



Dear UAW Retiree or Surviving Spouse:

We are writing on behalf of the Committee that administers the UAW Retiree Medical Benefits Trust. Since its launch in 2010, the Trust has had responsibility for providing medical benefits for UAW retirees from General Motors, Ford and Chrysler.

We understand how important medical benefits are to you and your family. Each member of the Committee, as well as the entire staff of the Trust, is dedicated to designing and administering medical benefits, and caring for the Trust's assets, in a way that reflects our vital mission -- to use the assets of the Trust to provide health care coverage for our members. We also need to make the Trust's assets last, so that we can continue to provide these benefits to UAW retirees and their eligible family members for many years.

The enclosed documents provide additional information about the status of the Trust. We are proud of the progress we have made at the Trust over the last five years -- finding ways to control costs while improving benefits and focusing more closely on retiree health needs. Those efforts are reflected in the attached materials, and we hope you will find that information interesting.

You can learn more about the Trust by visiting our website at www.uawtrust.org. There you will find information about the Trust and its history, as well as the benefit programs. You can also learn more by attending retiree meetings in your community. You can also call Retiree Health Care Connect at 866-637-7555 if you have any questions about your health care benefits.

We wish you good health.

Sincerely,

Robert H. Naftaly
Committee Chair

Dennis Williams
UAW President &
Committee Member

On behalf of the UAW Retiree Medical Benefits Committee

General Motors

*This document provides information on the status of the Trust as of December 2013. This document does not involve any changes to your medical benefits. **You do not need to take any action in response to this letter.***

The Mission of the Trust:

*To serve as a source
of retiree health
care coverage for its
members.*

The Trust provides medical care to more than 775,000 people. During 2013, we paid out more than \$4.2 billion to provide medical and prescription drug benefits to our members. We filled more than 16 million prescription drug claims. Our call center handled more than 360,000 calls, helping retirees get answers to their questions about health care claims.

Questions and Answers About Your Retiree Health Care Trust

About this Document

Question: Why am I getting this material?

Answer: The Trust is required to provide you with updated financial information annually, along with information on how the Trust is managed.

About the Trust

Question: Who is responsible for my health care coverage?

Answer: Since January 1, 2010, the UAW Retiree Medical Benefits Trust has provided your coverage. Prior to 2010, those benefits were provided by the auto companies. The Trust is separate from the auto companies and the UAW.

Question: How is the Trust governed?

Answer: The Trust is governed by an 11-person Committee, with six Independent Members and five members appointed by the UAW.

Question: How many people received benefits from the Trust in 2013?

Answer: The Trust provided benefits to more than 775,000 people during 2013. Of these, more than 487,000 are from General Motors.

Changes in Benefits Since Trust Launch - Focus on Retiree Needs

Question: How have the benefits offered by the Trust changed over time?

Answer: Since the Trust's launch in 2010, we have **improved benefits and expanded offerings** in many areas. Here are some examples:

- Starting in 2015, GM retirees will begin receiving additional **dental and vision benefits**.
- We have greatly **expanded the "site of care" choices**. Since 2010, we have added:
 - ✓ **Limited Primary Care Office Visits**, providing greater access to routine preventive care and check-ups for our non-Medicare members.
 - ✓ **Medicare Advantage programs, which provide far greater access to preventive care for Medicare members**.
 - ✓ **Urgent Care center coverage**.
 - ✓ Coverage for standard **immunizations, shingles vaccine, diabetes education, and cardiac rehabilitation** programs.

- ✓ **Blood pressure screening** programs at retiree meetings, to give retirees a convenient way to find out if they have a blood pressure issue to raise with their doctor.
- ✓ Other **optional programs** designed to **help retirees** with particular needs, such as enrolling in Social Security disability benefits, the “Extra Help” programs for prescription drugs for our lower-income members, our “Vital Decisions” program to help our members and their families facing end-of-life issues, and many others.

With these changes, Trust members now have access to health care in **more settings, and in more forms, than ever before.**

The goal of these expanded programs is simple. We want to work with our members to **maintain good health** and provide programs to help those with chronic and complex care needs.

We encourage all members to take advantage of these preventive benefits:

- See your doctor every year, and follow up with recommended tests and screenings.
- Always ask your doctor any question you have about your health.
- Have your blood pressure checked regularly.
- Take advantage of vaccine coverage to help prevent Shingles, Pneumonia and Flu.

To learn more about these and other benefits provided by the Trust, you can visit the Trust website at www.uawtrust.org.

Assets – Funds available to pay current and future benefits

Question: What assets are in the Trust?

Answer: The value of the Trust’s assets at the beginning of 2014 was approximately \$60.8 billion. The GM portion of those assets was \$32.7 billion.

During 2013, the Trust’s financial health has continued to improve, primarily as a result of three factors:

- The Trust’s on-going efforts to reduce costs by delivering benefits more efficiently
- Retirees engaging in prudent purchasing of health benefits
- Good investment performance

Liabilities – Annual Spend

Question: How much did the Trust spend during 2013?

Answer: In total, the Trust spent \$4.2 billion in 2013. \$2.5 billion of that was for GM retirees. This covers \$2.3 billion of direct payments to hospitals and doctors, as well as prescription drug and other direct patient care costs.

In addition to direct patient care costs, the Trust spent money to administer the medical plan itself, including the cost of reviewing and paying millions of individual health care and prescription drug claims and to maintain an eligibility system to keep track of our members. We pay outside investment managers to make sure we are investing the assets in the Trust as well as possible.

In recent years, we have added several new programs to help retirees, such as the Vital Decisions program, which helps retirees and their families facing end-of-life issues. We have strengthened case management and pharmacy programs that help our members who have complex chronic conditions. In 2013, the administrative cost for providing our pharmacy benefit for Medicare retirees increased. This increase in administrative expense was offset by savings associated with the Part D pharmacy program that far exceeded those administrative costs. Overall, this change has allowed the Trust to provide prescription drugs to our Medicare-eligible members on a far more cost-effective basis, creating significant and on-going savings for the Trust. The total cost of all these programs, operational, investment and administrative costs was \$213 million for the GM retirees in 2013.

Investments and Performance

Question: How are the Trust's assets held and invested?

Answer: The assets in the GM portion of the Trust and fall into two categories:

- First, some of the original funding consisted of company stock and other assets related to GM. Those assets are described in detail in the GM Asset Appendix which appears later in this document.
- Second, other than the GM assets described in that Appendix, the Trust's assets are held in diversified portfolios of stocks, bonds and other traditional investments.

The Trust and its Investment Sub-Committee, internal investment staff, and outside investment professionals regularly review investment policies, results and practices to make sure that our investments are aligned with the Trust's long-term goals.

Question: How did the Trust investments perform during 2013?

Answer: Investment markets performed well during 2013. The investments in the GM account returned roughly 15.99% for calendar year 2013. This figure includes estimated values for the GM-related securities held by the Trust, as described in the attached Appendix. Since the Trust launched in 2010, the investments in the GM account have earned an annual rate of return of 8.3%, not including the return on GM-related holdings.

GM Asset Appendix

Under the Settlement Agreements, as modified during GM's bankruptcy, some of GM's contributions to the Trust took the form of GM Common Stock, Warrants, Preferred Stock, and a GM Note. As of December 31, 2013, the value of these GM-related assets still in the Trust accounted for a portion of the \$32.7 billion total value in the GM account, as described more fully below.

1. GM Common Stock. The Trust initially held 17.5% of GM's Common Stock. When GM conducted its Initial Public Offering (IPO) in November of 2010, the Trust sold 102.35 million shares at the IPO price of \$33 per share. That sale resulted in cash proceeds to the Trust of \$3.35 billion. In June of 2013, the Trust was able to sell 20 million additional shares at over \$34 per share. Following these two sales, as of December 31, 2013, the Trust held just over 140 million shares of GM Common Stock, valued at \$5.7 billion.

2. GM Warrants. The Trust initially held 45.45 million GM Warrants. In August 2013, the Trust exercised its right to sell those warrants in the public market, receiving net proceeds of over \$171 million. As of December 31, 2013, therefore, the GM Warrants are no longer part of the Trust's assets.

3. GM Preferred Stock. The Trust initially held 260 million shares of GM Series A Preferred Stock, with a face value of \$6.5 billion, which pays a 9% dividend. During 2013, the Trust sold 120 million of those shares back to GM under the terms of the Settlement Agreement, realizing proceeds of \$3.24 billion. As of December 31, 2013, the Trust still held 140 million of these Preferred Shares, which are valued at \$3.73 billion. GM has the right to purchase the remaining preferred shares from the Trust, for face value, on December 31, 2014 and we expect they will do so.

4. GM Note. At the beginning of 2010, the Trust held a GM Note with a face value of \$2.5 billion. That note carried a 9% interest rate. In October 2010, GM exercised its right to fully pre-pay (i.e. purchase) that Note, resulting in \$2.8 billion in cash proceeds for the Trust. As of December 31, 2013, therefore, the GM Note is no longer part of the Trust's assets.

In accordance with Department of Labor rulings and requirements, an Independent Fiduciary holds the assets listed above on the Trust's behalf. This Independent Fiduciary -- and not the Committee -- has full authority to make all decisions regarding the use and disposition of these assets. As these assets are sold by the Independent Fiduciary, the cash proceeds are transferred into the Trust's traditional investment portfolio.

**SUMMARY ANNUAL REPORT
FOR UAW GM RETIREES MEDICAL BENEFITS PLAN**

This is a summary of the annual report of the UAW GM Retirees Medical Benefits Plan, EIN 90-0424876, Plan No. 504, for period January 1, 2013 through December 31, 2013. The annual report has been filed with the Employee Benefits Security Administration, U.S. Department of Labor, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

Insurance Information

The plan has contracts with Health Alliance Plan, HealthPartners, Healthplus of Michigan, Kaiser Foundation Health Plan Inc - California, Kaiser Foundation Health Plan of Colorado, MercyCare Insurance Company, Blue Care Network of Michigan, Blue Cross and Blue Shield of Kansas City, Kaiser Foundation Health Plan of Georgia, Kaiser Foundation Health Plan of Mid-Atlantic States, Inc., Kaiser Foundation Health Plan of The Northwest, Coventry Health and Life, Coventry Health Care of Missouri, Blue Cross Blue Shield of Michigan, Aetna Life Insurance Co., Humana Insurance Company, Humana Health Insurance Company of Florida, Inc., United Healthcare Insurance Company and Kaiser Foundation Health Plan of Ohio to pay certain health, dental, vision, prescription drug, HMO and PPO claims incurred under the terms of the plan. The total premiums paid for the plan year ending December 31, 2013 were \$419,960,000.

Because they are so called "experience-rated" contracts, the premium costs are affected by, among other things, the number and size of claims. Of the total insurance premiums paid for the plan year ending December 31, 2013, the premiums paid under such "experience-rated" contracts were \$160,767,374 and the total of all benefit claims paid under these contracts during the plan year was \$224,725,807.

Basic Financial Statement

The value of plan assets, after subtracting liabilities of the plan, was \$32,735,203,097 as of December 31, 2013, compared to \$29,970,978,302 as of January 1, 2013. During the plan year, the plan experienced an increase in its net assets of \$2,764,224,795. This increase includes unrealized appreciation and depreciation in the value of plan assets; that is, the difference between the value of the plan's assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year. During the plan year, the plan had total income of \$5,281,669,073, including employee contributions of \$87,927,865, other contributions of \$394,159,794, realized gains of \$318,087,224 from the sale of assets, earnings from investments of \$4,515,001,214, and other loss of \$33,507,024.

Plan expenses were \$2,517,444,278. These expenses included \$213,085,278 in administrative expenses, and \$2,304,359,000 in benefits paid to participants and beneficiaries.

Your Rights To Additional Information

You have the right to receive a copy of the full annual report, or any part thereof, on request. The items listed below are included in that report:

- an accountant's report;
- financial information;
- information on payments to service providers;
- assets held for investment;
- transactions in excess of 5% of the plan assets;
- insurance information, including sales commissions paid by insurance carriers;
- information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which the plan participates.

To obtain a copy of the full annual report, submit your check for \$15.00 payable to "UAW Retiree Medical Benefits Trust" and mail to UAW Retiree Medical Benefits Trust GM SAR, P.O. Box 14309, Detroit, MI 48214. If you have any questions, call Retiree Health Care Connect at (866) 637-7555.

You also have the right to receive from the plan administrator, on request and at no charge, a statement of the assets and liabilities of the plan and accompanying notes, or a statement of income and expenses of the plan and accompanying notes, or both. If you request a copy of the full annual report from the plan administrator, these two statements and accompanying notes will be included as part of that report. The charge to cover copying costs given above does not include a charge for the copying of these portions of the report because these portions are furnished without charge.

You also have the legally protected right to examine the annual report at the main office of the plan (UAW Retiree Medical Benefits Trust, 200 Walker Street, Detroit, MI 48207) and at the U.S. Department of Labor in Washington, DC, or to obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department should be addressed to: Public Disclosure Room, Room N1513, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, DC 20210.