Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 07/01/1950

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
THYSSENKRUPP BUDD COMPANY

3155 WEST BIG BEAVER
TROY, MI 48084

2b Employer Identification Number (EIN) 23-0443060

2c Sponsor's telephone number 248-643-3500

2d Business code (see instructions) 332110

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.	10/12/2011	CINDY SUSZEK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	JAMES ALLISON
	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")
BENEFIT OUTSOURCING SOLUTIONS INC

3149 HAGGERY HWY
COMMERCE TWP, MI 48390-1724

3b Administrator's EIN
38-3370067

3c Administrator's telephone number
248-926-9971

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**	3144
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**	70
b	Retired or separated participants receiving benefits	**6b**	1494
c	Other retired or separated participants entitled to future benefits	**6c**	971
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2535
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	541
f	Total. Add lines **6d** and **6e**	**6f**	3076
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**	0
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:
1A 1G 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
23-0443060

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		266095070
b	Actuarial value	**2b**		276781930
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	2035	283927862
b	For terminated vested participants	**3b**	1038	52629188
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		1006348
	(2) Vested benefits	**3c(2)**		8789553
	(3) Total active	**3c(3)**	71	9795901
d	Total	**3d**	3144	346352951
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**		6.58 %
6	Target normal cost	**6**		2192131

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	Date: 10/10/2011
THOMAS CHES	11-03969
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON DELAWARE INC	248-936-7700
Firm name	Telephone number (including area code)
28411 NORTHWESTERN HIGHWAY SOUTHFIELD, MI 48034	
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 [ ]

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)	8028296	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	1015616	0
9	Amount remaining (Item 7 minus item 8)	7012680	0
10	Interest on item 9 using prior year's actual return of 21.95 %	1539283	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		2990191
b	Interest on (a) using prior year's effective rate of 8.22 %		385238
c	Total available at beginning of current plan year to add to prefunding balance		3375429
d	Portion of (c) to be added to prefunding balance		3375429
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)	8551963	3375429

Part III Funding percentages

14	Funding target attainment percentage	14	76.46 %
15	Adjusted funding target attainment percentage	15	76.46 %
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	87.00 %
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
04/15/2010	545919	0			
07/15/2010	1758485	0			
09/01/2011	3144000	0			
			Totals ► 18(b)	5448404	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5062251

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 4

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**		2192131
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		67644295	11969963
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**		0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		14162094

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	8551963	547880	9099843

36 Additional cash requirement (item 34 minus item 35)	**36**	5062251
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	5062251
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
THYSSENKRUPP BUDD COMPANY

D Employer Identification Number (EIN)
23-0443060

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

BNY MELLON

04-1107280

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18	NONE	133038	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

TOWERS WATSON

23-1159360

(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	NONE	125367	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

THYSSENKRUPP USA

22-2393554

(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?
14	NONE	29097	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

STEVENSON KEPPELMAN

38-2736182

(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?
29	NONE	20795	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

PLANTE MORAN

38-1357951

(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	13107	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

WILLSHIRE ASSOCIATES

95-3371046

(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?
17	NONE	12768	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

NEW ENGLAND PENSION CONSULTANTS

26-1429809

(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?
17	NONE	57245	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

BENEFIT OUTSOURCING SOLUTIONS

38-3370067

(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	110913	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

TOWERS WATSON

53-0181291

(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	NONE	36843	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THYSSENKRUPP BUDD COMPANY

D Employer Identification Number (EIN)
23-0443060

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: THYSSENKRUPP USA MASTER TRUST

b Name of sponsor of entity listed in (a): THYSSENKRUPP BUDD COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
38-2535907-028	M	271603861

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
THYSSENKRUPP BUDD COMPANY

D Employer Identification Number (EIN)
23-0443060

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	256491524	271603861
(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)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	256491524	271603861
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	256491524	271603861

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)	12458412	
	(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)		12458412
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		31989424
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		44447836
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	27973018	
(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)		27973018
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)	539173	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		539173
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		28512191
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		15935645
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		823308

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: PLANTE MORAN, PLLC (2) EIN: 38-1357951

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THYSSENKRUPP BUDD CO PENSION PLAN FOR EXECUTIVE AND ADMINISTRATIVE EMPLOYEES

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
THYSSENKRUPP BUDD COMPANY

D Employer Identification Number (EIN)
23-0443060

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

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** 0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 47% Investment-Grade Debt: 53% 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):

The Budd Company Pension Plan for Executive and Administrative Employees

Financial Report

December 31, 2010

The Budd Company Pension Plan for Executive and Administrative Employees

Contents

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Plante & Moran, PLLC
Suite 300
19176 Hall Road
Clinton Township, MI 48038
Tel: 586.416.4900
Fax: 586.416.4901
plantemoran.com

Independent Auditor's Report

To the Benefits Administrative Committee
The Budd Company Pension Plan for Executive
and Administrative Employees

We were engaged to audit the modified cash basis financial statements of The Budd Company Pension Plan for Executive and Administrative Employees (the "Plan") as of December 31, 2010 and 2009 and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by 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. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2010 and 2009 and for the years then ended that the information provided to the plan administrator by the Trustee is complete and accurate.

As described in Note 2, these financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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

Plante & Moran, PLLC

Clinton Township, Michigan
September 20, 2011

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

The Budd Company Pension Plan for Executive and Administrative Employees

Statement of Net Assets Available for Benefits
Modified Cash Basis

	December 31, 2010	December 31, 2009
Net Assets Available for Benefits - Plan's interest in the ThyssenKrupp USA Master Trust (Note 5)	**$ 271,603,861**	**$ 256,491,524**

See Notes to Financial Statements.

The Budd Company Pension Plan for Executive and Administrative Employees

Statement of Changes in Net Assets Available for Benefits
Modified Cash Basis

	Year Ended December 31, 2010	Year Ended December 31, 2009
Additions to Net Assets		
Employer contributions	$ 12,458,412	$ 142,343
Investment income - Plan's share of the ThyssenKrupp USA Master Trust investment income (Note 5)	31,989,424	48,798,932
Total additions	44,447,836	48,941,275
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	27,973,018	28,177,951
Administrative expenses	1,362,481	1,380,335
Total deductions	29,335,499	29,558,286
Net Increase	15,112,337	19,382,989
Net Assets Available for Benefits		
Beginning of year	256,491,524	237,108,535
End of year	**$ 271,603,861**	**$ 256,491,524**

See Notes to Financial Statements.

The Budd Company Pension Plan for Executive and Administrative Employees

Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Plan Description

The following brief description of The Budd Company Pension Plan for Executive and Administrative Employees (the "Plan") is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan, as amended and restated through December 31, 2010, is a noncontributory defined benefit plan sponsored by ThyssenKrupp Budd Company (the "Company"). Generally, all salaried employees not covered by another qualified plan of the Company, which includes ThyssenKrupp USA, Inc., or by a collective bargaining agreement are eligible to participate in the Plan immediately upon hire by the Company or any of its domestic subsidiaries or affiliates that have adopted the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In December 2006, the Company sold the majority of its operating facilities which employed substantially all active employees covered under the Plan.

During 2010, the Plan was amended. As a result of the amendment, employees of the Company's IT division hired on or after January 1, 2011 are not eligible to participate in the Plan.

Eligibility and Vesting - Employees become fully vested upon completion of five years of service. Employees who terminate service before becoming fully vested forfeit all benefits under the Plan.

Pension Benefits - Normal retirement is permitted at the age of 65 with five years of continuous service. The Plan permits early retirement at ages ranging from 55 to 64. Monthly benefits are based on years of credited service and an annualized average of the participants' monthly base earnings, as described in the plan document. The Plan also contains provisions for disability, deferred vesting, and surviving spouse benefits.

Death Benefits - In certain circumstances, if an active or terminated employee who has a vested interest in the Plan dies prior to his or her normal retirement age, the surviving spouse or designated beneficiary shall receive a survivor benefit, as defined in the Plan.

Funding Policy - Contributions are made by the Company in actuarially determined amounts. The Company's policy is to make contributions necessary to satisfy ERISA funding standards. Annual contributions meet the minimum funding requirements of ERISA. The Company also, from time to time, will make additional contributions, with the total not to exceed the maximum contribution deductible under the Internal Revenue Code. No additional contributions were made during 2010 and 2009.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation - The accompanying financial statements have been prepared on the modified cash basis of accounting. Under the modified cash basis of accounting, contributions and investment income are recorded when received, benefit payments and expenses are recorded when paid, and investments are recorded at fair market value.

Investment Valuation - The Plan's investments are stated at fair value. The fair value of the Plan's interest in the ThyssenKrupp USA Master Trust (the "Master Trust") is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Common stock, preferred stock, and mutual funds are valued at quoted market prices. Money market funds and interest-bearing cash are valued at their outstanding balances, which approximates fair value. The government securities and corporate obligations are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. Investments in common collective trust funds and partnerships are valued at net asset value per share (or its equivalent) of the funds, which is based on the fair value of the funds' underlying assets. See Note 6 for additional information.

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

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Administrative expenses associated with the Plan are paid by the Plan unless voluntarily paid by the Company. During 2010 and 2009, all expenses were paid by the Plan.

Note 2 - Summary of Significant Accounting Policies (Continued)

Risks and Uncertainties - Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. 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 statement of net assets available for benefits.

Use of Estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through September 20, 2011, which is the date the financial statements were available to be issued.

Reclassification and Restatement - Certain prior year amounts have been reclassified to conform to the current year presentation. As a result of the reclassification during 2010, it was determined that investments previously classified as Level 1 investments should have been classified as Level 2 based on the fair value hierarchy. Accordingly, the 2009 fair value disclosure has been restated.

Note 3 - Unaudited Investment Information

The trustee of the Plan, The Bank of New York Mellon/BNY Mellon, N.A. (the "Trustee"), holds the Master Trust's investments and executes all related investment transactions. The investment balances and related investment results included in the accompanying financial statements, including information summarized in Note 5, are based solely on information provided by the Trustee.

Certain assets of the Master Trust are in investment funds managed by The Bank of New York Mellon/BNY Mellon, N.A. or its affiliates. Since The Bank of New York Mellon/BNY Mellon, N.A. is the trustee of the Plan, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines. The market value of these investments was approximately $114,000,000 and $97,000,000 at December 31, 2010 and 2009, respectively.

Note 4 - Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable, under the Plan's provisions, to the service employees have rendered to the valuation date. These include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries.

The normal individual retirement benefit is based on the participant's years of credited service and their compensation, as defined in the plan document.

The actuarial present value of accumulated plan benefits is determined by an independent actuary, Towers Watson, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The determination was made as of January 1, 2010 and 2009.

The more significant actuarial assumptions underlying the actuarial computations at January 1, 2010 and 2009 are as follows:

Actuarial cost method	-	Traditional Unit Credit Cost Method
Interest rate	-	7.75 percent and 8.00 percent in 2010 and 2009, respectively
Mortality basis	-	RP-2000 Combined Healthy Mortality White Collar Adjusted
Retirement	-	Based upon a defined table of ages and percentages
Salary projection	-	3.25 percent

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

Note 4 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits as of January 1, 2010 and 2009 was as follows:

	2010	2009
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefit payments	$ 258,843,140	$ 256,499,079
Other vested participants	50,960,444	46,839,997
Total vested benefits	309,803,584	303,339,076
Nonvested benefits	866,047	1,030,471
Total actuarial present value of accumulated plan benefits	$ 310,669,631	$ 304,369,547

The following schedule summarizes the components of net increase (decrease) in actuarial present value of accumulated plan benefits for the years ended January 1, 2010 and 2009:

	2010	2009
Actuarial present value of accumulated plan benefits - Beginning of year	$ 304,369,547	$ 305,318,494
Increase (decrease) during the year attributable to:		
Benefits accumulated including actuarial gains and losses	4,656,798	(3,634,469)
Increase due to the decrease in the discount period	23,267,301	24,107,895
Benefits paid	(28,177,951)	(27,782,507)
Change of assumptions	6,553,936	6,360,134
Net increase (decrease)	6,300,084	(948,947)
Actuarial present value of accumulated plan benefits - End of year	$ 310,669,631	$ 304,369,547

The increase in actuarial present value of accumulated plan benefits for the years ended January 1, 2010 and 2009 due to actuarial assumption changes is primarily due to a change in the discount rate from 8.00 percent in 2009 to 7.75 in 2010, and from 8.25 percent in 2008 to 8.00 percent in 2009, to better reflect anticipated plan experience.

Note 5 - Interest in Master Trust

The Plan's investments are in the Master Trust which was established for the investment of assets of the Plan and several other pension plans sponsored by affiliated participating employers of ThyssenKrupp USA, Inc. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2010 and 2009, the Plan's interest in the net assets of the Master Trust was approximately 27 percent and 29 percent, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon their pro rata share in the net assets of the Master Trust.

The following table is a summary, at fair value, of the net assets of the Master Trust at December 31, 2010 and 2009:

	2010	2009
Assets		
Cash - Noninterest-bearing	$ 3,286,483	$ 466,573
Investments - At fair value:		
Interest-bearing cash	32,969,669	24,617,576
Mutual funds	61,107,398	26,153,693
Common collective trust funds	210,757,821	167,311,143
Partnerships	92,545,961	-
U.S. government securities	99,288,459	97,772,444
U.S. government securities - Loaned	75,639,047	62,627,866
Corporate obligations	195,685,091	249,359,245
Corporate obligations - Loaned	9,436,970	6,024,945
Common and preferred stocks	199,217,145	233,539,351
Common and preferred stocks - Loaned	26,768,536	25,694,059
Total investments	1,003,416,097	893,100,322
Collateral held under securities lending agreements - Money market fund	114,486,791	96,784,750
Accrued interest and dividends	3,346,856	3,739,219
Net receivable for security sales	61,198	840,472
Total assets	1,124,597,425	994,931,336
Liabilities		
Obligation under securities lending agreements	(114,486,791)	(96,784,750)
Payables and unsettled trades	(1,131,130)	(3,322,402)
Total liabilities	(115,617,921)	(100,107,152)
Net Assets of the Master Trust	$ 1,008,979,504	$ 894,824,184

Note 5 - Interest in Master Trust (Continued)

The investment income for the Master Trust for the years ended December 31, 2010 and 2009 is as follows:

	2010	2009
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	$ 3,167,524	$ 477,631
Common collective trust funds	44,658,762	9,101,138
Partnerships	3,396,956	-
U.S. government securities	11,182,508	(13,639,785)
Corporate obligations	10,168,162	36,672,043
Common and preferred stocks	17,910,951	103,981,497
Net appreciation in fair value of investments	90,484,863	136,592,524
Interest and dividends	29,432,503	27,586,560
Gain (loss) on derivative instruments	1,636,794	(354,907)
Securities lending income	277,245	506,248
Net investment income	$ 121,831,405	$ 164,330,425

Securities Lending - The Master Trust participates in a securities lending program with the Trustee for its U.S. and non-U.S. securities held in custody with the Trustee. The program allows up to 100 percent of the qualified assets to be on loan at any given time. These securities are lent to certain unrelated third-party brokers in exchange for cash and noncash collaterals. U.S. assets and non-U.S. assets on loan are collateralized at 102 percent and 105 percent, respectively, of the assets' market value.

The net assets of the Master Trust reflects, as an asset, the collateral received under the securities lending arrangement with an offsetting liability representing the Master Trust's obligation to return the collateral to the borrower. The collateral received from borrowers totaled $114,486,791 and $96,784,750 as of December 31, 2010 and 2009, respectively. This consisted of cash collateral received of $114,486,791 and $96,784,750, which was invested in the ASL short-term fund, a money market fund, at December 31, 2010 and 2009, respectively. In the event that a loaned security is called, the Master Trust will receive the market value of the asset in cash. The market value of loaned securities totaled $111,844,553 and $94,346,870 at December 31, 2010 and 2009, respectively.

Note 5 - Interest in Master Trust (Continued)

Pending Pronouncement - The Financial Accounting Standards Board recently issued guidance that updates Accounting Standards Codification Section (ASC) 860, *Transfers and Servicing*. The new guidance in ASC 860 alters the criteria regarding when an entity should recognize a sale of assets related to securities lending arrangements. This new standard will be effective for the annual period beginning after December 15, 2011. Management is currently evaluating the impact, if any, on adoption of this new standard.

Derivative Instruments - The Master Trust is party to certain agreements, which are designed to manage exposures to foreign exchange and interest rate risks. The interest rate and foreign currency instruments are used for the purpose of hedging changes in the fair value of assets that result from interest rate changes and currency fluctuations, or as an efficient substitute for traditional securities. The notional amount represents the contract amount, not the amount at risk. The notional amount of interest rate instruments was approximately $13,000,000 at December 31, 2010. No such interest rate instruments were held by the Master Trust at December 31, 2009. The notional amount of foreign currency instruments was approximately $8,900,000 and $3,100,000 at December 31, 2010 and 2009, respectively. The estimated fair value of derivative instruments at December 31, 2010 and 2009 is insignificant. For the years ended December 31, 2010 and 2009, a gain of $1,636,794 and a loss of $354,907, respectively, attributable to derivative instruments was recognized as investment income in the statement of changes in net assets available for benefits.

The investment managers, on behalf of the Master Trust, manage its interest rate and foreign currency risks by limiting exposure to and by monitoring the financial condition of each counterparty. In the unlikely event that a counterparty fails to meet the terms of an interest rate or foreign currency agreement, the Master Trust's risk is limited to the fair value of the instrument.

Note 6 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2010 and 2009 and the valuation techniques used by the Plan to determine those fair values.

Level 1 - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Note 6 - Fair Value Measurements (Continued)

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2010 and 2009.

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2010

	Quoted in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2010
Mutual funds:			
Equity investments	$ 34,514,552	$ -	$ 34,514,552
Fixed-income investments	26,592,846	-	26,592,846
Common collective trust funds:			
Equity investments	-	159,730,889	159,730,889
Balanced investments	-	51,026,932	51,026,932
Partnerships	-	92,545,961	92,545,961
Common and preferred stocks:			
U.S. equities:			
Capital goods	9,059,587	-	9,059,587
Consumer products	15,013,888	-	15,013,888
Financial services	7,435,851	-	7,435,851
Health care	9,338,330	-	9,338,330
Oil and gas	10,072,127	-	10,072,127
Technology	10,199,684	-	10,199,684
Other U.S. equities	73,428,464	-	73,428,464
International equities	91,437,750	-	91,437,750
Debt securities:			
U.S. government and agencies	134,023,531	28,167,968	162,191,499
State government and agencies	-	5,583,871	5,583,871
Corporate obligations	-	175,429,803	175,429,803
Foreign governments	-	1,186,202	1,186,202
Residential mortgage-backed securities	-	20,516,066	20,516,066
Commercial mortgage-backed securities - Corporate	-	7,989,990	7,989,990
Commercial mortgage-backed securities - U.S. government	-	7,152,136	7,152,136
Short-term investments:			
Money market fund (1)	-	114,486,791	114,486,791
Interest-bearing cash (2)	16,870	32,952,799	32,969,669
Total	$ 421,133,480	$ 696,769,408	$ 1,117,902,888

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2009

	Quoted in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2009
Mutual funds - Fixed-income investments	$ 26,153,693	$ -	$ 26,153,693
Common collective trusts funds - Equity investments	-	167,311,143	167,311,143
Common and preferred stocks:			
U.S. equities:			
Capital goods	11,884,910	-	11,884,910
Consumer products	15,504,403	-	15,504,403
Energy	11,361,691	-	11,361,691
Financial services	12,130,301	-	12,130,301
Health care	11,312,650	-	11,312,650
Oil and gas	7,672,115	-	7,672,115
Technology	17,928,858	-	17,928,858
Other U.S. equities	73,927,338	-	73,927,338
International equities	97,511,144	-	97,511,144
Debt securities:			
U.S. government and agencies	118,520,244	34,719,970	153,240,214
State government and agencies	-	620,511	620,511
Corporate obligations	-	220,860,034	220,860,034
Foreign governments	-	953,923	953,923
Convertible bonds	-	249,688	249,688
Residential mortgage-backed securities	-	2,104,897	2,104,897
Commercial mortgage-backed securities - Corporate	-	32,169,571	32,169,571
Commercial mortgage-backed securities - U.S. government	-	5,585,662	5,585,662
Short-term investments:			
Money market fund (1)	-	96,784,750	96,784,750
Interest-bearing cash (2)	71,710	24,545,866	24,617,576
Total	$ 403,979,057	$ 585,906,015	$ 989,885,072

(1) This class invests primarily in fixed-income securities, including, but not limited to, bonds, notes, or other investments, such as government securities; commercial paper, certificates of deposits, master notes, or variable amount notes, with the objective of providing high-current income consistent with the preservation of capital and the maintenance of liquidity. Short-term investments are valued at $1.00/unit, which approximates fair value.

(2) Short-term investments are valued at $1.00/unit, which approximates fair value. Amounts are generally invested in actively managed interest-bearing accounts.

Note 6 - Fair Value Measurements (Continued)

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including accrued income, receivables for security sales, accrued liabilities, and payables and unsettled trades. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

Investments in Entities that Calculate Net Asset Value per Share

The Plan holds shares or interests in investment companies at year end whereby the fair value of the investment held is estimated based on the net asset value per share (or its equivalent) of the investment company.

At December 31, 2010 and 2009, the fair value, unfunded commitments, and redemption rules of those investments are as follows:

Investments Held at December 31, 2010

	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period (in Business Days)
Common Collective Trust Fund - Equity investments (1)	$ 159,730,889	$ -	Daily	1
Common Collective Trust Fund - Balanced investments (2)	51,026,932	-	Monthly	10
Partnerships:				
GMO Multi-Strategy Fund (Offshore), L.P. (3)	13,375,020	-	Monthly	5
Western Asset Global Multi Strategy LLC (4)	79,170,941	-	Daily	15
Total	$ 303,303,782	$ -		

Investments Held at December 31, 2009

	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period
Common Collective Trust Fund - Equity investments (1)	$ 167,311,143	$ -	Daily	1

(1) This class represents investments in actively managed common collective trust funds that invest primarily in equity securities which may include common stocks, options, and futures.

(2) This class represents investments in actively managed common collective trust funds with investments in both equity and debt securities. The investments may include common stock, corporate bonds, U.S. and non-U.S. municipal securities, interest rate swaps, options, and futures.

Note 6 - Fair Value Measurements (Continued)

(3) GMO Multi-Strategy Fund (Offshore), L.P. invests in various investment funds seeking a variety of investment strategies including common stock, depository receipts, bonds (including sovereign debt of emerging countries), commodities, currencies, forwards, futures, options, and swap agreements.

(4) Western Asset Global Multi Strategy, LLC invests primarily in global fixed-income securities in both developed and emerging market countries that are generally rated at least BBB by Standard & Poor's, or equivalent quality.

Note 7 - Tax Status

The Plan obtained its latest determination letter on October 2, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Company has applied for a new determination letter and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8 - Plan Termination

Should the Plan terminate at some future time, its net assets generally will 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 guaranty while other benefits may not be provided for at all.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 11
Explanation of Interest Adjustment for
Excess Contributions under Special Funding Rule

$1,015,616 of the excess contribution of $2,990,191 shown on line 11(b) is a replensishing of the funding standard carry over balance used to offset the prior year's funding requirement and earned interest at last year's actual return of 21.95%. The remaining portion of the excess contribution, or $1,974,575 earnes interest at last year's effective interest rate of 8.22%. The total interest earned is:

$1,015,616 x 21.95%	= $222,928
$1,974,575 x 8.22%	= $162,310
Total Interest	= $385,238

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN:	23-0443060 / 009
Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date:	January 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2010

See Schedule SB, Part V – Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN:	23-0443060 / 009
Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date:	January 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions/Methods

Discount rates

Current plan year PPA discount rates based on the 3-segment rates for September preceding the valuation date.

Prior plan year PPA discount rates based on the full yield curve for October preceding the valuation date.

Current plan year PPA effective interest rate: 6.58%

Prior plan year PPA effective interest rate: 8.22%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Administrative expenses

Administrative expenses are based on the prior experience and the current year's expected PBGC premiums. The amount included for administrative expenses is $1,539,957 for the plan year ending December 31, 2010.

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN	23-0443060 / 009
Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Mortality

The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement rates

For participants eligible for retirement benefits, the following rates are assumed:

Age	Rate (%)	Age	Rate (%)
55	4	63	30
56	4	64	59
57	8	65	75
58	10	66	30
59	17	67	15
60	17	68	30
61	20	69	50
62	21	70	100

Participants on lay-off who are eligible to retire are assumed to have a 100% retirement decrement at the valuation date.

Participants on LTD are assumed to retire at their normal retirement date.

Advance retirement notice is assumed given for early retirement.

The weighted average retirement age of 62 calculated by determining the average age at retirement for those current active participants expected to reach retirement based on all current decrements assumed.

Terminated vested participants are assumed to commence benefits at age 65.

Disability rates

No incidence of disability is assumed.

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN	23-0443060 / 009
Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Compensation increases

For purposes of determining the target normal cost during the plan year, compensation is assumed to increase at the rate of 3.25%. For purposes of determining the additional funding target for maximum deductible purposes compensation is assumed to increase 3.25% per annum. Participants who have transferred out of the plan or are currently on LTD will not get future compensation increases.

Future increases in Social Security

For purposes of determining the target normal cost, Social Security benefits are assumed to increase due to increases in the following indices during the plan year. For purposes of determining the additional funding target for maximum deductible purposes, Social Security benefits are assumed to increase due to increases in the following indices each year.

Annual increase in national average wage index	3.00%
Annual increase in CPI	2.00%

Future increases in maximum benefits and plan compensation limitations

For purposes of determing the target liability, accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit. For purposes of determining the additional funding target for maximum deductible purposes, these amounts are assumed to increase 2.00% per year in the future.

SCHEDULE SB ATTACHMENTS

Representative termination rates not due to disability, retirement or mortality

Rates varying by age. Sample withdrawal rates are listed below:

Age	Rate (%)
20	24.0
25	13.0
30	8.0
35	6.0
40	4.1
45	2.8
50	1.8
55	.8
60 and over	0.0

No withdrawal is assumed to occur after eligibility for retirement.

Participants on LTD are assumed to have a 0% withdrawal decrement in all years.

Participants on lay-off who are not eligible to retire are assumed to have a 100% withdrawal decrement at the valuation date.

Form of payment

Participants married at retirement are assumed to elect the split benefit form of payment where half of the benefit is payable as a Joint and 50% Survivor form, and the other half is payable as a Joint and 60% Survivor form, with a pop-up in the event of the spouse's date of death before the retiree's death.

Single participants at retirement are assumed to elect a monthly annuity for life.

Marriage

80% of all active and terminated vested participants are assumed to be married to an eligible spouse at retirement. Wives are assumed to be three years younger than their husbands.

SCHEDULE SB ATTACHMENTS

Future increases in credited service

Credited service assumed earned in each future year is described below.

Status	Assumed Future Credited Service
Active- continuing	Granted in each future year of employment
Transfer Out	No future credited service granted
LTD	Granted in each future year until age 65

Employees

No future new or rehired employees are assumed in the valuation.

Compensation for plan participants

Compensation assumed paid in the year beginning on the valuation date is the prior year's compensation amount increased as described above.

Cost method

Traditional Unit Credit Cost Method. To determine the additional funding target for maximum deductible purposes, the Projected Unit Credit Cost Method was used.

Asset method

The actuarial value of assets is the average of the fair value of assets on the valuation date and the adjusted fair market value of assets as of the two prior valuation dates. The adjusted fair market value of assets as of any date is the fair market value of assets as of that date, increased for subsequent contributions and expected earnings and decreased for benefits and administrative expenses paid from the plan. The expected earnings is based on the assumed rate of return limited by the average third segment interest rate from the prior actuarial valuations (special limits apply for pre-PPA plan years and years where the full yield curve was used). The resulting actuarial value of assets is further limited so that it is not less than 90% nor greater than 110% of the fair value of assets on the valuation date, including the present value of receivable contributions.

SCHEDULE SB ATTACHMENTS

Participant data

Employee data was supplied by the plan sponsor and administrator as of the valuation date, January 1, 2010.

Tax policy

The actuarial valuation performed for the plan year ending December 31, 2010 is used to determine the maximum deductible contribution for the tax year ending September 30, 2010.

Benefits not included in valuation

We believe that we have reflected all significant plan provisions in this valuation.

Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report such as Funding Target Attainment Percentage, are truncated to be consistent with the rounding specified for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect longterm average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
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Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Change in Method

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

Plan Name:	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN	23-0443060 / 009
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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2010

Attained Age	Years of Credited Service																	
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		2		0		0		0		0		0		0		0		0	
30 - 34	0		2		1		0		0		0		0		0		0		0	
35 - 39	0		4		3		1		0		0		0		0		0		0	
40 - 44	1		4		4		1		0		0		0		0		0		0	
45 - 49	0		6		5		0		0		0		0		0		0		0	
50 - 54	0		4		3		2		1		2		0		1		0		0	
55 - 59	0		3		3		1		2		1		0		4		0		0	
60 - 64	0		2		0		0		0		3		0		2		1		1	
65 - 69	0		0		1		0		0		0		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions

Effective date and most recent amendment

Initial effective date is July 1, 1950. The plan was amended effective January 1, 2008 and further amended effective January 1, 2009.

Plan year

The 12-month period beginning each January 1.

Eligibility for participation

All elapsed time employees who are in the active service of the employer are eligible to participate in the plan as of their employment date. 1,000 hour employees whose commencement date is on or after January 1, 2009 shall become a participant in the January 1st or July 1st after earning 1,000 hours of service in the year commencing on the date of employment or in a later plan year.

The following employees are not eligible to participate in this plan:

- Non-U.S. employees
- Employees covered by a collective bargaining agreement.
- Employees whose job classification makes them eligible to participate in another qualified pension plan sponsored by the employer, excluding The Budd Company Preferred Savings Plan or any other savings or profit sharing plan.
- Leased employees and independent contracts.

1,000 hour employees are part-time employees regularly schedule to work fewer than 40 hours per week or paid on an hourly basis, temporary employees whose term of employment is not intended to be indefinite but is intended to consist of a limited duration of two years or less, and employees paid on an hourly basis. Elapsed time employees are employees who are not 1,000 hour employees.

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SCHEDULE SB ATTACHMENTS

Vesting service

Vesting service for elapsed time employees begins on the first day of employment with the Company and affiliates and ends upon termination. Vesting service is granted for any period of severance that is less than one year.

Credited service

All Vesting Service except:

- Service obtained as an ineligible employee.
- Service credited for vesting purposes during a Period of Severance that is less than one year.

A 1,000 hour employee who became a participant on July 1st receives ½ year of credited service if the employee completes 500 hours of service between that July 1st and the following December 31st.

Compensation

Base Compensation: Regular base salary including elective deferrals (IRC §401(k) and IRC §125), but excluding overtime, cost-of-living allowances, shift premiums, commissions, bonuses, vacation or holiday pay paid in lieu of time off and other special forms of pay.

Compensation: W-2 compensation reported as IRC §3401(a) wages, without regard to rules that limit pay based on nature or location of employment or services performed, including unemployment compensation, income from outside employment offset by layoff benefits including elective deferrals under IRC §125, IRC §402(e)(3), or IRC §402(h).

Final average base compensation

The monthly average of the highest 36 consecutive full calendar months' base compensation out of last 60 months of employment that gives the highest average.

Final average gross earnings

The monthly average of the highest 3 calendar years' compensation out of last 5 calendar years prior to attaining normal retirement age that gives the highest average. Compensation for the current year is projected to the normal retirement age to determine the high 3-year average.

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Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Social Security benefit (PIA)

Primary Insurance Amount (PIA) payable at the plan's normal retirement age is calculated using constant future earnings. The past earnings are estimated using National Average Wages (NAW).

Accrued benefit

The lesser of (a) and (b), but not less than (c), where:

(a) 2% of Final Average Base Compensation times Credited Service up to 32.5 years.

(b) 75% of Final Average Gross Earnings minus 35% of PIA, with the resulting benefit multiplied by the ratio of Credited Service as of termination to Credited Service projected as of Normal Retirement Date. Credited Service for this calculation includes years during which the Participant was active in any other plan sponsored by the employer.

(c) $420 times years of Credited Service.

Normal or late retirement benefit

1. Eligibility: Age 65 and five years of participation in the plan.

2. Benefit: Accrued Benefit at Normal or Late Retirement Date.

SCHEDULE SB ATTACHMENTS

Early retirement benefit

1. Eligibility: Age 55 and 10 years of Vesting Service.

2. Benefit: Accrued Benefit at Early Retirement date multiplied by an early retirement factor due to earlier commencement of payments.

Age	Advanced Retirement Notice Given	Otherwise
65	100%	100%
64	100%	92.3%
63	100%	85.6%
62	100%	79.6%
61	100%	74.3%
60	100%	69.5%
59	93.3%	65.2%
58	86.7%	61.4%
57	80.8%	57.9%
56	75.2%	54.7%
55	69.4%	51.9%

The minimum benefit of $420 times service is not subject to an early retirement reduction.

Disability benefit

No disability benefit is provided under the plan. Participants on long-term disability continue to accrue credited service while employed by the employer. Upon termination or retirement, a disabled participant will receive the plan benefit that he/she is entitled under the normal, early or vested termination provisions of the plan.

SCHEDULE SB ATTACHMENTS

Vested benefits upon termination of service

Eligibility: 5 years of Vesting Service.

Benefit: Accrued Benefit payable at age 65. The participant with 10 or more years of Vesting Service may elect a reduced pension starting immediately. The monthly retirement benefit is reduced for early commencement as follows:

Age	Factor	Age	Factor
65	100%	59	65.2%
64	92.3%	58	61.4%
63	85.6%	57	57.9%
62	79.6%	56	54.7%
61	74.3%	55	51.9%
60	69.5%		

The participant's accrued benefit will be reduced for the cost of the pre-retirement joint and survivor annuity coverage.

Normal form of retirement income

The normal form of benefit for a single participant is a monthly annuity payable for life. The normal form for a participant who is married on his annuity starting date is a split benefit, where half of the benefit is payable in a Joint and 50% Survivor form, and the other half is payable as a Joint & 60% Survivor form, with a pop-up in the event of the spouse's death before the retiree's death, for the portion of the benefit accrued before 2008. For the portion of the benefit accrued after 2007, the normal form for married participants is the Joint and 50% Survivor form.

The option conversion factors to calculate the normal form of payment from a straight life benefit for a married participant are:

- Option factor for Joint and 50% Survivor part of benefit: 87% decreased 0.5% for each year the retiree's age exceeds the spouse's age (minimum 77%) and increased 0.5% for each year the spouse's age exceeds the retiree's age (maximum 96%).
- Option factor for Joint and 60% Survivor part of benefit: 95% decreased 0.5% for each year the retiree's age exceeds the spouse's age by more than five years and increased 0.5% for each year the retiree's age exceeds the spouse's age by more than five years (maximum 100%).

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Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Optional forms of payment

In lieu of the normal form of payment, the following actuarial equivalent optional forms of payment are available:

- Life Annuity
- Joint and Survivor Annuity with a 25%, 33-1/3%, 50%, 66-2/3%, 75% or 100% survivor benefit payable to the Participant's Spouse or other designated beneficiary (continuation percentages may be restricted for a non-spouse beneficiary depending on age of participant and beneficiary).

For the portion of the benefit accrued before 2008, participants may elect to receive their entire benefit under the Life Annuity or Joint and Survivor Annuity or receive half of their benefit under a form of payment listed above and the other half under the Joint and 60% Survivor Annuity described as part of the Normal form of payment.

Regardless of the form of payment selected, a participant other than a terminated vested participant, may elect to receive a temporary supplemental benefit of $250, $300 or $350 per month payable until age 62, with an actuarially reduced benefit payable from age 62 on, for the portion of the benefit accrued before 2008.

If the actuarial equivalent for a terminated vested participant is less than $5,000, the benefit shall be paid as a single sum payment.

In the event that the plan's AFTAP falls below certain thresholds employee may elect to bifurcate their benefit option or defer commencement until the option is no long prohibited.

SCHEDULE SB ATTACHMENTS

Pre-retirement death benefits

Eligibility: Completion of five or more years of Vesting Service and married at time of death.

Benefit: In the event of the death of an active participant after becoming eligible for early, normal or late retirement, the amount of the death benefit will be equal to the benefits payable as though the participant had terminated employment as of the date of death, elected the normal form of payment, and died the next day following the commencement of payments. If the employee and spouse have not been married for a full year prior to the date of death, the 50% Joint and Survivor form of payment will replace the Normal Form of payment. The participant will be treated as having given advance notice of retirement to determine the reduction factors for early commencement.

In the case where either (i) the employee was not yet eligible for early retirement at the date of death or, (ii) the participant was a former employee entitled to a deferred vested benefit, the benefit payable to the spouse is calculated as though the participant had terminated employment as of the date of death, elected the 50% Joint and Survivor form of payment commencing at the earliest age possible, and died the next day following the commencement of payments. The participant will be treated as not having given advanced notice of retirement to determine the reduction factors for early commencement.

Special Medicare benefit

Eligibility: Normal, Early or Late Retirement. Also payable to a surviving spouse of an active employee who dies after becoming eligible for an Early Retirement. Terminated vested participants are not eligible for this benefit. Not available to any new participants who enter the plan after 2007.

Benefit: A $40 monthly benefit payable to a participant or surviving spouse at age 65. This benefit is payable while the retiree or spouse continues to pay premiums for Social Security Medicare coverage.

UAW transfers

The E&A plan assumed responsibility for the UAW benefit liability of two closed groups of former UAW participants (1989, 1994) who had previously transferred to a salaried position. UAW benefits for these employees will be based on the terms of the UAW plan, as amended, and credited service earned while covered by the UAW plan. E&A benefits for these employees will be based on the terms of the E&A plan, as amended, and credited service earned while covered by the E&A plan. All benefits for these participating (E&A and UAW) will be paid from the E&A plan.

SCHEDULE SB ATTACHMENTS

Shelbyville transfers

Support associates who were covered by the Shelbyville plan prior to November 30, 1998 and transferred participation to the E&A plan had their benefit liability from the Shelbyville plan transferred to the E&A plan. Benefits for service prior to November 30, 1998 will be based on the terms of the Shelbyville plan and benefits for service after November 30, 1998 will be based on the terms of the E&A plan. All benefits for these participants (E&A and Shelbyville) will be paid from the E&A plan.

Special provisions for top-heavy plans

Not applicable; the plan has never been top-heavy.

Employee contributions

They are not required or permitted.

2011 statutory limits

Maximum Benefit: The Internal Revenue Code §415(B) maximum benefit payable as a life annuity for benefit commencement between ages 62 and 65 is $195,000 (unchanged from $195,000 in the prior year).

Plan Compensation Limit: The Internal Revenue Code §401(a)(17) maximum compensation that can be recognized for benefit calculation purposes is $245,000 for 2010 (unchanged from $245,000 in the prior year).

Substantive commitments

No substantive commitments other than the above plan provisions have been included in the valuation.

Changes in plan provisions since last actuarial valuation

- Changes in participation, vesting service and credited service were added to the plan for 1,000 hour employees, effective January 1, 2009.
- Changes were made to the optional forms of payment available when the plan's AFTAP falls bellow certain thresholds, as required by the Pension Protection Act of 2006.

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Plan Sponsor:	ThyssenKrupp Budd Company
Valuation Date	January 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	ThyssenKrupp Budd Company
EIN/PN	23-0443060/009
Plan Name	The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
Valuation Date	January 1, 2010
Enrolled Actuary	Thomas Ches
Enrollment Number	11-03969

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2010

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2010	40,544,366	7	40,544,366	6,823,296
2	Shortfall	01/01/2009	29,003,683	6	27,099,929	5,146,667
Total					67,644,295	11,969,963

Plan Name: The ThyssenKrupp Budd Company Pension Plan for Executive and Administrative Employees
EIN / PN: 23-0443060 / 009
Plan Sponsor: ThyssenKrupp Budd Company
Valuation Date: January 1, 2010

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ 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: ThyssenKrupp Budd Pension Plan for Exec & Admin Ees

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: The ThyssenKrupp Budd Company

D Employer Identification Number (EIN): 23-0443060

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2	Assets:			
	a Market value		2a	266,095,070
	b Actuarial value		2b	276,781,930
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	2,035	283,927,862
	b For terminated vested participants	3b	1,038	52,629,188
	c For active participants:			
	(1) Non-vested benefits	3c(1)		1,006,348
	(2) Vested benefits	3c(2)		8,789,553
	(3) Total active	3c(3)	71	9,795,901
	d Total	3d	3,144	346,352,951
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	6.58 %
6	Target normal cost		6	2,192,131

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

TC

Signature of actuary

10/10/2011

Date

Thomas Ches

Type or print name of actuary

11-03969

Most recent enrollment number

Towers Watson Delaware Inc.

Firm name

(248)936-7700

Telephone number (including area code)

28411 Northwestern Highway

Southfield MI 48034

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 [ ]

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)	8,028,296	0
8	Portion used to offset prior year's funding requirement (item 35 from prior year)	1,015,616	0
9	Amount remaining (item 7 minus item 8)	7,012,680	0
10	Interest on item 9 using prior year's actual return of 21.95%	1,539,283	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (item 38 from prior year)		2,990,191
b	Interest on (a) using prior year's effective rate of 8.22%		385,238
c	Total available at beginning of current plan year to add to prefunding balance		3,375,429
d	Portion of (c) to be added to prefunding balance		3,375,429
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)	8,551,963	3,375,429

Part III Funding percentages

14	Funding target attainment percentage	14	76.46 %
15	Adjusted funding target attainment percentage	15	76.46 %
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	87.00 %
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
04/15/2010	545,919				
07/15/2010	1,758,485				
09/01/2011	3,144,000				
			Totals ▶ 18(b)	5,448,404	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	5,062,251

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 4

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**		2,192,131
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		67,644,295	11,969,963
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**		0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	**34**		14,162,094

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	8,551,963	547,880	9,099,843

36 Additional cash requirement (item 34 minus item 35)	**36**	5,062,251
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	5,062,251
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