# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2009**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** This return/report is for:
- [ ] a multiemployer plan;
- [X] a multiple-employer plan; or
- [ ] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
ZF GROUP NORTH AMERICAN OPERATION & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1984

**2a** Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
ZF GROUP NORTH AMERICAN OPERATIONS

15811 CENTENNIAL DRIVE
NORTHVILLE, MI 48168

15811 CENTENNIAL DRIVE
NORTHVILLE, MI 48168

**2b** Employer Identification Number (EIN)
61-1462969

**2c** Sponsor's telephone number
734-207-2843

**2d** Business code (see instructions)
336300

**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. | 10/13/2010 | CONNIE RIGHTMER |
| | **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")
ZF GROUP NORTH AMERICAN OPERATIONS

15811 CENTENNIAL DRIVE
NORTHVILLE, MI 48168

**3b** Administrator's EIN
61-1462969

**3c** Administrator's telephone number
734-207-2843

**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

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 3764 |
| **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** | 2603 |
| **b** | Retired or separated participants receiving benefits | **6b** | 18 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 952 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 3573 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 19 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 3592 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 3281 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 70 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H 2R

**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)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(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)** | X | **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)** | X | **H** (Financial Information) |
| **(2)** | | **I** (Financial Information – Small Plan) |
| **(3)** | | **A** (Insurance Information) |
| **(4)** | X | **C** (Service Provider Information) |
| **(5)** | X | **D** (DFE/Participating Plan Information) |
| **(6)** | | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
ZF GROUP NORTH AMERICAN OPERATION & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ZF GROUP NORTH AMERICAN OPERATIONS

**D** Employer Identification Number (EIN)
61-1462969

## Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

FID.INV.INST.OPS.CO.

04-2647786

**(b)** Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (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? |
|---|---|---|---|---|---|---|
| 64 37 65 71 60 | RECORDKEEPER | 75957 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

STRATEGIC ADVISORS, INC.

04-2654524

| (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? |
|---|---|---|---|---|---|---|
| 27 | ADVISOR | 2811 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] 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 ☐ |

**(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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| ABF SM CAP VAL INV - STATE STREET B<br><br>04-1867445 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| DODGE & COX BALANCED - BOSTON FINAN<br><br>04-2526037 | 0.10% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| DODGE & COX STOCK - BOSTON FINANCIA<br><br>04-2526037 | 0.10% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| HARTFORD SMALL CO Y - HARTFORD ADMI<br><br>41-0679409 | 0.15% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| MFS VALUE R3 - MFS SERVICE CENTER I<br><br>04-2865649 | 0.50% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| PIMCO TOT RETURN ADM - BOSTON FINAN<br><br>04-2526037 | 0.25% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| TRP BLUE CHIP GRTH - T ROWE PRICE I<br><br>52-1184650 | 0.15% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUT | 60 | 0 |

| **(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. |
|---|---|
| ABERDEEN CHINA OPPORTUNITES FD CL A 1735 MARKET STREET PHILADELPHIA, PA 19103 | 0.25% + 12.00 |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUT | 60 | 0 |

| **(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. |
|---|---|
| DREYFUS GREATER CHINA CL A 144 GLENN CURTISS BLVD UNIONDALE, NY 11556 | 11.00 |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUT | 60 | 0 |

| **(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. |
|---|---|
| JANUS SHORT TERM BOND FUND CLASS J 151 DETROIT ST. DENVER, CO 80206 | 0.33% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUT | 60 | 0 |

| **(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. |
|---|---|
| MATTHEWS CHINA FUND 4 EMBARCADERO CENTER SAN FRANCISCO, CA 94111 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUT | 60 | 0 |

| **(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. |
|---|---|
| US GOLD AND PRECIOUS METALS 7900 CALLAGHAN SAN ANTONIO, TX 78229 | 16.00 |

## 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:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan 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 12/31/2009

**A** Name of plan
ZF GROUP NORTH AMERICAN OPERATION & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
ZF GROUP NORTH AMERICAN OPERATIONS

**D** Employer Identification Number (EIN)
61-1462969

## 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: FID MGD INC PORT

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

| **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) |
|---|---|---|
| 04-3022712-024 | C | 2573802 |

**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) |
|---|---|---|

## 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 |
|---|---|

**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 12/31/2009

**A** Name of plan
ZF GROUP NORTH AMERICAN OPERATION & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ZF GROUP NORTH AMERICAN OPERATIONS

**D** Employer Identification Number (EIN)
61-1462969

## 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 | 3000 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | 0 | 21569 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 25949319 | 23794298 |
| **(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) | 618562 | 1445017 |
| **(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) | 6896621 | 6093142 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 1944952 | 2573802 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(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) | 90332517 | 114998704 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 180 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(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 | 125744971 | 148926712 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | 462735 |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 462735 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 125744971 | 148463977 |

## 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) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 6602174 | |
| | **(B)** Participants | 2a(1)(B) | 6337462 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 67464 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 13007100 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 161297 | |
| | **(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) | 430447 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 591744 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | 28302 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 2657723 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 2686025 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 3253852 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 3133185 | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 120667 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | 253358 | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 253358 |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 103219 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (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) | | 27680459 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 44442572 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 16637564 | |
| (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) | | 16637564 |
| **f** Corrective distributions (see instructions) | 2f | | 1893 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | 30578 |
| **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) | 2811 | |
| (4) Other | 2i(4) | 46926 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 49737 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 16719772 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 27722800 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | 5003794 |

## 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) [X] 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)? [X] Yes [ ] No

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

(1) Name: CLARK SCHAEFER HACKETT (2) EIN: 31-0800053

**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.) | 4a | | 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.) | 4b | | 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.) | 4c | | 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.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | 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? | 4g | | 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? | 4h | | 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.) | 4i | 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.) | 4j | | 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? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | 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. | 4n | | 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) |
|---|---|---|
| SOMIC AMERICA INC. 401K PLAN | 24-0424674 | 001 |
| | | |
| | | |
| | | |

# 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.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
ZF GROUP NORTH AMERICAN OPERATION & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
ZF GROUP NORTH AMERICAN OPERATIONS

**D** Employer Identification Number (EIN)
61-1462969

## 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** 0

**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): 04-6568107

**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**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**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**

## 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.

**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**

## 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):

---

**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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**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):

# ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report)

CLARK SCHAEFER HACKETT
STRENGTH IN NUMBERS

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## INDEPENDENT AUDITORS' REPORT

Plan Administrator
ZF Group North American Operations and Affiliated
Companies 401(k) & Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 16, 2010

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dayton, oh 45423

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ZF Group North American Operations and
Affiliated Companies 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

| | 2009 | 2008 |
|---|---|---|
| Assets: | | |
| Cash | $ - | 3,000 |
| Investments, at fair value: | | |
| Registered investment companies | 114,998,704 | 90,332,517 |
| Collective trusts | 2,573,802 | 1,944,952 |
| Money market funds | 23,794,298 | 25,949,319 |
| Participant loans | 6,275,401 | 7,109,147 |
| Common stocks | 1,445,017 | 618,562 |
| Other | 180 | - |
| | 149,087,402 | 125,954,497 |
| Contributions receivable: | | |
| Employer | 4,809,770 | 5,305,837 |
| Participant | 21,569 | - |
| | 4,831,339 | 5,305,837 |
| Total assets | 153,918,741 | 131,263,334 |
| Liabilities: | | |
| Corrective distributions payable | 462,735 | - |
| Net assets available for benefits, at fair value | 153,456,006 | 131,263,334 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 47,860 | 104,915 |
| Net assets available for benefits | $ 153,503,866 | 131,368,249 |

See accompanying notes to the financial statements.

ZF Group North American Operations and
Affiliated Companies 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

| | |
|---|---|
| Additions: | |
| Interest and dividend income | $ 3,270,439 |
| Net appreciation in fair value of investments | 28,107,979 |
| Contributions: | |
| Employer | 6,106,107 |
| Participant | 6,337,462 |
| Rollovers | 67,464 |
| Total additions | 43,889,451 |
| Deductions: | |
| Benefit payments | 16,237,568 |
| Corrective distributions | 462,735 |
| Administrative expenses | 49,737 |
| Total deductions | 16,750,040 |
| Net increase | 27,139,411 |
| Transfer from plan | (5,003,794) |
| Net assets available for benefits: | |
| Beginning of year | 131,368,249 |
| End of year | $ 153,503,866 |

See accompanying notes to the financial statements.

## 1. DESCRIPTION OF PLAN:

The following description of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of Plan provisions.

### General

The Plan is a defined contribution plan covering substantially all employees of ZF Group North American Operations, ZF Lemforder Corporation, ZF Lemforder Chicago, LLC, ZF Mathers LLC, Brewer Automotive Components, Inc. (until its sale in 2009), ZF Steering Systems, LLC, ZF Technologies, LLC, ZF Sachs Automotive of America, Inc, BOGE Division and ZF Industries, Inc. (collectively referred to as Company or Sponsor). Union employees of the Company are not eligible to participate in the Plan unless coverage is provided under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Eligibility

There is no service requirement to join the Plan. Employees enter the plan as soon as administratively feasible following employment with the Company. Union employees at the Tuscaloosa facility of ZF Lemforder Corporation enter the Plan on the first day of the month following 90 days of employment with ZF Lemforder Corporation. Union employees at the Chicago facility of ZF Lemforder Chicago, LLC enter the plan on the first day of the month following 60 days of employment with ZF Lemforder Chicago, LLC.

### Contributions

Subject to certain limits, participants may contribute a portion of their compensation to the Plan. Participants are also permitted to deposit into the Plan rollover distributions from other qualified plans.

Effective March, 2009, the Company suspended the matching contributions for the non-union groups through the end of the year. Until March, 2009, the Company made matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation for the non-union groups. The Paris Union (ZF Boge Elastmetall, LLC) had matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation until October, 2009 when the location was closed. The Tuscaloosa Union (ZF Lemforder Corporation) had matching contributions of 100% of the first 2%, plus 50% on next 2% of eligible compensation. The Chicago Union had matching of 100% of the first 1%, plus 50% of the next 4% of eligible compensation. The Company may also make qualified non-elective and discretionary retirement contributions.

The Company made a discretionary retirement contribution in 2009 of 4% of eligible compensation, plus an additional 4% of compensation in excess of the taxable wage base under the Federal Social Security Act. There were no other retirement account contributions for union groups in 2009.

### Participant accounts

Each participant's account is credited with the participant contribution and, if eligible, an allocation of the Company matching and retirement contributions, if any, and an allocation of Plan earnings. Allocations are based on participant earnings, compensation or account balances, as defined. Allocations of Plan earnings are based upon the performance of the investment funds chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**
Participants are vested immediately in their contributions and qualified non-elective Company contributions, plus actual earnings thereon. Vesting in Company matching and retirement contributions is based on years of continuous service. 2009 and 2008 contributions to non union employees were 100% vested. Contributions prior to 2007 had a three year vesting schedule. A participant is 100% vested in pre-2007 Company matching and retirement contributions after three years of credited service, or five years for contributions made prior to 2004 for participants who were formerly included in the Fichtel & Sachs Industries, Inc. Savings Plan. Participants who are members of the Chicago Union have a three year vesting schedule.

**Participant loans**
Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 or 50 percent of their vested account balance, whichever is less. Loans are secured by the participant's account balance. The interest rate on the loan is prime plus one percent.

**Benefits**
Payment of benefits can be made in various methods, depending upon the reason for the distribution, such as termination of service, death, disability, or retirement, as well as other factors. If the vested portion of the participant's account exceeds $5,000, the participant may elect from various methods such as lump sums, annuities and installments, or combinations of certain methods. Benefits are recorded when paid.

**Forfeitures**
Forfeitures may be used to reduce employer contributions or Plan expenses. Forfeitures of $331,485 will be used to reduce the 2009 retirement contribution. At December 31, 2009 and 2008, remaining forfeited non-vested accounts totaled approximately $145,000 and $204,000, respectively.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

**Basis of accounting**
The financial statements of the Plan are prepared using the accrual basis of accounting.

**Estimates**
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**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 4 for a discussion of fair value measurements.

Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that a change in the value of investment securities will occur in the near term and that such a change could materially affect the amounts reported in the financial statements and supplemental schedule.

**Administrative expenses**
The Company pays most Plan administrative expenses. If the Company does not pay such expenses, the trustee shall pay them from the Plan assets as permitted by the plan document.

**Subsequent events**
The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through September 16, 2010, the date on which the financial statements were available to be issued.

**3. INFORMATION CERTIFIED BY TRUSTEE:**
All investments, investment income and the net appreciation (depreciation) in fair value of investments included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee, Fidelity Management Trust Company.

The Plan provides for participant directed investments into various money market and mutual funds. Investments at fair value that represent 5% or more of Plan net assets at December 31, 2009 and 2008, are as follows:

| | 2009 | 2008 |
|---|---|---|
| PIMCO Total Return Adm | $ 11,367,120 | 10,329,449 |
| Spartan 500 Index | 13,438,628 | ** |
| Fidelity OTC Portfolio | 14,163,318 | 9,237,444 |
| Fidelity Diversified International | 10,281,492 | 8,410,095 |
| Fidelity Freedom 2020 | 9,409,988 | 8,007,288 |
| Fidelity Freedom 2030 | 11,982,635 | 9,174,491 |
| Fidelity Retirement Money Market | 22,836,080 | 25,385,404 |
| Spartan US Equity Index | ** | 11,986,809 |
| Participant Loans | ** | 7,109,147 |

** Investment value is less than 5% of net assets at year end.

During 2009, Plan investments (including gains and losses on investments bought, sold, and held during the year) depreciated in value by:

| | 2009 |
|---|---|
| Mutual funds | $ 27,732,650 |
| Common stocks | 375,330 |
| | 28,107,980 |

**4. FAIR VALUE MEASUREMENTS:**
Accounting principles generally accepted in the United States of America provide the 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 are described as follows:

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. 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 assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

*Common/collective trust:* The fair value of the investments in the common/collective trust is determined by the fund trustee based on the fair value of the underlying securities within the fund, which represent the net asset value of the shares held by the Plan at year end. The significant investment strategies of the funds are as described in the financial statements provided by each fund. There are no restrictions on redemptions from these funds.

*Common stocks, preferred stocks, corporate bonds and U.S. government obligations:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Registered investment companies:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Money Market Funds:* Valued at the net asset value of shares held by the plan at year end.

*Participant loans*: Valued at amortized cost, which approximates fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

| | | Fair Value Measurements at December 31, 2009 | | |
|---|---|---|---|---|
| Description | 12/31/2009 | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Registered investment companies: | | | | |
| Growth funds | $ 15,684,744 | 15,684,744 | - | - |
| Blended funds | 69,692,813 | 69,692,813 | - | - |
| Intermediate bond funds | 11,367,120 | 11,367,120 | - | - |
| Value funds | 17,953,236 | 17,953,236 | - | - |
| Inflation protected bonds | 217,029 | 217,029 | | |
| Short-term bonds | 37,161 | 37,161 | - | - |
| Unclassified | 46,601 | 46,601 | | |
| Total registered investment companies | 114,998,704 | 114,998,704 | - | - |
| Money market funds | 23,794,298 | 23,794,298 | - | - |
| Common/collective trust | | | | |
| Managed income | 2,573,802 | - | 2,573,802 | - |
| Common stocks: | | | | |
| Business services | 54,144 | 54,144 | - | - |
| Consumer goods | 205,577 | 205,577 | - | - |
| Consumer services | 73,550 | 73,550 | - | - |
| Energy | 139,437 | 139,437 | - | - |
| Financial services | 133,486 | 133,486 | - | - |
| Hardware | 116,588 | 116,588 | - | - |
| Healthcare services | 90,503 | 90,503 | - | - |
| Industrial materials | 168,942 | 168,942 | - | - |
| Media | 5,333 | 5,333 | - | - |
| Software | 5,693 | 5,693 | - | - |
| Telecommunications | 207,144 | 207,144 | - | - |
| Utilities | 212,701 | 212,701 | - | - |
| Unclassified | 31,919 | 31,919 | - | - |
| Total common stock | 1,445,017 | 1,445,017 | - | - |
| Other | 180 | 180 | - | - |
| Participant loans | 6,275,401 | - | - | 6,275,401 |
| | $149,087,402 | 140,238,199 | 2,573,802 | 6,275,401 |

| | | Fair Value Measurements at December 31, 2008 | | |
|---|---|---|---|---|
| Description | 12/31/2008 | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Registered investment companies: | $ 90,332,517 | 90,332,517 | - | - |
| Money market funds | 25,949,319 | 25,949,319 | - | - |
| Common/collective trusts | 1,944,952 | - | 1,944,952 | - |
| Common stocks | 618,562 | 618,562 | - | - |
| Participant loans | 7,109,147 | - | - | 7,109,147 |
| | $125,954,497 | 116,900,398 | 1,944,952 | 7,109,147 |

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2009.

| | Participant Loans |
|---|---|
| Balance, beginning of year | 7,109,147 |
| Purchases, sales, issuanaces and settlements (net) | (833,746) |
| Balance, end of year | 6,275,401 |

**6. PLAN TERMINATION:**
Although they have 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 of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

**7. RELATED PARTY TRANSACTIONS:**
Certain Plan investments are shares of money market, mutual funds and common collective trusts issued by Fidelity Management Trust Company. Fidelity Management Trust Company is trustee of the Plan and these transactions qualify as party-in-interest transactions.

**8. INCOME TAX STATUS:**
The Internal Revenue Service has determined and informed the Company, by letter dated September 23, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code, through GUST. The Plan has been amended since receiving this letter. The plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan adopted the provisions *Accounting for Uncertainty in Income Taxes* on January 1, 2009. Those provisions clarify the accounting and recognition for income tax positions taken or expected to be taken by the Plan. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and has no income subject to unrelated business income tax. Therefore, no

provision for income taxes has been included in the Plan's financial statements. The Plan's tax filings are subject to audit by various authorities. The Plan's open audit periods are 2006–2009. The Plan believes its estimates are appropriate based on current facts and circumstances.

**9. TRANSFER FROM THE PLAN:**
The Company sold Brewer Automotive Components, Inc. near the end of the plan year. The funds related to the employees of Brewer Automotive Components, Inc. were transferred out of the plan into a new plan prior to the end of the year.

**10. PLAN AMENDMENT:**
Effective January 2008 the plan was amended to comply with the final Treasury Regulations under Code Section 415.

Effective March 2009, the Plan was amended to eliminate the safe harbor matching contribution.

Effective December 2009, the Plan was amended to comply with the Heroes Earnings Assistance and Relief Tax Act of 2008 and the Worker, Retiree and Employer Recovery Act of 2008.

**11. RECONCILIATION TO FORM 5500:**
The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Schedule H of Form 5500:

| | 2009 | 2008 |
|---|---|---|
| Net assets available for benefits per the financial statements, at contract value | $ 153,503,866 | 131,368,249 |
| Adjustment to fair value | (47,860) | (104,915) |
| Loans deemed distributed not reported on 5500 | (182,259) | (212,526) |
| Less: Employer contribution receivable not on 5500 | (4,809,770) | (5,305,837) |
| Net assets available for benefits per Schedule H of Form 5500 | $ 148,463,977 | 125,744,971 |
| | | |
| Participant loans per the financial statements | $ 6,275,401 | |
| Loans deemed distributed not reported on 5500 | (182,259) | |
| Participant loans per Schedule H of Form 5500 | $ 6,093,142 | |
| | | |
| Employer contributions per financial statements | $ 6,106,107 | |
| Less: 2009 employer contribution receivable not on 5500 | (4,809,770) | |
| Plus: 2008 employer contribution receivable not on 5500 | 5,305,837 | |
| Employer contributions per Schedule H of Form 5500 | $ 6,602,174 | |
| | | |
| Benefit payments per financial statements | $ 16,237,568 | |
| Corrective distributions per the financial statements | 462,735 | |
| Less: Loans deemed distributed in 2008 not on 5500 | (212,526) | |
| Plus: Loans deemed distributed in 2009 not on 5500 | 182,259 | |
| Benefit payments per Schedule H of Form 5500 | $ 16,670,036 | |

| | |
|---|---|
| Net increase in net assets per financial statements | $ 27,139,411 |
| Plus: Loans deemed distributed in 2008 not on 5500 | 212,526 |
| Less: Loans deemed distributed in 2009 not on 5500 | (182,259) |
| Less: 2009 employer contribution receivable not on 5500 | (4,809,770) |
| Plus: 2008 employer contribution receivable not on 5500 | 5,305,837 |
| Net adjustment to fair value | 57,055 |
| Net decrease in net assets per Form 5500 | $ 27,722,800 |

| | 2009 | |
|---|---|---|
| | Per statements | Per 5500 |
| Interest and dividend income | $ 3,270,439 | 3,277,769 |
| Net gain from investments | 28,107,979 | 28,157,704 |
| Net adjustment from contract to fair value | 57,055 | |
| | $ 31,435,473 | $ 31,435,473 |

Schedule H, Line 4i
FIN: 01-0389790
Plan Number: 003

| (a) | (b) Identity of issue, borrower, leasor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | ACCURIDE CORP COM | Common Stock | ** | 330 |
| | ADAMIS PHARMACEUTICALS CORP | Common Stock | ** | 98 |
| | ADC TELECOMMUNICATNS INC COM NEW | Common Stock | ** | 2,484 |
| | AFLAC INC NFS IS A SPECIALIST | Common Stock | ** | 10,735 |
| | AGFEED INDS INC COM | Common Stock | ** | 2,000 |
| | AGNICO EAGLE MINES LTD | Common Stock | ** | 5,400 |
| | ALCATEL SA SPON ADR (1 ADR TO 1 | Common Stock | ** | 50 |
| | ALCOA INC NFS IS A SPECIALIST | Common Stock | ** | 3,203 |
| | ALLIANCE FIBER OPTIC PRODUCTS INC | Common Stock | ** | 37,802 |
| | ALLIED IRISH BANKS PLC ADR | Common Stock | ** | 702 |
| | ALLOS THERAPEUTICS INC | Common Stock | ** | 1,645 |
| | ALTRIA GROUP INC NFS LLC IS A | Common Stock | ** | 47,826 |
| | AMERICAN AXLE & MFG HOLDINGS | Common Stock | ** | 3,208 |
| | AMERICAN EAGLE OUTFITTERS | Common Stock | ** | 5,943 |
| | AMERICAN INTL GROUP INC COM NEW | Common Stock | ** | 270 |
| | APACHE CORP NFS IS A SPECIALIST | Common Stock | ** | 10,332 |
| | APOLLO INVT CORP COM SH BEN INT | Common Stock | ** | 2,385 |
| | APPLE COMPUTER INC NFS LLC IS A MARKET | Common Stock | ** | 421 |
| | ARVINMERITOR INC | Common Stock | ** | 5,590 |
| | AT&T INC COM | Common Stock | ** | 75,681 |
| | AUDIOVOX CORP CL A | Common Stock | ** | 709 |
| | AVISTA CORP | Common Stock | ** | 3,235 |
| | BALLARD PWR SYS INC NEW COM | Common Stock | ** | 378 |
| | BANCO LATINO- AMERICANO DE EXPORT | Common Stock | ** | 13,900 |
| | BANK OF AMERICA CORP | Common Stock | ** | 3,015 |
| | BARCLAYS PLC ADR | Common Stock | ** | 795 |
| | BEBE STORES INC NFS LLC IS A MARKET | Common Stock | ** | 4,703 |
| | BIOSANTE PHARMACEUTI CALS INC | Common Stock | ** | 264 |
| | BLOCKBUSTER INC CL A | Common Stock | ** | 1,340 |
| | BRUNSWICK CORP NFS IS A SPECIALIST | Common Stock | ** | 7,660 |
| | C S X CORP NFS LLC IS A | Common Stock | ** | 10,080 |
| | CARDIOVASCULAR BIOTHERAPEUTICS INC | Common Stock | ** | 20 |
| | CELL THERAPEUTICS INC COM NO PAR | Common Stock | ** | 80 |
| | CEMEX S A SPONS ADR NEW REP | Common Stock | ** | 12,293 |
| | CENTURYTEL INC | Common Stock | ** | 290 |
| | CHINA GRENTECH CORP LTD ADR | Common Stock | ** | 7,060 |
| | CHINA TECHFAITH WIRELESS | Common Stock | ** | 51,978 |
| | CHINA UNICOM LTD SPONS ADR | Common Stock | ** | 1,311 |
| | CHINA XD PLASTICS CO LTD COM | Common Stock | ** | 801 |
| | CISCO SYS INC NFS LLC IS A MARKET | Common Stock | ** | 9,935 |
| | CITIGROUP INC NFS IS A SPECIALIST | Common Stock | ** | 58,306 |
| | CLAYMORE EXCHANGE TRADED FD TR 2 | Common Stock | ** | 8,730 |
| | CONOCOPHILLIPS NFS LLC IS A | Common Stock | ** | 4,167 |
| | CONSTELLATION ENERGY GROUP | Common Stock | ** | 35,170 |
| | CORD BLOOD AMER INC | Common Stock | ** | 144 |
| | CURRENCYSHARES AUSTRALIAN DLR TR | Common Stock | ** | 7,274 |
| | CVS CORP DEL NFS LLC IS A | Common Stock | ** | 11,274 |
| | DEAN FOODS CO | Common Stock | ** | 3,608 |
| | DELL INC | Common Stock | ** | 14,360 |
| | DHT MARITIME INC SHS | Common Stock | ** | 3,441 |
| | DIANA SHIPPING INC ISIN #MHY2066G1044 | Common Stock | ** | 2,896 |

Schedule H, Line 4i
FIN: 01-0389790
Plan Number: 003

| (a) | (b) Identity of issue, borrower, leasor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | DIGI INTL INC | Common Stock | ** | 4,168 |
| | DIGITAL ANGEL CORP NEW COM NEW | Common Stock | ** | 1 |
| | DIREXION SHS ETF TR DAILY FINL BEAR 3X | Common Stock | ** | 972 |
| | DIREXION SHS ETF TR EMERGING MKTS BEAR | Common Stock | ** | 499 |
| | DISNEY WALT CO DEL (HOLDING COMPANY) | Common Stock | ** | 3,280 |
| | DOUBLE EAGLE PETROLEUM CO | Common Stock | ** | 864 |
| | DRYSHIPS INC ISIN #MHY2109Q1017 | Common Stock | ** | 9,999 |
| | DUKE ENERGY CORP NEW COM | Common Stock | ** | 77,445 |
| | ENTRADA NETWORKS INC | Common Stock | ** | 1 |
| | EXELIXIS INC | Common Stock | ** | 28,743 |
| | EXFO ELECTRO OPTICAL ENGINEERING | Common Stock | ** | 23,427 |
| | EXPO HLDGS INC COM | Common Stock | ** | 4,000 |
| | EXXON MOBIL CORP NFS IS A SPECIALIST | Common Stock | ** | 25,639 |
| | FANNIE MAE NFS IS A SPECIALIST | Common Stock | ** | 1,328 |
| | FIFTH THIRD BANCORP | Common Stock | ** | 19,500 |
| | FORD MTR CO DEL COM | Common Stock | ** | 40,500 |
| | FORTESCUE METAL GRP LTD SHS | Common Stock | ** | 2,795 |
| | FREDDIE MAC NFS IS A SPECIALIST | Common Stock | ** | 1,654 |
| | FREEPORT MCMORAN COPPER & GOLD CL B | Common Stock | ** | 24,087 |
| | FRONTLINE LTD ISIN #BMG3682E1277 | Common Stock | ** | 8,196 |
| | GENCO SHIPPING & TRADING LIMITED SHS | Common Stock | ** | 4,881 |
| | GENERAL ELECTRIC CO NFS IS A SPECIALIST | Common Stock | ** | 61,447 |
| | GENERAL MARITIME CORP NEW SHS | Common Stock | ** | 963 |
| | GENERAL STEEL HLDGS INC | Common Stock | ** | 10,143 |
| | GENTA INC COM PAR $0.001 2009 | Common Stock | ** | 17 |
| | GILEAD SCIENCES INC | Common Stock | ** | 8,654 |
| | GREAT WESTN MINERALS GROUP LTD | Common Stock | ** | 1,106 |
| | GULF ALTERNATIVE ENERGY CORP COM | Common Stock | ** | 9 |
| | GUSHAN ENVIRONMENTAL ENERGY LTD | Common Stock | ** | 195 |
| | HANSEN MED INC COM | Common Stock | ** | 348 |
| | HAYES LEMMERZ INTL INC COM NEW | Common Stock | ** | 198 |
| | HEALTHSOUTH CORP COM NEW | Common Stock | ** | 3,003 |
| | HEMISPERIX BIOPRARMA INC | Common Stock | ** | 840 |
| | HERCULES OFFSHORE INC COM | Common Stock | ** | 2,605 |
| | IMAX CORP | Common Stock | ** | 46,585 |
| | IMMERSION CORP | Common Stock | ** | 4,580 |
| | IMMUNOGEN INC NFS LLC IS A MARKET | Common Stock | ** | 1,965 |
| | INFINERA CORP | Common Stock | ** | 8,870 |
| | INTEL CORP NFS LLC IS A MARKET | Common Stock | ** | 23,566 |
| | IPG PHOTONICS CORP COM | Common Stock | ** | 16,730 |
| | ISHARES SILVER TR ISHARES | Common Stock | ** | 6,616 |
| | IX ENERGY HLDGS INC COM | Common Stock | ** | 111 |
| | JOHNSON & JOHNSON NFS IS A SPECIALIST | Common Stock | ** | 6,441 |
| | JONES SODA CO | Common Stock | ** | 1,290 |
| | KRAFT FOODS INC CL A | Common Stock | ** | 16,239 |
| | LANDEC CORP | Common Stock | ** | 6,240 |
| | LAS VEGAS SANDS CORP | Common Stock | ** | 7,470 |
| | LATITUDE INDS INC COM NEW 2008 | Common Stock | ** | 18 |
| | LAWSON PRODS INC | Common Stock | ** | 537 |
| | LEVEL 3 COMMUNICATIONS INC | Common Stock | ** | 86 |
| | LLOYDS TSB GROUP PLC | Common Stock | ** | 9,061 |

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|---|---|---|---|---|
| | LSI LOGIC CORP NFS IS A SPECIALIST | Common Stock | ** | 24 |
| | MARKET VECTORS ETF TR GOLD MINERS ETF | Common Stock | ** | 4,632 |
| | MARKET VECTORS ETF TR JR GOLD MINES ETF | Common Stock | ** | 1,287 |
| | MARRIOTT INTL INC CL A | Common Stock | ** | 981 |
| | MASSEY ENERGY CO | Common Stock | ** | 8,413 |
| | MCDONALDS CORP NFS IS A SPECIALIST | Common Stock | ** | 12,600 |
| | MGM MIRAGE NFS IS A SPECIALIST | Common Stock | ** | 1,824 |
| | MICROSOFT CORP NFS LLC IS A MARKET | Common Stock | ** | 3,048 |
| | MOMENTA PHARMACEUTICALS INC | Common Stock | ** | 25,200 |
| | MOTOROLA INC NFS IS A SPECIALIST | Common Stock | ** | 1,707 |
| | MPHASE TECHNOLOGIES INC | Common Stock | ** | 250 |
| | NCI BLDG SYS INC | Common Stock | ** | 1,158 |
| | NOBLE CORPORATION BAAR NAMEN -AKT | Common Stock | ** | 12,210 |
| | NOKIA CORP ADR NFS IS A SPECIALIST | Common Stock | ** | 386 |
| | NORDIC AMERICAN TANKER SHIPPING LTD | Common Stock | ** | 9,900 |
| | NOW CORP COM | Common Stock | ** | 1 |
| | NUCOR CORP NFS IS A SPECIALIST | Common Stock | ** | 3,170 |
| | NUTRITION 21 INC | Common Stock | ** | 60 |
| | OCEANFREIGHT INC ISIN #MHY642021072 | Common Stock | ** | 93 |
| | OCLARO INC COM | Common Stock | ** | 126 |
| | ODYSSEY MARINE EXPLORATION | Common Stock | ** | 423 |
| | OILSANDS QUEST INC COM | Common Stock | ** | 619 |
| | ON SEMICONDUCTOR CRP | Common Stock | ** | 1,764 |
| | ORACLE CORPORATION NFS LLC IS A MARKET | Common Stock | ** | 1,227 |
| | PARKERVISION INC | Common Stock | ** | 595 |
| | PENN WEST ENERGY TR TR UNIT | Common Stock | ** | 5,280 |
| | PETROALGAE INC COM | Common Stock | ** | 3,708 |
| | PETROLEO BRASILEIRO SA PETROBRAS | Common Stock | ** | 9,884 |
| | PHARMATHENE INC | Common Stock | ** | 1,960 |
| | PHILIP MORRIS INTL INC COM | Common Stock | ** | 18,996 |
| | POWERSHARES QQQ TR UNIT SER 1 | Common Stock | ** | 4,575 |
| | PROSHARES TR II PROSHARES ULTRASHORT | Common Stock | ** | 479 |
| | PROSHARES TR ULTRA SHORT REAL ESTATE | Common Stock | ** | 750 |
| | PROVIDENT ENERGY TR ISIN #CA74386K1049 | Common Stock | ** | 1,210 |
| | PULTE HOMES INC NFS LLC IS A | Common Stock | ** | 2,200 |
| | QAD INC | Common Stock | ** | 1,418 |
| | RAMBUS INC NFS LLC IS A MARKET | Common Stock | ** | 2,440 |
| | RESEARCH IN MOTION LTD | Common Stock | ** | 13,508 |
| | RHI ENTMT INC DEL COM | Common Stock | ** | 307 |
| | SASOL LTD SPNSRD ADR | Common Stock | ** | 8,604 |
| | SCANA CORP NEW | Common Stock | ** | 56,520 |
| | SCHLUMBERGER LIMITED NFS IS A SPECIALIST | Common Stock | ** | 6,509 |
| | SELECT COMFORT CORP | Common Stock | ** | 6,520 |
| | SHIP FINANCE INTERNATIONAL | Common Stock | ** | 1,363 |
| | SIRIUS XM RADIO INC COM | Common Stock | ** | 1,746 |
| | SOUTHERN CO NFS IS A SPECIALIST | Common Stock | ** | 40,331 |
| | SPECTRA ENERGY CORP COM | Common Stock | ** | 1,026 |
| | SPONGETECH DELIVERY SYS INC COM | Common Stock | ** | 500 |
| | SPRINT CORP (FON GROUP) | Common Stock | ** | 2,291 |
| | STAR BULK CARRIERS CORP SHS | Common Stock | ** | 1,559 |
| | SUN MICROSYSTEMS INC COM NEW | Common Stock | ** | 75 |

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|---|---|---|---|---|
| | TEJON RANCH CO | Common Stock | ** | 11,688 |
| | TENET HEALTHCARE CORP | Common Stock | ** | 5,390 |
| | TEVA PHARMACEUTICAL INDS LTD ADS | Common Stock | ** | 5,631 |
| | THESTREET.COM INC | Common Stock | ** | 1,200 |
| | THOMPSON CREEK METALS CO INC | Common Stock | ** | 2,930 |
| | TITANIUM METALS CORP COM NEW | Common Stock | ** | 7,512 |
| | TRANS GLOBAL GROUP INC COM | Common Stock | ** | 100 |
| | TRANSOCEAN LTD ZUG NAMEN -AKT | Common Stock | ** | 33,120 |
| | ULTRA PETROLEUM CORP | Common Stock | ** | 4,986 |
| | UNITED STATES STEEL CORP | Common Stock | ** | 5,512 |
| | UNITED STS 12 MONTH OIL FD LP | Common Stock | ** | 2,023 |
| | URANIUM RES INC COM PAR $0.001 | Common Stock | ** | 92 |
| | WAL-MART STORES INC NFS IS A SPECIALIST | Common Stock | ** | 10,690 |
| | WASHINGTON MUTUAL INC | Common Stock | ** | 147 |
| | WEATHERFORD INTERNATIONAL LTD | Common Stock | ** | 3,582 |
| | WELLS FARGO & CO NEW | Common Stock | ** | 378 |
| | WYNN RESORTS LTD NFS LLC IS A MARKET | Common Stock | ** | 15,479 |
| | XSTRATA PLC SHS ISIN #GB0031411001 | Common Stock | ** | 9,051 |
| | YAHOO INC NFS LLC IS A MARKET | Common Stock | ** | 16,780 |
| | ZHONE TECHNOLOGIES INC NEW COM | Common Stock | ** | 35 |
| | | Total Common Stock | | 1,445,017 |
| | ABERDEEN CHINA OPPORTUNITES FD CL A | Mutual Fund | ** | 13,831 |
| | ABF SM CAP VAL INV | Mutual Fund | ** | 3,143,234 |
| | DODGE & COX BALANCED | Mutual Fund | ** | 215,488 |
| | DODGE & COX STOCK | Mutual Fund | ** | 736,360 |
| | DREYFUS PREMIER GREATER CHINA CL A | Mutual Fund | ** | 33,648 |
| * | FID CAPITAL & INCOME | Mutual Fund | ** | 2,844,023 |
| * | FID DIVERSIFIED INTL | Mutual Fund | ** | 10,281,492 |
| * | FID FREEDOM 2000 | Mutual Fund | ** | 664,860 |
| * | FID FREEDOM 2010 | Mutual Fund | ** | 3,364,740 |
| * | FID FREEDOM 2020 | Mutual Fund | ** | 9,409,988 |
| * | FID FREEDOM 2030 | Mutual Fund | ** | 11,982,635 |
| * | FID FREEDOM 2040 | Mutual Fund | ** | 4,998,023 |
| * | FID FREEDOM 2050 | Mutual Fund | ** | 886,946 |
| * | FID FREEDOM INCOME | Mutual Fund | ** | 512,495 |
| * | FID MID CAP STOCK | Mutual Fund | ** | 5,679,046 |
| * | FID OTC PORTFOLIO | Mutual Fund | ** | 14,163,318 |
| * | FID REAL ESTATE INVS | Mutual Fund | ** | 3,952,485 |
| * | FIDELITY EMERGING MARKETS | Mutual Fund | ** | 4,256 |
| * | FIDELITY INFLATION PROTECTED BOND | Mutual Fund | ** | 21,251 |
| * | FIDELITY INT'L GROWTH & INCOME | Mutual Fund | ** | 7,778 |
| * | FIDELITY LATIN AMERICA | Mutual Fund | ** | 6,040 |
| * | FIDELITY LOW PR STK | Mutual Fund | ** | 6,209,812 |
| * | FIDELITY SELECT BROKERAGE & INVS MGT | Mutual Fund | ** | 2,526 |
| * | FIDELITY SELECT INDUSTRIAL MATERIALS | Mutual Fund | ** | 27,350 |
| * | FIDELITY SELECT MEDICAL EQUIP&SYSTEM | Mutual Fund | ** | 1,662 |
| * | FIDELITY SOUTHEAST ASIA | Mutual Fund | ** | 32,370 |
| | HARTFORD SMALL CO Y | Mutual Fund | ** | 718,533 |
| | JANUS SHORT TERM BOND | Mutual Fund | ** | 37,161 |
| | MATTHEWS CHINA FUND | Mutual Fund | ** | 42,008 |

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|---|---|---|---|---|
| | MFS VALUE R3 | Mutual Fund | ** | 7,471,710 |
| | PIMCO TOT RETURN ADM | Mutual Fund | ** | 11,367,120 |
| | SPARTAN 500 INDEX | Mutual Fund | ** | 13,438,628 |
| | SPARTAN INTL INDEX | Mutual Fund | ** | 1,625,975 |
| | TRP BLUE CHIP GRTH | Mutual Fund | ** | 793,453 |
| | US GOLD SHARES | Mutual Fund | ** | 8,731 |
| | VANG INFL PROT SEC | Mutual Fund | ** | 195,778 |
| | VANGAURD DIV APP INDEX INVT CL SH | Mutual Fund | ** | 89,058 |
| | NATURAL RESOURCE PARTNERS LP | Mutual Fund | ** | 4,221 |
| | VANGUARD WELLINGTON FUND | Mutual Fund | ** | 10,671 |
| | | Total Mutual Funds | | 114,998,704 |
| * | FID MGD INC PORT | Common/Collective Trust | ** | 2,573,802 |
| | CALL (DQR) DRYSHIPS INC | Other | ** | 30 |
| | CALL (FRE) FREDDIE MAC | Other | ** | 100 |
| | CALL (MTW) MANITOWOC INC | Other | ** | 50 |
| | | Total Other Funds | | 180 |
| * | FIDELITY CASH RESERVES | Money Market | ** | 885,377 |
| * | FIDELITY FMMT RETIREMENT MONEY MKT | Money Market | ** | 72,841 |
| * | FIDELITY RETIRE MMKT | Money Market | ** | 22,836,080 |
| | | Total Money Market Funds | | 23,794,298 |
| * | Participant Loans | Various maturities (3.64% - 11.50%) | $ - | 6,275,401 |
| | | Total Investments | | $ 149,087,402 |

* Investment with party-in-interest to the Plan
** Cost information is not required to be disclosed since investment is participant invested