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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2018 , and ending 12-31-2018

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

UAW RETIREE MEDICAL BENEFITS TRUST

Doing business as

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

Room/suite

200 WALKER STREET

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

DETROIT, MI 48207

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?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

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

H(c) Group exemption number ▶

D Employer identification number

90-0424876

E Telephone number

(313) 324-5900

G Gross receipts \$ 125,256,996,391

I Tax-exempt status

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

J Website: ▶ N/A

K Form of organization

☐ Corporation ☒ Trust ☐ Association ☐ Other ▶

L Year of formation 2008

M State of legal domicile MI

Part I

Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

A VOLUNTARY EMPLOYEE BENEFICIARY ASSOCIATION ("VEBA") 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 Check this box ☐ 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)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Prior Year

0

704,167,703

3,453,273,819

134,221,175

4,291,662,697

0

3,763,623,367

24,619,486

0

414,570,410

4,202,813,263

88,849,434

Beginning of Current Year

63,225,855,634

1,937,702,423

61,288,153,211

Current Year

0

696,897,610

4,146,671,132

207,312,879

5,050,881,621

0

3,371,610,288

27,406,142

0

475,542,069

3,874,558,499

1,176,323,122

End of Year

60,352,981,832

3,724,390,497

56,628,591,335

Part II

Signature Block

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

Sign Here

Signature of officer

MARY BETH KUDERIK CHIEF FINANCIAL & STRATEGY OFFICER

Type or print name and title

2019-11-15

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00143920

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 200 RENAISSANCE CENTER SUITE 3900

DETROIT, MI 48243

Phone no (313) 396-3000

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2018)

Part III**Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission

TO PROVIDE EVERY MEMBER WITH HEALTH BENEFITS AND THE OPPORTUNITY TO ACHIEVE THEIR BEST QUALITY OF LIFE

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 \$ including grants of \$) (Revenue \$)
See Additional Data**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 ►

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	
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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	22	No

Part IV Checklist of Required Schedules (continued)

		Yes	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	No
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 ComplianceCheck 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	82
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	144			
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)				2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?				3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O				3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?				4a	Yes	
b AS, AU, BE, BR, CI, CH, CO, EZ, EG, FI, FR, GM, GR, HK, HU, IN, ID, EI, IS, IT, JA, KE, KS, LU, MY, MX, MO, NI, NZ, NL, NO, PE, AR, RP, PL, PO, QA, RS, SN, SF, SP, SW, TW, TH, TS, TU, AE, UK, CA, UG, ZA, ZW, or any other country that was, or are, a party to a prohibited tax shelter transaction at any time during the tax year?						
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?				5a		No
b Does the organization have a prohibited tax shelter transaction at any time during the tax year?				5b		No
c See instructions for filing requirements for Form 8865, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," to line 5a or 5b, did the organization file Form 8865-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		
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		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N				15		No
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O				16		No

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

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: CA, MI

18 Section 6104 requires an organization to make its Form 1023 (or 1024-A 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

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 ☒

☒

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

[illegible]

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

[illegible]

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	6,099,788	0	1,934,110

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 ▶ 78

		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	No
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)	(B)	(C)
Name and business address	Description of services	Compensation
BLUE CROSS BLUE SHIELD OF MICHIGAN PO BOX 77000 DETROIT, MI 482770017	CLAIMS ADMINISTRATION	80,964,050
MEDCO HEALTH SOLUTIONS 3585 ATLANTA AVENUE HAPEVILLE, GA 30354	CLAIMS ADMINISTRATION	35,386,468
TEMPO HOLDING COMPANY 245 PARK AVENUE NEW YORK, NY 10154	ELIGIBILITY ADMINISTRATION	22,948,344
DELTA DENTAL OF MICHIGAN 16082 COLLECTION CENTER DRIVE CHICAGO, IL 606930001	CLAIMS ADMINISTRATION	10,510,339
BRIDGEWATER 1 GLENDINNING PLACE WESTPORT, CT 06880	HEDGE FUND MANAGER	9,191,297

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 ► 193

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

Form **990** (2018)

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, line 15 and 16.				
4 Benefits paid to or for members	3,371,610,288			
5 Compensation of current officers, directors, trustees, and key employees	3,502,786			
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	19,444,898			
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	1,420,958			
9 Other employee benefits	1,786,653			
10 Payroll taxes	1,250,847			
11 Fees for services (non-employees)				
a Management				
b Legal	1,937,957			
c Accounting	3,872,836			
d Lobbying				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees	156,852,540			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	162,656,916			
12 Advertising and promotion				
13 Office expenses	539,580			
14 Information technology	4,174,746			
15 Royalties				
16 Occupancy	1,140,909			
17 Travel	713,942			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	148,929			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,077,410			
23 Insurance	2,624,385			
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 INVESTMENT FUND EXPENSE	79,445,964			
b ACA FEES	47,632,938			
c LIQUID INV. FOREIGN TAX	11,125,177			
d FEDERAL AND STATE UBIT	942,315			
e All other expenses	655,525			
25 Total functional expenses. Add lines 1 through 24e	3,874,558,499			
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 SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	4,641,357,722	2	5,014,963,891
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	439,503,762	4	501,221,608
	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		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	3,008,609	9	3,468,932
	10a Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a 8,786,248		
	b Less: accumulated depreciation	10b 7,541,950	2,321,707	10c 1,244,298
	11 Investments—publicly traded securities	32,547,086,289	11	29,991,176,818
	12 Investments—other securities. See Part IV, line 11	24,268,104,245	12	22,978,368,559
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,324,473,300	15	1,862,537,726
16 Total assets. Add lines 1 through 15 (must equal line 34)	63,225,855,634	16	60,352,981,832	
Liabilities	17 Accounts payable and accrued expenses	328,592,103	17	311,072,919
	18 Grants payable		18	
	19 Deferred revenue	211,019	19	203,635
	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	1,608,899,301	25	3,413,113,943
	26 Total liabilities. Add lines 17 through 25	1,937,702,423	26	3,724,390,497
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	61,288,153,211	27	56,628,591,335
	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	61,288,153,211	33	56,628,591,335	
34 Total liabilities and net assets/fund balances	63,225,855,634	34	60,352,981,832	

Part XI Reconciliation of Net AssetsCheck 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	5,050,881,621
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,874,558,499
3	Revenue less expenses Subtract line 2 from line 1	3	1,176,323,122
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	61,288,153,211
5	Net unrealized gains (losses) on investments	5	-5,835,884,998
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	56,628,591,335

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ 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
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 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
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- 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
- 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?
- 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

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

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

Form 990 (2018)

Form 990, Part III, Line 4a:

THE UAW RETIREE MEDICAL BENEFITS TRUST (THE "TRUST") PROVIDES HEALTH CARE BENEFITS TO ELIGIBLE CURRENT AND FUTURE UAW RETIREES FROM GENERAL MOTORS, FORD, AND CHRYSLER (NOW KNOWN AS FIAT CHRYSLER AMERICA OR FCA), ALONG WITH THEIR ELIGIBLE DEPENDENTS. THE TRUST IS AN INDEPENDENT ENTITY AND IS NOT GOVERNED BY, OR A PART OF, THE UAW OR THE AUTO COMPANIES. THIS ARRANGEMENT WAS ESTABLISHED THROUGH A PROVISION IN THE 2007 COLLECTIVE BARGAINING AGREEMENTS BETWEEN THE UAW AND THE THREE AUTO COMPANIES. UNDER THESE AGREEMENTS, ALL OF THE RETIREE HEALTH CARE LIABILITIES WERE TRANSFERRED TO A NEW AND INDEPENDENT VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION (VEBA). THE FEDERAL COURTS APPROVED THESE AGREEMENTS IN A SERIES OF CLASS ACTION SETTLEMENTS, AND THE ARRANGEMENTS WERE ALSO APPROVED BY THE BANKRUPTCY COURTS IN THE GENERAL MOTORS AND CHRYSLER CHAPTER 11 BANKRUPTCY PROCEEDINGS DURING 2009. THE TRUST IS GOVERNED BY AN 11-PERSON COMMITTEE COMPRISED OF SIX INDEPENDENT MEMBERS AND FIVE MEMBERS APPOINTED BY THE UAW. ADDITIONAL SUBCOMMITTEES OF THE COMMITTEE EXIST FOR PLAN ADMINISTRATION, INVESTMENT, AND AUDIT. ALL COMMITTEE MEMBERS AND TRUST STAFF ADHERE TO A STRICT CODE OF ETHICS FOR THE PURPOSE OF THE TRUST IS TO SERVE AS A SOURCE FOR RETIREE HEALTH CARE COVERAGE FOR ITS MEMBERS. SEPARATE TRUST ACCOUNTS ARE MAINTAINED FOR EACH AUTO PLAN (GM, FORD, AND CHRYSLER) FROM WHICH BENEFITS ARE PAID. WHEN THE TRUST LAUNCHED IN JANUARY 2010, IT BECAME THE LARGEST NON-GOVERNMENTAL PURCHASER OF RETIREE HEALTH CARE IN THE UNITED STATES, PROVIDING HEALTH CARE BENEFITS TO MORE THAN 860,000 PERSONS. IN 2018, THE TRUST PROVIDED COVERAGE FOR OVER 680,000 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 2018, THE TRUST PAID APPROXIMATELY \$3.4 BILLION PROVIDING HEALTH CARE FOR ITS RETIREES AND DEPENDENTS, INCLUDING FILLING OVER 16.4 MILLION PRESCRIPTIONS FOR MEMBERS DURING THE PLAN YEAR. SINCE ITS LAUNCH, THE TRUST HAS MADE GREAT STRIDES IN FINDING WAYS TO CONTROL COSTS WHILE IMPROVING HEALTH CARE BENEFITS. FOR 2018, THE TRUST WAS PLEASED TO MAINTAIN BENEFIT LEVELS WITH NO COST INCREASES FOR MEMBERS. THE TRUST EXPANDED MEDICARE ADVANTAGE (MA) PPO PLANS IN 20 ADDITIONAL STATES TO COMPLETE NATIONWIDE AVAILABILITY FOR MEDICARE ENROLLED MEMBERS. WITH THIS EXPANSION, THE TRUST PROVIDED AN MA PPO OPTION IN ALL 50 STATES. THE TRUST MADE MA PPO PLANS THE PRIMARY PLAN FOR MEDICARE MEMBERS BY IMPLEMENTING AN AUTOMATIC ENROLLMENT PROGRAM, MEANING THAT RETIREES WOULD AUTOMATICALLY BE ENROLLED INTO THE MA PPO PLAN IN THEIR AREA UNLESS THEY OPTED INTO ONE OF THE OTHER PLAN OPTIONS OFFERED BY THE TRUST. THE TRUST ALSO CONDUCTED NUMEROUS, EDUCATIONAL MEETINGS AND PROVIDED DETAILED WRITTEN INFORMATION TO ASSIST MEMBERS WITH THEIR PLAN CHOICES. THROUGHOUT 2018, THE TRUST ALSO WORKED WITH A NATIONAL CARRIER TO DESIGN A PLAN TO IMPROVE COVERAGE FOR NON-MEDICARE MEMBERS ON A NATIONAL LEVEL. THE NEW PLAN DESIGN SOUGHT TO ADDRESS MUCH-NEEDED COVERAGE FOR PRIMARY CARE AND SPECIALIST OFFICE VISITS WHILE ALSO SHIELDING MEMBERS FROM FACILITY FEE PRACTICES IN THE MARKETS, WHICH WERE INCREASINGLY BECOMING DETERRENTS FOR MEMBERS SEEKING APPROPRIATE CARE. ADDITIONAL FEATURES OF THE PLAN PROVIDE PERSONALIZED ASSISTANCE FOR MEMBERS NAVIGATING THE PLAN AND HEALTHCARE SYSTEM, ENHANCED SUPPORT PROGRAMS FOR NON-MEDICARE MEMBERS IN NEED OF DIABETES MANAGEMENT, CARE MANAGEMENT, RADIOLOGY AND ONCOLOGY SERVICES. IN THE FALL OF 2018, NON-MEDICARE MEMBERS RECEIVED DETAILED INFORMATION ON THESE EXPANDED BENEFITS. 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 BENEFICIARIES INFORMED ON THE TRUST ACTIVITIES, AS WELL AS THE BENEFITS PROVIDED BY THE TRUST. THE TRUST AND CARRIERS SENT A SERIES OF COMMUNICATIONS TO MEMBERS REGARDING 2019 ENROLLMENT AND PLAN OFFERINGS. RETIREE HEALTH CARE CONNECT, THE CALL CENTER FOR TRUST MEMBERS, HANDLED MORE THAN 325,000 CALLS IN 2018. VARIOUS PRINTED MAILINGS WERE DISTRIBUTED BY THE TRUST TO APPROXIMATE 450,000 CONTRACT HOLDER PARTICIPANTS DURING 2018. THESE MAILINGS UPDATE THE TRUST MEMBERSHIP ON BENEFITS PROVIDED BY THE TRUST AND INFORMATION REGARDING THE TRUST'S FINANCIAL POSITION. TRUST VENDOR PARTNERS ALSO COMMUNICATED DIRECTLY WITH MEMBERS, ON BEHALF OF THE TRUST, DURING THE COURSE OF 2018 REGARDING BENEFITS, PREVENTION, CHRONIC CONDITIONS AND DISEASE MANAGEMENT WHERE APPROPRIATE. ADDITIONALLY, MEMBERS WITH SPECIFIC GAPS IN CARE WERE SENT COMMUNICATIONS ENCOURAGING THEM TO TAKE PREVENTIVE MEASURES TO MANAGE THEIR CONDITION(S), IMPROVE THEIR HEALTH STATUS, AND ENGAGE WITH THEIR PRIMARY CARE PHYSICIAN. THE TRUST CONTINUES TO LEVERAGE OTHER 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 762 MEETINGS WITH AN ESTIMATED OUTREACH TO OVER 70,000 MEMBERS.

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
ROBERT NAFTALY COMMITTEE CHAIR	4 00	X						59,687	0	0
MARK ANSON COMMITTEE MEMBER END 06/2018	2 00	X						6,116	0	0
JOE ASHTON COMMITTEE MEMBER	2 00	X						43,465	0	0
RAY CURRY COMMITTEE MEMBER- BEG 06/2018	2 00	X						0	0	0
TERRY DITTES COMMITTEE MEMBER 1/2018-6/2018	2 00	X						0	0	0
CINDY ESTRADA COMMITTEE MEMBER	2 00	X						0	0	0
RORY GAMBLE COMMITTEE MEMBER- BEG 06/2018	2 00	X						0	0	0
TERESA GHILARDUCCI COMMITTEE MEMBER	3 00	X						61,842	0	0
GARY JONES COMMITTEE MEMBER- BEG 06/2018	2 00	X						0	0	0
DAVID BAKER LEWIS COMMITTEE MEMBER	3 00	X						52,969	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
WILLIAM PATTERSON COMMITTEE MEMBER	2 00	X						55,831	0	0
JAMES SETTLES COMMITTEE MEMBER- END 6/2018	2 00	X						0	0	0
DENNIS WILLIAMS COMMITTEE MEMBER	2 00	X						0	0	0
DOUGLAS WOLL COMMITTEE MEMBER	3 00	X						57,285	0	0
STATE STREET BANK TRUST INSTITUTIONAL TRUSTEE	2 00		X					0	0	0
HERSHEL HARPER CHIEF INVESTMENT OFFICER	60 00			X				717,551	0	352,815
MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	60 00			X				476,813	0	42,885
FRANCINE PARKER CHIEF EXECUTIVE OFFICER	60 00			X				467,160	0	32,759
RONALD BERRY CHIEF ADMINISTRATIVE OFFICER	60 00				X			347,264	0	47,281
LINDA DENOMME LEGAL COUNSEL	60 00 1 00				X			307,082	0	25,508

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
GARON MEIKLE CONTROLLER	60 00 2 00				X			302,003	0	37,687
BENJAMIN COTTON MANAGING DIRECTOR	60 00					X		801,585	0	431,038
SCOTT LUPKAS MANAGING DIRECTOR	60 00					X		670,753	0	427,656
BRIAN GIMOTTY DIRECTOR, PRIVATE EQUITY	60 00					X		564,775	0	254,620
THOMAS HENLEY SR. MANAGING DIRECTOR	60 00					X		556,140	0	43,741
MALCOLM GOEPFERT SR. MANAGING DIRECTOR	60 00					X		551,467	0	238,120

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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.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization
UAW RETIREE MEDICAL BENEFITS TRUST

Employer identification number
90-0424876

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.

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

(a) Donor advised funds

(b) Funds and other accounts

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?

☐ Yes ☐ No

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?

☐ Yes ☐ No

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)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

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

2a

Total number of conservation easements

2b

Total acreage restricted by conservation easements

2c

Number of conservation easements on a certified historic structure included in (a)

2d

Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4

Number of states where property subject to conservation easement is located ►

5

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

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, 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)?

☐ Yes ☐ No

9

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

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" 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

► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2018

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" 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" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(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

b

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

	Yes	No
3a(i)		
3a(ii)		
3b		

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" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		423,095	413,433	9,662
d Equipment		1,300,965	767,056	533,909
e Other		7,062,188	6,361,461	700,727
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				1,244,298

Schedule D (Form 990) 2018

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) HEDGE FUNDS AND LIQUID ASSET PARTNERSHIPS	8,833,413,053	F
(B) GENERAL MOTORS COMPANY COMMON STOCK	3,350,017,500	F
(C) REAL ESTATE AND REAL ASSETS	5,281,859,092	F
(D) PRIVATE EQUITY	2,803,705,814	F
(E) PRIVATE CREDIT	2,709,373,100	F
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	22,978,368,559	

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
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	
(1) Federal income taxes		
PAYABLE TO BROKER FOR SECURITIES PURCHASED	3,330,917,141	
OBLIGATION UNDER SECURITY LENDING	76,322,219	
OTHER INVESTMENT PAYABLES	5,874,583	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	3,413,113,943	

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	-774,538,017
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-5,829,274,046
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	3,854,408
e	Add lines 2a through 2d	2e	-5,825,419,638
3	Subtract line 2e from line 1	3	5,050,881,621
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	5,050,881,621

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	3,874,552,514
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	-5,985
e	Add lines 2a through 2d	2e	-5,985
3	Subtract line 2e from line 1	3	3,874,558,499
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	3,874,558,499

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
See Additional Data Table	

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

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 90-0424876

Name: UAW RETIREE MEDICAL BENEFITS TRUST

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	U S GAAP REQUIRE TRUST MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE TRUST AND RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE TRUST HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE US 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, 2018 AND 2017, 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 2018 TAX YEARS ARE OPEN TO TAX EXAMINATION SOME STATES MAY HAVE A SLIGHTLY LONGER STATUTE OF LIMITATIONS PERIOD

Supplemental Information	
Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	INCOME ON REAL ESTATE INVESTMENTS 3,524,927 REALIZED GAIN ON FOREIGN CURRENCY 326,032 REALIZED ON SECURITIES 3,449

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	CIO INVESTMENT MANAGEMENT FEES -293,762 INSURANCE FEES - UK HOLDCO 10,337 BANK CHARGES - UK HOLDCO 837 OTHER EXPENSES - UK HOLDCO 43,280 UK - FOREIGN INCOME TAXES 71,270 ADMIN ISTRATION FEES - UK HOLDCO 162,053

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization
UAW RETIREE MEDICAL BENEFITS TRUST

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990.
► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

**Open to Public
Inspection**

Employer identification number

90-0424876

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

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ **Yes** ☐ **No**



2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) See Add'l Data					
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	1			6,434,377,763
b Total from continuation sheets to Part I					0
c Totals (add lines 3a and 3b)	0	1			6,434,377,763

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 separately 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, don't 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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713, don't file with Form 990)* ☐ Yes ☒ No

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).

ReturnReference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 90-0424876

Name: UAW RETIREE MEDICAL BENEFITS TRUST

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
EUROPE (INCLUDING ICELAND AND GREENLAND)	0	0	INVESTMENTS		233,668,419
CENTRAL AMERICA & THE CARIBBEAN	0	0	INVESTMENTS		5,982,205,771

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS		218,478,793
EAST ASIA AND THE PACIFIC	0	1	INVESTMENTS		24,780

Schedule J

(Form 990)

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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

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

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>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.</div> <div> <div> <div><input type="checkbox"/></div> <div>First-class or charter travel</div> </div> <div> <div><input type="checkbox"/></div> <div>Housing allowance or residence for personal use</div> </div> </div> <div> <div> <div><input type="checkbox"/></div> <div>Travel for companions</div> </div> <div> <div><input type="checkbox"/></div> <div>Payments for business use of personal residence</div> </div> </div> <div> <div> <div><input type="checkbox"/></div> <div>Tax indemnification and gross-up payments</div> </div> <div> <div><input type="checkbox"/></div> <div>Health or social club dues or initiation fees</div> </div> </div> <div> <div> <div><input type="checkbox"/></div> <div>Discretionary spending account</div> </div> <div> <div><input type="checkbox"/></div> <div>Personal services (e.g., maid, chauffeur, chef)</div> </div> </div>		
<div>b</div> <div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.</div>	1b	
<div>2</div> <div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div>	2	
<div>3</div> <div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</div> <div> <div><input checked="" type="checkbox"/></div> <div>Compensation committee</div> <div><input type="checkbox"/></div> <div>Written employment contract</div> </div> <div> <div><input checked="" type="checkbox"/></div> <div>Independent compensation consultant</div> <div><input checked="" type="checkbox"/></div> <div>Compensation survey or study</div> </div> <div> <div><input checked="" type="checkbox"/></div> <div>Form 990 of other organizations</div> <div><input checked="" type="checkbox"/></div> <div>Approval by the board or compensation committee</div> </div>		
<div>4</div> <div>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:</div>		
<div>a</div> <div>Receive a severance payment or change-of-control payment?</div>	4a	No
<div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>	4b	No
<div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div>	4c	No
<div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div>		
<div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div>		
<div>5</div> <div>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:</div>		
<div>a</div> <div>The organization?</div>	5a	
<div>b</div> <div>Any related organization?</div>	5b	
<div>If "Yes," on line 5a or 5b, describe in Part III.</div>		
<div>6</div> <div>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:</div>		
<div>a</div> <div>The organization?</div>	6a	
<div>b</div> <div>Any related organization?</div>	6b	
<div>If "Yes," on line 6a or 6b, describe in Part III.</div>		
<div>7</div> <div>For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.</div>	7	
<div>8</div> <div>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.</div>	8	
<div>9</div> <div>If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div>	9	

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.

See Additional Data Table

Schedule J (Form 990) 2018

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.

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				
HERSHEL HARPER CHIEF INVESTMENT OFFICER	(i)	526,885	189,676	990	330,034	22,781	1,070,366	0
	(ii)	0	0	0	0	0	0	0
MARY BETH KUDERIK CHIEF FINANCIAL OFFICER	(i)	473,975	0	2,838	24,500	18,385	519,698	0
	(ii)	0	0	0	0	0	0	0
FRANCINE PARKER CHIEF EXECUTIVE OFFICER	(i)	462,804	0	4,356	24,500	8,259	499,919	0
	(ii)	0	0	0	0	0	0	0
RONALD BERRY CHIEF ADMINISTRATIVE OFFICER	(i)	344,426	0	2,838	24,500	22,781	394,545	0
	(ii)	0	0	0	0	0	0	0
LINDA DENOMME LEGAL COUNSEL	(i)	304,248	0	2,834	24,500	1,008	332,590	0
	(ii)	0	0	0	0	0	0	0
GARON MEIKLE CONTROLLER	(i)	301,344	0	659	18,500	19,187	339,690	0
	(ii)	0	0	0	0	0	0	0
BENJAMIN COTTON MANAGING DIRECTOR	(i)	391,810	408,257	1,518	408,257	22,781	1,232,623	0
	(ii)	0	0	0	0	0	0	0
SCOTT LUPKAS MANAGING DIRECTOR	(i)	256,859	413,193	701	413,193	14,463	1,098,409	0
	(ii)	0	0	0	0	0	0	0
BRIAN GIMOTTY DIRECTOR, PRIVATE EQUITY	(i)	331,418	231,839	1,518	231,839	22,781	819,395	0
	(ii)	0	0	0	0	0	0	0
THOMAS HENLEY SR. MANAGING DIRECTOR	(i)	369,704	140,301	46,135	24,500	19,241	599,881	0
	(ii)	0	0	0	0	0	0	0
MALCOLM GOEPFERT SR. MANAGING DIRECTOR	(i)	359,949	190,000	1,518	216,385	21,735	789,587	0
	(ii)	0	0	0	0	0	0	0

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury

Name of the organization

UAW RETIREE MEDICAL BENEFITS TRUST

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.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018**Open to Public
Inspection****Employer identification number**

90-0424876

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	RMBT MEMBERS TERRY DITTES, DENNIS WILLIAMS, AND CINDY ESTRADA ARE ALL MEMBERS OR OFFICERS OF THE INTERNATIONAL UNION, UNITED AUTOMOBILE, AEROSPACE AND AGRICULTURAL IMPLEMENT WORKERS OF AMERICA ("UAW") JOSEPH ASHTON, IS A RETIRED OFFICER OF THE UAW AND APPOINTED BY THE UAW PRESIDENT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE UAW MEMBERS WHO ARE APPOINTED TO THE RMBT COMMITTEE 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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	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 SUBCOMMITTEE 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.

990 Schedule O, Supplemental Information

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. EACH OF THESE INDIVIDUALS MUST DISCLOSE CERTAIN OWNERSHIP INTERESTS, COMPENSATION ARRANGEMENTS AND BOARD MEMBERSHIPS TO THE TRUST'S COMPLIANCE OFFICIAL UPON COMMENCEMENT OF THEIR ROLE AND PERIODICALLY THEREAFTER REGARDING MATERIAL CHANGES IN THEIR DISCLOSURES. THE TRUST'S COMPLIANCE OFFICIAL REVIEWS ALL CONFLICT OF INTEREST DISCLOSURE FORMS. IF A CONFLICT OF INTEREST EXISTS, RECUSALS MAY BE APPROPRIATE.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	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 A 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 EXECUTIVE DIRECTOR, 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 IS BASED ON INDEPENDENT STUDY FROM A COMPENSATION CONSULTANT.

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART VII	<p>AN INDEPENDENT FIDUCIARY HAS BEEN APPOINTED FOR GENERAL MOTORS COMPANY. THE INDEPENDENT FIDUCIARY IS NOT REQUIRED TO BE REPORTED IN PART VII BUT IS BEING DISCLOSED IN SCHEDULE O DUE TO THE IMPORTANT ROLE IN ADMINISTERING THE INVESTMENT IN GENERAL MOTORS COMMON STOCK IN THE GENERAL MOTORS' PLAN. 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 AN INDEPENDENT FIDUCIARY AS NAMED FIDUCIARY AND INVESTMENT MANAGER WHO, FROM AND AFTER THE DATE OF THE SETTLEMENT AGREEMENTS WITH 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 THE AUTOMOTIVE COMPANY. PURSUANT TO ITS AUTHORITY UNDER THE TRUST AGREEMENT, THE COMMITTEE HAS 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: A. EXERCISING ALL RIGHTS OF THE TRUST 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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART VII	INCORPORATED INTO THE FUNDING POLICY TO BE ADOPTED BY THE COMMITTEE 3 REPORT AT LEAST ON CE A YEAR TO THE COMMITTEE AS A WHOLE, AND PERIODICALLY REPORT AS NECESSARY TO THE INVESTMENT COMMITTEE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART VIII AND PART IX	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 PLANS' FINANCIAL STATEMENTS.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART X	<p>COMMON STOCK-GM AS OF DECEMBER 31, 2018 AND 2017, THE PLAN HELD 100 15 MILLION AND 140 15 MILLION SHARES OF GM'S COMMON STOCK REPRESENTING APPROXIMATELY A 7% AND 10% 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 \$3,350 MILLION AND \$5,745 MILLION AS OF DECEMBER 31, 2018, AND DECEMBER 31, 2017, RESPECTIVELY, BASED ON GM'S PUBLICLY TRADED COMMON STOCK PRICE FROM THE ACTIVE MARKET IN WHICH THE SECURITY TRADES OF \$33 45 AND \$40 99 PER SHARE, RESPECTIVELY ON FEBRUARY 27, 2018, THE PLAN SOLD 40 MILLION SHARES OF GM COMMON STOCK AT A PRICE OF \$39 71 PER SHARE AND THE PLAN RECORDED A REALIZED GAIN ON SALE OF GM COMMON STOCK OF \$708 MILLION CONCURRENT WITH THE RECORDING OF THE REALIZED GAIN, PREVIOUSLY RECORDED UNREALIZED GAINS OF \$759 MILLION WERE REVERSED</p>

990 Schedule O, Supplemental Information

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 HOLDING COMPANY. 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.</p> <p>TOTAL ASSETS REPORTED ON FORM 990, PART X 60,352,981,832 FHC CASH 3,403,789 INTERCOMPANY RECEIVABLE ELIMINATIONS (377,000) FHC REAL ASSETS 174,596,752 ELIMINATION TO INVESTMENT IN FHC (128,527,027) TOTAL ASSETS PER TRUST FINANCIALS 60,402,078,346</p> <p>TOTAL LIABILITIES REPORTED ON FORM 990, PART X 3,724,390,496 FHC ACCOUNTS PAYABLE 460,345 INTERCOMPANY PAYABLE ELIMINATIONS (377,000) TOTAL LIABILITIES PER TRUST FINANCIALS 3,724,473,841</p> <p>TOTAL NET ASSETS REPORTED ON FORM 990, PART X 56,628,591,336 FHC NET ASSETS 49,013,171 TOTAL NET ASSETS PER TRUST FINANCIALS 56,677,604,507</p>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

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) BLACKROCK CCT - SUBORDINATE TRUST OF UAW RMBT 400 HOWARD STREET SAN FRANCISCO, CA 94105 30-6265747	GRANTOR TRUST	MI	25,745,007	451,397,701	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.

See Additional Data Table

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

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

See Additional Data Table

(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

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

No

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
See Additional Data Table

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

Schedule R (Form 990) 2018

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

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	
(1) ALPINVEST A2 INVESTMENT FUND LP 299 PARK AVENUE 35TH FLOOR NEW YORK, NY 10171 46-2426430	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	10,902,414	154,020,222		No	15,047		No	99 010 %
(1) ALPINVEST A2 INVESTMENT FUND II LP 299 PARK AVENUE 35TH FLOOR NEW YORK, NY 10171 47-1663811	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	1,410,568	77,184,337		No	-287,460		No	99 010 %
(2) AMERRA AGRI MULTI STRATEGY FUND LP 1185 AVENUE OF THE AMERICAS 17TH FL NEW YORK, NY 10036 46-5521889	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	2,991,080	270,899,888		No	-3,490,198		No	99 780 %
(3) 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	-99,031,807	1,367,363,679		No			No	100 000 %
(4) BLACK RIVER AGRICULTURE COINVEST FUND A LP 33 SOUTH SIXTH STREET SUITE 4100 MENNEAPOLIS, MN 55402 47-1295276	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-547,882	105,006,036		No			No	98 970 %
(5) BLACK RIVER AGRICULTURE FUND 21 LP 9320 EXCELSIOR BOULEVARD MS 143-5-2 HOPKINS, MN 55343 47-2322335	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-2,652,223	136,319,709		No	-59,526		No	99 990 %
(6) BLUE ISLE FUTURES FUND LTD (ABBEEY CAPITAL) VICTORIA PLACE 31 VICTORIA STREET HAMILTON HM 10 BD 98-1261928	HEDGE FUND	BM	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-25,413,366	140,842,438		No			No	98 850 %
(7) BRIGHTWOOD CAPITAL CO- INVEST FUND LP 810 SEVENTH AVENUE NEW YORK, NY 10019 82-2816560	PRIVATE CREDIT	NY	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	3,051,218	44,804,099		No			No	99 010 %
(8) 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	-1,838,333	80,434,915		No			No	88 260 %
(9) C-III RECOVERY FUND II CO- INVESTMENT LP 5221 N O CONNOR BLVD STE 800 IRVING, TX 75039 47-3031134	REAL ESTATE	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-25,260	43,480,102		No			No	68 040 %
(10) CORAL SEA CO INVESTMENT PARTNERS LP 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022 81-2909714	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-30,760,483	63,724,729		No	-30,666,658		No	98 000 %
(11) ENTRUSTPERMAL ROC PARTNERS LP 375 PARK AVENUE 24TH FLOOR NEW YORK, NY 10152 83-1292112	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-28,299	65,308,538		No			No	99 000 %
(12) 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	-23,513,702	135,917,831		No	6,183,285		No	100 000 %
(13) 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	-16,833,596	692,147,912		No	-55,779,875		No	93 580 %
(14) HV SPECIAL SITUATIONS FUND LP (DOVER STREET VIII - CO- INVESTMENT) ONE FINANCIAL CENTER 44TH FLOOR BOSTON, MA 02111 47-4289568	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	UNRELATED	25,113,961	269,232,527		No	344,423		No	99 630 %

(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) Disproprtionate 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	
(16) 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	-45,524,275	646,635,910		No			No	100 000 %
(1) IP IV AIV (E) LP - ARCHWAY SERIES 1345 AVENUE OF THE AMERICAS 42ND FL NEW YORK, NY 10105 81-2603756	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-179,867	5,452,123		No			No	72 000 %
(2) IP IV AIV (E) LP - NEWPORT SERIES 1345 AVENUE OF THE AMERICAS 42ND FL NEW YORK, NY 10105 81-2590336	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-332,084	9,469,756		No			No	100 000 %
(3) IP IV AIV (E) LP - PLANET SERIES 1345 AVENUE OF THE AMERICAS 42ND FL NEW YORK, NY 10105 81-2618631	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-751,142	10,072,340		No			No	100 000 %
(4) IP IV AIV (E) LP - STEEL SERIES 1345 AVENUE OF THE AMERICAS 42ND FL NEW YORK, NY 10105 82-5352227	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-114,290	3,078,775		No			No	100 000 %
(5) IP IV AIV (E) LP - YOST UNBLOCKED SERIES 1345 AVENUE OF THE AMERICAS 42ND FL NEW YORK, NY 10105 81-2630795	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	1,073,736	6,202,844		No			No	100 000 %
(6) KAYNE ANDERSON REAL ESTATE V PARALLEL FUND LP 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067 82-3171847	REAL ESTATE	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	435,354	62,185,874		No	-370,257		No	98 970 %
(7) KAYNE MULTIPLE STRATEGY FUND LP 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067 83-1129577	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-25,791,392	104,932,729		No	-27,588,595		No	98 500 %
(8) KAYNE PRIVATE ENERGY INCOME FUND 811 MAIN STREET 14TH FLOOR HOUSTON, TX 77002 30-0887747	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-59,150,221	409,493,215		No	-59,025,714		No	67 750 %
(9) KAYNE PRIVATE ENERGY INCOME FUND II LP 811 MAIN STREET 14TH FLOOR HOUSTON, TX 77002 82-4533588	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-76,615,055	59,976,314		No	-75,236,996		No	100 000 %
(10) 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	-1,927,919	21,500,754		No	-402,050		No	99 220 %
(11) NORTHWOOD REAL ESTATE PARTNERS 2018 LP 1819 WAZEE STREET DENVER, CO 80202 83-2726237	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-497,332	-497,332		No			No	79 310 %
(12) OAKTREE TBMR STRATEGIC CREDIT FUND C LLC 333 SOUTH GRANDE AVE 28TH FL LOS ANGELES, CA 90071 47-1169920	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	12,471,873	117,908,165		No			No	99 800 %
(13) OAKTREE TBMR STRATEGIC CREDIT FUND F LLC 333 SOUTH GRANDE AVE 28TH FL LOS ANGELES, CA 90071 47-1189792	PRIVATE CREDIT	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	20,275,192	189,164,326		No			No	99 800 %
(14) PROTERRA BRAZIL OPPORTUNITY DIRECT FUND LP 33 SOUTH SIXTH STREET SUITE 4100 MINNEAPOLIS, MN 55402 82-1198066	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-212,680	56,429,910		No			No	99 000 %

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) Disproprrionate 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	
(31) PROTERRA BRAZIL OPPORTUNITY FUND B LP 33 SOUTH SIXTH STREET SUITE 4100 MINNEAPOLIS, MN 55402 82-1199572	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-1,588,884	115,818,868		No			No	98 520 %
(1) SALTUS SEPARATE ACCOUNT LP (GMORR - FUND MGR) 40 ROWES WHARF BOSTON, MA 02110 47-3397090	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-2,474,235	200,076,820		No			No	99 490 %
(2) SSP 2017 LP 1133 AVENUE OF THE AMERICAS 30TH FL NEW YORK, NY 10036 82-0886132	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	3,007,640	98,662,793		No	38,559		No	98 370 %
(3) TARAWA CO-INVEST FUND (ALTERNA CCA FUND II) 15 RIVER ROAD SUITE 320 WILTON, CT 06897 61-1844543	REAL ASSETS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	9,679,663	95,205,741		No	666,011		No	99 000 %
(4) VIRTUS MYERS CO- INVESTMENT FUND LP 835 W 6TH STREET SUITE 1500 AUSTIN, TX 78703 81-4906557	REAL RETURNS	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	356,727	33,988,958		No	206,971		No	99 000 %
(5) VISTA CO-INVEST FUND 2017-1 LP 111 BROADWAY SUITE 1980 OAKLAND, CA 94607 82-2972696	PRIVATE EQUITY	DE	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	-84,038	120,697,986		No			No	99 000 %
(6) WELLINGTON TRUST COMPANY NA CTF GLOBAL MANAGED RISK PLUS II 280 CONGRESS STREET BOSTON, MA 02210 46-3079916	LIQUID ASSET PARTNER	MI	UAW RETIREE MEDICAL BENEFITS TRUST	EXCLUDED FROM TAX UN	7,249,024	451,443,883		No			No	79 750 %
(7) Z CAPITAL PARTNERS 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	-14,851,420	95,361,767		No	-5,668,897		No	88 530 %

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	21,708	1,718,209	100 000 %		No
(1) BLUE HARBOUR STRATEGIC VALUE PARTNERS (ERISA) LTD 45 MARKET STREET SUITE 3205 2ND F GRAND CAYMAN KY1-1104 CJ 98-1383006	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	-8,488,160	229,789,826	95 000 %		No
(2) BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E) LP 810 7TH AVE 26TH FLOOR NEW YORK, NY 10019 98-1357479	HEDGE FUND	DE	UAW RETIREE MEDICAL BENEFITS TRUST	C	4,691,254	31,844,925	100 000 %		No
(3) 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	39,132,104	91,257,743	100 000 %		No
(4) LAE (LANCASTER) BPI FUND LTD PO BOX 309 UGLAND HOUSE GRAND CAYMAN KY1-1104 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	25,523,648	228,120,987	100 000 %		No
(5) MULTI-STRATEGY PORTFOLIO II LTD 1 NEW YORK PLAZA NEW YORK, GRAND CAYMAN 10004 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	-6,672,043	1,268,907	100 000 %		No
(6) OCEANWOOD INVESTMENT SPC PO BOX 309 UGLAND HOUSE GRAND CAYMAN KY1-1105 CJ	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	-16,965,837	468,430,024	98 160 %		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	674,867	36,705,080	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	1,196,425	60,075,532	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	1,657,293	81,219,929	100 000 %		No
(10) STANDARD LIFE INVESTMENTS GLOBAL FOCUSED STRATEGIES OFFSHORE FEEDER FUND LT PO BOX 309 UGLAND HOUSE GRAND CAYMAN KY1-1104 CJ 98-1360400	HEDGE FUND	CJ	UAW RETIREE MEDICAL BENEFITS TRUST	C	1,112,392	482,365,206	100 000 %		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)	ALPINVEST A2 INVESTMENT FUND LP	B	12,893,787	FMV
(1)	ALPINVEST A2 INVESTMENT FUND LP	S	28,065,133	FMV
(2)	ALPINVEST A2 INVESTMENT FUND II LP	B	15,256,046	FMV
(3)	ALPINVEST A2 INVESTMENT FUND II LP	S	15,969,667	FMV
(4)	AMERRA AGRI MULTI STRATEGY FUND LP	B	22,453,221	FMV
(5)	AMERRA AGRI MULTI STRATEGY FUND LP	S	20,549,172	FMV
(6)	AQR MULTI-STRATEGY FUND VI LP	S	500,000,000	FMV
(7)	BLACK RIVER AGRICULTURE COINVEST FUND A LP	B	9,353,115	FMV
(8)	BLACK RIVER AGRICULTURE COINVEST FUND A LP	S	91,285	FMV
(9)	BLACK RIVER AGRICULTURE FUND 21 LP	B	15,851,612	FMV
(10)	BLACK RIVER AGRICULTURE FUND 21 LP	S	252,847	FMV
(11)	BLUE ISLE FUTURES FUND LTD (ABBAY CAPITAL)	B	44,199,343	FMV
(12)	BLUE ISLE FUTURES FUND LTD (ABBAY CAPITAL)	S	48,585,891	FMV
(13)	BRIGHTWOOD CAPITAL CO-INVEST FUND LP	B	15,000,000	FMV
(14)	BRIGHTWOOD CAPITAL CO-INVEST FUND LP	S	1,782,180	FMV
(15)	BTG PACTUAL BRAZIL TIMBERLAND FUND I D LP	B	6,524,107	FMV
(16)	BTG PACTUAL BRAZIL TIMBERLAND FUND I D LP	S	3,308,139	FMV
(17)	C-III RECOVERY FUND II CO-INVESTMENT LP	B	1,017,045	FMV
(18)	C-III RECOVERY FUND II CO-INVESTMENT LP	S	14,541	FMV
(19)	CORAL SEA CO INVESTMENT PARTNERS LP	B	63,917,638	FMV
(20)	ENTRUSTPERMAL ROC PARTNERS LP	B	79,800,532	FMV
(21)	HARBOURVEST REAL ASSETS - ENERGY FUND LP	S	18,435,875	FMV
(22)	HARBOURVEST REAL ASSETS ENERGY FUND II LP	B	92,250,000	FMV
(23)	HARBOURVEST REAL ASSETS ENERGY FUND II LP	S	38,452,000	FMV
(24)	HV SPECIAL SITUATIONS FUND LP (DOVER STREET VIII - CO-INVESTMENT)	B	111,562,500	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)	HV SPECIAL SITUATIONS FUND LP (DOVER STREET VIII - CO-INVESTMENT)	S	42,570,000	FMV
(1)	INVESCO INSTITUTIONAL TRUST GLOBAL ASSET ALLOCATION STRATEGY FUND	S	316,000,000	FMV
(2)	IP IV AIV (E) LP - YOST UNBLOCKED SERIES	S	82,128	FMV
(3)	KAYNE ANDERSON REAL ESTATE V PARALLEL FUND LP	B	31,000,000	FMV
(4)	KAYNE ANDERSON REAL ESTATE V PARALLEL FUND LP	S	1,000,000	FMV
(5)	KAYNE MULTIPLE STRATEGY FUND LP	B	116,052,297	FMV
(6)	KAYNE MULTIPLE STRATEGY FUND LP	S	1,849,985	FMV
(7)	KAYNE PRIVATE ENERGY INCOME FUND	B	68,750,000	FMV
(8)	KAYNE PRIVATE ENERGY INCOME FUND	S	54,276,991	FMV
(9)	KAYNE PRIVATE ENERGY INCOME FUND II LP	B	61,500,000	FMV
(10)	NORTHWOOD REAL ESTATE PARTNERS 2012 LP	B	5,432,289	FMV
(11)	NORTHWOOD REAL ESTATE PARTNERS 2012 LP	S	2,599,883	FMV
(12)	OAKTREE TBMR STRATEGIC CREDIT FUND C LLC	B	15,000,000	FMV
(13)	OAKTREE TBMR STRATEGIC CREDIT FUND F LLC	B	22,500,000	FMV
(14)	PROTERRA BRAZIL OPPORTUNITY DIRECT FUND LP	B	9,252,086	FMV
(15)	PROTERRA BRAZIL OPPORTUNITY FUND B LP	B	35,371,950	FMV
(16)	SALTUS SEPARATE ACCOUNT LP (GMORR - FUND MGR)	B	26,000,000	FMV
(17)	SSP 2017 LP	B	52,150,000	FMV
(18)	SSP 2017 LP	S	6,300,000	FMV
(19)	TARAWA CO-INVEST FUND (ALTERNA CCA FUND II)	B	79,181,190	FMV
(20)	TARAWA CO-INVEST FUND (ALTERNA CCA FUND II)	S	28,638,837	FMV
(21)	VIRTUS MYERS CO-INVESTMENT FUND LP	B	23,867,667	FMV
(22)	VIRTUS MYERS CO-INVESTMENT FUND LP	S	1,010,266	FMV
(23)	WELLINGTON TRUST COMPANY NA CTF GLOBAL MANAGED RISK PLUS II	B	172,929,215	FMV
(24)	WELLINGTON TRUST COMPANY NA CTF GLOBAL MANAGED RISK PLUS II	S	27,929,215	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
(51) Z CAPITAL PARTNERS II-B LP	B	14,078,131	FMV
(1) Z CAPITAL PARTNERS II-B LP	S	7,973,838	FMV
(2) OCEANWOOD INVESTMENT SPC	B	476,364,537	FMV
(3) COLLER INT'L PARTNERS VI FEEDER FUND E LP	S	53,715,851	FMV
(4) LAE (LANCASTER) BPI FUND LTD	S	415,503	FMV
(5) RMBT UK-C CORP LIMITED	F	389,087	FMV
(6) RMBT UK-F CORP LIMITED	F	658,823	FMV
(7) RMBT UK-G CORP LIMITED	F	900,586	FMV