

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
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☒ a multiple-employer plan; or	
	☐ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLANTRUST</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1984</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ZF GROUP NORTH AMERICAN OPERATIONS</u> <u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</u>	2b Employer Identification Number (EIN) <u>61-1462969</u>	2c Sponsor's telephone number <u>734-207-2843</u>	2d Business code (see instructions) <u>336300</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2011</u>	<u>CONNIE RIGHTMER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ZF GROUP NORTH AMERICAN OPERATIONS 15811 CENTENNIAL DRIVE NORTHVILLE, MI 48168	3b Administrator's EIN 61-1462969 3c Administrator's telephone number 734-207-2843
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3592
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	2976
b Retired or separated participants receiving benefits.....	6b	30
c Other retired or separated participants entitled to future benefits.....	6c	1006
d Subtotal. Add lines 6a , 6b , and 6c	6d	4012
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	33
f Total. Add lines 6d and 6e	6f	4045
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3316
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	26
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLANTRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF GROUP NORTH AMERICAN OPERATIONS	D Employer Identification Number (EIN) 61-1462969	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID INV INST OPS CO
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	46967	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	9035	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ABF SM CAP VAL INV - BOSTON FINANCI	0.40%	
04-1867445		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX BALANCED - BOSTON FINAN	0.10%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX STOCK - BOSTON FINANCIA	0.10%	
04-2526037		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARTFORD SMALL CO Y - CI HICC CORP. 41-0679409		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.15%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.50%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.25%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP BLUE CHIP GRTH - T ROWE PRICE I 52-1184650	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS SHORT TERM BOND FUND CLASS T 151 DETROIT ST. DENVER, CO 80206	.34%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METROPOLITAN WEST TOT RETURN BOND C 865 SOUTH FIGUEROA ST., SUITE 2100 LOS ANGELES, CA 90017	.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY GROWTH	4151 AMON CARTER BLVD MAILDROP 2450 FORT WORTH, TX 76155	.35%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOTAL RETURN CLASS D	1345 AVENUE OF THE AMERICAS, 3RD FL NEW YORK, NY 10105	.35%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SCOUT INTERNATIONAL FUND	3707 WEST MAPLE RD. BLOOMFIELD HILLS, MI 48301	.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MANNING & NAPIER WORLD OPPT SER CL 290 WOODCLIFF DR. FAIRPORT, NY 14450	.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTIO INTERNATIONAL EQUITY FUND II P.O. BOX 4664, GRAND CENTRAL STATIO NEW YORK, NY 10163	.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BUFFALO MID CAP FUND 615 E. MICHIGAN STREET MILWAUKEE, WI 53202	.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEWS CHINA FUND 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
KALMAR GROWTH WITH VALUE SMALL CAP 3701 KENNETT PIKE WILMINGTON, DE 19807	12.00	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS GREATER CHINA CL A 2930 E 3RD AVENUE DENVER, CO 80206-4658	12.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RIDGEWORTH INTERMED BOND CL I 100 HUNTINGTON AVENUE BOSTON, MA 02116	12.00	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABERDEEN CHINA OPPORTUNITES FD CL A 1735 MARKET STREET, 32ND FLOOR PHILADELPHIA, PA 19103	0.25% + 12.00	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
YACKTMAN FOCUSED FD 6300 BRIDGEPOINT PARKWAY AUSTIN, TX 78730	.40%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
<div>A</div> Name of plan ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLANTRUST				<div>B</div> Three-digit plan number (PN) ▶ 001	
<div>C</div> Plan or DFE sponsor's name as shown on line 2a of Form 5500 ZF GROUP NORTH AMERICAN OPERATIONS				<div>D</div> Employer Identification Number (EIN) 61-1462969	
<div>Part I</div> 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)					
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT					
<div>b</div> Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
<div>c</div> EIN-PN 04-3022712-024		<div>d</div> Entity code C		<div>e</div> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8554433	
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
<div>b</div> Name of sponsor of entity listed in (a):					
<div>c</div> EIN-PN		<div>d</div> Entity code		<div>e</div> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
<div>b</div> Name of sponsor of entity listed in (a):					
<div>c</div> EIN-PN		<div>d</div> Entity code		<div>e</div> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
<div>b</div> Name of sponsor of entity listed in (a):					
<div>c</div> EIN-PN		<div>d</div> Entity code		<div>e</div> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
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<div>b</div> Name of sponsor of entity listed in (a):					
<div>c</div> EIN-PN		<div>d</div> Entity code		<div>e</div> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
<div>b</div> Name of sponsor of entity listed in (a):					
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<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
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<div>a</div> Name of MTIA, CCT, PSA, or 103-12 IE:					
<div>b</div> Name of sponsor of entity listed in (a):					
<div>c</</div>					

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLANTRUST	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF GROUP NORTH AMERICAN OPERATIONS	D Employer Identification Number (EIN) 61-1462969	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	5312010
(2) Participant contributions	1b(2)	21569	186679
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	23794298	21053555
(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)	1445017	2508547
(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)	6093142	6180252
(9) Value of interest in common/collective trusts.....	1c(9)	2573802	8554433
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	114998704	150525648
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	180	101

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	148926712	194321225

Liabilities

g Benefit claims payable	1g	462735	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	74
k Total liabilities (add all amounts in lines 1g through 1j)	1k	462735	74

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	148463977	194321151
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	13751482	
(B) Participants	2a(1)(B)	7609528	
(C) Others (including rollovers)	2a(1)(C)	1476255	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		22837265

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4075	
(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)	347699	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		351774

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	43278	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3142751	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3186029

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2463938	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2468065	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-4127

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	397118	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		397118
(6) Net investment gain (loss) from common/collective trusts	2b(6)		236101
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		16421204
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		43425364

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19384279	
(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)		19384279
f Corrective distributions (see instructions)	2f		170379
g Certain deemed distributions of participant loans (see instructions).....	2g		35088
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	9035	
(4) Other	2i(4)	44016	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		53051
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		19642797

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23782567
l Transfers of assets:			
(1) To this plan.....	2l(1)		22356208
(2) From this plan	2l(2)		281601

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: CLARK SCHAEFER HACKETT

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒	☐	64
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	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?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
SOMIC AMERICA INC. 401K PLAN	24-0424674	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLANTRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZF GROUP NORTH AMERICAN OPERATIONS</u>	D Employer Identification Number (EIN) <u>61-1462969</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
October 12, 2011

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cincinnati, oh 45202

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

Financial Statements and Supplemental Schedules

December 31, 2010 and 2009

(with Independent Auditors' Report)

TABLE OF CONTENTS

Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4-13
Supplemental Schedules:	
Schedule of Delinquent Participant Contributions	14
Schedule of Assets (Held at End of Year)	15-20



INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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ZF Group North American Operations and
Affiliated Companies 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$ 150,525,648	114,998,704
Common/collective trust	8,554,433	2,573,802
Money market funds	21,053,555	23,794,298
Common stocks	2,508,547	1,445,017
Other	<u>101</u>	<u>180</u>
	<u>182,642,284</u>	<u>142,812,001</u>
Receivables:		
Employer contributions	5,312,010	4,809,770
Participant contributions	186,679	21,569
Notes receivable from participants	<u>6,370,804</u>	<u>6,275,401</u>
	<u>11,869,493</u>	<u>11,106,740</u>
 Total assets	 <u>194,511,777</u>	 <u>153,918,741</u>
Liabilities:		
Corrective distributions payable	-	462,735
Other liabilities	<u>74</u>	<u>-</u>
 Total liabilities	 <u>74</u>	 <u>462,735</u>
 Net assets available for benefits, at fair value	 194,511,703	 153,456,006
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	 <u>(69,556)</u>	 <u>47,860</u>
 Net assets available for benefits	 \$ <u><u>194,442,147</u></u>	 <u><u>153,503,866</u></u>

See accompanying notes to the financial statements.

ZF Group North American Operations and
 Affiliated Companies 401(k) Retirement Plan
 Statement of Changes in Net Assets Available for Benefits
 Year Ended December 31, 2010

Additions:

Interest and dividend income	\$ 3,242,661
Net appreciation in fair value of investments	<u>16,880,323</u>
	<u>20,122,984</u>

Interest income on notes receivable from participants	<u>347,699</u>
---	----------------

Contributions:

Employer	8,941,712
Participants	7,609,528
Rollovers	<u>1,476,255</u>

18,027,495

Total additions	<u>38,498,178</u>
-----------------	-------------------

Deductions:

Benefit payments	19,581,453
Administrative expenses	<u>53,051</u>

Total deductions	<u>19,634,504</u>
------------------	-------------------

Net increase	18,863,674
--------------	------------

Net transfers to/from plan	22,074,607
----------------------------	------------

Net assets available for benefits:

Beginning of year	<u>153,503,866</u>
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End of year	<u><u>\$ 194,442,147</u></u>
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See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

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

General

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

The following entities were no longer participating employers in the Plan as of December 31, 2010: ZF Commercial Suspension Systems & Components, LLC, ZF Corporate Services, LLC, ZF Trading North America, LLC.

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

Contributions

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

Effective March, 2009, the Company suspended the matching contributions for the non-union groups through the end of the year. Until March, 2009, the Company made matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation for the non-union groups. The Paris Union (ZF Boge Elastmetall, LLC) had matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation until October, 2009 when the location was closed. The Tuscaloosa Union (ZF Lemforder Corporation) had matching contributions of 100% of the first 2%, plus 50% on next 2% of eligible compensation. The Chicago Union had matching of 100% of the first 1%, plus 50% of the next 4% of eligible compensation. The Company may also make qualified non-elective and discretionary retirement contributions. The Company reinstated the matching contributions for the non-union groups effective January 2010.

The Company made a discretionary retirement contribution in 2010 of 4% of eligible compensation, plus an additional 4% of compensation in excess of the taxable wage base under the Federal Social Security Act. There were no other retirement account contributions for union groups in 2010.

Participant accounts

A participant's account is credited with the contributions made to the Plan on behalf of the participant and adjusted for earnings and losses thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

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

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through biweekly payroll deductions

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution, or rollover their vested amounts to another qualified retirement account.

Forfeited accounts

At December 31, 2010 and 2009 forfeited nonvested accounts totaled \$129,200 and \$144,580 respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions or Plan expenses. In December 31, 2010, forfeitures of \$214,324 were used to reduce employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**Basis of accounting**

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. The Statements of Net Assets Available for Benefits presents the fair value of the investments in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Effective with the plan year ended December 31, 2010, the Plan elected to adopt the new standard which requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. This change was made retroactive to December 31, 2009.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

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

Payment of benefits

Benefits are recorded when paid.

Operating expenses

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

Subsequent events

The Plan has evaluated subsequent events through October 12, 2011, the date on which the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY TRUSTEE:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified information regarding the fair value of investments and related income.

4. INVESTMENTS:

The Plan provides for participant directed investment programs. Investments of employee and employer contributions can be made into various funds in accordance with each participant's election.

Investments at fair value that represent 5% or more of Plan net assets at December 31, 2010 and 2009, are as follows:

	<u>2010</u>	<u>2009</u>
PIMCO Total Return Fund	\$ 12,804,954	11,367,120
Spartan 500 Index Fund	16,270,044	13,438,628
Fidelity OTC Portfolio Fund	15,578,562	14,163,318
Fidelity Diversified International Fund	12,226,204	10,281,492
Fidelity Freedom K 2020 Fund	13,237,204	9,409,988
Fidelity Freedom K 2030 Fund	15,493,532	11,982,635
Fidelity Retirement Money Market Fund	20,274,846	22,836,080

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds and money market funds	\$ 16,486,975
Common stocks	<u>393,348</u>
	<u>\$ 16,880,323</u>

5. FAIR VALUE MEASUREMENTS:

Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds and money market funds: Valued at the net asset value of shares held by the plan at year end.

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

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

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

ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2010 and 2009

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of:

<u>Fair Value Measurements at December 31, 2010</u>				
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 24,243,832	24,243,832	-	-
Blended funds	88,058,379	88,058,379	-	-
Intermediate bond funds	13,006,405	13,006,405	-	-
Value funds	24,251,499	24,251,499	-	-
Inflation protected bonds	754,765	754,765	-	-
Short-term bonds	127,057	127,057	-	-
Unclassified	<u>83,711</u>	<u>83,711</u>	<u>-</u>	<u>-</u>
Total mutual funds	150,525,648	150,525,648	-	-
Money market funds	21,053,555	21,053,555	-	-
Common/collective trust:				
Managed income	8,554,433	-	8,554,433	-
Common stocks:				
Business services	134,712	134,712	-	-
Consumer goods	391,046	391,046	-	-
Consumer services	224,875	224,875	-	-
Energy	96,542	96,542	-	-
Financial services	160,523	160,523	-	-
Hardware	239,579	239,579	-	-
Healthcare services	179,848	179,848	-	-
Industrial materials	295,769	295,769	-	-
Media	17,106	17,106	-	-
Software	11,856	11,856	-	-
Telecommunications	405,382	405,382	-	-
Utilities	210,097	210,097	-	-
Unclassified	<u>141,212</u>	<u>141,212</u>	<u>-</u>	<u>-</u>
Total common stock	2,508,547	2,508,547	-	-
Other	<u>101</u>	<u>101</u>	<u>-</u>	<u>-</u>
Total investments at fair value	\$ <u>182,642,284</u>	<u>174,087,851</u>	<u>8,554,433</u>	<u>-</u>

ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2010 and 2009

Fair Value Measurements at December 31, 2009

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 15,684,744	15,684,744	-	-
Blended funds	69,692,813	69,692,813	-	-
Intermediate bond funds	11,367,120	11,367,120	-	-
Value funds	17,953,236	17,953,236	-	-
Inflation protected bonds	217,029	217,029	-	-
Short-term bonds	37,161	37,161	-	-
Unclassified	<u>46,601</u>	<u>46,601</u>	-	-
Total mutual funds	114,998,704	114,998,704	-	-
Money market funds	23,794,298	23,794,298	-	-
Common/collective trust:				
Managed income	2,573,802	-	2,573,802	-
Common stocks:				
Business services	54,144	54,144	-	-
Consumer goods	205,577	205,577	-	-
Consumer services	73,550	73,550	-	-
Energy	139,437	139,437	-	-
Financial services	133,486	133,486	-	-
Hardware	116,588	116,588	-	-
Healthcare services	90,503	90,503	-	-
Industrial materials	168,942	168,942	-	-
Media	5,333	5,333	-	-
Software	5,693	5,693	-	-
Telecommunications	207,144	207,144	-	-
Utilities	212,701	212,701	-	-
Unclassified	<u>31,919</u>	<u>31,919</u>	-	-
Total common stock	1,445,017	1,445,017	-	-
Other	<u>180</u>	<u>180</u>	-	-
Total investments at fair value	\$ <u>142,812,001</u>	<u>140,238,199</u>	<u>2,573,802</u>	<u>-</u>

6. PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments are shares of money market funds, mutual funds and collective trusts managed by Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions.

Administrative fees of the Plan are paid by the Company. The Company provides certain accounting, recordkeeping and administrative services to the Plan for which it is not compensated.

7. PLAN TERMINATION:

Although they have not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

8. TAX STATUS:

The Internal Revenue Service has determined and informed the Company by letter dated September 23, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

9. RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

10. DELINQUENT PARTICIPANT CONTRIBUTIONS:

Deposits of participant deferrals totaling \$64 were not made on a timely basis in 2010. The Company has corrected this error by contributing lost earnings on the late contributions in 2011.

11. TRANSFER TO/FROM THE PLAN:

The Company acquired the Cherry Corporation near the end of 2009. The funds related to the employees of the Cherry Corporation were transferred in to the Plan near the beginning of 2010.

12. RECONCILIATION TO FORM 5500:

The following is a reconciliation of net assets available for benefits and changes in the net assets available for benefits per the financial statements at December 31, 2010 and 2009 to Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements, at contract value	\$ 194,442,147	153,503,866
Adjustment to fair value	69,556	(47,860)
Less: Loans deemed distributed in 2010 and 2009 not on 5500	(190,552)	(182,259)
Less: Employer contribution receivable not on 5500	<u>-</u>	<u>(4,809,770)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 194,321,151</u>	<u>148,463,977</u>
Participant loans per the financial statements	\$ 6,370,804	6,275,401
Less: Loans deemed distributed in 2010 and 2009 not on 5500	<u>(190,552)</u>	<u>(182,259)</u>
Participant loans per Schedule H of Form 5500	<u>\$ 6,180,252</u>	<u>6,093,142</u>
Employer contributions per financial statements	\$ 8,941,712	
Plus: 2009 employer contribution receivable not on 5500	<u>4,809,770</u>	
Employer contributions per Schedule H of Form 5500	<u>\$ 13,751,482</u>	
Benefit payments per financial statements	\$ 19,581,453	
Less: Loans deemed distributed in 2009 not on 5500	(182,259)	
Plus: Loans deemed distributed in 2010 not on 5500	<u>190,552</u>	
Benefit payments per Schedule H of Form 5500	<u>\$ 19,589,746</u>	
Net increase in net assets per financial statements	\$ 18,863,674	
Plus: Loans deemed distributed in 2009 not on 5500	182,259	
Less: Loans deemed distributed in 2010 not on 5500	(190,552)	
Plus: 2009 employer contribution receivable not on 5500	4,809,770	
Net adjustment to fair value	<u>117,416</u>	
Net increase in net assets per Form 5500	<u>\$ 23,782,567</u>	

ZF Group North American Operations and
 Affiliated Companies 401(k) & Retirement Plan
 Notes to the Financial Statements
 Years Ended December 31, 2010 and 2009

	<u>2010</u>	
	<u>Per</u> <u>Statements</u>	<u>Per</u> <u>5500</u>
Interest and dividend income	\$ 3,242,661	3,190,104
Interest income on notes receivable from participants	347,699	347,699
Net gain from investments	16,880,323	17,050,296
Net adjustment from contract to fair value	<u>117,416</u>	<u>-</u>
	<u>\$ 20,588,099</u>	<u>20,588,099</u>

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Delinquent Participant Contributions
December 31, 2010

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

		<u>Total that Constitute Nonexempt Prohibited Transactions</u>			
<u>Participant Contributions Transferred Late to Plan</u>		<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	<u>Total Fully Corrected Under VFCP and PTE 2002-51</u>
\$ 64		\$ -	-	-	64

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ABBOTT LABORATORIES NFS IS A SPECIALIST	Common Stock	**	4,876
	ACCURIDE CORP NEW COM NEW	Common Stock	**	64
	ACTIVISION BLIZZARD INC COM	Common Stock	**	1,244
	ADAMIS PHARMACEUTICALS CORP	Common Stock	**	66
	ADVANCED MICRO DEVICES INC	Common Stock	**	4,090
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	3,515
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	19,191
	AGFEED INDS INC COM	Common Stock	**	1,176
	AGNICO EAGLE MINES LTD	Common Stock	**	3,068
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	44
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	2,127
	ALLEGHENY ENERGY INC	Common Stock	**	12,120
	ALLIANCE FIBER OPTIC PRODS INC COM NEW	Common Stock	**	83,104
	ALLIED HEALTHCARE IN TL INC	Common Stock	**	2,520
	ALLOS THERAPEUTICS INC	Common Stock	**	1,153
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	94,457
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	5,144
	AMERICAN EAGLE OUTFITTERS	Common Stock	**	5,121
	AMERICAN INTL GROUP INC COM NEW	Common Stock	**	519
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	12,013
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	2,768
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	16,128
	ARCHER DANIELS MIDLAND	Common Stock	**	8,534
	ARVINMERITOR INC	Common Stock	**	10,260
	AT&T INC COM	Common Stock	**	181,127
	ATLANTIC TELE NETWRK INC NEW	Common Stock	**	3,837
	AUDIOVOX CORP CL A	Common Stock	**	863
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	2,822
	AVISTA CORP	Common Stock	**	3,538
	BAIDU COM INC SPON ADR RESTG ORD SHS CL	Common Stock	**	9,653
	BALLARD PWR SYS INC NEW COM	Common Stock	**	300
	BANCO BILBAO VIZCAYA ARGENTARIA S	Common Stock	**	2,034
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	18,460
	BANK OF AMERICA CORP	Common Stock	**	3,076
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	4,478
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	24,033
	BIONOVO INC COM NEW	Common Stock	**	510
	BIOSANTE PHARMACEUTICALS INC	Common Stock	**	1,640
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	3,263
	BP PLC SPON ADR REPSNTG	Common Stock	**	2,209
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	11,325
	BUILDERS FIRSTSOURCE INC COM	Common Stock	**	19,700
	CAPSTEAD MTG CORP COM NO PAR	Common Stock	**	1,637
	CARDINAL HEALTH INC NFS LLC IS A	Common Stock	**	5,814
	CARDIOVASCULAR BIOTHERAPEUTICS INC	Common Stock	**	34
	CELL THERAPEUTICS INC COM NO PAR	Common Stock	**	26
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	11,578
	CENTURYTEL INC	Common Stock	**	369
	CHIMERA INVT CORP COM	Common Stock	**	411
	CHINA GRENTech CORP LTD ADR	Common Stock	**	12,720

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CHINA TECHFAITH WIRELESS	Common Stock	**	110,170
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	42,463
	CITIGROUP INC NFS IS A SPECIALIST	Common Stock	**	10,879
	CLEAN ENERGY FUELS CORP	Common Stock	**	1,924
	CUMULUS MEDIA INC	Common Stock	**	2,155
	CVS CORP DEL NFS LLC IS A	Common Stock	**	12,170
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,432
	DEAN FOODS CO	Common Stock	**	2,652
	DELL INC	Common Stock	**	13,550
	DENDREON CORP	Common Stock	**	6,984
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	2,404
	DIGI INTL INC	Common Stock	**	5,073
	DIREXION SHS ETF TR DAILY FINL BEAR 3X	Common Stock	**	473
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	3,857
	DJSP ENTERPRISES INCORPORATED SHS	Common Stock	**	195
	DRYSHIPS INC ISIN #MHY2109Q1017	Common Stock	**	7,631
	DUKE ENERGY CORP NEW COM	Common Stock	**	117,546
	DUOYUAN PRTG INC COM	Common Stock	**	847
	EMERGENCY MED SVCS CRP CL A	Common Stock	**	6,461
	EXELIXIS INC	Common Stock	**	40,229
	EXFO INC SUB VTG SHS ISIN #CA3020461073	Common Stock	**	2,012
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	40,041
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	300
	FORD MTR CO DEL COM	Common Stock	**	70,014
	FORTESCUE METAL GRP LTD SHS	Common Stock	**	4,693
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	305
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	36,750
	FREESEAS INC SHS NEW ISIN #MHY264961449	Common Stock	**	3,564
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	10,148
	GENCO SHIPPING & TRADING LIMITED SHS	Common Stock	**	3,140
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	68,064
	GENERAL STEEL HLDGS INC	Common Stock	**	6,601
	GENOMIC HEALTH INC COM	Common Stock	**	10,695
	GENUINE PARTS CO	Common Stock	**	5,284
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	4,070
	GOLDCORP INC NEW	Common Stock	**	9,242
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	1,377
	GOLDMAN SACHS GROUP INC	Common Stock	**	59,273
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	2,335
	GREENHAVEN CONTINUOUS COMMODITY	Common Stock	**	3,295
	GULF ALTERNATIVE ENERGY CORP COM	Common Stock	**	3
	HANSEN MED INC COM	Common Stock	**	171
	HEALTHSOUTH CORP COM NEW	Common Stock	**	3,314
	HEMISPERIX BIOPRIMA INC	Common Stock	**	741
	HERCULES OFFSHORE INC COM	Common Stock	**	4,990
	HOOVER HOLMES INC	Common Stock	**	12,600
	IDO SEC INC	Common Stock	**	3,965
	IMAX CORP	Common Stock	**	98,245
	IMMERSION CORP	Common Stock	**	6,710
	IMMUNOGEN INC NFS LLC IS A MARKET	Common Stock	**	2,315

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	INFINERA CORP	Common Stock	**	10,330
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	36,660
	IPG PHOTONICS CORP COM	Common Stock	**	31,620
	JOES JEANS INC COM	Common Stock	**	3,110
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	9,304
	JONES SODA CO	Common Stock	**	3,570
	KRAFT FOODS INC CL A	Common Stock	**	15,924
	LANDEC CORP	Common Stock	**	5,980
	LAS VEGAS SANDS CORP	Common Stock	**	16,083
	LATITUDE INDS INC COM NEW 2008	Common Stock	**	7
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	55
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	3,710
	LIVEPERSON INC	Common Stock	**	37,290
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	24
	LUKE ENTMT INC COM	Common Stock	**	2,000
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	3,094
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	10,704
	MARRIOTT INTL INC CL A	Common Stock	**	1,500
	MASSEY ENERGY CO	Common Stock	**	10,811
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	3,095
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	2,815
	MERCK & CO INC NEW COM	Common Stock	**	3,460
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	2,791
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	29,940
	MOTRICITY INC COM USD0.001	Common Stock	**	1,857
	MPHASE TECHNOLOGIES INC	Common Stock	**	90
	NETFLIX COM INC COM	Common Stock	**	87,850
	NOBLE CORPORATION BAAR NAMEN -AKT	Common Stock	**	21,462
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	310
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	11,189
	NORTHGATE EXPL LTD	Common Stock	**	480
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	29,334
	NUTRITION 21 INC	Common Stock	**	19
	OCEANFREIGHT INC CL A ISIN #MHY642021155	Common Stock	**	278
	OCLARO INC COM NEW	Common Stock	**	224
	OIL SVC HOLDRS TR OIL SVC HOLDERS	Common Stock	**	70,265
	OILSANDS QUEST INC COM	Common Stock	**	749
	ON SEMICONDUCTOR CRP	Common Stock	**	1,976
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	1,565
	PANERA BREAD COMPANY CL A	Common Stock	**	3,036
	PARAMOUNT GOLD MNG CORP	Common Stock	**	4,720
	PETROALGAE INC COM	Common Stock	**	2,200
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	14,489
	PHILIP MORRIS INTL INC COM	Common Stock	**	37,240
	POWERSHARES INDIA EXCHANGE TRADED FD	Common Stock	**	59,269
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	5,446
	QAD INC CL A	Common Stock	**	846
	QAD INC CL B	Common Stock	**	229
	QUEST OIL CORP COM	Common Stock	**	35
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	2,048

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	RESEARCH IN MOTION LTD	Common Stock	**	5,813
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	8,462
	SEARS HLDGS CORP	Common Stock	**	22,125
	SELECT COMFORT CORP	Common Stock	**	9,130
	SIRIUS XM RADIO INC COM	Common Stock	**	6,373
	SKECHERS USA INC	Common Stock	**	18,000
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	88,978
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	12,980
	SPDR INDEX SHS FDS S&P CHINA ETF	Common Stock	**	54,009
	SPECTRA ENERGY CORP COM	Common Stock	**	1,250
	SPRINT CORP (FON GROUP)	Common Stock	**	533
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	3,548
	TEJON RANCH CO	Common Stock	**	11,020
	TENET HEALTHCARE CORP	Common Stock	**	6,690
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	5,291
	THESTREET.COM INC	Common Stock	**	1,335
	THOMPSON CREEK METALS CO INC	Common Stock	**	3,680
	THORATEC CORP NEW FORMERLY THORATEC	Common Stock	**	2,832
	TITANIUM METALS CORP COM NEW	Common Stock	**	10,308
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	10,696
	TOTAL SYS SVCS INC	Common Stock	**	15,380
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	6,951
	TTM TECHNOLOGIES INC	Common Stock	**	746
	ULTRA PETROLEUM CORP	Common Stock	**	4,777
	UNITED STATES STEEL CORP	Common Stock	**	23,368
	URANIUM RES INC COM PAR \$0.001	Common Stock	**	408
	US GLOBAL INVESTORS INC CL A	Common Stock	**	3,264
	VERIZON COMMUNICATIONS	Common Stock	**	6,440
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	2,735
	WASHINGTON MUTUAL INC	Common Stock	**	60
	WELLS FARGO & CO NEW	Common Stock	**	434
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,043
	WIZZARD SOFTWARE CORP NEW	Common Stock	**	7,500
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	29,901
	XSTRATA PLC SHS ISIN #GB0031411001	Common Stock	**	11,785
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	16,630
	YAMANA GOLD INC ISIN #CA98462Y1007	Common Stock	**	384
	YUM! BRANDS INC	Common Stock	**	2,453
	ZHONE TECHNOLOGIES INC NEW COM NEW	Common Stock	**	41
		Total Common Stock		<u>2,508,547</u>
	ABERDEEN CHINA OPPORTUNITES FD CL A	Mutual Fund	**	17,696
	ABF SM CAP VAL INV	Mutual Fund	**	4,291,021
	AMERICAN CENTURY GROWTH	Mutual Fund	**	42,325
	ANWORTH MTG ASSET CORP	Mutual Fund	**	1,519
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	43,391
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	12,654
	BUFFALO MID CAP FUND	Mutual Fund	**	29,358
	DODGE & COX BALANCED	Mutual Fund	**	2,805,902

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	DODGE & COX STOCK	Mutual Fund	**	1,376,449
	DREYFUS PREMIER GREATER CHINA CL A	Mutual Fund	**	37,569
*	FID CAPITAL & INCOME	Mutual Fund	**	4,056,578
*	FID DIVERSIFIED INTL	Mutual Fund	**	12,226,204
*	FID FREEDOM K 2000	Mutual Fund	**	597,948
*	FID FREEDOM K 2010	Mutual Fund	**	3,819,484
*	FID FREEDOM K 2020	Mutual Fund	**	13,237,204
*	FID FREEDOM K 2030	Mutual Fund	**	15,493,532
*	FID FREEDOM K 2040	Mutual Fund	**	6,266,751
*	FID FREEDOM K 2050	Mutual Fund	**	1,427,138
*	FID FREEDOM K INCOME	Mutual Fund	**	514,485
*	FID MID CAP STOCK	Mutual Fund	**	6,985,853
*	FID OTC PORTFOLIO	Mutual Fund	**	15,578,562
*	FID REAL ESTATE INVS	Mutual Fund	**	4,817,818
*	FIDELITY EMERGING MARKETS	Mutual Fund	**	5,031
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	22,503
*	FIDELITY INT'L GROWTH & INCOME	Mutual Fund	**	8,634
*	FIDELITY LOW PR STK	Mutual Fund	**	7,558,431
*	FIDELITY SELECT BROKERAGE & INVS MGT	Mutual Fund	**	2,808
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,503
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	35,033
*	FIDELITY SELECT MEDICAL EQUIP&SYSTEM	Mutual Fund	**	2,921
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	39,744
	HARTFORD SMALL CO Y	Mutual Fund	**	2,650,986
	JANUS SHORT TERM BOND	Mutual Fund	**	127,057
	KALMAR GROWTH WITH VALUE SMALL CAP FUNE	Mutual Fund	**	30,999
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	42,867
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	49,549
	MATTHEWS CHINA FUND	Mutual Fund	**	48,634
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	36,604
	MFS VALUE R3	Mutual Fund	**	8,121,383
	PENN VA GP HLDGS L P COM UNIT REPSTG	Mutual Fund	**	7,106
	PIMCO TOT RETURN ADM	Mutual Fund	**	12,804,954
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	51,988
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	24,584
	SCOUT INTERNATIONAL	Mutual Fund	**	47,109
*	SPARTAN 500 INDEX	Mutual Fund	**	16,270,044
*	SPARTAN INTL INDEX	Mutual Fund	**	2,167,603
	STRATEGIC HOTEL CAP INC	Mutual Fund	**	24,863
	TRP BLUE CHIP GRTH	Mutual Fund	**	5,578,180
	VANG INFL PROT SEC	Mutual Fund	**	732,262
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	50,751
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	88,275
	VANGUARD ENERGY	Mutual Fund	**	52,200
	VANGUARD EQUITY INCOME	Mutual Fund	**	49,485
	VANGUARD MORGAN GROWTH	Mutual Fund	**	45,284
	VANGUARD WELLINGTON FUND	Mutual Fund	**	11,837
	YACKTMAN FOCUSED FD	Mutual Fund	**	50,995
Total Mutual Funds				150,525,648

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	FID MGD INC PORT	Common/Collective Trust	**	8,554,433
	ACCURIDE CORP NEW WT EXP02/26/2012	Other	**	101
*	FIDELITY CASH RESERVES	Money Market	**	705,854
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	72,855
*	FIDELITY RETIRE MMKT	Money Market	**	<u>20,274,846</u>
		Total Money Market Funds		<u>21,053,555</u>
*	Participant Loans	Various maturities (3.64% - 11.50%)	\$ -	<u>6,180,252</u>
				<u>\$ 188,822,536</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ABBOTT LABORATORIES NFS IS A SPECIALIST	Common Stock	**	4,876
	ACCURIDE CORP NEW COM NEW	Common Stock	**	64
	ACTIVISION BLIZZARD INC COM	Common Stock	**	1,244
	ADAMIS PHARMACEUTICALS CORP	Common Stock	**	66
	ADVANCED MICRO DEVICES INC	Common Stock	**	4,090
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	3,515
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	19,191
	AGFEED INDS INC COM	Common Stock	**	1,176
	AGNICO EAGLE MINES LTD	Common Stock	**	3,068
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	44
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	2,127
	ALLEGHENY ENERGY INC	Common Stock	**	12,120
	ALLIANCE FIBER OPTIC PRODS INC COM NEW	Common Stock	**	83,104
	ALLIED HEALTHCARE IN TL INC	Common Stock	**	2,520
	ALLOS THERAPEUTICS INC	Common Stock	**	1,153
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	94,457
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	5,144
	AMERICAN EAGLE OUTFITTERS	Common Stock	**	5,121
	AMERICAN INTL GROUP INC COM NEW	Common Stock	**	519
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	12,013
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	2,768
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	16,128
	ARCHER DANIELS MIDLAND	Common Stock	**	8,534
	ARVINMERITOR INC	Common Stock	**	10,260
	AT&T INC COM	Common Stock	**	181,127
	ATLANTIC TELE NETWRK INC NEW	Common Stock	**	3,837
	AUDIOVOX CORP CL A	Common Stock	**	863
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	2,822
	AVISTA CORP	Common Stock	**	3,538
	BAIDU COM INC SPON ADR RESTG ORD SHS CL	Common Stock	**	9,653
	BALLARD PWR SYS INC NEW COM	Common Stock	**	300
	BANCO BILBAO VIZCAYA ARGENTARIA S	Common Stock	**	2,034
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	18,460
	BANK OF AMERICA CORP	Common Stock	**	3,076
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	4,478
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	24,033
	BIONOVO INC COM NEW	Common Stock	**	510
	BIOSANTE PHARMACEUTI CALS INC	Common Stock	**	1,640
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	3,263
	BP PLC SPON ADR REPSNTG	Common Stock	**	2,209
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	11,325
	BUILDERS FIRSTSOURCE INC COM	Common Stock	**	19,700
	CAPSTEAD MTG CORP COM NO PAR	Common Stock	**	1,637
	CARDINAL HEALTH INC NFS LLC IS A	Common Stock	**	5,814
	CARDIOVASCULAR BIOTHERAPEUTICS INC	Common Stock	**	34
	CELL THERAPEUTICS INC COM NO PAR	Common Stock	**	26
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	11,578
	CENTURYTEL INC	Common Stock	**	369
	CHIMERA INVT CORP COM	Common Stock	**	411
	CHINA GRENTech CORP LTD ADR	Common Stock	**	12,720

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule of Assets (Held at Year End)
December 31, 2010

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

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	CHINA TECHFAITH WIRELESS	Common Stock	**	110,170
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	42,463
	CITIGROUP INC NFS IS A SPECIALIST	Common Stock	**	10,879
	CLEAN ENERGY FUELS CORP	Common Stock	**	1,924
	CUMULUS MEDIA INC	Common Stock	**	2,155
	CVS CORP DEL NFS LLC IS A	Common Stock	**	12,170
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,432
	DEAN FOODS CO	Common Stock	**	2,652
	DELL INC	Common Stock	**	13,550
	DENDREON CORP	Common Stock	**	6,984
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	2,404
	DIGI INTL INC	Common Stock	**	5,073
	DIREXION SHS ETF TR DAILY FINL BEAR 3X	Common Stock	**	473
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	3,857
	DJSP ENTERPRISES INCORPORATED SHS	Common Stock	**	195
	DRYSHIPS INC ISIN #MHY2109Q1017	Common Stock	**	7,631
	DUKE ENERGY CORP NEW COM	Common Stock	**	117,546
	DUOYUAN PRTG INC COM	Common Stock	**	847
	EMERGENCY MED SVCS CRP CL A	Common Stock	**	6,461
	EXELIXIS INC	Common Stock	**	40,229
	EXFO INC SUB VTG SHS ISIN #CA3020461073	Common Stock	**	2,012
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	40,041
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	300
	FORD MTR CO DEL COM	Common Stock	**	70,014
	FORTESCUE METAL GRP LTD SHS	Common Stock	**	4,693
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	305
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	36,750
	FREESEAS INC SHS NEW ISIN #MHY264961449	Common Stock	**	3,564
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	10,148
	GENCO SHIPPING & TRADING LIMITED SHS	Common Stock	**	3,140
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	68,064
	GENERAL STEEL HLDGS INC	Common Stock	**	6,601
	GENOMIC HEALTH INC COM	Common Stock	**	10,695
	GENUINE PARTS CO	Common Stock	**	5,284
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	4,070
	GOLDCORP INC NEW	Common Stock	**	9,242
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	1,377
	GOLDMAN SACHS GROUP INC	Common Stock	**	59,273
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	2,335
	GREENHAVEN CONTINUOUS COMMODITY	Common Stock	**	3,295
	GULF ALTERNATIVE ENERGY CORP COM	Common Stock	**	3
	HANSEN MED INC COM	Common Stock	**	171
	HEALTHSOUTH CORP COM NEW	Common Stock	**	3,314
	HEMISPERIX BIOPRARMA INC	Common Stock	**	741
	HERCULES OFFSHORE INC COM	Common Stock	**	4,990
	HOOVER HOLMES INC	Common Stock	**	12,600
	IDO SEC INC	Common Stock	**	3,965
	IMAX CORP	Common Stock	**	98,245
	IMMERSION CORP	Common Stock	**	6,710
	IMMUNOGEN INC NFS LLC IS A MARKET	Common Stock	**	2,315

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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	INFINERA CORP	Common Stock	**	10,330
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	36,660
	IPG PHOTONICS CORP COM	Common Stock	**	31,620
	JOES JEANS INC COM	Common Stock	**	3,110
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	9,304
	JONES SODA CO	Common Stock	**	3,570
	KRAFT FOODS INC CL A	Common Stock	**	15,924
	LANDEC CORP	Common Stock	**	5,980
	LAS VEGAS SANDS CORP	Common Stock	**	16,083
	LATITUDE INDS INC COM NEW 2008	Common Stock	**	7
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	55
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	3,710
	LIVEPERSON INC	Common Stock	**	37,290
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	24
	LUKE ENTMT INC COM	Common Stock	**	2,000
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	3,094
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	10,704
	MARRIOTT INTL INC CL A	Common Stock	**	1,500
	MASSEY ENERGY CO	Common Stock	**	10,811
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	3,095
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	2,815
	MERCK & CO INC NEW COM	Common Stock	**	3,460
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	2,791
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	29,940
	MOTRICITY INC COM USD0.001	Common Stock	**	1,857
	MPHASE TECHNOLOGIES INC	Common Stock	**	90
	NETFLIX COM INC COM	Common Stock	**	87,850
	NOBLE CORPORATION BAAR NAMEN -AKT	Common Stock	**	21,462
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	310
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	11,189
	NORTHGATE EXPL LTD	Common Stock	**	480
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	29,334
	NUTRITION 21 INC	Common Stock	**	19
	OCEANFREIGHT INC CL A ISIN #MHY642021155	Common Stock	**	278
	OCLARO INC COM NEW	Common Stock	**	224
	OIL SVC HOLDRS TR OIL SVC HOLDERS	Common Stock	**	70,265
	OILSANDS QUEST INC COM	Common Stock	**	749
	ON SEMICONDUCTOR CRP	Common Stock	**	1,976
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	1,565
	PANERA BREAD COMPANY CL A	Common Stock	**	3,036
	PARAMOUNT GOLD MNG CORP	Common Stock	**	4,720
	PETROALGAE INC COM	Common Stock	**	2,200
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	14,489
	PHILIP MORRIS INTL INC COM	Common Stock	**	37,240
	POWERSHARES INDIA EXCHANGE TRADED FD	Common Stock	**	59,269
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	5,446
	QAD INC CL A	Common Stock	**	846
	QAD INC CL B	Common Stock	**	229
	QUEST OIL CORP COM	Common Stock	**	35
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	2,048

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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	RESEARCH IN MOTION LTD	Common Stock	**	5,813
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	8,462
	SEARS HLDGS CORP	Common Stock	**	22,125
	SELECT COMFORT CORP	Common Stock	**	9,130
	SIRIUS XM RADIO INC COM	Common Stock	**	6,373
	SKECHERS USA INC	Common Stock	**	18,000
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	88,978
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	12,980
	SPDR INDEX SHS FDS S&P CHINA ETF	Common Stock	**	54,009
	SPECTRA ENERGY CORP COM	Common Stock	**	1,250
	SPRINT CORP (FON GROUP)	Common Stock	**	533
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	3,548
	TEJON RANCH CO	Common Stock	**	11,020
	TENET HEALTHCARE CORP	Common Stock	**	6,690
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	5,291
	THESTREET.COM INC	Common Stock	**	1,335
	THOMPSON CREEK METALS CO INC	Common Stock	**	3,680
	THORATEC CORP NEW FORMERLY THORATEC	Common Stock	**	2,832
	TITANIUM METALS CORP COM NEW	Common Stock	**	10,308
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	10,696
	TOTAL SYS SVCS INC	Common Stock	**	15,380
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	6,951
	TTM TECHNOLOGIES INC	Common Stock	**	746
	ULTRA PETROLEUM CORP	Common Stock	**	4,777
	UNITED STATES STEEL CORP	Common Stock	**	23,368
	URANIUM RES INC COM PAR \$0.001	Common Stock	**	408
	US GLOBAL INVESTORS INC CL A	Common Stock	**	3,264
	VERIZON COMMUNICATIONS	Common Stock	**	6,440
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	2,735
	WASHINGTON MUTUAL INC	Common Stock	**	60
	WELLS FARGO & CO NEW	Common Stock	**	434
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,043
	WIZZARD SOFTWARE CORP NEW	Common Stock	**	7,500
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	29,901
	XSTRATA PLC SHS ISIN #GB0031411001	Common Stock	**	11,785
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	16,630
	YAMANA GOLD INC ISIN #CA98462Y1007	Common Stock	**	384
	YUM! BRANDS INC	Common Stock	**	2,453
	ZHONE TECHNOLOGIES INC NEW COM NEW	Common Stock	**	41
		Total Common Stock		<u>2,508,547</u>
	ABERDEEN CHINA OPPORTUNITES FD CL A	Mutual Fund	**	17,696
	ABF SM CAP VAL INV	Mutual Fund	**	4,291,021
	AMERICAN CENTURY GROWTH	Mutual Fund	**	42,325
	ANWORTH MTG ASSET CORP	Mutual Fund	**	1,519
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	43,391
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	12,654
	BUFFALO MID CAP FUND	Mutual Fund	**	29,358
	DODGE & COX BALANCED	Mutual Fund	**	2,805,902

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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	DODGE & COX STOCK	Mutual Fund	**	1,376,449
	DREYFUS PREMIER GREATER CHINA CL A	Mutual Fund	**	37,569
*	FID CAPITAL & INCOME	Mutual Fund	**	4,056,578
*	FID DIVERSIFIED INTL	Mutual Fund	**	12,226,204
*	FID FREEDOM K 2000	Mutual Fund	**	597,948
*	FID FREEDOM K 2010	Mutual Fund	**	3,819,484
*	FID FREEDOM K 2020	Mutual Fund	**	13,237,204
*	FID FREEDOM K 2030	Mutual Fund	**	15,493,532
*	FID FREEDOM K 2040	Mutual Fund	**	6,266,751
*	FID FREEDOM K 2050	Mutual Fund	**	1,427,138
*	FID FREEDOM K INCOME	Mutual Fund	**	514,485
*	FID MID CAP STOCK	Mutual Fund	**	6,985,853
*	FID OTC PORTFOLIO	Mutual Fund	**	15,578,562
*	FID REAL ESTATE INVS	Mutual Fund	**	4,817,818
*	FIDELITY EMERGING MARKETS	Mutual Fund	**	5,031
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	22,503
*	FIDELITY INT'L GROWTH & INCOME	Mutual Fund	**	8,634
*	FIDELITY LOW PR STK	Mutual Fund	**	7,558,431
*	FIDELITY SELECT BROKERAGE & INVS MGT	Mutual Fund	**	2,808
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,503
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	35,033
*	FIDELITY SELECT MEDICAL EQUIP&SYSTEM	Mutual Fund	**	2,921
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	39,744
	HARTFORD SMALL CO Y	Mutual Fund	**	2,650,986
	JANUS SHORT TERM BOND	Mutual Fund	**	127,057
	KALMAR GROWTH WITH VALUE SMALL CAP FUNE	Mutual Fund	**	30,999
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	42,867
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	49,549
	MATTHEWS CHINA FUND	Mutual Fund	**	48,634
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	36,604
	MFS VALUE R3	Mutual Fund	**	8,121,383
	PENN VA GP HLDGS L P COM UNIT REPSTG	Mutual Fund	**	7,106
	PIMCO TOT RETURN ADM	Mutual Fund	**	12,804,954
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	51,988
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	24,584
	SCOUT INTERNATIONAL	Mutual Fund	**	47,109
*	SPARTAN 500 INDEX	Mutual Fund	**	16,270,044
*	SPARTAN INTL INDEX	Mutual Fund	**	2,167,603
	STRATEGIC HOTEL CAP INC	Mutual Fund	**	24,863
	TRP BLUE CHIP GRTH	Mutual Fund	**	5,578,180
	VANG INFL PROT SEC	Mutual Fund	**	732,262
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	50,751
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	88,275
	VANGUARD ENERGY	Mutual Fund	**	52,200
	VANGUARD EQUITY INCOME	Mutual Fund	**	49,485
	VANGUARD MORGAN GROWTH	Mutual Fund	**	45,284
	VANGUARD WELLINGTON FUND	Mutual Fund	**	11,837
	YACKTMAN FOCUSED FD	Mutual Fund	**	50,995
Total Mutual Funds				150,525,648

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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*	FID MGD INC PORT	Common/Collective Trust	**	8,554,433
	ACCURIDE CORP NEW WT EXP02/26/2012	Other	**	101
*	FIDELITY CASH RESERVES	Money Market	**	705,854
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	72,855
*	FIDELITY RETIRE MMKT	Money Market	**	<u>20,274,846</u>
		Total Money Market Funds		<u>21,053,555</u>
*	Participant Loans	Various maturities (3.64% - 11.50%)	\$ -	<u>6,180,252</u>
				<u>\$ 188,822,536</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed

**Return of Excise Taxes
Related to Employee Benefit Plans**

(Under sections 4965, 4971, 4972, 4973(a)(3), 4975, 4976, 4977, 4978, 4979,
4979A, 4980, and 4980F of the Internal Revenue Code)

OMB No. 1545-0575

Filer tax year beginning

and ending

A Name of filer (see instructions) ZF Group North American Operations Number, street, and room or suite no. (If a P.O. box or foreign address, see instructions) 15811 Centennial Drive City or town, state, and ZIP code Northville, MI 48168		B Filer's identifying number (see instructions) Employer identification number (EIN) 61 1462969 Social security number (SSN)	
C Name of plan ZF Group NAO & Affiliated Companies		E Plan sponsor's EIN 61 1462969	
D Name and address of plan sponsor 15811 Centennial Drive, Northville, MI 48168		F Plan year ending (MM/DD/YYYY) 12/31/2010	
H If this is an amended return, check here ☐		G Plan number 501	

Part I Taxes. You can only complete one section of Part I for each Form 5330 filed (see instructions).

Section A. Taxes that are reported by the last day of the 7th month after the end of the tax year of the employer (or other person who must file the return)		FOR IRS USE ONLY		
1	Section 4972 tax on nondeductible contributions to qualified plans (from Schedule A, line 12)	161	1	
2	Section 4973(a)(3) tax on excess contributions to section 403(b)(7)(A) custodial accounts (from Schedule B, line 12)	164	2	
3a	Section 4975(a) tax on prohibited transactions (from Schedule C, line 3)	159	3a	
b	Section 4975(b) tax on failure to correct prohibited transactions	224	3b	05
4	Section 4976 tax on disqualified benefits for funded welfare plans	200	4	
5a	Section 4978 tax on ESOP dispositions	209	5a	
b	The tax on line 5a is a result of the application of: ☐ Sec. 664(g) ☐ Sec. 1042		5b	
6	Section 4979A tax on certain prohibited allocations of qualified ESOP securities	203	6	
7	Total Section A taxes. Add lines 1 through 6. Enter here and on Part II, line 17		7	05
Section B. Taxes that are reported by the last day of the 7th month after the end of the employer's tax year or 8 1/2 months after the last day of the plan year that ends within the filer's tax year				
8a	Section 4971(a) tax on failure to meet minimum funding standards (from Schedule D, line 2)	163	8a	
b	Section 4971(b) tax for failure to correct minimum funding standards	225	8b	
9a	Section 4971(f)(1) tax on failure to pay liquidity shortfall (from Schedule E, line 4)	226	9a	
b	Section 4971(f)(2) tax for failure to correct liquidity shortfall	227	9b	
10a	Section 4971(g)(2) tax on failure to comply with a funding improvement or rehabilitation plan (see instructions)	450	10a	
b	Section 4971(g)(3) tax on failure to meet requirements for plans in endangered or critical status (from Schedule F, line 1c)	451	10b	
c	Section 4971(g)(4) tax on failure to adopt rehabilitation plan (from Schedule F, line 2d)	452	10c	
Section B1. Tax that is reported by the last day of the 7th month after the end of the calendar year in which the excess fringe benefits were paid to the employer's employees				
11	Section 4977 tax on excess fringe benefits (from Schedule G, line 4)	201	11	
12	Total Section B taxes. Add lines 8a through 11. Enter here and on Part II, line 17		12	
Section C. Tax that is reported by the last day of the 15th month after the end of the plan year				
13	Section 4979 tax on excess contributions to certain plans (from Schedule H, line 2). Enter here and on Part II, line 17	205	13	

Name of Filer: **ZF Group North American Operations**

Filer's identifying number:

Section D. Tax that is reported by the last day of the month following the month in which the reversion occurred

14 Section 4980 tax on reversion of qualified plan assets to an employer (from Schedule I, line 3). Enter here and on Part II, line 17 ▶ 204 **14**

Section E. Tax that is reported by the last day of the month following the month in which the failure occurred

15 Section 4980F tax on failure to provide notice of significant reduction in future accruals (from Schedule J, line 5). Enter here and on Part II, line 17 ▶ 228 **15**

Section F. Taxes reported on or before the 15th day of the 5th month following the close of the entity manager's taxable year during which the plan became a party to a prohibited tax shelter transaction

16 Section 4965 tax on prohibited tax shelter transactions for entity managers (from Schedule K, line 2). Enter here and on Part II, line 17 ▶ 237 **16**

Part II Tax Due

17 Enter the amount from Part I, line 7, 12, 13, 14, 15, or 16 (whichever is applicable) **17** **05**

18 Enter amount of tax paid with Form 5558 or any other tax paid prior to filing this return **18**

19 Tax due. Subtract line 18 from line 17. If the result is greater than zero, enter here, and attach check or money order payable to "United States Treasury." Write your name, identifying number, plan number, and "Form 5330, Section(s) " on your payment ▶ **19** **05**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Your signature

7344166200

Telephone number

3/7/2011

Date

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed ☐

Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP code

EIN

Phone no. ()

Name of Filer: ZF Group North American Operations

Filer's identifying number:

Schedule A. Tax on Nondeductible Employer Contributions to Qualified Employer Plans (Section 4972)

Reported by the last day of the 7th month after the end of the tax year of the employer (or other person who must file the return)

1	Total contributions for your tax year to your qualified employer plan (under section 401(a), 403(a), 408(k), or 408(p))		
2	Amount allowable as a deduction under section 404		
3	Subtract line 2 from line 1		
4	Enter amount of any prior year nondeductible contributions made for years beginning after 12/31/86		
5	Amount of any prior year nondeductible contributions for years beginning after 12/31/86 returned to you in this tax year for any prior tax year		
6	Subtract line 5 from line 4		
7	Amount of line 6 carried forward and deductible in this tax year		
8	Subtract line 7 from line 6		
9	Tentative taxable excess contributions. Add lines 3 and 8		
10	Nondeductible section 4972(c)(6) or (7) contributions exempt from excise tax		
11	Taxable excess contributions. Subtract line 10 from line 9		
12	Multiply line 11 by 10%. Enter here and on Part I, line 1		

Schedule B. Tax on Excess Contributions to Section 403(b)(7)(A) Custodial Accounts (Section 4973(a)(3))

Reported by the last day of the 7th month after the end of the tax year of the employer (or other person who must file the return)

1	Total amount contributed for current year less rollovers (see instructions)		
2	Amount excludable from gross income under section 403(b) (see instructions)		
3	Current year excess contributions. Subtract line 2 from line 1. If zero or less, enter -0-		
4	Prior year excess contributions not previously eliminated. If zero, go to line 8		
5	Contribution credit. If line 2 is more than line 1, enter the excess; otherwise, enter -0-		
6	Total of all prior years' distributions out of the account included in your gross income under section 72(e) and not previously used to reduce excess contributions		
7	Adjusted prior years' excess contributions. Subtract the total of lines 5 and 6 from line 4		
8	Taxable excess contributions. Add lines 3 and 7		
9	Multiply line 8 by 6%		
10	Enter the value of your account as of the last day of the year		
11	Multiply line 10 by 6%		
12	Excess contributions tax. Enter the lesser of line 9 or line 11 here and on Part I, line 2		

Name of Filer: **ZF Group North American Operations**

Filer's identifying number:

Schedule C. Tax on Prohibited Transactions (Section 4975) (see instructions) Reported by the last day of the 7th month after the end of the tax year of the employer (or other person who must file the return) (continued)**1** Is the excise tax a result of a prohibited transaction that was (box "a" or box "b" must be checked):**a** ☐ discrete**b** ☒ other than discrete (a lease or a loan)**2** Complete the table below to disclose the prohibited transactions and figure the initial tax (see instructions)

(a) Transaction number	(b) Date of transaction (see instructions)	(c) Description of prohibited transaction	(d) Amount involved in prohibited transaction (see instructions)	(e) Initial tax on prohibited transaction (multiply each transaction in column (d) by the appropriate rate (see instructions))
(i)	10/25/2010	late employee and matching contribution	\$0.32	\$0.05
(ii)				
(iii)				
(iv)				
(v)				
(vi)				
(vii)				
(viii)				
(ix)				
(x)				
(xi)				
(xii)				

3 Add amounts in column (e); enter here and on Part I, line 3a **\$0.05****4** Have you corrected all of the prohibited transactions that you are reporting on this return? If "Yes," complete Schedule C, line 5, on the next page. If "No," attach statement (see instructions) ☒ **Yes** ☐ **No**

Name of Filer: **ZF Group North American Operations**

Filer's identifying number:

Schedule E. Tax on Failure to Pay Liquidity Shortfall (Section 4971(f)(1)) Reported by the last day of the 7th month after the end of the employer's tax year or 8 1/2 months after the last day of the plan year that ends within the filer's tax year

	(a) 1st Quarter	(b) 2nd Quarter	(c) 3rd Quarter	(d) 4th Quarter	(e) Total Add cols. a-d for line 3
1 Amount of shortfall	1				
2 Shortfall paid by the due date	2				
3 Net shortfall amount	3				
4 Multiply line 3 column (e) by 10% (5% for multiemployer plans). Enter here and on Part I, line 9a				4	

Schedule F. Tax on Multiemployer Plans in Endangered or Critical Status (Section 4971(g)(3), 4971(g)(4)) Reported by the last day of the 7th month after the end of the employer's tax year or 8 1/2 months after the last day of the plan year that ends within the filer's tax year

1 Section 4971(g)(3) tax on failure to meet requirements for plans in endangered or critical status	1		
a Enter the amount of contributions necessary to meet the applicable benchmarks or requirements	1a		
b Enter the amount of the accumulated funding deficiency	1b		
c Enter the greater of line 1a or line 1b, here and on Part I, line 10b	1c		
2 Section 4971(g)(4) tax on failure to adopt rehabilitation plan	2		
a Enter the amount of the excise tax on the accumulated funding deficiency under section 4971(a)(2) from Schedule D, line 2	2a		
b Enter the number of days during the tax year which are included in the period beginning on the first day of the 240 day period and ending on the day the rehabilitation plan is adopted	2b		
c Multiply line 2b by \$1,100	2c		
d Enter the greater of line 2a or line 2c, here and on Part I, line 10c	2d		

Schedule G. Tax on Excess Fringe Benefits (Section 4977) Reported by the last day of the 7th month after the end of the calendar year in which the excess fringe benefits were paid to the employer's employees

1 Did you make an election to be taxed under section 4977? ☐ Yes ☐ No			
2 If "Yes," enter the calendar year (YYYY) in which the excess fringe benefits were paid			
3 If line 1 is "Yes," enter the excess fringe benefits on this line (see instructions)	3		
4 Enter 30% of line 3 here and on Part I, line 11	4		

Schedule H. Tax on Excess Contributions to Certain Plans (Section 4979) Reported by the last day of the 15th month after the end of the plan year

1 Enter the amount of an excess contribution under a cash or deferred arrangement that is part of a plan qualified under section 401(a), 403(a), 403(b), 408(k), or 501(c)(18) or excess aggregate contributions	1		
2 Multiply line 1 by 10% and enter here and on Part I, line 13	2		

Schedule I. Tax on Reversion of Qualified Plan Assets to an Employer (Section 4980) Reported by the last day of the month following the month in which the reversion occurred

1 Date reversion occurred	MM	DD	YY
2a Employer reversion amount		b Excise tax rate	
3 Multiply line 2a by line 2b and enter the amount here and on Part I, line 14	3		
4 Explain below why you qualify for a rate other than 50%: 			

Schedule J. Tax on Failure to Provide Notice of Significant Reduction in Future Accruals (Section 4980F) Reported by the last day of the month following the month in which the failure occurred

1 Enter the number of applicable individuals who were not provided ERISA section 204(h) notice	1		
2 Enter the effective date of the amendment	MM	DD	YY
3 Enter the number of days in the noncompliance period	3		
4 Enter the total number of failures to provide ERISA section 204(h) notice (see instructions)	4		
5 Multiply line 4 by \$100. Enter here and on Part I, line 15	5		
6 Provide a brief description of the failure, and of the correction, if any			

Schedule K. Tax on Prohibited Tax Shelter Transactions (Section 4965) Reported on or before the 15th day of the 5th month following the close of the entity manager's tax year during which the plan became a party to a prohibited tax shelter transaction

1 Enter the number of prohibited tax shelter transactions you caused the same plan to be a party to	1		
2 Multiply line 1 by \$20,000. Enter the result here and on Part I, line 16	2		