

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ the final return/report;</div><div>☐ an amended return/report;</div><div>☒ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN
1b	Three-digit plan number (PN) ▶ 201
1c	Effective date of plan 01/01/2004
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) HONDA MANUFACTURING OF ALABAMA, LLC 1800 HONDA DRIVE LINCOLN, AL 35096
2b	Employer Identification Number (EIN) 63-1240825
2c	Sponsor's telephone number 205-355-5000
2d	Business code (see instructions) 336100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	05/17/2010	SHAUN MCCLOSKEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") HONDA MANUFACTURING OF ALABAMA, LLC 1800 HONDA DRIVE LINCOLN, AL 35096	3b Administrator's EIN 63-1240825 3c Administrator's telephone number 205-355-5000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	4500
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	15

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 3H 3F

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>201</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HONDA MANUFACTURING OF ALABAMA, LLC</u>	D Employer Identification Number (EIN) <u>63-1240825</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>94501740</u>
b Actuarial value	2b <u>103951914</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>7</u> <u>301712</u>
b For terminated vested participants	3b <u>176</u> <u>3291505</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>27395292</u>
(2) Vested benefits	3c(2) <u>52905456</u>
(3) Total active	3c(3) <u>4351</u> <u>80300748</u>
d Total	3d <u>4534</u> <u>83893965</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.68</u> %
6 Target normal cost	6 <u>7535877</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>05/06/2010</u>
<u>DAVID L. JAKES</u>	Signature of actuary	Date
<u>MERCER</u>	Type or print name of actuary	<u>08-05110</u>
		Most recent enrollment number
<u>325 JOHN H. MCCONNELL BLVD</u>	Firm name	<u>614-227-5555</u>
<u>SUITE 350</u>		Telephone number (including area code)
<u>COLUMBUS, OH 43215</u>	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	17778641	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	
9	Amount remaining (Item 7 minus item 8).....	17778641	
10	Interest on item 9 using prior year's actual return of <u>-26.73</u> %	-4752231	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		
b	Interest on (a) using prior year's effective rate of <u>6.32</u> %		
c	Total available at beginning of current plan year to add to prefunding balance		
d	Portion of (c) to be added to prefunding balance.....		
12	Reduction in balances due to elections or deemed elections.....	5245666	
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	7780744	

Part III Funding percentages			
14	Funding target attainment percentage.....	14	114.63 %
15	Adjusted funding target attainment percentage.....	15	123.90 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	145.95 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/25/2009	1842616	0			
Totals ►			18(b)	1842616	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1778393
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		Total balance
36 Additional cash requirement (item 34 minus item 35).....	36	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1778393
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1778393
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009		
A Name of plan HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN	B Three-digit plan number (PN) ▶	201
C Plan sponsor's name as shown on line 2a of Form 5500 HONDA MANUFACTURING OF ALABAMA, LLC	D Employer Identification Number (EIN) 63-1240825	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WEDGE CAPITAL MANAGEMENT L.L.P.

56-1557450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	30353	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BRANDES INVESTMENT PARTNERS INC.

33-0090873

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	29089	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ARTIO GLOBAL MANAGEMENT LLC

13-3149728

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	25918	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

EARNST PARTNERS

58-2386669

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	25236	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JENSEN INVESTMENT MANAGEMENT, INC.

93-0978027

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	19596	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIRST PACIFIC ADVISORS, INC.

04-3118452

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	18295	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18	NONE	16755	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

FRIESS ASSOCIATES INC.

51-0253305

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	15369	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TIMESQUARE CAPITAL MANAGEMENT INC.

06-0861092

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	14333	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NFJ INVESTMENT GROUP

75-2557611

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	14134	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SEIX INVESTMENT ADVISORS

13-3673812

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	12384	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SANTA BARBARA ASSET MANAGEMENT

68-0141059

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	12061	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WILLIAM BLAIR & CO.

36-2214610

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	11602	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009					
A Name of plan HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN				B Three-digit plan number (PN) ▶ 201	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HONDA MANUFACTURING OF ALABAMA, LLC				D Employer Identification Number (EIN) 63-1240825	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: HONDA US COMPANIES MASTER RETIREMEN					
b Name of sponsor of entity listed in (a): HONDA OF AMERICA MANUFACTURING, INC					
c EIN-PN 20-0374964-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009	
A Name of plan HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN	B Three-digit plan number (PN) ► 201
C Plan sponsor's name as shown on line 2a of Form 5500 HONDA MANUFACTURING OF ALABAMA, LLC	D Employer Identification Number (EIN) 63-1240825

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	94501740	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	94501740	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	94501740	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1842616	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1842616

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		4292140
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6134756

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14760	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		14760
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	231421	
(4) Other	2i(4)	16755	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		248176
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		262936

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5871820
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		100373560

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714325

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
AMERICAN HONDA RETIREMENT PLAN	95-2041006	334

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009

A Name of plan <u>HONDA MANUFACTURING OF ALABAMA, LLC PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>201</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HONDA MANUFACTURING OF ALABAMA, LLC</u>	D Employer Identification Number (EIN) <u>63-1240825</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☒ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 71% Investment-Grade Debt: 16% High-Yield Debt: 5% Real Estate: 1% Other: 7%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Honda Manufacturing of Alabama, LLC Pension Plan

Financial Report
07.01.2009

McGladrey & Pullen
Certified Public Accountants

McGladrey and Pullen, LLP is a member of RSM International
-- an affiliation of separate and independent legal entities.

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McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report

To Honda Manufacturing of Alabama, LLC
Lincoln, Alabama

We were engaged to audit the financial statements of the Honda Manufacturing of Alabama, LLC Pension Plan (the Plan) as of July 1, 2009 and December 31, 2008, and for the period January 1, 2009 through July 1, 2009, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified or provided by Northern Trust Company, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of July 1, 2009 and December 31, 2008 and for the period January 1, 2009 through July 1, 2009.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1 to the financial statements, the Sole Member of Honda Manufacturing of Alabama, LLC, the Plan's sponsor, approved on June 23, 2009 to merge the Plan into the American Honda Retirement Plan effective July 1, 2009. All plan assets and accumulated plan benefit obligations were transferred to the legal control of the American Honda Retirement Plan on July 1, 2009.

McGladrey & Pullen, LLP

Columbus, Ohio
May 6, 2010

Honda Manufacturing of Alabama, LLC Pension Plan

Statements of Net Assets Available for Benefits
July 1, 2009 and December 31, 2008

	July 1, 2009	December 31, 2008
<hr/>		
ASSETS		
Investments, at fair value:		
Plan interest in Honda U.S. Companies Master Retirement Group Trust	\$ -	\$ 94,501,740
	<hr/>	<hr/>
Net assets available for benefits	\$ -	\$ 94,501,740
	<hr/>	<hr/>

See notes to the financial statements.

Honda Manufacturing of Alabama, LLC Pension Plan

Statement of Changes in Net Assets Available for Benefits
Period January 1, 2009 through July 1, 2009

ADDITIONS

Investment income:

Plan interest in total additions to the Honda U.S.

Companies Master Retirement Group Trust

\$ 4,292,140

Less: investment expenses

231,421

Investment income, net

4,060,719

Employer contributions

1,842,616

Total additions

5,903,335

DEDUCTIONS

Benefits paid to participants or beneficiaries

14,760

Administrative expenses

16,755

Total deductions

31,515

Net increase prior to transfers

5,871,820

Plan transfer to American Honda Retirement Plan

(100,373,560)

Net decrease

(94,501,740)

Net Assets Available for Benefits:

Beginning of period

94,501,740

End of period

\$ -

See notes to the financial statements.

Notes to the Financial Statements

Note 1. Plan Description

The following description of the Honda Manufacturing of Alabama, LLC Pension Plan (the Plan) provides only general information prior to the Plan's merger into the American Honda Retirement Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: Established on January 1, 2004, the Plan is a noncontributory defined benefit plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All eligible associates of Honda Manufacturing of Alabama, LLC (the Plan Sponsor or the Company), other than Japanese national associates, student associates or associates from an affiliated company working on a temporary basis, participate in the Plan after one full year of employment.

Honda Manufacturing of Alabama, LLC is the Plan Administrator. The responsibilities are carried out by the Honda Retirement Committee (the Committee).

Plan Merger: Effective July 1, 2009, this Plan, the Honda of America Mfg., Inc. Pension Plan, the Honda Transmission Mfg. of America, Inc. Pension Plan, and the Honda South Carolina Retirement Plan merged into the American Honda Retirement Plan and was simultaneously renamed the Honda Retirement Plan.

Pension Benefits: Participants earn retirement benefits at 2.5% of their cumulative actual base earnings. The aggregate of a participant's annual accrued benefit is divided by 12 to determine the monthly annuity payment. The Plan provides for normal retirement at age 65. Early retirement can occur at age 55 with 10 or more years of service. Participants may retire early with an unreduced benefit at age 62 with at least 20 or more years of service.

Participants become 100% vested upon attainment of 5 years of credited service or upon reaching age 65 while employed by the Company. The Plan provides for disability benefits and death benefits.

Contributions: The Company's policy is to fund normal pension costs on a current basis and amortize funding differences using standard actuarial determined rates. Minimum funding requirements as set forth in ERISA have been met at July 1, 2009 and December 31, 2008. Contributions from the Plan Sponsor are accrued upon completion of the actuarial valuation and approval of the Committee.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Assets Held in Trust: The Plan's assets, together with the pension plan assets of two other subsidiaries of American Honda Motor Co., Inc. (Honda Transmission Mfg. of America, Inc. and Honda of America Mfg., Inc.), are invested in the Honda U.S. Companies Master Retirement Group Trust (Master Trust) with Northern Trust Company, N.A. (the trustee). The trustee maintains the assets of the Master Trust and pays benefits and administrative expenses for the Plan. The plan assets held in the Master Trust are managed by various investment managers under direction of the investment guidelines established by the Committee. The Master Trust provides the Plan Administrator with separate reports for the Plan's portion of the Master Trust.

Benefits: Benefits are recognized when paid.

Administrative Expenses: The Plan is responsible for certain administrative expenses, which are recognized when incurred. Administrative expenses not paid by the Plan are paid by the Company.

Note 2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates: The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of Plan assets available for benefits, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Risks and Uncertainties: The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The credit and liquidity crisis in the United States and throughout the global financial system has resulted in substantial volatility in financial markets and the banking system. These and other economic events may have had a significant adverse impact on investment portfolios.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Subsequent Events: The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through May 6, 2010, the date the financial statements were available to be issued.

Notes to the Financial Statements

Note 3. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. Should the Plan be terminated at some future time, all participants become 100% vested in benefits earned as of the termination date.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Benefits attributable to employee contributions, taking into account those paid out before termination.
2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
4. All other vested benefits (that is, vested benefits not insured by the PBGC).
5. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2009 that ceiling is \$4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other may not be provided for at all.

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited)

Prior to the plan transfer on July 1, 2009 and at December 31, 2008, the Plan accounted for approximately 5.4% of the net assets available for benefits of the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the beginning of period value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income related to the Master Trust was allocated to individual plans based on their respective ownership within the Master Trust. Investment and administrative expenses related to the Master Trust were allocated to individual plans based upon a point-in-time allocation. All remaining investment and administrative expenses incurred for a specific plan were charged to that plan. The Plan had an undivided interest in the Master Trust.

The Master Trust participated in a securities lending arrangement through the trustee in 2009 and 2008. The Plan obtained cash and non-cash collateral from the borrowers of the Master Trust's securities. The cash collateral received from borrowers was invested in the Northern Trust Company Core U.S.A. Qualified Collateral Section. The amount of non-cash collateral held by the Master Trust at July 1, 2009 and December 31, 2008 was \$0 and \$2,734, respectively.

On September 19, 2008, Northern Trust declared a collateral deficiency in the securities lending program. Due to the fall in the securities markets, the fair value of the investments that had been temporarily reinvested in the Northern Trust Company Core U.S.A. Qualified Collateral Section had fallen well below the cost of those collateralized investments. The loss arising from the collateral deficiency and the corresponding liability were allocated pro rata among the entities participating in the securities lending program (lenders). The Master Trust's allocation of the collateral deficiency liability was \$5,214,776. The collateral deficiency liability can only increase if the Northern Trust Securities Lending Committee authorizes another collateral deficiency in the Northern Trust Company Core U.S.A. Qualified Collateral Section resulting from further declines in the market value of securities. The collateral deficiency liability can decrease when the Northern Trust Securities Lending Committee declares a liability write down as justified by improved market conditions or when the Master Trust applies cash to pay down the liability. The Master Trust had applied \$233,995 in net securities lending income for the year ended December 31, 2008 to reduce the liability. Northern Trust also made a cash contribution to lenders in the securities lending program invested in certain impaired assets. The Master Trust's portion of the cash contribution amounted to \$624,106 and was also used to reduce the collateral deficiency liability. There is no set redemption date or put option by Northern Trust related to the collateral deficiency liability. Certain impaired assets were stripped out of the Northern Trust Company Core U.S.A. Qualified Collateral Section and transferred to a newly formed sub fund. The sub fund assets were transferred to all lenders in the program on the date the collateral deficiency was declared so that new lending participants would not be required to purchase previously impaired assets. The sub fund assets are netted against the liability and are marked to market on a daily basis. During the period January 1, 2009 through July 1, 2009, the Master Trust applied \$1,049,019 in net securities lending income and the sub fund assets' unrealized gain of \$38,737 reduced the liability. The balance of the collateral deficiency liability transferred to the American Honda Retirement Plan on July 1, 2009 was \$3,268,919.

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited) (Continued)

The Master Trust's statements of net assets available for benefits are presented below:

	July 1, 2009	December 31, 2008
ASSETS		
Investments, at fair value:		
Unencumbered investments:		
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ 286,474,018
Short-term investments	-	149,015,220
Common and preferred stock	-	1,029,274,240
U.S. Treasury and federal agencies obligations	-	171,711,776
Corporate bonds	-	147,884,428
Limited partnerships	-	21,417,788
Total unencumbered investments	-	1,805,777,470
Securities pledged to creditors:		
Common and preferred stock	-	222,503,134
U.S. Treasury and federal agencies obligations	-	21,164,501
Corporate bonds	-	37,957,944
Total securities pledged to creditors	-	281,625,579
Total investments	-	2,087,403,049
Receivables:		
Accrued investment income	-	7,925,318
Due from broker for securities sold, net	-	57,376,796
Total receivables	-	65,302,114
Total assets	-	2,152,705,163
LIABILITIES		
Payable under securities loan agreements	-	286,474,018
Collateral deficiency under securities loan agreements	-	4,356,675
Due to broker for securities purchased, net	-	98,686,657
Total liabilities	-	389,517,350
Net assets available for benefits	\$ -	\$ 1,763,187,813

Approximately 24% of the Master Trust's total investments were held in foreign securities at December 31, 2008. The Northern Trust Company Core U.S.A. Qualified Collateral Section exceeded 5% of the Master Trust's net assets at December 31, 2008.

Notes to the Financial Statements

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited) (Continued)

Investment income for the Master Trust for the period January 1, 2009 through July 1, 2009 is presented below:

Interest income:	
Interest	\$ 12,769,757
Dividends	17,441,950
Net appreciation (depreciation) in fair value of investments:	
Northern Trust Company Core U.S.A. Qualified Collateral Section	(147,629)
Short-term investments	(259,161)
Common and preferred stock	69,724,687
U.S. Treasury and federal agencies obligations	2,784,236
Corporate bonds	15,215,645
Limited partnerships	(2,111,995)
Total investment income	115,417,490
Less: investment expenses	4,154,835
Investment income, net	\$ 111,262,655

Note 5. Information Certified or Provided by the Northern Trust Company, N.A.

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Northern Trust Company, N.A, the trustee of the Plan, has certified the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits and Note 4 as of July 1, 2009 and December 31, 2008 and the related investment activity reflected in the statement of changes in net assets available for benefits and Note 4 for the period January 1, 2009 through July 1, 2009. The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information with the related information included in the financial statements.

Note 6. Fair Value Measurements

SFAS 157 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Notes to the Financial Statements

Note 6. Fair Value Measurements (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the underlying assets in the Master Trust, measured at fair value. There have been no changes in the methodologies used at July 1, 2009 and December 31, 2008.

Northern Trust Company Core U.S.A. Qualified Collateral Section: Valued at the total Net Asset Value ("NAV") of shares of common stock, U.S. Treasury and federal agencies obligations, corporate bonds and cash held by the account at year-end. The Master Trust's interest in the Northern Trust Company Core U.S.A. Qualified Collateral Section is valued based on the information reported by Northern Trust.

Short-term investments: Valued at the NAV of all securities owned by the fund less its total liabilities. The Master Trust's interest in the short-term investments is valued based on the information reported by Northern Trust.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Preferred stock: Valued at the last trade price for the individual securities.

U.S. Treasury and federal agencies obligations: Valued at the estimated price at which a dealer would pay for the security in an institutional round lot, generally based on yields currently available on comparable securities.

Corporate bonds: Valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable such as credit and liquidity risks.

Limited partnerships: Valued at estimated fair value using third party indicators, discounted projected cash flows and financial information supplied by the investment managers. Considerable judgment is required in interpreting the data used to develop the fair value for the limited partnerships. Due to the uncertainty of the valuation process, these values could differ from the values that would have been used had a ready market for the investments existed and the differences could be material. Future unforeseen events, either specific events affecting the investments or macro economic events, could significantly affect the valuations presented herein.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 6. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets measured at fair value:

Assets at Fair Value as of July 1, 2009				
	Level 1	Level 2	Level 3	Total
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ -	\$ -	\$ -
Short-term investments	-	-	-	-
Common and preferred stock	-	-	-	-
U.S. Treasury and federal agencies obligations	-	-	-	-
Corporate bonds	-	-	-	-
Limited partnerships	-	-	-	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ 286,474,018	\$ -	\$ 286,474,018
Short-term investments	-	149,015,220	-	149,015,220
Common and preferred stock	1,242,890,090	8,887,284	-	1,251,777,374
U.S. Treasury and federal agencies obligations	-	192,876,277	-	192,876,277
Corporate bonds	-	185,842,372	-	185,842,372
Limited partnerships	-	-	21,417,788	21,417,788
	<u>\$ 1,242,890,090</u>	<u>\$ 823,095,171</u>	<u>\$ 21,417,788</u>	<u>\$ 2,087,403,049</u>

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the period January 1, 2009 through July 1, 2009.

	Limited Partnerships
Balance, beginning of period	\$ 21,417,788
Total gains or losses (realized/unrealized)	
Unrealized gains (losses) related to instruments still held at the report date included in changes in net assets	(2,111,995)
Purchases, sales, issuances, repayments, settlements and plan transfers, (net)	(19,305,793)
Balance, end of period	<u>\$ -</u>

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 7. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to participant service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, Mercer, Inc. and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant assumptions and methods underlying the actuarial valuations performed by Mercer, Inc. as of July 1, 2009 and December 31, 2008 are:

Rate of return	8.00%
Assumed mortality	RP 2000 Blue Collar Combined Active/Retiree Table for males and females, projected 10 years
Retirement age	Retirement at varying rates beginning at age 55 with all participants retired at age 65

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits is as follows:

	July 1, 2009	December 31, 2008
Actuarial present value of vested benefits:		
Participants and beneficiaries currently receiving payments	\$ -	\$ 321,234
Other participants	-	48,870,484
	-	49,191,718
Actuarial present value of nonvested benefits	-	21,547,628
Total actuarial present value of accumulated plan benefits	\$ -	\$ 70,739,346

Notes to the Financial Statements

Note 7. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The net decrease in the actuarial present value of accumulated plan benefits for the period January 1, 2009 through July 1, 2009 is as follows:

Actuarial present value of accumulated plan benefits at the beginning of the period	\$ 70,739,346
Increase (decrease) during the period attributable to:	
Benefits accumulated and gains/losses	5,608,298
Interest	2,829,254
Benefits paid	(14,760)
Plan amendment (see Note 10)	30,389
Net increase prior to transfer	8,453,181
Transfer of accumulated plan benefits to the American Honda Retirement Plan	(79,192,527)
Net decrease	(70,739,346)
Total actuarial present value of accumulated plan benefits at the end of the period	\$ -

Note 8. Tax Status

The Internal Revenue Service has determined and informed the Plan Administrator by a letter dated September 28, 2005, that the Plan and its underlying trust qualify under the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9. Related Party Transactions

Certain Plan investments are shares of money market funds managed by Northern Trust Company, N.A. Northern Trust Company, N.A. is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Northern Trust Company, N.A. amounted to \$13,922 for the period January 1, 2009 through July 1, 2009.

Note 10. Plan Amendment

An Early Retirement Opportunity (ERO) was offered to associates employed by the Company on March 1, 2009 and who had attained either age 55 with at least 10 years of service or age 65 as of June 30, 2009, in order to encourage retirement. The benefits offered for the ERO are:

1. Granting age, eligibility and benefit service through December 1, 2009 plus an additional three years; and
2. Reflecting an additional three years of pay for benefit accrual purposes (at the last rate of pay prior to retirement).

Schedule SB, Line 26 – Schedule of Active Participant Data

Age	Years of service as of January 1, 2009									Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 20										
20-24	63 38,373									63 38,373
25-29	237 45,321	57 51,867								294 46,590
30-34	226 48,194	286 52,454		1 *						513 *
35-39	250 46,824	576 51,333								826 49,968
40-44	232 48,546	647 51,831			3 *					882 *
45-49	207 47,471	617 50,876	2 *		6 *					832 *
50-54	150 47,127	430 49,521	1 *		1 *					582 *
55-59	54 47,554	211 49,335								265 48,972
60-64	21 44,318	60 48,254			1 *					82 *
65-69	3 *	7 *								10 *
70-74		2 *								2 *
75+										0 0
Total	1,443 *	2,893 *	3 *	1 *	11 *					4,351 *

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group.

Note: Earnings shown in this matrix have been limited to \$230,000.

Compensation shown in the above exhibit is based on base pay.

Average compensation in some cells have been suppressed in order to preserve confidentiality.

Schedule SB, Part V – Statement of actuarial assumptions/methods

A. Minimum funding method

Minimum funding method

The target liability for minimum funding calculations is calculated as follows:

- An individual's target liability is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's normal cost is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the target liability and the normal cost for an individual are the sum of the component target liabilities and normal costs associated with the various anticipated separation dates.
- The plan's target normal cost is the sum of the individual normal costs, and the plan's funding target liability is the sum of the target liabilities for all participants under the plan.

B. Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected** unit credit liability is the sum of the projected accrued liabilities for all participants under the plan.

Schedule SB, Part V – Statement of actuarial assumptions/methods (*Continued*)

C. Asset valuation method

Effective January 1, 2009, the asset valuation method is an annual average of the market value of assets over the prior 24 months. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in Section 430 of the Internal Revenue Code.

D. Valuation procedures

The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.

No actuarial liability is included for participants who terminated nonvested prior to the valuation date.

The liabilities for participants on disability have been included with the liabilities for terminated vested participants.

The plan sponsor provides us with data on all employees as of the valuation date. All Associates hired by January 1, 2009 are included in the cost calculations.

No benefits have been excluded from the valuation.

We used financial data submitted by the trustee as of January 1, 2009 without further audit.

Schedule SB, Part V – Statement of actuarial assumptions/methods *(Continued)*

The following assumptions were used in valuing the liabilities and benefits under the Plan.

Discount rate elections	
▪ Funding	January 1, 2009 full yield curve with a two-month look-back
Mortality elections	
▪ Healthy participants	PPA separate generational annuitant and nonannuitant mortality tables
▪ Pre-1995 disabilities	N/A
▪ Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994
417(e) lump sums	
▪ Annuity substitution	Yes
▪ Generational mortality option	Yes
▪ Phase-in option	No
Other economic assumptions	
▪ Salary increases	20% in the first year of employment, 10% in the second year; for all associates beginning in the third year of employment, 2.50% through 2016 and 3.50% annually thereafter.
▪ Inflation	2.50% per year
▪ Expenses	Expenses are assumed to be equal to the prior year's actual administrative and investment expenses rounded to the nearest \$10,000.
Demographic assumptions	
Withdrawal	Rates based on attained age. See table of sample rates.
Disability incidence	25% of 1985 Pension Disability Table (Class 3). See table of sample rates.
Retirement age	Based on participant's age and service. See table of sample rates.
Benefit commencement age for	
▪ Future vested deferred	65; 60 if 10 years of service
▪ Current vested deferred	65; 60 if 10 years of service

Schedule SB, Part V – Statement of actuarial assumptions/methods (Continued)

Spouse assumptions

- Percentage married 100% due to a death benefit payable to beneficiaries of all participants.
- Spouse age difference A male is assumed to be three years older than his spouse.

Form of payment	<u>Single life</u>	<u>100% J&S</u>	<u>Lump Sum</u>
Active retirements	40%	60%	0%
Future vested deferred	50%	50%	0%
Future disabilities	50%	50%	0%
Future deaths	0%	0%	100%
Current vested deferred	50%	50%	0%
Valuation of lump sums	Mortality Table: PPA generational unisex mortality Interest rate basis: Funding segment rates		
Changes since prior valuation	None.		

Schedule SB, Part V – Statement of actuarial assumptions/methods (*Continued*)

E. Actuarial Assumptions (*continued*)

Attained Age	Percentage			
	Disability		Withdrawal	
	Male	Female	Male	Female
20	0.0378%	0.0223%	6.00%	9.00%
25	0.0548	0.0375	6.00	9.00
30	0.0773	0.0630	4.50	7.20
35	0.1078	0.0970	3.00	4.50
40	0.1493	0.1368	1.80	3.00
45	0.2073	0.1943	1.80	2.40
50	0.3060	0.3003	1.80	2.40
55	0.5295	0.4905	0.00	0.00
60	0.8100	0.5815	0.00	0.00
65	1.0923	0.6795	0.00	0.00
70	0.0000	0.0000	0.00	0.00

Table of Retirement Rates for Associates With:

Attained Age	Less Than 20 Years Service	20 Years Service or more
55	4.0%	4.0%
56	4.0%	4.0%
57	4.0%	4.0%
58	4.0%	4.0%
59	4.0%	4.0%
60	10.0%	10.0%
61	15.0%	15.0%
62	40.0%	100.0%
63	25.0%	
64	50.0%	
65 and older	100.0%	

Honda Manufacturing of Alabama, LLC Pension Plan

Financial Report
07.01.2009

McGladrey & Pullen
Certified Public Accountants

McGladrey and Pullen, LLP is a member of RSM International
-- an affiliation of separate and independent legal entities.

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McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report

To Honda Manufacturing of Alabama, LLC
Lincoln, Alabama

We were engaged to audit the financial statements of the Honda Manufacturing of Alabama, LLC Pension Plan (the Plan) as of July 1, 2009 and December 31, 2008, and for the period January 1, 2009 through July 1, 2009, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified or provided by Northern Trust Company, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of July 1, 2009 and December 31, 2008 and for the period January 1, 2009 through July 1, 2009.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1 to the financial statements, the Sole Member of Honda Manufacturing of Alabama, LLC, the Plan's sponsor, approved on June 23, 2009 to merge the Plan into the American Honda Retirement Plan effective July 1, 2009. All plan assets and accumulated plan benefit obligations were transferred to the legal control of the American Honda Retirement Plan on July 1, 2009.

McGladrey & Pullen, LLP

Columbus, Ohio
May 6, 2010

Honda Manufacturing of Alabama, LLC Pension Plan

Statements of Net Assets Available for Benefits
July 1, 2009 and December 31, 2008

	July 1, 2009	December 31, 2008
<hr/>		
ASSETS		
Investments, at fair value:		
Plan interest in Honda U.S. Companies Master Retirement Group Trust	\$ -	\$ 94,501,740
	<hr/>	<hr/>
Net assets available for benefits	\$ -	\$ 94,501,740
	<hr/>	<hr/>

See notes to the financial statements.

Honda Manufacturing of Alabama, LLC Pension Plan

Statement of Changes in Net Assets Available for Benefits
Period January 1, 2009 through July 1, 2009

ADDITIONS

Investment income:

Plan interest in total additions to the Honda U.S.

Companies Master Retirement Group Trust

\$ 4,292,140

Less: investment expenses

231,421

Investment income, net

4,060,719

Employer contributions

1,842,616

Total additions

5,903,335

DEDUCTIONS

Benefits paid to participants or beneficiaries

14,760

Administrative expenses

16,755

Total deductions

31,515

Net increase prior to transfers

5,871,820

Plan transfer to American Honda Retirement Plan

(100,373,560)

Net decrease

(94,501,740)

Net Assets Available for Benefits:

Beginning of period

94,501,740

End of period

\$ -

See notes to the financial statements.

Notes to the Financial Statements

Note 1. Plan Description

The following description of the Honda Manufacturing of Alabama, LLC Pension Plan (the Plan) provides only general information prior to the Plan's merger into the American Honda Retirement Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: Established on January 1, 2004, the Plan is a noncontributory defined benefit plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All eligible associates of Honda Manufacturing of Alabama, LLC (the Plan Sponsor or the Company), other than Japanese national associates, student associates or associates from an affiliated company working on a temporary basis, participate in the Plan after one full year of employment.

Honda Manufacturing of Alabama, LLC is the Plan Administrator. The responsibilities are carried out by the Honda Retirement Committee (the Committee).

Plan Merger: Effective July 1, 2009, this Plan, the Honda of America Mfg., Inc. Pension Plan, the Honda Transmission Mfg. of America, Inc. Pension Plan, and the Honda South Carolina Retirement Plan merged into the American Honda Retirement Plan and was simultaneously renamed the Honda Retirement Plan.

Pension Benefits: Participants earn retirement benefits at 2.5% of their cumulative actual base earnings. The aggregate of a participant's annual accrued benefit is divided by 12 to determine the monthly annuity payment. The Plan provides for normal retirement at age 65. Early retirement can occur at age 55 with 10 or more years of service. Participants may retire early with an unreduced benefit at age 62 with at least 20 or more years of service.

Participants become 100% vested upon attainment of 5 years of credited service or upon reaching age 65 while employed by the Company. The Plan provides for disability benefits and death benefits.

Contributions: The Company's policy is to fund normal pension costs on a current basis and amortize funding differences using standard actuarial determined rates. Minimum funding requirements as set forth in ERISA have been met at July 1, 2009 and December 31, 2008. Contributions from the Plan Sponsor are accrued upon completion of the actuarial valuation and approval of the Committee.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Assets Held in Trust: The Plan's assets, together with the pension plan assets of two other subsidiaries of American Honda Motor Co., Inc. (Honda Transmission Mfg. of America, Inc. and Honda of America Mfg., Inc.), are invested in the Honda U.S. Companies Master Retirement Group Trust (Master Trust) with Northern Trust Company, N.A. (the trustee). The trustee maintains the assets of the Master Trust and pays benefits and administrative expenses for the Plan. The plan assets held in the Master Trust are managed by various investment managers under direction of the investment guidelines established by the Committee. The Master Trust provides the Plan Administrator with separate reports for the Plan's portion of the Master Trust.

Benefits: Benefits are recognized when paid.

Administrative Expenses: The Plan is responsible for certain administrative expenses, which are recognized when incurred. Administrative expenses not paid by the Plan are paid by the Company.

Note 2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates: The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of Plan assets available for benefits, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Risks and Uncertainties: The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The credit and liquidity crisis in the United States and throughout the global financial system has resulted in substantial volatility in financial markets and the banking system. These and other economic events may have had a significant adverse impact on investment portfolios.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Subsequent Events: The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through May 6, 2010, the date the financial statements were available to be issued.

Notes to the Financial Statements

Note 3. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. Should the Plan be terminated at some future time, all participants become 100% vested in benefits earned as of the termination date.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Benefits attributable to employee contributions, taking into account those paid out before termination.
2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
4. All other vested benefits (that is, vested benefits not insured by the PBGC).
5. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2009 that ceiling is \$4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other may not be provided for at all.

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited)

Prior to the plan transfer on July 1, 2009 and at December 31, 2008, the Plan accounted for approximately 5.4% of the net assets available for benefits of the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the beginning of period value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income related to the Master Trust was allocated to individual plans based on their respective ownership within the Master Trust. Investment and administrative expenses related to the Master Trust were allocated to individual plans based upon a point-in-time allocation. All remaining investment and administrative expenses incurred for a specific plan were charged to that plan. The Plan had an undivided interest in the Master Trust.

The Master Trust participated in a securities lending arrangement through the trustee in 2009 and 2008. The Plan obtained cash and non-cash collateral from the borrowers of the Master Trust's securities. The cash collateral received from borrowers was invested in the Northern Trust Company Core U.S.A. Qualified Collateral Section. The amount of non-cash collateral held by the Master Trust at July 1, 2009 and December 31, 2008 was \$0 and \$2,734, respectively.

On September 19, 2008, Northern Trust declared a collateral deficiency in the securities lending program. Due to the fall in the securities markets, the fair value of the investments that had been temporarily reinvested in the Northern Trust Company Core U.S.A. Qualified Collateral Section had fallen well below the cost of those collateralized investments. The loss arising from the collateral deficiency and the corresponding liability were allocated pro rata among the entities participating in the securities lending program (lenders). The Master Trust's allocation of the collateral deficiency liability was \$5,214,776. The collateral deficiency liability can only increase if the Northern Trust Securities Lending Committee authorizes another collateral deficiency in the Northern Trust Company Core U.S.A. Qualified Collateral Section resulting from further declines in the market value of securities. The collateral deficiency liability can decrease when the Northern Trust Securities Lending Committee declares a liability write down as justified by improved market conditions or when the Master Trust applies cash to pay down the liability. The Master Trust had applied \$233,995 in net securities lending income for the year ended December 31, 2008 to reduce the liability. Northern Trust also made a cash contribution to lenders in the securities lending program invested in certain impaired assets. The Master Trust's portion of the cash contribution amounted to \$624,106 and was also used to reduce the collateral deficiency liability. There is no set redemption date or put option by Northern Trust related to the collateral deficiency liability. Certain impaired assets were stripped out of the Northern Trust Company Core U.S.A. Qualified Collateral Section and transferred to a newly formed sub fund. The sub fund assets were transferred to all lenders in the program on the date the collateral deficiency was declared so that new lending participants would not be required to purchase previously impaired assets. The sub fund assets are netted against the liability and are marked to market on a daily basis. During the period January 1, 2009 through July 1, 2009, the Master Trust applied \$1,049,019 in net securities lending income and the sub fund assets' unrealized gain of \$38,737 reduced the liability. The balance of the collateral deficiency liability transferred to the American Honda Retirement Plan on July 1, 2009 was \$3,268,919.

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited) (Continued)

The Master Trust's statements of net assets available for benefits are presented below:

	July 1, 2009	December 31, 2008
ASSETS		
Investments, at fair value:		
Unencumbered investments:		
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ 286,474,018
Short-term investments	-	149,015,220
Common and preferred stock	-	1,029,274,240
U.S. Treasury and federal agencies obligations	-	171,711,776
Corporate bonds	-	147,884,428
Limited partnerships	-	21,417,788
Total unencumbered investments	-	1,805,777,470
Securities pledged to creditors:		
Common and preferred stock	-	222,503,134
U.S. Treasury and federal agencies obligations	-	21,164,501
Corporate bonds	-	37,957,944
Total securities pledged to creditors	-	281,625,579
Total investments	-	2,087,403,049
Receivables:		
Accrued investment income	-	7,925,318
Due from broker for securities sold, net	-	57,376,796
Total receivables	-	65,302,114
Total assets	-	2,152,705,163
LIABILITIES		
Payable under securities loan agreements	-	286,474,018
Collateral deficiency under securities loan agreements	-	4,356,675
Due to broker for securities purchased, net	-	98,686,657
Total liabilities	-	389,517,350
Net assets available for benefits	\$ -	\$ 1,763,187,813

Approximately 24% of the Master Trust's total investments were held in foreign securities at December 31, 2008. The Northern Trust Company Core U.S.A. Qualified Collateral Section exceeded 5% of the Master Trust's net assets at December 31, 2008.

Notes to the Financial Statements

Note 4. Honda U.S. Companies Master Retirement Group Trust (Unaudited) (Continued)

Investment income for the Master Trust for the period January 1, 2009 through July 1, 2009 is presented below:

Interest income:	
Interest	\$ 12,769,757
Dividends	17,441,950
Net appreciation (depreciation) in fair value of investments:	
Northern Trust Company Core U.S.A. Qualified Collateral Section	(147,629)
Short-term investments	(259,161)
Common and preferred stock	69,724,687
U.S. Treasury and federal agencies obligations	2,784,236
Corporate bonds	15,215,645
Limited partnerships	(2,111,995)
Total investment income	115,417,490
Less: investment expenses	4,154,835
Investment income, net	\$ 111,262,655

Note 5. Information Certified or Provided by the Northern Trust Company, N.A.

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Northern Trust Company, N.A, the trustee of the Plan, has certified the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits and Note 4 as of July 1, 2009 and December 31, 2008 and the related investment activity reflected in the statement of changes in net assets available for benefits and Note 4 for the period January 1, 2009 through July 1, 2009. The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information with the related information included in the financial statements.

Note 6. Fair Value Measurements

SFAS 157 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Notes to the Financial Statements

Note 6. Fair Value Measurements (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the underlying assets in the Master Trust, measured at fair value. There have been no changes in the methodologies used at July 1, 2009 and December 31, 2008.

Northern Trust Company Core U.S.A. Qualified Collateral Section: Valued at the total Net Asset Value ("NAV") of shares of common stock, U.S. Treasury and federal agencies obligations, corporate bonds and cash held by the account at year-end. The Master Trust's interest in the Northern Trust Company Core U.S.A. Qualified Collateral Section is valued based on the information reported by Northern Trust.

Short-term investments: Valued at the NAV of all securities owned by the fund less its total liabilities. The Master Trust's interest in the short-term investments is valued based on the information reported by Northern Trust.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Preferred stock: Valued at the last trade price for the individual securities.

U.S. Treasury and federal agencies obligations: Valued at the estimated price at which a dealer would pay for the security in an institutional round lot, generally based on yields currently available on comparable securities.

Corporate bonds: Valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable such as credit and liquidity risks.

Limited partnerships: Valued at estimated fair value using third party indicators, discounted projected cash flows and financial information supplied by the investment managers. Considerable judgment is required in interpreting the data used to develop the fair value for the limited partnerships. Due to the uncertainty of the valuation process, these values could differ from the values that would have been used had a ready market for the investments existed and the differences could be material. Future unforeseen events, either specific events affecting the investments or macro economic events, could significantly affect the valuations presented herein.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 6. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets measured at fair value:

Assets at Fair Value as of July 1, 2009				
	Level 1	Level 2	Level 3	Total
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ -	\$ -	\$ -
Short-term investments	-	-	-	-
Common and preferred stock	-	-	-	-
U.S. Treasury and federal agencies obligations	-	-	-	-
Corporate bonds	-	-	-	-
Limited partnerships	-	-	-	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Northern Trust Company Core U.S.A. Qualified Collateral Section	\$ -	\$ 286,474,018	\$ -	\$ 286,474,018
Short-term investments	-	149,015,220	-	149,015,220
Common and preferred stock	1,242,890,090	8,887,284	-	1,251,777,374
U.S. Treasury and federal agencies obligations	-	192,876,277	-	192,876,277
Corporate bonds	-	185,842,372	-	185,842,372
Limited partnerships	-	-	21,417,788	21,417,788
	<u>\$ 1,242,890,090</u>	<u>\$ 823,095,171</u>	<u>\$ 21,417,788</u>	<u>\$ 2,087,403,049</u>

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the period January 1, 2009 through July 1, 2009.

	Limited Partnerships
Balance, beginning of period	\$ 21,417,788
Total gains or losses (realized/unrealized)	
Unrealized gains (losses) related to instruments still held at the report date included in changes in net assets	(2,111,995)
Purchases, sales, issuances, repayments, settlements and plan transfers, (net)	(19,305,793)
Balance, end of period	<u>\$ -</u>

Honda Manufacturing of Alabama, LLC Pension Plan

Notes to the Financial Statements

Note 7. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to participant service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, Mercer, Inc. and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant assumptions and methods underlying the actuarial valuations performed by Mercer, Inc. as of July 1, 2009 and December 31, 2008 are:

Rate of return	8.00%
Assumed mortality	RP 2000 Blue Collar Combined Active/Retiree Table for males and females, projected 10 years
Retirement age	Retirement at varying rates beginning at age 55 with all participants retired at age 65

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits is as follows:

	July 1, 2009	December 31, 2008
Actuarial present value of vested benefits:		
Participants and beneficiaries currently receiving payments	\$ -	\$ 321,234
Other participants	-	48,870,484
	-	49,191,718
Actuarial present value of nonvested benefits	-	21,547,628
Total actuarial present value of accumulated plan benefits	\$ -	\$ 70,739,346

Notes to the Financial Statements

Note 7. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The net decrease in the actuarial present value of accumulated plan benefits for the period January 1, 2009 through July 1, 2009 is as follows:

Actuarial present value of accumulated plan benefits at the beginning of the period	\$ 70,739,346
Increase (decrease) during the period attributable to:	
Benefits accumulated and gains/losses	5,608,298
Interest	2,829,254
Benefits paid	(14,760)
Plan amendment (see Note 10)	30,389
Net increase prior to transfer	8,453,181
Transfer of accumulated plan benefits to the American Honda Retirement Plan	(79,192,527)
Net decrease	(70,739,346)
Total actuarial present value of accumulated plan benefits at the end of the period	\$ -

Note 8. Tax Status

The Internal Revenue Service has determined and informed the Plan Administrator by a letter dated September 28, 2005, that the Plan and its underlying trust qualify under the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9. Related Party Transactions

Certain Plan investments are shares of money market funds managed by Northern Trust Company, N.A. Northern Trust Company, N.A. is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Northern Trust Company, N.A. amounted to \$13,922 for the period January 1, 2009 through July 1, 2009.

Note 10. Plan Amendment

An Early Retirement Opportunity (ERO) was offered to associates employed by the Company on March 1, 2009 and who had attained either age 55 with at least 10 years of service or age 65 as of June 30, 2009, in order to encourage retirement. The benefits offered for the ERO are:

1. Granting age, eligibility and benefit service through December 1, 2009 plus an additional three years; and
2. Reflecting an additional three years of pay for benefit accrual purposes (at the last rate of pay prior to retirement).

Schedule SB, Line 25 – Change in method

Beginning with the 2009 valuation, expected expenses are added to the normal cost. The asset method was changed from fair market value to an annual average of the market value of assets over the prior 24 months. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment fair market value, as defined in Section 430 of the Internal revenue Code. It was changed to comply with the requirements of the Pension Protection Act of 2006.

In addition, the interest discount was changed from the 24-month average of segment interest rates without phase-in and a one-month lookback to the January 1, 2009 full yield curve with a two-month look-back.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Honda Manufacturing of Alabama, LLC Pension Plan	B Three-digit plan number (PN) ▶ 201
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Honda Manufacturing of Alabama, LLC	D Employer Identification Number (EIN) 63-1240825
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value.....	2a	94,501,740
b Actuarial value.....	2b	103,951,914
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 7	301,712
b For terminated vested participants.....	3b 176	3,291,505
c For active participants:		
(1) Non-vested benefits.....	3c(1)	27,395,292
(2) Vested benefits.....	3c(2)	52,905,456
(3) Total active.....	3c(3) 4,351	80,300,748
d Total.....	3d 4,534	83,893,965
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	7.68 %
6 Target normal cost.....	6	7,535,877

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	David L. Jakes <i>D LJ</i>	5/6/2010
	Signature of actuary	Date
David L. Jakes	Type or print name of actuary	08-05110
		Most recent enrollment number
Mercer		(614) 227-5555
		Telephone number (including area code)
325 John H. McConnell Blvd, Ste 350	Firm name	
Columbus	OH 43215	
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	17,778,641	N/A
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	17,778,641	0
10 Interest on item 9 using prior year's actual return of <u>(26.73)%</u>	(4,752,231)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.32 %</u>		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	5,245,666	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	7,780,744	0

Part III Funding percentages

14 Funding target attainment percentage	14	114.63 %
15 Adjusted funding target attainment percentage	15	123.90 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	145.95 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/25/2009	1,842,616	0			
Totals ▶			18(b)	1,842,616	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,778,393

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	0
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	1,778,393
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

ATTACHMENTS TO SCHEDULE SB (2009 FORM 5500)
ACTUARIAL INFORMATION

Plan: Honda Manufacturing of Alabama, LLC Pension Plan
EIN/PN: 63-1240825/201

The Schedule SB is based on information regarding contributions and participant data furnished by Honda Manufacturing of Alabama, LLC. Financial data was provided by Northern Trust Company.

We used and relied upon financial data submitted by the trustee without further audit. We have also used and relied on participant data supplied by the plan sponsor.

The data described above is information which would customarily not be verified by a plan's actuary. We have reviewed the information for internal consistency and reasonableness and we have no reason to doubt its substantial accuracy. Finally, we have also used and relied upon the plan documents including amendments supplied by the plan sponsor. The plan sponsor is solely responsible for the validity and completeness of this information.

The following separate exhibits are attached:

- Schedule SB, Line 22 – Description of weighted average retirement age
- Schedule SB, Part V – Summary plan provisions
- Schedule SB, Part V – Statement of actuarial assumptions/methods
- Schedule SB, Line 25 – Change in method
- Schedule SB, Line 26 – Schedule of active participant data

Schedule SB, Line 22 – Description of weighted average retirement age

A	B	C	D	E
Age	Retirement	Lx	# Ret	# Ret x Age
55	4.00%	10,000	400	22,000
56	4.00%	9,600	384	21,504
57	4.00%	9,216	369	21,012
58	4.00%	8,847	354	20,526
59	4.00%	8,493	340	20,045
60	10.00%	8,154	815	48,922
61	15.00%	7,338	1,101	67,146
62	40.00%	6,238	2,495	154,693
63	25.00%	3,743	936	58,945
64	50.00%	2,807	1,403	89,821
65	100.00%	1,403	1,403	91,225

Weighted Average Retirement

Age: 62

The weighted average retirement age is the total for column E divided by the total for column D, rounded to the nearest integral age. It should be noted that while only integral values are shown in the table, the full content of each cell, including decimal portions, is used in the calculations.

This calculation has been done using ultimate rates for a participant with at least 5 but less than 20 years of service at time of retirement.

Schedule SB, Part V – Summary of plan provisions

Effective date	The plan was effective January 1, 2004. The plan year is the calendar year.
Most recent amendment	Last amended effective January 1, 2008.
Definitions	
Participation	All Associates (other than Student Associates, Associates from an Affiliated Company working on a temporary basis or Transferred Associates participating in another Honda plan) are eligible to participate on the first day of the month coinciding with or next following one year of service. An individual covered by a collective bargaining agreement will only be eligible if such agreement explicitly provides for coverage under this plan.
Employee contributions	None.
Compensation Considered	Base wages.
Normal retirement	At age 65 an Associate is entitled to receive his accrued benefit. The accrued benefit is equal to 2½% of base earnings since date of hire, including wages earned before the effective date.
Early retirement	After age 55 and 10 years of service an Associate may receive his Accrued Benefit reduced by 4/12% for each month the early retirement date precedes age 65 (age 62 for individuals with at least 20 years of service).
Late retirement	At actual retirement an Associate is entitled to receive his Accrued Benefit computed using all base earnings up to actual retirement date.
Deferred vested	Full vesting occurs after 5 years of service.
Disability	An Associate who is eligible for Social Security disability benefits and eligible for benefits under the Employer's long-term disability plan is eligible to continue to accrue service and benefit credits based on the rate of pay at time of disablement up until actual retirement date.
Pre-retirement death	<p>If an Associate dies after completing 5 years of service, the beneficiary will receive the pension otherwise payable as if the Associate had survived to the earliest retirement age and retired under a 50% joint and survivor form of payment. Payments to the beneficiary are payable immediately but are actuarially reduced for commencement prior to the Associate's earlier retirement date.</p> <p>The death benefit is payable as a lump sum.</p> <p>If the Associate was married, the beneficiary is automatically the participant's spouse. Other beneficiaries may be named under a qualified election.</p>

Schedule SB, Part V – Summary of plan provisions (Continued)

Form of benefits	
Normal form	Life annuity if not married, actuarially equivalent qualified joint and 50% survivor if married.
Optional forms	50%, 75% or 100% joint and survivor annuity, life annuity with 5 or 10 years of payments certain to be made
Actuarial Equivalence for Alternative Forms of Payment	Amount of an alternative form of benefit (other than a lump sum) which has a value equivalent to the benefit or benefits otherwise payable under the plan, computed on the basis of a 7% compound annual interest rate and blend of 70% male/30% female rates under the RP2000 annuitant mortality tables projected to 2015
Miscellaneous	
Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2009, the limit is \$245,000.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2009, the limit is \$190,000.
Changes since the prior valuation	The IRC Section 415 limit (defined annual pension benefit limit) was increased from \$185,000 to \$190,000, and the IRC Section 401(a)(17) limit (qualified plan compensation) was increased from \$230,000 to \$245,000.
	Updated basis for determining lump sum payment.

Schedule SB, Part V – Summary of plan provisions (*Continued*)

Benefits not included in the valuation:

To the best of our knowledge, no other benefits were excluded from the valuation.

Plan amendments: Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

Late retirement increases:

Active participants: The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. 100% of active participants are assumed to retire at age 65 and there are currently no active participants over age 70.

Deferred vested participants: Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.

Shutdown benefits: We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.

Benefit restrictions: Benefit restrictions are not applicable for this valuation.

Schedule SB, Part V – Statement of actuarial assumptions/methods

A. Minimum funding method

Minimum funding method

The target liability for minimum funding calculations is calculated as follows:

- An individual's target liability is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's normal cost is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the target liability and the normal cost for an individual are the sum of the component target liabilities and normal costs associated with the various anticipated separation dates.
- The plan's target normal cost is the sum of the individual normal costs, and the plan's funding target liability is the sum of the target liabilities for all participants under the plan.

B. Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected** unit credit liability is the sum of the projected accrued liabilities for all participants under the plan.

Schedule SB, Part V – Statement of actuarial assumptions/methods (Continued)

C. Asset valuation method

Effective January 1, 2009, the asset valuation method is an annual average of the market value of assets over the prior 24 months. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in Section 430 of the Internal Revenue Code.

D. Valuation procedures

The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.

No actuarial liability is included for participants who terminated nonvested prior to the valuation date.

The liabilities for participants on disability have been included with the liabilities for terminated vested participants.

The plan sponsor provides us with data on all employees as of the valuation date. All Associates hired by January 1, 2009 are included in the cost calculations.

No benefits have been excluded from the valuation.

We used financial data submitted by the trustee as of January 1, 2009 without further audit.

Schedule SB, Part V – Statement of actuarial assumptions/methods (Continued)

The following assumptions were used in valuing the liabilities and benefits under the Plan.

Discount rate elections	
▪ Funding	January 1, 2009 full yield curve with a two-month look-back
Mortality elections	
▪ Healthy participants	PPA separate generational annuitant and nonannuitant mortality tables
▪ Pre-1995 disabilities	N/A
▪ Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994
417(e) lump sums	
▪ Annuity substitution	Yes
▪ Generational mortality option	Yes
▪ Phase-in option	No
Other economic assumptions	
▪ Salary increases	20% in the first year of employment, 10% in the second year; for all associates beginning in the third year of employment, 2.50% through 2016 and 3.50% annually thereafter.
▪ Inflation	2.50% per year
▪ Expenses	Expenses are assumed to be equal to the prior year's actual administrative and investment expenses rounded to the nearest \$10,000.
Demographic assumptions	
Withdrawal	Rates based on attained age. See table of sample rates.
Disability incidence	25% of 1985 Pension Disability Table (Class 3). See table of sample rates.
Retirement age	Based on participant's age and service. See table of sample rates.
Benefit commencement age for	
▪ Future vested deferred	65; 60 if 10 years of service
▪ Current vested deferred	65; 60 if 10 years of service

Schedule SB, Part V – Statement of actuarial assumptions/methods (Continued)

Spouse assumptions

- Percentage married 100% due to a death benefit payable to beneficiaries of all participants.
- Spouse age difference A male is assumed to be three years older than his spouse.

Form of payment	<u>Single life</u>	<u>100% J&S</u>	<u>Lump Sum</u>
Active retirements	40%	60%	0%
Future vested deferred	50%	50%	0%
Future disabilities	50%	50%	0%
Future deaths	0%	0%	100%
Current vested deferred	50%	50%	0%
Valuation of lump sums	Mortality Table: PPA generational unisex mortality Interest rate basis: Funding segment rates		
Changes since prior valuation	None.		

Schedule SB, Part V – Statement of actuarial assumptions/methods (*Continued*)

E. Actuarial Assumptions (*continued*)

Attained Age	Percentage			
	Disability		Withdrawal	
	Male	Female	Male	Female
20	0.0378%	0.0223%	6.00%	9.00%
25	0.0548	0.0375	6.00	9.00
30	0.0773	0.0630	4.50	7.20
35	0.1078	0.0970	3.00	4.50
40	0.1493	0.1368	1.80	3.00
45	0.2073	0.1943	1.80	2.40
50	0.3060	0.3003	1.80	2.40
55	0.5295	0.4905	0.00	0.00
60	0.8100	0.5815	0.00	0.00
65	1.0923	0.6795	0.00	0.00
70	0.0000	0.0000	0.00	0.00

Table of Retirement Rates for Associates With:

Attained Age	Less Than 20 Years Service	20 Years Service or more
55	4.0%	4.0%
56	4.0%	4.0%
57	4.0%	4.0%
58	4.0%	4.0%
59	4.0%	4.0%
60	10.0%	10.0%
61	15.0%	15.0%
62	40.0%	100.0%
63	25.0%	
64	50.0%	
65 and older	100.0%	

Schedule SB, Line 25 – Change in method

Beginning with the 2009 valuation, expected expenses are added to the normal cost. The asset method was changed from fair market value to an annual average of the market value of assets over the prior 24 months. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment fair market value, as defined in Section 430 of the Internal revenue Code. It was changed to comply with the requirements of the Pension Protection Act of 2006.

In addition, the interest discount was changed from the 24-month average of segment interest rates without phase-in and a one-month lookback to the January 1, 2009 full yield curve with a two-month look-back.

Schedule SB, Line 26 – Schedule of Active Participant Data

Age	Years of service as of January 1, 2009									Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 20										
20-24	63 38,373									63 38,373
25-29	237 45,321	57 51,867								294 46,590
30-34	226 48,194	286 52,454		1 *						513 *
35-39	250 46,824	576 51,333								826 49,968
40-44	232 48,546	647 51,831			3 *					882 *
45-49	207 47,471	617 50,876	2 *		6 *					832 *
50-54	150 47,127	430 49,521	1 *		1 *					582 *
55-59	54 47,554	211 49,335								265 48,972
60-64	21 44,318	60 48,254			1 *					82 *
65-69	3 *	7 *								10 *
70-74		2 *								2 *
75+										0 0
Total	1,443 *	2,893 *	3 *	1 *	11 *					4,351 *

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group.

Note: Earnings shown in this matrix have been limited to \$230,000.

Compensation shown in the above exhibit is based on base pay.

Average compensation in some cells have been suppressed in order to preserve confidentiality.

Schedule SB, Part V – Summary of plan provisions

Effective date	The plan was effective January 1, 2004. The plan year is the calendar year.
Most recent amendment	Last amended effective January 1, 2008.
Definitions	
Participation	All Associates (other than Student Associates, Associates from an Affiliated Company working on a temporary basis or Transferred Associates participating in another Honda plan) are eligible to participate on the first day of the month coinciding with or next following one year of service. An individual covered by a collective bargaining agreement will only be eligible if such agreement explicitly provides for coverage under this plan.
Employee contributions	None.
Compensation Considered	Base wages.
Normal retirement	At age 65 an Associate is entitled to receive his accrued benefit. The accrued benefit is equal to 2½% of base earnings since date of hire, including wages earned before the effective date.
Early retirement	After age 55 and 10 years of service an Associate may receive his Accrued Benefit reduced by 4/12% for each month the early retirement date precedes age 65 (age 62 for individuals with at least 20 years of service).
Late retirement	At actual retirement an Associate is entitled to receive his Accrued Benefit computed using all base earnings up to actual retirement date.
Deferred vested	Full vesting occurs after 5 years of service.
Disability	An Associate who is eligible for Social Security disability benefits and eligible for benefits under the Employer's long-term disability plan is eligible to continue to accrue service and benefit credits based on the rate of pay at time of disablement up until actual retirement date.
Pre-retirement death	<p>If an Associate dies after completing 5 years of service, the beneficiary will receive the pension otherwise payable as if the Associate had survived to the earliest retirement age and retired under a 50% joint and survivor form of payment. Payments to the beneficiary are payable immediately but are actuarially reduced for commencement prior to the Associate's earlier retirement date.</p> <p>The death benefit is payable as a lump sum.</p> <p>If the Associate was married, the beneficiary is automatically the participant's spouse. Other beneficiaries may be named under a qualified election.</p>

Schedule SB, Part V – Summary of plan provisions (Continued)

Form of benefits	
Normal form	Life annuity if not married, actuarially equivalent qualified joint and 50% survivor if married.
Optional forms	50%, 75% or 100% joint and survivor annuity, life annuity with 5 or 10 years of payments certain to be made
Actuarial Equivalence for Alternative Forms of Payment	Amount of an alternative form of benefit (other than a lump sum) which has a value equivalent to the benefit or benefits otherwise payable under the plan, computed on the basis of a 7% compound annual interest rate and blend of 70% male/30% female rates under the RP2000 annuitant mortality tables projected to 2015
Miscellaneous	
Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2009, the limit is \$245,000.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2009, the limit is \$190,000.
Changes since the prior valuation	The IRC Section 415 limit (defined annual pension benefit limit) was increased from \$185,000 to \$190,000, and the IRC Section 401(a)(17) limit (qualified plan compensation) was increased from \$230,000 to \$245,000.
	Updated basis for determining lump sum payment.

Schedule SB, Part V – Summary of plan provisions (*Continued*)

Benefits not included in the valuation:

To the best of our knowledge, no other benefits were excluded from the valuation.

Plan amendments: Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

Late retirement increases:

Active participants: The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. 100% of active participants are assumed to retire at age 65 and there are currently no active participants over age 70.

Deferred vested participants: Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.

Shutdown benefits: We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.

Benefit restrictions: Benefit restrictions are not applicable for this valuation.

Schedule SB, Line 22 – Description of weighted average retirement age

A	B	C	D	E
Age	Retirement	Lx	# Ret	# Ret x Age
55	4.00%	10,000	400	22,000
56	4.00%	9,600	384	21,504
57	4.00%	9,216	369	21,012
58	4.00%	8,847	354	20,526
59	4.00%	8,493	340	20,045
60	10.00%	8,154	815	48,922
61	15.00%	7,338	1,101	67,146
62	40.00%	6,238	2,495	154,693
63	25.00%	3,743	936	58,945
64	50.00%	2,807	1,403	89,821
65	100.00%	1,403	1,403	91,225

Weighted Average Retirement

Age: 62

The weighted average retirement age is the total for column E divided by the total for column D, rounded to the nearest integral age. It should be noted that while only integral values are shown in the table, the full content of each cell, including decimal portions, is used in the calculations.

This calculation has been done using ultimate rates for a participant with at least 5 but less than 20 years of service at time of retirement.