
BTG PACTUAL BRAZIL TIMBERLAND FUND I D LP PO BOX 309 UGLAND HOUSE GRAND CAYMAN KY1-1104 CJ	REAL ASSETS	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN		20,232,093		No			No	99 000 %
CONTRARIAN CAP - VEBA LONG TERM (CCM PENSION C LLC) 411 WEST PUTNAM AVENUE SUITE 425 GREENWHICH, CT 06830 26-3705558	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	221,774	18,489,075		No	115,320		No	85 590 %
HARBOURVEST REAL ASSETS-ENERGY FUND II LP ONE FINANCIAL CENTER 44TH FLOOR BOSTON, MA 02111 47-2184367	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	UNRELATED	-5,384,572	149,623,220		No	-8,181,367		No	100 000 %
HARBOURVEST REAL ASSETS-ENERGY FUND LP ONE FINANCIAL CENTER 44TH FLOOR BOSTON, MA 02111 46-5164921	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	UNRELATED	21,336,628	156,200,348		No	2,439,069		No	100 000 %
INVESCO INSTITUTIONAL TRUST GLOBAL ASSET ALLOCATION STRATEGY FUND 20 TRAFALGAR SQUARE SUITE 449 NASHUA, NH 03063 46-3402278	LIQUID ASSET PARTNER	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	3,129,212	816,845,154		No			No	99 990 %
NORTHWOOD REAL ESTATE PARTNERS 2012 LP 1819 WAZEE STREET 2ND FLOOR DENVER, CO 80202 32-0396964	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	4,356,963	28,905,828		No	-394		No	99 830 %
OAKTREE-TMBR STRATEGIC CREDIT FUND C LLC 333 SOUTH GRANDE AVE 28TH FL LOS ANGELES, CA 90071 80-0946063	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	1,831,106	52,573,124		No	-12,632		No	99 830 %
OAKTREE-TMBR STRATEGIC CREDIT FUND F LLC 333 SOUTH GRANDE AVE 28TH FL LOS ANGELES, CA 90071 80-0946063	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	3,786,147	107,361,783		No	-101,067		No	99 810 %
OAKTREE-TMBR STRATEGIC CREDIT FUND G LLC 333 SOUTH GRANDE AVE 28TH FL LOS ANGELES, CA 90071 80-0946063	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	5,804,616	162,478,569		No	-138,967		No	84 530 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproporionate 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	
SALTUS SEPARATE ACCOUNT LP (GMORR) 40 ROWES WHARF BOSTON, MA 02110 47-3397090	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	123,571	13,519,759		No			No	99 910 %
Z CAPITAL SPECIAL SITUATIONS FUND II-B LP TWO CONWAY PARK 150 FIELD DRIVE SUI LAKE FOREST, IL 60565 45-5179518	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	16,306,644	45,170,116		No	12,647,785		No	88 290 %

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
(1) A & Q ABSOLUTE STRATEGIES II LTD (UBS GLOBAL ASSET MGT) PO BOX 897 REGATTA OFFICE PARK WE GEORGETOWN, GRAND CAYMAN KY1-1103 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	6,153	514,619,097	100 000 %		No
(1) ALTERNIA PREMIA INC (GAM) 12 ST JAMES PLACE LONDON SW1A 1NX UK	LIQUI ASSET PARTNER	VI	UAW RETIREE MEDICAL BENEFITS TRUST	C	-72,558,518				No
(2) COLLER INT'L PARTNERS VI FEEDER FUND E LP TRAFALGAR COURT LES BANQUES ST PE CHANNEL ISLANDS GY1 3QL CJ	PRIVATE EQUITY	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C		219,061,844	99 990 %		No
(3) CORE INVESTMENT CO-INVESTMENT TRUST 2800 POST OAK BLVD SUITE 4800 HOUSTON, TX 77056 20-1092763	RENTAL REAL ESTATE	TX	UAW RETIREE MEDICAL BENEFITS TRUST	C	1,447	1,634,340	100 000 %		No
FINANCIAL RISK MANAGEMENT (4) DIVERSIFIED FUND LTD (FRM) 190 ELGIN AVENUE GEORGETOWN, GRAND CAYMAN KY1-9005 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C		2,089,795	100 000 %		No
(5) GOLDMAN SACHS MULTI STRATEGY PORTFOLIO II LTD 190 ELGIN AVENUE GEORGETOWN, GRAND CAYMAN KY1-9005 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	6,436	715,490,855	99 000 %		No
(6) LAE (LANCASTER) BPI FUND LTD PO BOX 309 UGLAND HOUSE GRAND CAYMAN KY1-1104 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	937,536	182,207,836	100 000 %		No
(7) RMBT UK-C CORP LIMITED 20 CHURCHILL PLACE CANARY WHARF LONDON E14 5HJ UK	REAL ASSETS	UK	UAW RETIREE MEDICAL BENEFITS TRUST	C	2,778,155	16,783,874	100 000 %		No
(8) RMBT UK-F CORP LIMITED 20 CHURCHILL PLACE CANARY WHARF LONDON E14 5HJ UK	REAL ASSETS	UK	UAW RETIREE MEDICAL BENEFITS TRUST	C	4,545,307	27,512,131	100 000 %		No
(9) RMBT UK-G CORP LIMITED 20 CHURCHILL PLACE CANARY WHARF LONDON E14 5HJ UK	REAL ASSETS	UK	UAW RETIREE MEDICAL BENEFITS TRUST	C	6,137,264	37,211,931	100 000 %		No
UPSTREAM INSTITUTIONAL LTD (10) (UPSTREAM PARTNERS) 800 WESTCHESTER AVENUE S-528 RYE BROOK 10573 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C					No

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	A & Q ABSOLUTE STRATEGIES II LTD (UBS GLOBAL ASSET MGT)	A	6,153	FMV
(1)	A & Q ABSOLUTE STRATEGIES II LTD (UBS GLOBAL ASSET MGT)	S	26,462,285	FMV
(2)	ALPINVEST A2 INVESTMENT FUND LP	B	76,475,631	FMV
(3)	ALPINVEST A2 INVESTMENT FUND LP	S	45,934,387	FMV
(4)	ALPINVEST A2 INVESTMENT FUND II LP	B	18,844,650	FMV
(5)	ALPINVEST A2 INVESTMENT FUND II LP	S	348,949	FMV
(6)	ALTERNIA PREMIA INC (GAM)	A	3,428,661	FMV
(7)	ALTERNIA PREMIA INC (GAM)	B	43,000	FMV
(8)	ALTERNIA PREMIA INC (GAM)	F	741,146,814	FMV
(9)	AMERRA AGRI MULTI-STRATEGY FUND LP	B	71,002,189	FMV
(10)	AMERRA AGRI MULTI-STRATEGY FUND LP	S	61,996,561	FMV
(11)	AQR MULTI-STRATEGY FUND VI LP	B	1,453,680,787	FMV
(12)	AQR MULTI-STRATEGY FUND VI LP	S	99,393,400	FMV
(13)	BLACK RIVER AGRICULTURE FUND 21	B	40,610,103	FMV
(14)	BLACK RIVER AGRICULTURE FUND 21	S	245,196	FMV
(15)	BLUE ISLE FUTURES FUND LTD (ABBAY CAPITAL)	B	200,000,000	FMV
(16)	BTG PACTUAL BRAZIL TIMBERLAND FUND I D LP	B	32,176,252	FMV
(17)	COLLER INT'L PARTNERS VI FEEDER FUND E LP	B	56,491,323	FMV
(18)	COLLER INT'L PARTNERS VI FEEDER FUND E LP	S	5,302,284	FMV
(19)	CONTRARIAN CAP - VEBA LONG TERM (CCM PENSION C LLC)	S	35,000,002	FMV
(20)	FINANCIAL RISK MANAGEMENT DIVERSIFIED FUND LTD (FRM)	S	1,091,341	FMV
(21)	GOLDMAN SACHS MULTI STRATEGY PORTFOLIO II LTD	F	6,436	FMV
(22)	GOLDMAN SACHS MULTI STRATEGY PORTFOLIO II LTD	S	44,365,289	FMV
(23)	HARBOURVEST REAL ASSETS-ENERGY FUND II LP	B	153,250,000	FMV
(24)	HARBOURVEST REAL ASSETS-ENERGY FUND LP	B	121,111,242	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(26)	HARBOURVEST REAL ASSETS-ENERGY FUND LP	S	10,961,871	FMV
(1)	INVESCO INSTITUTIONAL TRUST GLOBAL ASSET ALLOCATION STRATEGY FUND	B	116,000,000	FMV
(2)	INVESCO INSTITUTIONAL TRUST GLOBAL ASSET ALLOCATION STRATEGY FUND	S	108,000,000	FMV
(3)	LAE (LANCASTER) BPI FUND LTD	A	217,090	FMV
(4)	LAE (LANCASTER) BPI FUND LTD	F	720,446	FMV
(5)	NORTHWOOD REAL ESTATE PARTNERS 2012 LP	B	18,052,285	FMV
(6)	NORTHWOOD REAL ESTATE PARTNERS 2012 LP	S	9,772,187	FMV
(7)	OAKTREE-TBMR STRATEGIC CREDIT FUND C LLC	B	25,000,000	FMV
(8)	OAKTREE-TBMR STRATEGIC CREDIT FUND F LLC	B	22,500,000	FMV
(9)	OAKTREE-TBMR STRATEGIC CREDIT FUND G LLC	B	37,500,000	FMV
(10)	RMBT UK-C CORP LIMITED	B	2,232,054	FMV
(11)	RMBT UK-F CORP LIMITED	B	3,652,423	FMV
(12)	RMBT UK-G CORP LIMITED	B	4,937,575	FMV
(13)	SALTUS SEPARATE ACCOUNT LP (GMORR)	B	15,650,000	FMV
(14)	UPSTREAM INSTITUTIONAL LTD (UPSTREAM PARTNERS)	S	1,213,835	FMV
(15)	WELLINGTON - GLOBAL MANAGED RISK PLUS II	B	141,000,749	FMV
(16)	WELLINGTON - GLOBAL MANAGED RISK PLUS II	S	7,000,749	FMV
(17)	Z CAPITAL SPECIAL SITUATIONS FUND II-B LP	A	2,901,505	FMV
(18)	Z CAPITAL SPECIAL SITUATIONS FUND II-B LP	B	19,994,683	FMV
(19)	Z CAPITAL SPECIAL SITUATIONS FUND II-B LP	S	31,247,110	FMV