

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☒
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan DAYTON WALTHER CORPORATION FAYETTE HOURLY PENSION
1b	Three-digit plan number (PN) ▶ 039
1c	Effective date of plan 11/16/1970
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) KELSEY-HAYES COMPANY 12001 TECH CENTER DRIVE LIVONIA, MI 48150
2b	Employer Identification Number (EIN) 13-3369789
2c	Sponsor's telephone number 734-855-2600
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.	10/14/2010	SHELLY IACOBELLI
	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") KELSEY-HAYES COMPANY 12001 TECH CENTER DRIVE LIVONIA, MI 48150	3b Administrator's EIN 13-3369789 3c Administrator's telephone number 734-855-2600
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	236
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	112
b Retired or separated participants receiving benefits.....	6b	28
c Other retired or separated participants entitled to future benefits.....	6c	84
d Subtotal. Add lines 6a , 6b , and 6c	6d	224
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	9
f Total. Add lines 6d and 6e	6f	233
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4
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:
 1B 1G 3H 1I

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>DAYTON WALTHER CORPORATION FAYETTE HOURLY PENSION</u>	B Three-digit plan number (PN) ▶ <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>KELSEY-HAYES COMPANY</u>	D Employer Identification Number (EIN) <u>13-3369789</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>3350941</u>
b Actuarial value	2b <u>3686035</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>35</u> <u>1158877</u>
b For terminated vested participants	3b <u>94</u> <u>518613</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>242436</u>
(2) Vested benefits	3c(2) <u>1993905</u>
(3) Total active	3c(3) <u>107</u> <u>2236341</u>
d Total	3d <u>236</u> <u>3913831</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.02</u> %
6 Target normal cost	6 <u>292097</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/11/2010</u>
Signature of actuary	Date
<u>JAMES D. KERSHNER, FSA</u>	<u>08-03526</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>313-259-5500</u>
Firm name	Telephone number (including area code)
<u>600 RENAISSANCE CENTER, SUITE 1800</u> <u>DETROIT, MI 48243-1815</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>-25.63</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		44520
b Interest on (a) using prior year's effective rate of <u>6.20</u> %		2760
c Total available at beginning of current plan year to add to prefunding balance		47280
d Portion of (c) to be added to prefunding balance.....		47197
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	47197

Part III Funding percentages		
14 Funding target attainment percentage.....	14	92.97 %
15 Adjusted funding target attainment percentage.....	15	92.97 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.45 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	86753	0			
07/15/2009	86753	0			
10/15/2009	86753	0			
01/15/2010	67762	0			
			Totals ►	18(b)	328021
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	312310
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

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

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	292097
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	274993	67410
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	359507
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	47197
36 Additional cash requirement (item 34 minus item 35).....	36	312310
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	312310
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan DAYTON WALTHER CORPORATION FAYETTE HOURLY PENSION		B Three-digit plan number (PN) ▶ 039
C Plan sponsor's name as shown on line 2a of Form 5500 KELSEY-HAYES COMPANY		D Employer Identification Number (EIN) 13-3369789

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

04-2723880

(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?
13	NONE	43687	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST & YOUNG LLP

34-6565596

(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?
10	NONE	16216	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2836910

(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?
11 17	NONE	5500	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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan DAYTON WALTHER CORPORATION FAYETTE HOURLY PENSION	B Three-digit plan number (PN) ►	039
C Plan sponsor's name as shown on line 2a of Form 5500 KELSEY-HAYES COMPANY	D Employer Identification Number (EIN) 13-3369789	

Part I	Asset and Liability Statement
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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	12084	12617
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	71000	67762
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	235088	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	3054974	4152199
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3373146	4232578

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	22041	39994
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	22041	39994

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3351105	4192584
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	328021	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		328021
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		676713
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		78865
d Total income. Add all income amounts in column (b) and enter total.....	2d		1083599

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	146601	
(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)		146601
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	22800	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	4100	
(4) Other	2i(4)	68619	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		95519
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		242120

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		841479
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 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)

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 <u>DAYTON WALTHER CORPORATION FAYETTE HOURLY PENSION</u>	B Three-digit plan number (PN) ▶ <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KELSEY-HAYES COMPANY</u>	D Employer Identification Number (EIN) <u>13-3369789</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>83-0349308</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Dayton Walther Corporation
Fayette Hourly Pension Plan
As of December 31, 2009 and 2008, and
for the Year Ended December 31, 2009
With Report of Independent Auditors

Dayton Walther Corporation
Fayette Hourly Pension Plan

Financial Statements and Supplemental Schedule

As of December 31, 2009 and 2008, and
for the Year Ended December 31, 2009

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Report of Independent Auditors

Kelsey-Hayes Company,
Plan Administrator of the
Dayton Walther Corporation
Fayette Hourly Pension Plan
Livonia, MI

We were engaged to audit the accompanying statements of net assets available for benefits of Dayton Walther Corporation Fayette Hourly Pension 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 of assets (held at end of year) as of December 31, 2009. 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 investment information summarized in Note 4, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related 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 a certification 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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

September 10, 2010

Dayton Walther Corporation
Fayette Hourly Pension Plan

Statements of Net Assets Available for Benefits

	As of December 31	
	2009	2008
Assets		
Cash, interest bearing	\$ 12,617	\$ 12,084
Investment in TRW Automotive Master Trust, at fair value <i>(Note 4)</i>	4,152,199	3,054,974
Employer contribution receivable and other	67,762	306,088
Total assets	4,232,578	3,373,146
Liabilities		
Accrued expenses	39,994	22,041
Total liabilities	39,994	22,041
Net assets available for benefits	<u>\$ 4,192,584</u>	<u>\$ 3,351,105</u>

See accompanying notes to financial statements.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions

Net investment gain from TRW Automotive

Master Trust *(Note 4)* \$ 676,713

Employer contributions and other 392,188

Total additions 1,068,901

Deductions

Benefit payments 146,601

PBGC premium 11,355

Administrative expenses 69,466

Total deductions 227,422

Net increase 841,479

Net assets available for benefits at beginning of year 3,351,105

Net assets available for benefits at end of year \$ 4,192,584

See accompanying notes to financial statements.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements

As of December 31, 2009 and 2008, and
for the Year Ended December 31, 2009

1. Description of the Plan

The Dayton Walther Corporation Fayette Hourly Pension Plan (the Plan) is a defined benefit plan, established through collective bargaining, which covers all employees of the bargaining unit.

The Company periodically contributes amounts necessary to provide assets sufficient to meet the benefits to be paid to Plan members. For any plan year, the Company's contributions to the Plan are, at a minimum, equal to the amounts required to fund the Plan's actuarial normal cost and to amortize the Plan's unfunded actuarial liability in accordance with the minimum amortization requirements of the Pension Protection Act of 2006 (PPA). Contributions to the Plan have met the minimum funding requirements of ERISA, as amended by the PPA. The Company has the right under the Plan to discontinue such contributions for future periods and to terminate the Plan provided that such discontinuance or termination will not be undertaken in such a manner as to constitute a violation of any applicable provision of a collective bargaining agreement between the Company and a union. Should the Plan terminate at some future time, its net assets will generally not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

Employer contributions receivable and other for the year ended December 31, 2008, included \$235,088 that was to be reallocated from the TRW Automotive Salaried Pension Plan for the administrative fees previously paid by the Plan. In 2009, the Plan collected \$299,255 from the Salaried Pension Plan for administration expenses, and investment gains of \$64,167.

Information about the Plan agreement, the vesting and benefit provisions, and the PBGCs benefit guarantee is contained in the Summary Plan Description which is available from the Company.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Presentation and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired, terminated, and active employees or their beneficiaries are determined on the basis of fixed benefit rates stipulated in the Plan, and on the number of years of credited service at termination of employment. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Investment Valuation and Income Recognition

The Plan's investment and those investments held in the TRW Automotive Master Trust (Master Trust) are stated at fair value. The fair value is defined as 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 (an exit price). See Note 5 for further discussions of fair value measurements.

Cash is composed of funds that were transferred from The Bank of New York Mellon/BNY Mellon, N.A., the Trustee, on December 28, 2009 to the Plan administrator, Fidelity, for the purpose of funding January 1, 2010 benefit payments.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Investments are stated at fair value. Investments consist primarily of units of the Master Trust at December 31, 2009 and 2008. Purchases and sales of securities are recorded on the trade date. The cost of securities sold is determined by the average cost method for purposes of determining realized gains and losses. All losses and expenses incurred with regard to the purchase, sale, or transfer of investments and other assets are borne by the Master Trust.

The Plan's interest in the Master Trust is based upon the combined market value of the Plan's proportionate share of assets in the Master Trust.

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 amended FASB Statement No. 157 (codified as Accounting Standards Codification (ASC) 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009, and have utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV.

In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 5 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits was calculated by the Plan's actuary, Mercer Human Resource Consulting, for the years ended December 31, 2009 and 2008, as the amount that results from applying actuarial assumptions to plan participant data to determine the accumulated plan benefits earned to date by the participants. The present value reflects the time value of money (through discounts for interest) and the probability of payment recognizing decrements such as for death, disability, withdrawal, or retirement between the valuation date and the expected dates for payment.

The accumulated plan benefit information follows:

	December 31	
	2009	2008
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 1,402,395	\$ 1,343,419
Other participants	3,972,624	3,316,499
	<u>5,375,019</u>	<u>4,659,918</u>
Nonvested benefits	268,551	301,342
Total actuarial present value of accumulated plan benefits	<u>\$ 5,643,570</u>	<u>\$ 4,961,260</u>
Changes in accumulated plan benefits:		
Actuarial value of accumulated plan benefits at beginning of year		\$ 4,961,260
Change in actuarial assumptions		223,185
Benefits accumulated, including net gains or losses		300,229
Increase for interest due to the decrease in discount period		305,497
Benefits paid		<u>(146,601)</u>
Net increase		<u>682,310</u>
Actuarial value of accumulated plan benefits at end of year		<u>\$ 5,643,570</u>

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The more significant assumptions underlying the actuarial computations are as follows:

	December 31	
	2009	2008
Interest rate	6.00%	6.25%
Mortality basis	UP-94 Mortality Table (Projected to 2010)	UP-94 Mortality Table (Projected to 2010)
Employee turnover	Rates varying by age	Rates varying by age
Retirement	Rates varying by age with 100% by age 65	Rates varying by age with 100% by age 65
Actuarial cost method	Unit credit	Unit credit

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

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2009 and 2008, and net appreciation in fair value of investments, interest and dividends from the Master Trust for the year ended December 31, 2009, was obtained or derived from information supplied to the Company and certified as complete and accurate by The Bank of New York Mellon/BNY Mellon, N.A., Trustee of the Plan.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

4. Investments (continued)

The Master Trust was established on February 28, 2003, to hold the investment assets of plans sponsored by TRW Automotive U.S. LLC and affiliates. Each participating retirement plan has an undivided interest in the Master Trust. The Plan's interest in the net assets of the Master Trust was approximately 0.6% and 0.4% at December 31, 2009 and 2008, respectively. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to each plan's beneficial interest in the Master Trust, income and expenses resulting from the collective investment of the assets of the Master Trust.

The following table presents the fair values of net assets for the Master Trust at December 31, 2009 and 2008:

	2009	2008
Investments at fair value:		
Cash equivalents	\$ 22,719	\$ 14,991
Cash equivalents collateral received for securities loaned	37,450,028	23,179,835
U.S. government securities collateral received for securities loaned	1,881,400	1,100,629
Common stock	294,651,478	212,145,680
Common stock -- held as securities loaned	37,715,878	22,752,250
Preferred stock	—	536,720
Common/collective trusts	422,489,554	463,928,085
Convertible bonds	28,795	—
Total investments at fair value	794,239,852	723,658,190
Liabilities at fair value:		
Obligation to return collateral received for securities loaned	(39,331,428)	(24,280,464)
	754,908,424	699,377,726
Dividends receivable	763,086	693,932
Net receivables for security sales	438,767	404,418
Other assets (liabilities)	261,647	(20,011)
Net payables for security purchases	(1,094,495)	(549,045)
Total net assets	\$ 755,277,429	\$ 699,907,020

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

4. Investments (continued)

Net investment gain for the Master Trust is as follows for the year ended December 31, 2009:

Net appreciation in fair value of investments determined by quoted market price:	
Cash equivalents	\$ 335,865
Common stock	89,741,789
Common/collective trusts	39,739,317
Convertible bonds	3,182
Preferred stock	506,988
	<hr/> 130,327,141
Interest income	45,155
Securities lending income	227,374
Dividend income	5,475,831
	<hr/> <u>\$ 136,075,501</u>

5. Fair Value Measurements

In accordance with ASC 820, *Fair Value Measurements and Disclosures* (formerly FASB Statement No. 157), assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date. The Company utilizes the market approach to determine the fair value of its assets under Level 1 of the fair value hierarchy.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability. Classified within the Level 2 hierarchy are investments by the Plan in other investments through common/collective trust funds held by the trustee, Bank of New York Mellon/BNY Mellon, N.A. The common/collective trust funds invest in commingled cash equivalent funds, commingled U.S. equity funds, and commingled U.S. debt funds. These funds are designed to deliver safety and stability by preserving principal and accumulating earnings. The Plan may be required to provide a one-year redemption notice to withdraw assets from the fund. The fair value of the fund has been estimated based on the fair value of the underlying investment contracts. Also included in the Level 2 hierarchy are investments in convertible bonds of \$28,795. The fair value of the convertible debt has been estimated based on quoted prices for similar investments in active markets.

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed. There were no investments in the Master Trust which were classified within Level 3 of the hierarchy.

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

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

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 12,617	\$ –	\$ –	\$ 12,617
Total assets at fair value	\$ 12,617	\$ –	\$ –	\$ 12,617

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 12,084	\$ —	\$ —	\$ 12,084
Total assets at fair value	\$ 12,084	\$ —	\$ —	\$ 12,084

The following table sets forth by level, within the fair value hierarchy, the Master Trust assets and liabilities at fair value as of December 31, 2009:

Assets and Liabilities at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents	\$ 22,719	\$ —	\$ —	\$ 22,719
Cash equivalents collateral received for securities loaned:				
Domestic	17,456,439	—	—	17,456,439
International	19,993,589	—	—	19,993,589
U.S. governmental securities	1,881,400	—	—	1,881,400
Common stock – domestic	155,660,654	—	—	155,660,654
Common stock – international	138,990,824	—	—	138,990,824
Common stock – held as securities loaned:				
Domestic	18,702,437	—	—	18,702,437
International	19,013,441	—	—	19,013,441
Common/collective trusts	—	422,489,554	—	422,489,554
Convertible bonds	—	28,795	—	28,795
Liabilities				
Obligation to return collateral received for securities loaned:				
Domestic	19,337,839	—	—	19,337,839
International	19,993,589	—	—	19,993,589
Total assets and liabilities at fair value	\$ 332,390,075	\$ 422,518,349	\$ —	\$ 754,908,424

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust assets and liabilities at fair value as of December 31, 2008:

	Assets and Liabilities at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents	\$ 14,991	\$ —	\$ —	\$ 14,991
Cash equivalents collateral received for securities loaned:				
Domestic	16,669,933	—	—	16,669,933
International	6,509,902	—	—	6,509,902
U.S. governmental securities	1,100,629	—	—	1,100,629
Common stock – domestic	106,761,477	—	—	106,761,477
Common stock – international	105,384,203	—	—	105,384,203
Common stock – held as securities loaned:				
Domestic	16,565,088	—	—	16,565,088
International	6,187,162	—	—	6,187,162
Preferred stock	536,720	—	—	536,720
Common/collective trusts	—	463,928,085	—	463,928,085
Liabilities				
Obligation to return collateral received for securities loaned:				
Domestic	17,770,562	—	—	17,770,562
International	6,509,902	—	—	6,509,902
Total assets and liabilities at fair value	\$ 235,449,641	\$ 463,928,085	\$ —	\$ 699,377,726

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

6. Securities Lending

The Master Trust is authorized to engage in the lending of certain investments. Securities lending is a temporary exchange of portfolio assets for acceptable collateral (typically cash) between a lender and an approved borrower. The market value of securities on loan in the Master Trust was approximately \$37,715,878 and the collateral held was approximately \$39,331,428 at December 31, 2009. In return for the loaned securities, the agent, prior to or simultaneous with delivery of the loan securities to the borrower, received collateral in the form of cash, U.S. government securities, or letters of credit as a safeguard against possible default of any borrower on the return of the loan. Each loan is initially collateralized, in the case of (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S. at 102% of the market value of the loaned securities, or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is located in the U.S. to the extent of 105% of the market value of the loaned securities. The collateral is marked to market on a daily basis. The Master Trust maintains full ownership rights to the securities loaned (except for the right to vote proxy whereas the customer can request that the security be returned at a best efforts basis and consideration of normal settlement cycle), and accordingly, classifies loaned securities as investments. Securities lending income earned by the Master Trust was approximately \$0.2 million for the year ended December 31, 2009.

7. Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan which consist primarily of auditing, benefit administration, advisory, and actuarial fees. These expenses are reported on the statement of changes in net assets available for benefits as administrative expenses. Investment related expenses for the Master Trust are allocated to the Plan and are reflected in the net investment gains/losses from the Master Trust. All other costs of administering the Plan are paid by the Company.

8. Party-in-Interest Transactions

Party-in-interest transactions included the purchase and sale of short-term investments and Master Trust units through the Trustee and the payment of services and expenses of the Trust by the Plan. Party-in-interest transactions also include transactions between the Plan and Fidelity, the Plan administrator. Such transactions are exempt from being prohibited transactions.

Dayton Walther Corporation
Fayette Hourly Pension Plan

Notes to Financial Statements (continued)

8. Party-in-Interest Transactions (continued)

There were no party-in-interest transactions which were prohibited under the Department of Labor regulations.

Other than those described above or pursuant to a certain trust agreement (see Notes 1, 3, and 4), the Plan has had no agreements or transactions with related parties.

9. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated August 22, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor believes the Plan is operating in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

10. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

11. Subsequent Events

Management evaluated subsequent events for the Plan through September 10, 2010, the date the financial statements were available to be issued.

Supplemental Schedule

10

Dayton Walther Corporation
Fayette Hourly Pension Plan

EIN #13-3369789 Plan #039

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

Year Ended December 31, 2009

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments	Cost	Current Value
Fidelity*	Interest-bearing cash	\$ 12,617	\$ 12,617

*Party in interest

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

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

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

Dayton Walther Corporation Fayette Hourly Pension

B Three-digit
plan number (PN) ▶

039

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Kelsey-Hayes Company

D Employer Identification Number (EIN)

13-3369789

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2009**2** Assets:

	2a	
a Market value.....	3,350,941	
b Actuarial value.....	3,686,035	

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	35	1,158,877
b For terminated vested participants.....	94	518,613
c For active participants:		
(1) Non-vested benefits.....	242,436	
(2) Vested benefits.....	1,993,905	
(3) Total active.....	107	2,236,341
d Total.....	236	3,913,831

4 If the plan is at-risk, check the box and complete items (a) and (b) ☐

	4a	
a Funding target disregarding prescribed at-risk assumptions.....		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....		

5 Effective interest rate..... **5** 8.02 %**6** Target normal cost..... **6** 292,097**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

JAMES D. KERSHNER, FSA

Type or print name of actuary

MERCER

600 RENAISSANCE CENTER, SUITE 1800

DETROIT

MI 48243-1815

Address of the firm

10/11/2010

Date

08-03526

Most recent enrollment number

(313) 259-5500

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	0	0
10 Interest on item 9 using prior year's actual return of <u>(25.63)%</u>		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		44,520
b Interest on (a) using prior year's effective rate of <u>6.20 %</u>		2,760
c Total available at beginning of current plan year to add to prefunding balance		47,280
d Portion of (c) to be added to prefunding balance		47,197
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (Item 9 + item 10 + item 11d - item 12)	0	47,197

Part III Funding percentages

14 Funding target attainment percentage	14	92.97 %
15 Adjusted funding target attainment percentage	15	92.97 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.45 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	86,753	0			
07/15/2009	86,753	0			
10/15/2009	86,753	0			
01/15/2010	67,762	0			
Totals ▶			18(b)	328,021	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	312,310

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

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

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	292,097
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	274,993	67,410
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	359,507
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	47,197
36 Additional cash requirement (item 34 minus item 35)	36	312,310
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	312,310
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, line 22 – Description of weighted average retirement

(A)			(B)	(C)
Age	Active Group	Retirement Rate	Number of Employees Expected to Retire	(A) x (B)
55	1000	0.0250	25	1375
56	975	0.0300	29	1638
57	946	0.0350	33	1887
58	913	0.0425	39	2250
59	874	0.0550	48	2836
60	826	0.0675	56	3344
61	770	0.0900	69	4228
62	701	0.2250	158	9775
63	543	0.1750	95	5987
64	448	0.2350	105	6739
65	343	1.0000	<u>343</u>	<u>22279</u>
Total			1000	62338
Average				62.33774804

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

A. Minimum funding method

The target liability for minimum funding calculations is computed using the traditional unit credit method of funding.

A detailed description of the calculation follows:

- An individual's **target liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit expected to accrue in the plan year.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the target liabilities for all participants under the plan.

Use of this method is prescribed by the PPA.

B. Maximum deductible contribution method

Maximum funding calculations include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability.

A detailed description of the calculation follows:

An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year, but compensation that would be used in the calculation of the benefit on each expected separation date.

The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan.

C. Asset valuation method

We used audited financial data submitted by the Plan Administrator as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method used is the average value determined over the 24 months preceding the valuation date (using two 12-month averaging periods), as described in Section 430(g)(3)(B) as amended by Worker, Retiree and Employer Recovery Act of 2008 and described in IRS Notice 2009-22.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

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

D. Valuation procedures

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides data on all employees as of the valuation date, but only those employees who have satisfied the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a one-year break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.
- **Estimated benefits:** We estimated benefits for terminated vested participants to the extent that exact accrued benefit amounts were not provided to us.

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Shutdown benefits:** We are not aware of any corporate actions that would create or trigger shutdown benefits; therefore, the valuation includes no provision for such.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

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

E. Actuarial assumptions

Discount rates¹	Full yield curve using rates published for October (in November) preceding the valuation date.	
Mortality elections¹		
▪ Healthy participants	2009 PPA separate static annuitant and nonannuitant mortality tables	
▪ Disabled participants	Rev. Ruling 96-07 Post-1994 Disabled Mortality Table	
417(e) lump sums		
▪ Annuity substitution	N/A	
▪ Generational mortality option	N/A	
▪ Phase-in option	N/A	
Non-417(e) lump sums		
▪ Mortality table	N/A	
▪ Interest rate	N/A	
Demographic assumptions		
Termination	Rates varying by age. Sample rates:	
	Age	Rate
	20	0.139
	30	0.091
	40	0.053
	50	0.034
	60	0.005

¹ Based on interest and mortality elections made by TRW Automotive.

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

Disability		
Rates varying by age. Sample rates:		
	Age	Rate
	20	0.00105
	30	0.00115
	40	0.00215
	50	0.00587
	60	0.02098
Retirement		
Rates varying by age. Rates:		
	Age	Rate
	60-61	0.05
	62	0.20
	63	0.10
	64	0.20
	65	1.00
Form of payment	70% of males and 20% of females elect post-retirement survivorship coverage. The rest elect life annuity.	
Return from laid-off status	Layoffs are presumed to not return; nonvested forfeitures are not assessed until TRW personnel status is reported as terminated.	
Benefit commencement age for		
▪ Future vested deferred	65	
▪ Current vested deferred	65	
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	50%
▪ Spouse age difference	3 years younger	3 years older
Provision for expense	\$240,000	

Schedule SB, Part V – Summary of plan provisions

Plan provisions

<i>Effective date</i>	November 16, 1970
<i>Covered employees</i>	All employees in the bargaining unit of the Fayette division and the UAW Local 1181.
<i>Participation date</i>	Date of employment.

Definitions

<i>Vesting service</i>	One year for each 12 month period beginning on date of hire, during which the participant is compensated for 750 or more hours.
<i>Benefit service</i>	One year for each year of continuous service as a participant, with partial credit calculated to the nearest full month based on 1,700 hours. Service is accrued only for vesting while on layoff. The maximum service that can be accrued while on layoff is the lesser of the employee's seniority years or one year.
<i>Normal retirement date (NRD)</i>	Age 65.
<i>Monthly pension benefit</i>	\$27.00 times benefit service (maximum 40 years), effective November 27, 2006.
<i>Monthly accrued benefit</i>	A monthly life annuity based on accrued service (maximum 35 years) and benefit rate in effect on date of determination.
<i>Monthly pre-retirement survivor benefit</i>	50% of the accrued benefit as of the date of death, payable for the life of the spouse, actuarially reduced for survivor annuity form of payment, and reduced for payment as early as when the participant would have been first eligible to receive a benefit under the plan.

Eligibility for Benefits

<i>Normal retirement</i>	Retirement on NRD.
<i>Early retirement</i>	Retirement before NRD and after age 60 with ten or more years of benefit service.
<i>Postponed retirement</i>	Retirement after NRD.
<i>Disability</i>	Totally and permanently disabled, after ten years of benefit service.

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

<i>Deferred vested</i>	Termination for reasons other than disability, death or retirement after completing at least five years of vesting service.
<i>Pre-retirement survivor benefit</i>	Die while eligible for deferred vested benefit or while active and eligible for retirement.

Monthly Benefits Paid Upon the Following Events

<i>Normal retirement</i>	Monthly accrued benefit determined at NRD.
<i>Early retirement</i>	Monthly accrued benefit determined as of early termination date, reduced by 1/2% for each complete month that pension commencement precedes age 65.
<i>Postponed retirement</i>	Accrued benefit determined as of postponed retirement date.
<i>Disability</i>	The unreduced accrued benefit, payable immediately.
<i>Termination with deferred vested benefit</i>	Monthly accrued benefit determined as of termination date, actuarially reduced for payment before age 65.
<i>Death with pre-retirement survivor benefits</i>	Monthly pre-retirement survivor benefit is payable.
<i>Forms of payment</i>	Pre-retirement survivor benefits are payable only as described above. Monthly pension benefits are payable as a life annuity if the participant has no spouse or if the participant and spouse so elect. Otherwise, the benefit is paid as an actuarially equivalent 50% survivor annuity. Other forms available with spousal consent: Straight life annuity. 75%, 66-2/3% or 50% Joint and Survivor annuity payable to spouse. 75%, 66-2/3% or 50% Joint and Survivor annuity payable to a non-spouse.
<i>Maximum on benefits</i>	All benefits for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Schedule SB, line 24 – Change in actuarial assumptions

The interest rate of discount increased from 6.20% as of January 1, 2008, to 8.02% as of January 1, 2009, reflecting a change in statutory interest rates during that period, and reflecting a change in method for determining discount rates, as described in the attachment to line 25.

The mortality table was updated from the 2008 PPA separate static annuitant/nonannuitant tables to the 2009 PPA separate static annuitant/nonannuitant tables. Additionally, the mortality table for disabled participants was changed from the 2008 PPA separate static annuitant/nonannuitant table to the Rev. Ruling 96-7 Post-1994 Disabled Mortality Table.

The expense assumption changed from \$0 to \$240,000 to reflect current provisions of PPA.

Schedule SB, Line 25 – Change in methods

The asset valuation method was changed from market value to the average value determined over the 24 months preceding the valuation date (using two 12-month averaging periods), as described in Section 430(g)(3)(B) as amended by Worker, Retiree and Employer Recovery Act of 2008 and described in IRS Notice 2009-22.

The method for determining discount rates was changed from the segmented approach (without look-back) to the full-yield curve approach (with 2-month look-back).

Beginning with the 2009 valuation, expected expenses were added to normal cost.

Schedule SB, Line 26 – Schedule of active participant data

Age	Years of Service										Total
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 25											0
25 - 29	1										1
30 - 34	1	1	1	7	1						11
35 - 39	2	3	2	12		1					20
40 - 44	3		1	13	2						19
45 - 49				5	1	4	1				11
50 - 54			4	2	2	1	1	3	2		15
55 - 59				4	1	3	2	6	6		22
60 - 64				2		1	1	1	2		7
65 - 69				1							1
70 - 74											0
75+											0
Total	7	4	8	46	7	10	5	10	10	0	107

Schedule SB, Line 32 – Schedule of amortization bases

Base	Amortization Period			Balances		Installment
	Date created	Initial years	Years left	Initial	Present Value of Remaining Installments	
Shortfall	1/1/2008	7	6	\$ 1,013,537	\$ 850,439	\$ 169,522
Shortfall	1/1/2009	7	7	\$ (575,446)	\$ (575,446)	\$ (102,112)
Total					\$ 274,993	\$ 67,410

Plan Name	Dayton Walther Corporation Fayette Hourly Pension	EIN:	13-3369789
Plan Sponsor's Name	Kelsey-Hayes Company	PN:	039

[illegible]