
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 9, 2015

GENERAL MOTORS COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or other jurisdiction of
incorporation)

001-34960
(Commission File Number)

27-0756180
(I.R.S. Employer
Identification No.)

300 Renaissance Center, Detroit, Michigan
(Address of Principal Executive Offices)

48265-3000
(Zip Code)

(313) 556-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17-CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01 Regulation FD Disclosure

On March 9, 2015 a number of General Motors Company (GM) executives hosted a conference call for financial analysts on driving shareholder value including GM's capital allocation framework, which contains certain information not previously publicly disclosed. In connection with the presentation GM also issued a press release. On March 9, 2015 GM also issued a press release regarding the withdrawal by Harry Wilson of his self-nomination to stand for election to the Board of Directors and to withdraw his shareholder proposal. The press releases and presentation related thereto are attached as Exhibits 99.1, 99.2 and 99.3.

Important Additional Information

GM will be filing a proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for GM's 2015 Annual Meeting of Shareholders (the "Proxy Statement"). GM, its directors and certain of its executive officers may be deemed participants in the solicitation of proxies from shareholders in respect of the 2015 Annual Meeting. Information regarding the names of GM's directors and executive officers and their respective interests in GM by security holdings or otherwise is set forth in GM's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on February 4, 2015 and GM's proxy statement for the 2014 Annual Meeting of Shareholders, filed with the SEC on April 25, 2014 and the Form 8-K filed with the SEC on February 5, 2015. To the extent holdings of such participants in GM's securities have changed since the amounts described in the 2014 proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information concerning other persons who may under the SEC rules be considered participants and the nominees of GM's Board of Directors for election at the 2015 Annual Meeting will be included in the 2015 Proxy Statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders will be able to obtain a copy of the definitive proxy statement and other documents filed by GM free of charge from the SEC's website, <http://www.sec.gov>. GM's shareholders will also be able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents by directing a request by mail to GM Stockholder Services at General Motors Company, Mail Code 482-C25-A36, 300 Renaissance Center, P.O. Box 300, Detroit, Michigan 48265-3000 or at stockholder.services@gm.com or from the investor relations section of GM's website, <http://www.gm.com/investor>.

ITEM 9.01 Financial Statements and Exhibits

EXHIBITS

<u>Exhibit</u>	<u>Description</u>	<u>Method of Filing</u>
Exhibit 99.1	Press Release on Presentation Dated March 9, 2015	Attached as Exhibit
Exhibit 99.2	Press Release on Harry Wilson's Withdrawals Dated March 9, 2015	Attached as Exhibit
Exhibit 99.3	Presentation Dated March 9, 2015	Attached as Exhibit

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS COMPANY
(Registrant)

/s/ THOMAS S. TIMKO

Date: March 9, 2015

By:

Thomas S. Timko

Vice President, Controller and Chief Accounting Officer



For Release: Monday, March 9, 2015, 7:30 a.m. EDT

GM Announces Disciplined Capital Allocation Framework

Improving business performance and strong capital discipline enable increased returns to shareholders

- **Reinvesting in the business to drive 20 Percent or higher ROIC**
- **Targets cash balance of \$20 billion, while maintaining investment-grade balance sheet**
- **Plans to return all available free cash flow to shareholders**
- **Authorizes initial \$5 billion share repurchase program beginning immediately; reaffirms strong and growing dividend policy**

DETROIT - General Motors Co. (NYSE: GM) today announced a comprehensive capital allocation framework, as improving business performance and strong capital discipline enable increased returns to shareholders. GM said a foundational element of its approach will be to return all available free cash flow to shareholders while it maintains an investment-grade balance sheet underpinned by a target cash balance of \$20 billion.

GM also announced that its Board of Directors authorized the initial repurchase of \$5 billion in GM shares to begin immediately and conclude before the end of 2016. GM in February announced its intent to increase its quarterly stock dividend to \$0.36 per share effective in the second quarter of 2015 as part of the Board's regularly scheduled second quarter 2015 dividend declaration process, which would result in an expected dividend payout of approximately \$5 billion through year-end 2016.

"As we continue to execute on our plan to become the most valued automotive company, our track record of improved operating performance, strong earnings momentum, and disciplined capital investments provide the foundation for a comprehensive capital allocation framework," said GM CEO Mary Barra. "We will continue to invest in innovative technologies and world-class vehicles that will deliver sustained profitable growth and maximize returns to shareholders."

GM's capital allocation framework encompasses three core principles:

- **High-Return Investment in the Business** - GM previously stated it expects capital expenditures in 2015 of \$9 billion to invest in future growth, including a more aggressive vehicle launch cadence in the coming years. GM will reinvest in its business with the objective of driving 20 percent or higher return on invested capital (ROIC) through investments in world-class vehicles and leading technology. The company plans to disclose its ROIC performance each quarter beginning with its first quarter 2015 report. The company expects this disciplined capital deployment will strengthen and grow GM's brands and drive improved financial performance and will result in capital spending in the range of 5-5.5 percent of its annual revenue in the future.
- **Maintain an Investment-Grade Balance Sheet** - GM intends to maintain an investment-grade balance sheet, including a target cash balance of \$20 billion. GM believes maintaining an investment-grade balance sheet is critical to support long-term growth and increased earnings at GM Financial, which is a catalyst for improved automotive sales and profitability.
- **Return Capital to Shareholders** - Beyond reinvesting in the business and maintaining an investment grade balance sheet, the company expects to return all available free cash flow to shareholders. Starting in

January 2016, GM will develop its annual capital return plans and communicate them to the market during the first quarter of each year.

In 2014, the company established an executive compensation program that aligns management incentives with ROIC and total shareholder return. GM said it is committed to providing greater clarity around its compensation program and will continue to evaluate the program to ensure that strong linkage.

GM reaffirmed that in 2015 it expects its total earnings before interest and tax (EBIT) adjusted and EBIT-adjusted margin to increase, compared to 2014, after adjusting 2014 for the impact of recall costs. The company reiterated that it is on track to meet its 2016 financial targets to achieve EBIT-adjusted margins in North America of 10 percent; to return to profitability in Europe; and to maintain strong margins in China. It also reaffirmed its long-term strategic plan to achieve 9-10 percent EBIT-adjusted margins by early next decade.

Investor Conference Call Information

A conference call for investors and securities analysts to discuss the announcement is scheduled for today, March 9, 2015, at 8:30 a.m. EDT.

This press release and supporting material are being posted to GM's Investor Relations website, <http://investor.gm.com>, and its media website, <http://media.gm.com>, approximately one hour prior to the call.

To access the conference call, dial 800-830-3805 (or +1-416-641-6283 for international access) 10 minutes prior to the start time and ask to be connected to the General Motors conference call. To access a taped replay of the conference call, available from 11 a.m. EDT, March 9, 2015 until 11 a.m. EDT, March 16, 2015, dial 800-633-8284 (or +1-402-977-9140 for international access) and enter reservation number 21763442 to access the replay.

General Motors Co. (NYSE:GM, TSX: GMM) and its partners produce vehicles in 30 countries, and the company has leadership positions in the world's largest and fastest-growing automotive markets. GM, its subsidiaries and joint venture entities sell vehicles under the Chevrolet, Cadillac, Baojun, Buick, GMC, Holden, Jiefang, Opel, Vauxhall and Wuling brands. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <http://www.gm.com>

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Forward-Looking Statements

In this press release and in related comments by our management, our use of the words "plans," "strategy," "expect," "achieve," "anticipate," "possible," "potential," "target," "believe," "commit," "intend," "continue," "may," "would," "could," "should," "project," "appears," "potential," "projected," "upside," "positioned," "outlook" or similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors. Among other items, such factors may include: our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications; our ability to maintain quality control over our vehicles and avoid material vehicle recalls and the cost and effect on our reputation of product recalls; our ability to maintain adequate financing sources, including as required to fund our planned significant investment in new technology; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; overall strength and stability of our markets, particularly outside of North America and China; costs and risks associated with litigation and government investigations including those related to our recent recalls; and our ability to continue to attract new customers, particularly for our new products. GM's most recent annual report on Form 10-K provides information about these and other factors, which we may revise or supplement in future reports to the SEC.

Important Additional Information

GM intends to file a proxy statement with the SEC in connection with the solicitation of proxies for GM's 2015 Annual Meeting of Shareholders (the "Proxy Statement"). GM, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2015 Annual Meeting. Information regarding the names of GM's directors and executive officers and their respective interests in GM by security holdings or otherwise is set forth in GM's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on February 4, 2015 and GM's proxy statement for the 2014 Annual Meeting of Shareholders, filed with the SEC on April 25, 2014 and the Form 8-K filed with the SEC on February 5, 2015. To the extent holdings of such participants in GM's securities have changed since the amounts described in the 2014 proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Details concerning the nominees of GM's Board of Directors for election at the 2015 Annual Meeting will be included in the Proxy Statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders will be able to obtain a copy of the definitive proxy statement and other documents filed by GM free of charge from the SEC's website, <http://www.sec.gov>. GM's shareholders will also be able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents by directing a request by mail to GM Stockholder Services at General Motors Company, Mail Code 482-C25-A36, 300 Renaissance Center, P.O. Box 300, Detroit, Michigan 48265-3000 or at stockholder.services@gm.com or from the investor relations section of GM's website, <http://www.gm.com/investor>.



For Release: Monday, March 9, 2015, 7:30 a.m. EDT

GM and Investment Group Announce Agreement

DETROIT - General Motors Co. (NYSE: GM) and an investment group led by Harry Wilson jointly announced that, in conjunction with GM's disciplined capital allocation framework announced today, Wilson has agreed to withdraw his nomination to stand for election to the Board of Directors at the company's 2015 annual meeting and to withdraw his shareholder proposal.

GM CEO Mary Barra said: "GM is moving ahead with its comprehensive capital allocation framework, and constructive dialogue with our shareholders has helped ensure that we are addressing these key initiatives with the appropriate level of clarity and transparency. We will continue to be engaged with all of our shareholders and to be responsible stewards of our owners' capital."

Wilson said: "Today's announcement by General Motors represents the culmination of a constructive dialogue between our investor group, senior management and the Board. As a result of this dialogue, we have arrived at a win-win outcome that includes a thoughtful approach to critical capital allocation issues and other important measures to increase long-term shareholder value. We thank Mary Barra, senior management and the Board for their engagement and focus on these important issues and for working toward a mutually successful outcome."

General Motors Co. (NYSE:GM, TSX: GMM) and its partners produce vehicles in 30 countries, and the company has leadership positions in the world's largest and fastest-growing automotive markets. GM, its subsidiaries and joint venture entities sell vehicles under the Chevrolet, Cadillac, Baojun, Buick, GMC, Holden, Jiefang, Opel, Vauxhall and Wuling brands. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <http://www.gm.com>

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Forward-Looking Statements

In this press release and in related comments by our management, our use of the words "plans," "strategy," "expect," "achieve," "anticipate," "possible," "potential," "target," "believe," "commit," "intend," "continue," "may," "would," "could," "should," "project," "appears," "potential," "projected," "upside," "positioned," "outlook" or similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors. Among other items, such factors may include: our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications; our ability to maintain quality control over our vehicles and avoid material vehicle recalls and the cost and effect on our reputation of product recalls; our ability to maintain adequate financing sources, including as required to fund our planned significant investment in new technology; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; overall strength and stability of our markets, particularly outside of North America and China; costs and risks associated with litigation and government investigations including those related to our recent recalls; and our ability to

continue to attract new customers, particularly for our new products. GM's most recent annual report on Form 10-K provides information about these and other factors, which we may revise or supplement in future reports to the SEC.

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Driving Shareholder Value

March 2015

FORWARD LOOKING STATEMENTS

In this presentation and in related comments by our management, our use of the words “plans,” “expect,” “anticipate,” “possible,” “potential,” “target,” “believe,” “commit,” “intend,” “continue,” “may,” “would,” “could,” “should,” “project,” “appears,” “potential,” “projected,” “upside,” “positioned,” “outlook” or similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors. Among other items, such factors may include: our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications; our ability to maintain quality control over our vehicles and avoid material vehicle recalls and the cost and effect on our reputation of product recalls; our ability to maintain adequate financing sources, including as required to fund our planned significant investment in new technology; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; overall strength and stability of our markets, particularly outside of North America and China; costs and risks associated with litigation and government investigations including those related to our recent recalls; our ability to remain competitive and our ability to continue to attract new customers, particularly for our new products. General Motors Co. (“GM”)’s most recent annual report on Form 10-K provides information about these and other factors, which we may revise or supplement in future reports to the Securities and Exchange Commission (the “SEC”).

ADDITIONAL INFORMATION

Important Additional Information

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SHAREHOLDER OPPORTUNITY

- Disciplined capital allocation framework
 - Reinvest in business at 20+% ROIC
 - Investment grade balance sheet
 - Tighten cash target to \$20B
 - All available free cash flow to shareholders
 - Initial \$5B share buyback
- Strong and improving earnings
- Transparent near-term commitments
- Management pay aligned with shareholders

***We are building the world's most valued
automotive company***

STRONG EARNINGS MOMENTUM

GM Consolidated EBIT-Adjusted*

\$Billions



2015 Target

- EBIT-Adjusted and EBIT-Adjusted margins improving in all automotive regions

2016 Target

- 10% EBIT-Adjusted margins in North America
- Profitability in Europe
- Sustained margins in China
- GM Financial full captive
- Continued progress in developing markets

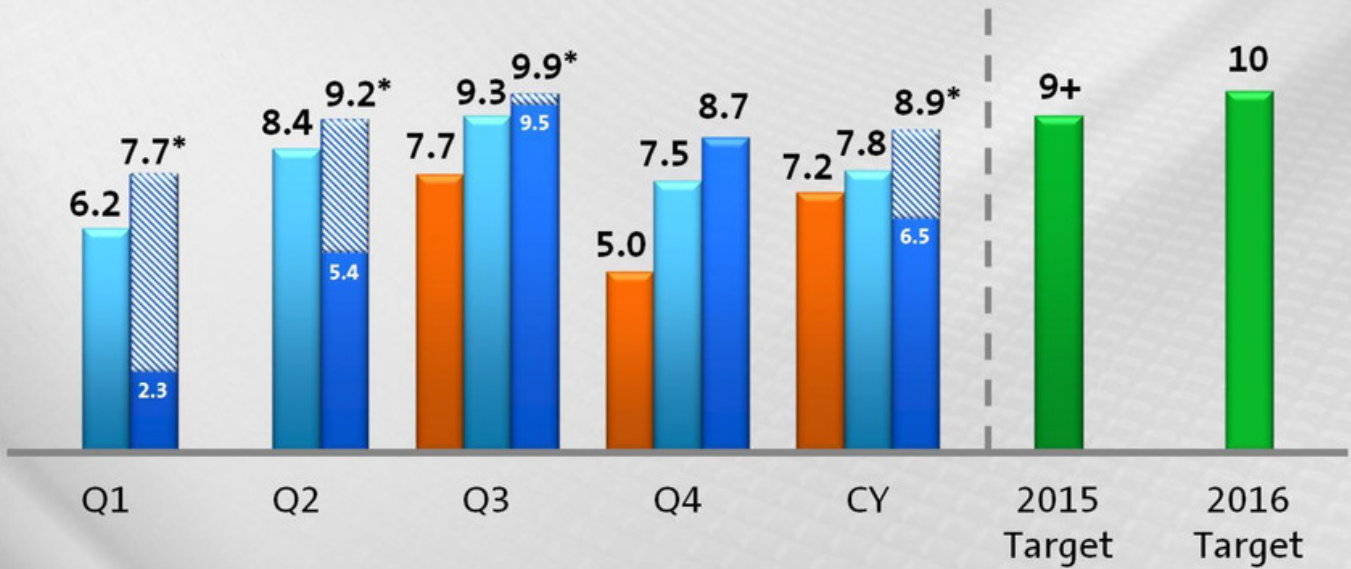
* Reconciliation of EBIT-Adjusted on slide S2

** Represents Core Operating Performance - excluding recalls

SIX STRAIGHT QUARTERS OF GMNA MARGIN EXPANSION

EBIT-Adjusted % Revenue

2012 2013 2014



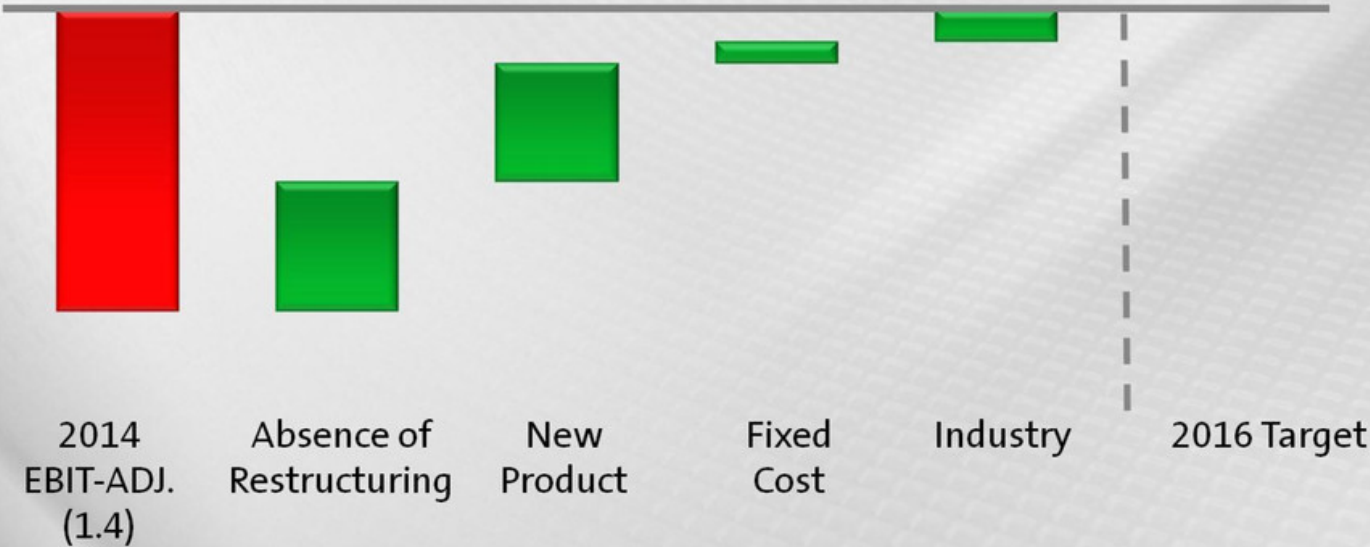
Expect improved EBIT-Adjusted margins in 2015

* Represents Core Operating Performance - excluding recalls

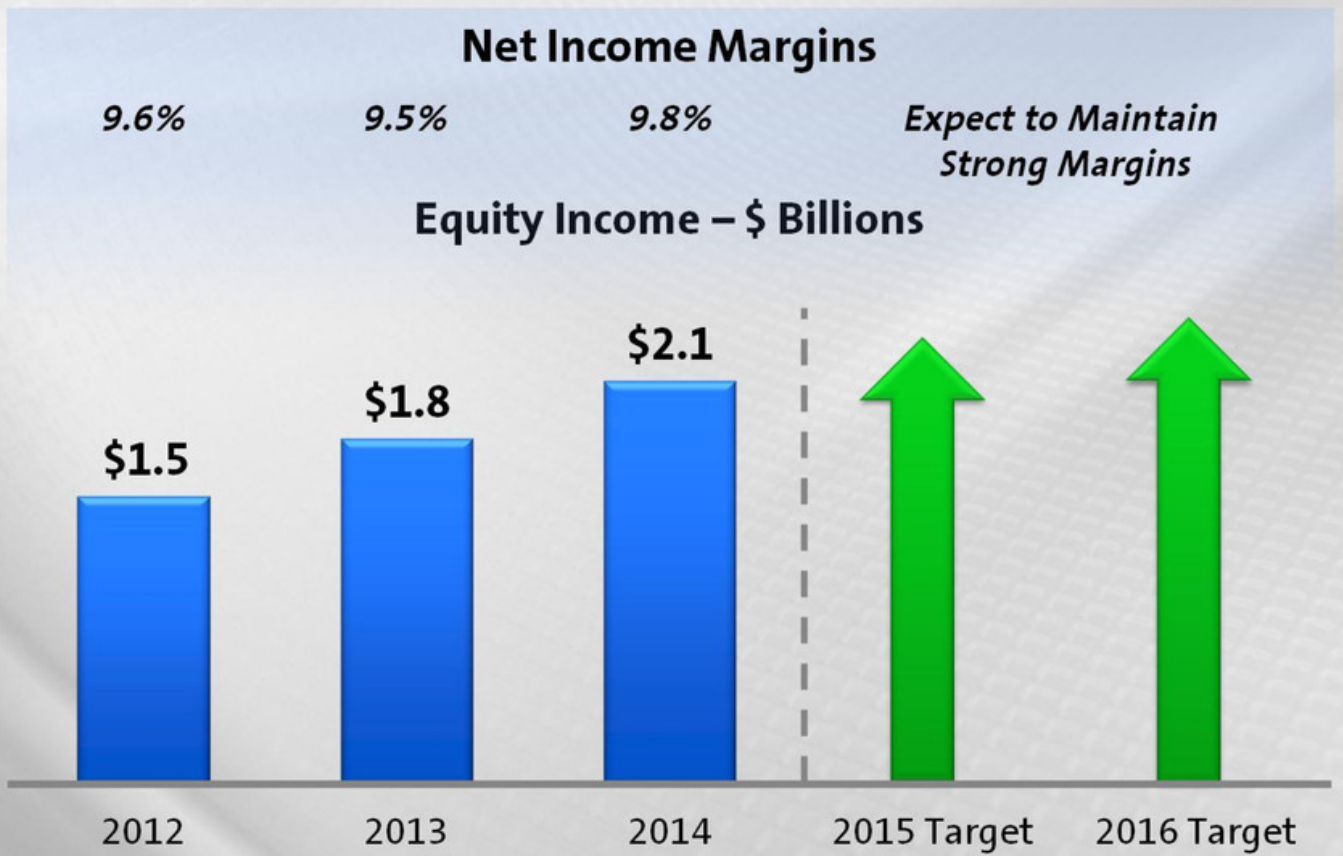
EUROPE: ON TRACK TO PROFITABILITY

Path to Profitability – \$ Billions

Profitable

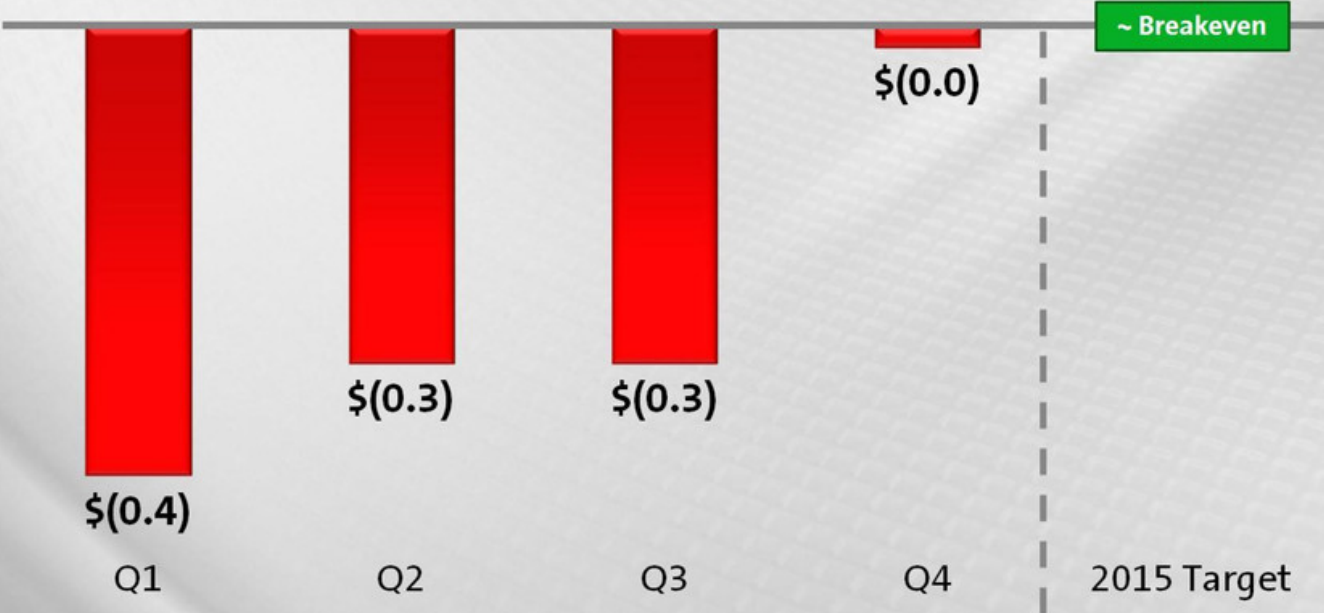


STRONG PERFORMANCE IN CHINA



DEVELOPING MARKETS IMPROVING

GM International Operations* and GM South America
Combined 2014 EBIT-Adjusted – \$ Billions



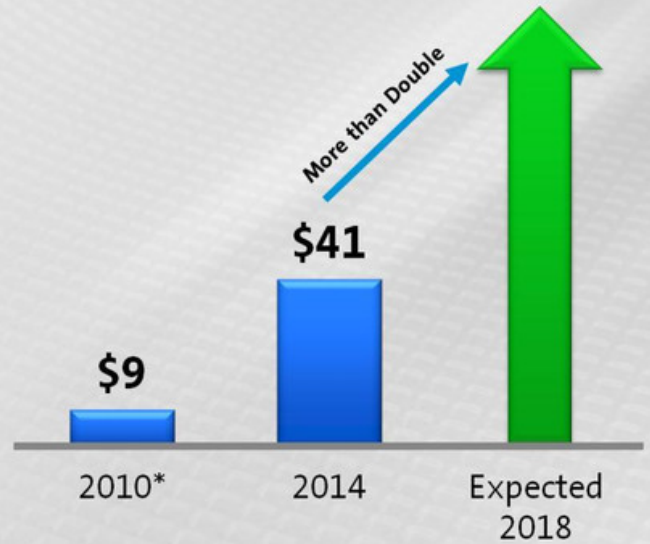
* Excluding equity income, primarily China JV's

GMF DRIVING ENTERPRISE RETURNS

EBT-Adjusted
\$ Billions



Ending Earning Assets
\$ Billions

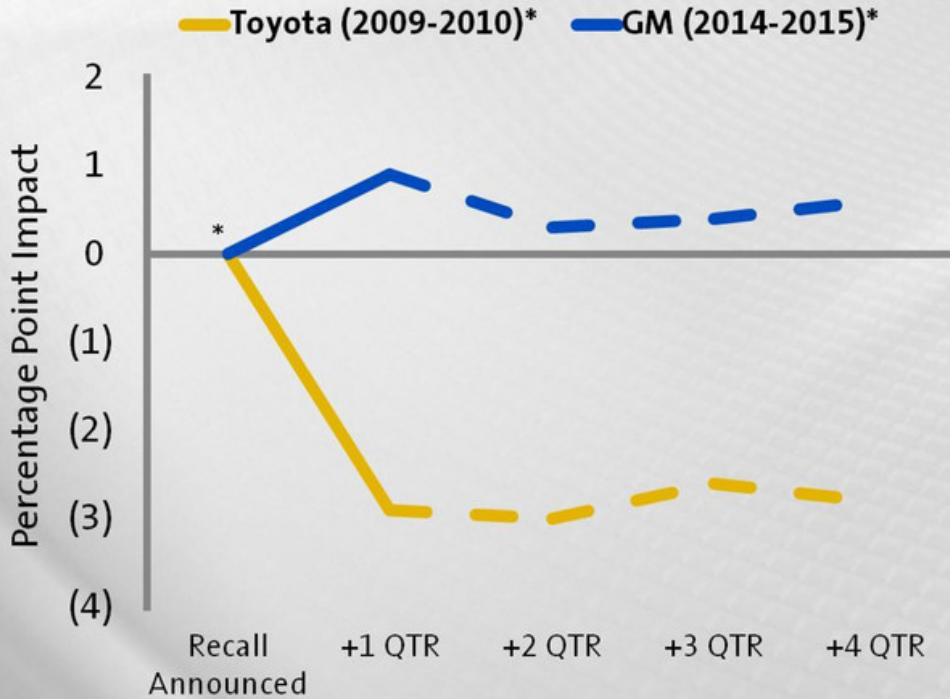


*No additional capital contributions, retained earnings support growth
Earnings and assets to grow faster than equity capital base
Double digit after-tax ROE, greater than cost of capital*

* GMF acquired in 2010 and reported in Form 10-K

2014 RECALLS: STRONG LEADERSHIP

U.S. Market Share Impact – After Major Recall

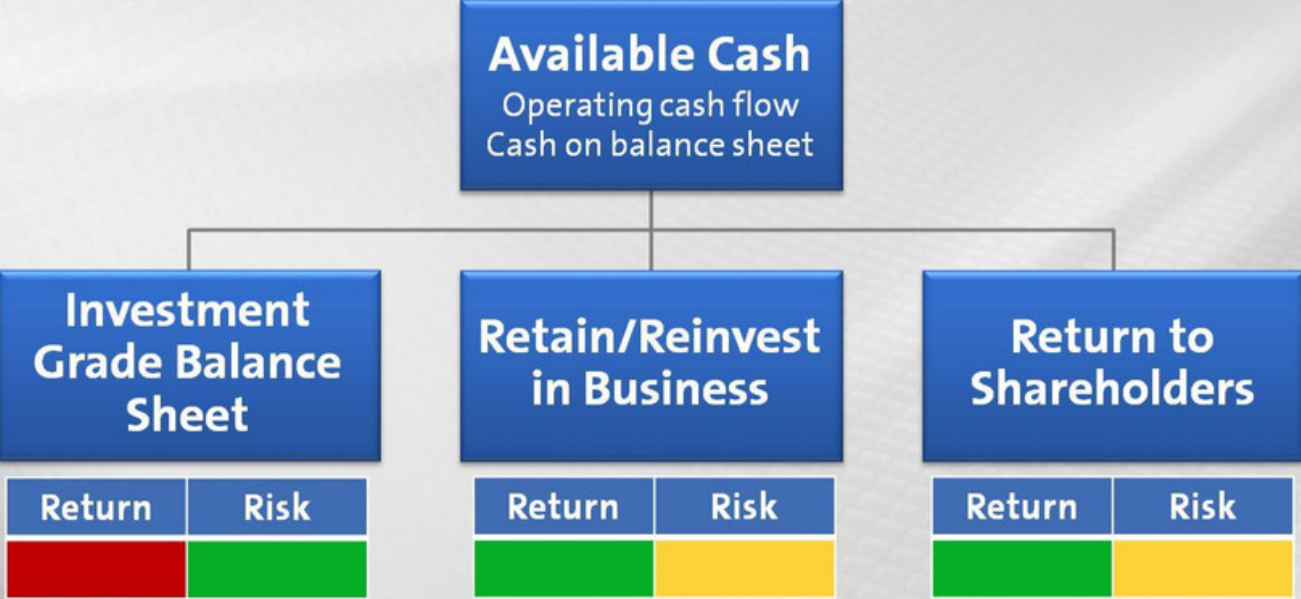


Key Principles/Actions

- “Do the right thing”
- Independent investigation
- Compensation Program
- Disciplinary actions
- Process changes
- Behavior changes
- Delivered results

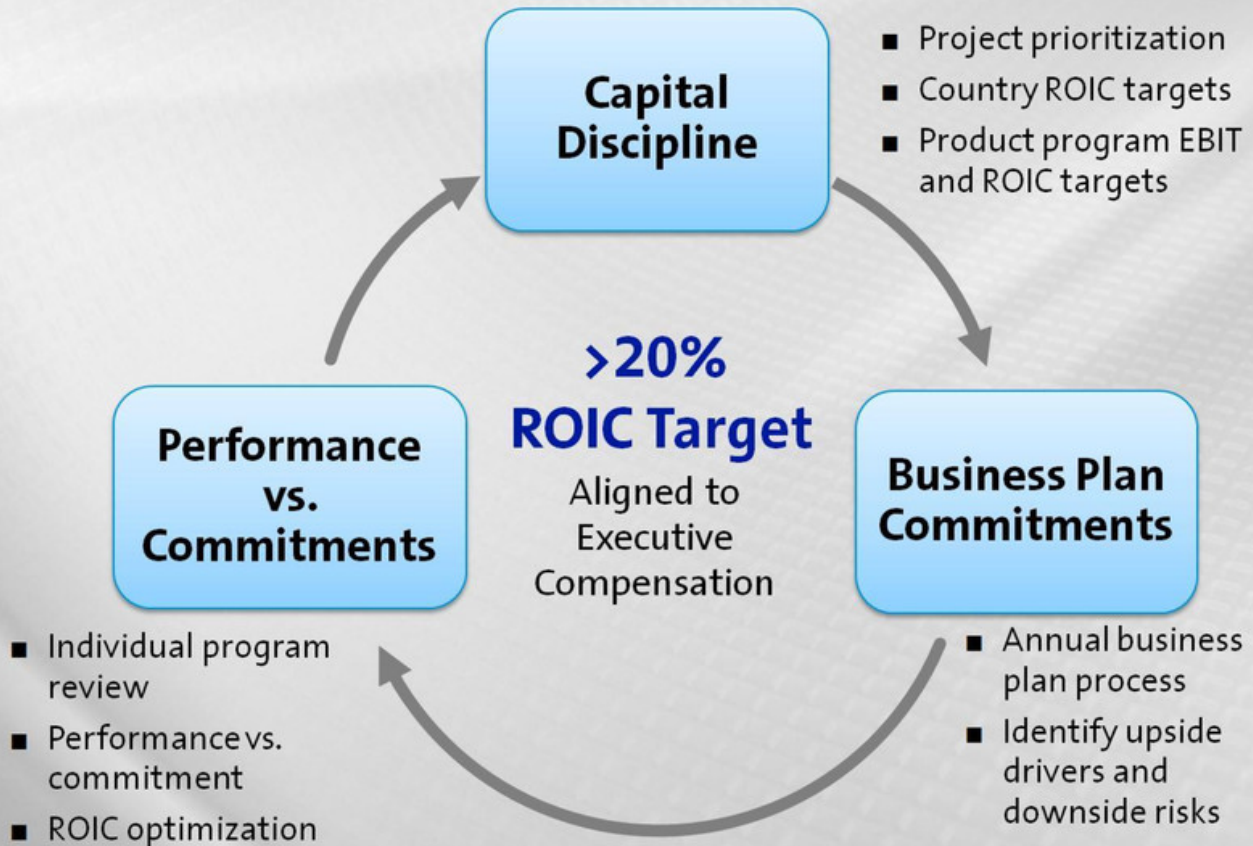
* Denotes Toyota Motor Company announced initial recall for unintended acceleration;
 General Motors Company announced initial recall for ignition switch
 Source: Internal company reports

DISCIPLINED CAPITAL ALLOCATION



Deliberate trade-off made on every dollar of available cash... share buyback at planned levels superior to alternative investment options

CAPITAL ALLOCATION PROCESS



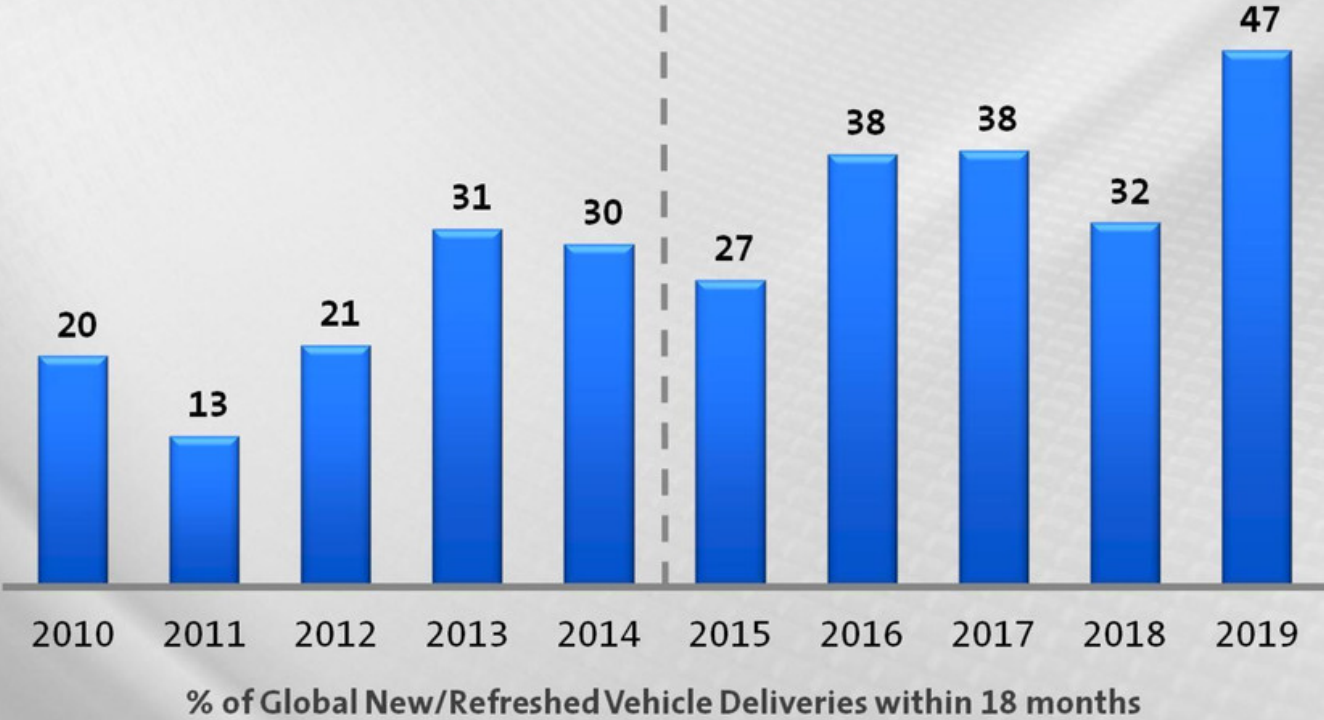
CAPEX SUPPORTS GROWTH AT > 20% ROIC

2010-2014

Launch cadence avg. ~23% volume
CapEx ~4.5% of Revenue

2015-2019

Launch cadence avg. ~36% volume
CapEx projected ~5%-5.5% of Revenue



ROIC DRIVING CAPITAL DISCIPLINE

GM to disclose ROIC beginning with Q1 2015 earnings



Strategic Actions

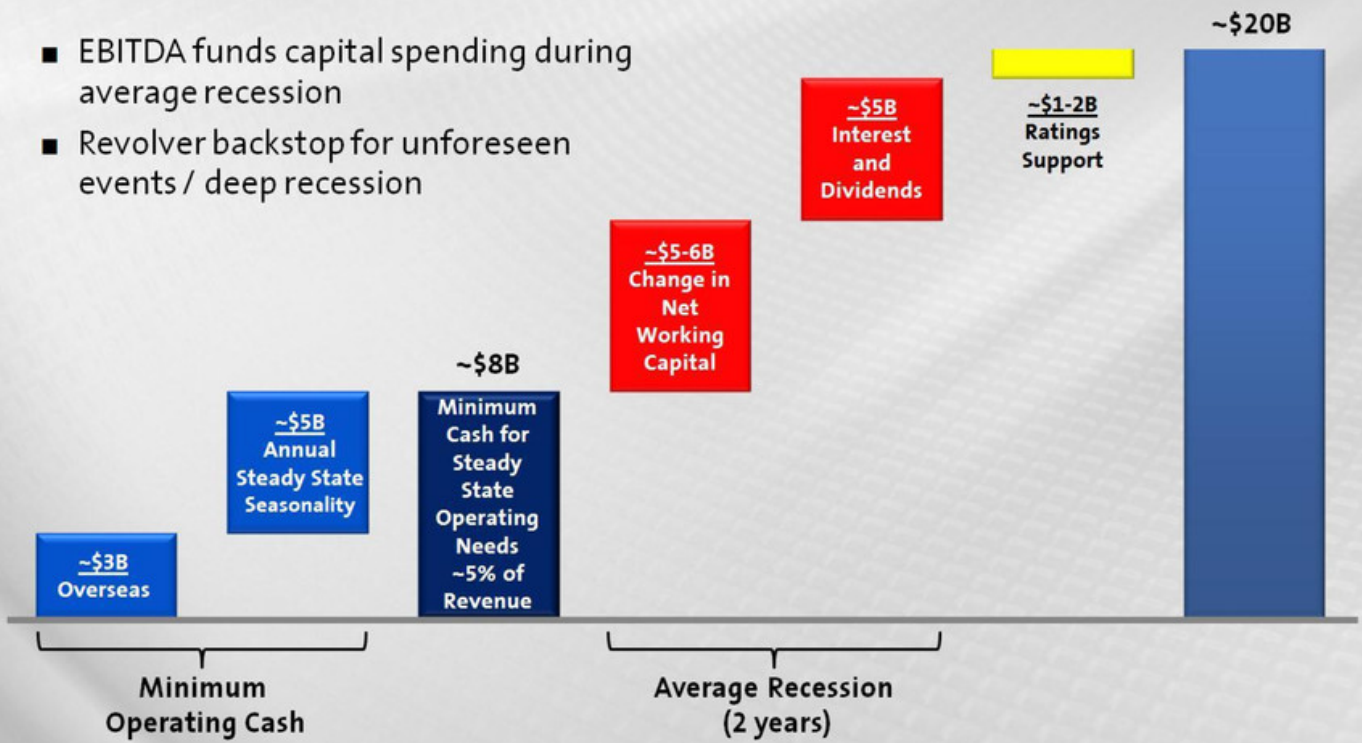
- Exit Chevrolet Europe
- Exit Australia manufacturing
- Exit Indonesia manufacturing
- Restructuring Thailand
- Russia under serious review

Eliminated ~\$0.5B in annual losses and avoided ~\$1.5B in investment in next four years

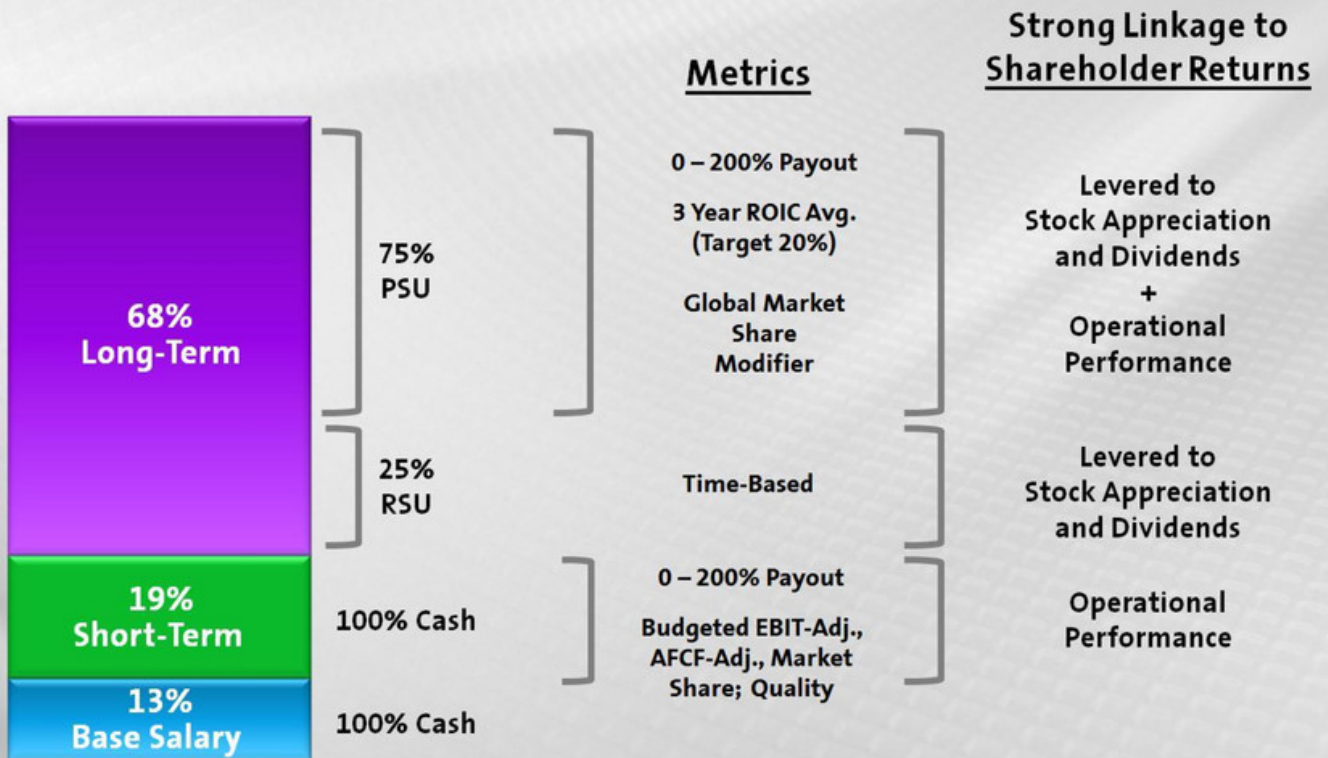
* Represents Core Operating Performance - excluding recalls
Note: See slide S3 for reconciliation of ROIC

TIGHTENING CASH TARGET TO \$20B

- EBITDA funds capital spending during average recession
- Revolver backstop for unforeseen events / deep recession



COMPENSATION ALIGNED WITH SHAREHOLDERS



SHAREHOLDER OPPORTUNITY

- Disciplined capital allocation framework
 - Reinvest in business at 20+% ROIC
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- Strong and improving earnings
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automotive company***



GENERAL MOTORS COMPANY

SELECT SUPPLEMENTAL FINANCIAL INFORMATION

NON-GAAP MEASURES

Management uses earnings before interest and taxes (EBIT)-adjusted and return on invested capital (ROIC) in its financial and operational decision making processes, for internal reporting and as part of its forecasting and budgeting processes as they provide additional transparency of our core operations. EBIT-adjusted and ROIC allow management to view operating trends, perform analytical comparisons and benchmark performance amongst other companies in our industry. In addition, ROIC allows management to assess how effectively we are deploying our assets.

We use EBIT-adjusted for our automotive segments because it excludes interest income, interest expense and income taxes and includes certain additional adjustments. We use income before income taxes-adjusted for GM Financial because we believe interest income and interest expense are part of operating results.

We define ROIC as EBIT-adjusted for the trailing four quarters divided by average net assets during that period. We consider average net assets to be the average of our ending total equity, plus average automotive debt and interest related liabilities (excluding capital leases), plus average automotive net pension and OPEB liabilities, less average automotive net income tax assets and average fresh start accounting goodwill for each quarter in that period.

Our calculation of EBIT-adjusted and ROIC are considered non-GAAP financial measures because we calculate them using financial measures that have been adjusted from the most directly comparable U.S. GAAP financial measure. Our calculation of these non-GAAP measures may not be comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result the use of our non-GAAP measures has limitations and should not be considered in isolation from, or as a substitute for, related U.S. GAAP measures.

RECONCILIATION OF EBIT-ADJUSTED

(\$B)	2012	2013	2014
Income (loss) before income taxes	(28.7)	7.5	4.2
Add Back			
Interest Expense	0.5	0.3	0.4
Interest Income	(0.3)	(0.2)	(0.2)
Net (income) loss attributable to noncontrolling interests	0.1	0.0	(0.1)
Gain/(Loss) on Extinguishment of Debt	0.3	0.2	(0.2)
Special Items			
Goodwill Impairment Charges*	27.1	0.4	0.1
Impairment Charges of Property and Intangible Assets*	5.5	0.8	0.4
Pension Settlement Charges*	2.7	0.1	-
Venezuela Currency Devaluation*	-	0.2	0.4
GM Korea Wage Litigation*	0.3	(0.6)	-
Recall Campaign Catch-up Adjustment*	-	-	0.9
Ignition Switch Recall Compensation Program*	-	-	0.4
Other**	0.5	(0.1)	0.1
Total Special Items	36.1	0.8	2.3
EBIT-Adjusted	7.9	8.6	6.5
Memo: Recall Related Expenses	-	-	2.8
Memo: EBIT-Adjusted excluding Recall Related Expenses			9.3

*Included in Operating Income

** Please refer to filed 10K and 10Q documents for additional detail on other special items

Note: EBIT-Adjusted includes GM Financial on an EBT-Adjusted basis. Results may not foot due to rounding

RECONCILIATION OF ROIC

Calculation of Return on Invested Capital

(\$B)	Total Company			Memo
	2012	2013	2014	Total Company 2014*
Numerator				
EBIT-Adjusted	7.9	8.6	6.5	9.3
Denominator				
Average equity	40.3	39.5	41.3	43.9
+Average automotive debt and interest related (excluding capital leases)	4.2	5.0	6.8	6.8
+Average automotive net pension & OPEB liability	33.3	32.6	26.6	26.6
-Average fresh start accounting goodwill	(20.5)	(0.5)	(0.1)	(0.1)
-Average automotive net income tax asset	(8.4)	(34.1)	(32.4)	(32.4)
ROIC average net assets	49.0	42.5	42.2	44.9
ROIC %	16.0%	20.2%	15.4%	20.8%

* Represents Core Operating Performance - excluding recalls

Note: ROIC average net assets over four quarters includes cash. Results may not foot due to rounding.

