

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>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>10/17/1993</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u> <u>901 CLEVELAND ST</u> <u>ELYRIA, OH 44035-4109</u>	2b Employer Identification Number (EIN) <u>26-3792367</u>	2c Sponsor's telephone number <u>440-329-9722</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>10/17/2011</u>	<u>JAMIE CHAVAYDA</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") BENDIX COMMERCIAL VEHICLE SYSTEMS LLC 901 CLEVELAND ST ELYRIA, OH 44035-4109	3b Administrator's EIN 26-3792367 3c Administrator's telephone number 440-329-9722
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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	1202
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	367
b Retired or separated participants receiving benefits.....	6b	449
c Other retired or separated participants entitled to future benefits.....	6c	263
d Subtotal. Add lines 6a , 6b , and 6c	6d	1079
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	99
f Total. Add lines 6d and 6e	6f	1178
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

A Name of plan <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>26-3792367</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>84360200</u>
b	Actuarial value 2b <u>85387565</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>531</u> <u>59194125</u>
b	For terminated vested participants 3b <u>281</u> <u>11842915</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>1545312</u>
(2)	Vested benefits 3c(2) <u>33008062</u>
(3)	Total active 3c(3) <u>391</u> <u>34553374</u>
d	Total 3d <u>1203</u> <u>105590414</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.54</u> %
6	Target normal cost 6 <u>383786</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/21/2011</u>
Signature of actuary	Date
<u>MARK A. HENDRICKS, FSA, MAAA</u>	<u>11-05452</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>816-556-4821</u>
Firm name	Telephone number (including area code)
<u>2405 GRAND BLVD., SUITE 900</u> <u>KANSAS CITY, MO 64108</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1349	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	1349	0
10	Interest on item 9 using prior year's actual return of <u>20.79</u> %	280	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		2469828
b	Interest on (a) using prior year's effective rate of <u>8.23</u> %		203267
c	Total available at beginning of current plan year to add to prefunding balance		2673095
d	Portion of (c) to be added to prefunding balance.....		913603
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	1629	913603

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	87.30 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/13/2010	424000	0			
10/13/2010	680000	0			
12/23/2010	16305000	0			
			Totals ►	18(b)	17409000
				18(c)	0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	16385250

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	383786
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	21118081	4149827
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	4533613
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	1629	913603
36 Additional cash requirement (item 34 minus item 35).....	36	3618381
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	16385250
38 Interest-adjusted excess contributions for current year (see instructions).....	38	12766869
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 BENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BENDIX COMMERCIAL VEHICLE SYSTEMS LLC	D Employer Identification Number (EIN) 26-3792367	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

MERCER HUMAN RESOURCE CONSULTING

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	77732	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUMMIT RETIREMENT PLAN SERVICES

31-1498244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	PLAN ADMIN	44590	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BAKER & HOSTETLER LLP

34-0082025

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	LEGAL	6483	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BENDIX COMM. VEHICLE MASTER TRUST

26-3792367

(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?
99	NONE	-105801	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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
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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
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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)**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
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BENDIX COMMERCIAL VEHICLE SYSTEMS LLC	D Employer Identification Number (EIN) 26-3792367	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	84614357	104859828
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	686850

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	84614357	105546678

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	270874	22180
k Total liabilities (add all amounts in lines 1g through 1j)	1k	270874	22180

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	84343483	105524498
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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)	17409000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17409000

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		10863161
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		28272161

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6848907	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		6848907
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	128805	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	-105801	
(4) Other	2i(4)	219235	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		242239
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7091146

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		21181015
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG LLP

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>26-3792367</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>26-3792367</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>5</u>

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 53.6% Investment-Grade Debt: 44.4% High-Yield Debt: _____% Real Estate: _____% Other: 2.0%

- 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): _____



**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

Financial Statements

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

Index

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because all investments are held in a master trust or because there is no other information to report.



KPMG LLP
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

Independent Auditors' Report

The Plan Administrator
Bendix Commercial Vehicle Systems LLC
Retirement Earnings Plan:

We were engaged to audit the accompanying statement of net assets available for benefits of the Bendix Commercial Vehicle Systems LLC Retirement Earnings Plan (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the years ended December 31, 2010 and 2009. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 3, 4 and 5, which was certified by the Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010, and 2009, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

KPMG LLP

October 17, 2011

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Assets:		
Plan interest in the Bendix Commercial Vehicle Systems LLC		
Master Retirement Trust	\$ 104,859,828	84,614,357
Reimbursement due from other plans (Note 8)	613,639	—
Reimbursement due from plan sponsor (Note 8)	<u>73,211</u>	<u>—</u>
Total assets	105,546,678	84,614,357
Liabilities:		
Payable to plan sponsor	20,975	270,874
Reimbursement due to other plan (Note 8)	<u>1,205</u>	<u>—</u>
Net assets available for benefits	<u>\$ 105,524,498</u>	<u>84,343,483</u>

See accompanying notes to financial statements.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
 RETIREMENT EARNINGS PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Additions:		
Company contributions	\$ 17,409,000	\$ 5,536,000
Plan interest in the Bendix Commercial Vehicle Systems LLC		
Master Retirement Trust investment income	<u>10,863,161</u>	<u>14,479,240</u>
Total net additions	<u>28,272,161</u>	<u>20,015,240</u>
Deductions:		
Benefits paid to participants	6,848,907	6,244,286
Administrative expenses	<u>242,239</u>	<u>781,322</u>
Total deductions	<u>7,091,146</u>	<u>7,025,608</u>
Net increase	21,181,015	12,989,632
Net assets available for benefits – beginning of year	<u>84,343,483</u>	<u>71,353,851</u>
Net assets available for benefits – end of year	<u>\$ 105,524,498</u>	<u>\$ 84,343,483</u>

See accompanying notes to financial statements.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(1) Description of the Plan

The following description of the Bendix Commercial Vehicle Systems LLC Retirement Earnings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined benefit pension plan established to provide retirement benefits to salaried and hourly employees at domestic locations of the Bendix Commercial Vehicle Systems LLC (the Company).

(b) Participation

Applicable full-time employees are generally eligible to participate in the Plan on their employment commencement date. Part-time employees become eligible to participate in the year that they complete or are credited with 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Effective September 30, 2004, the Plan was frozen to any future employees of the Company.

During 2004, the Company entered into a joint venture agreement with Dana Corporation to form the entity now known as Bendix Spicer Foundation Brake LLC (Bendix Spicer). In conjunction with this joint venture, the Company amended the Plan during 2005 to allow former employees of Dana Corporation who transferred immediately to Bendix Spicer to enter into the Plan effective January 1, 2006.

Effective April 30, 2007, the Company amended the Plan to cease all future benefit accruals under all benefit formulas under the Plan.

(c) Vesting

Participants generally became vested after five years of service or the attainment of age 65. Effective April 30, 2007, all active participants became fully vested. However, there are certain benefits in which participants are not yet vested, such as early retirement benefits.

(d) Pension Benefits

The Plan provides for normal retirement benefits for participants who have attained the normal retirement age. Normal retirement age is the later of the fifth anniversary of the date upon which an employee became a participant in the Plan or age 65 or as provided by the applicable supplement to the plan document. Monthly annuity benefits are based on benefit formulas that are related to the employee's average pay and years of service as well as in certain situations, a level of integration with the participant's Social Security benefit. The Plan also provides for early retirement benefits, at reduced benefit amounts, for those employees who meet the age and service requirements for early retirement under the Plan.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

Effective January 1, 2000, certain new hires can only participate in the pension equity formula. Effective September 30, 2000, certain active participants hired before 2000 were given a onetime choice of continuing in their current formula or participating in a new pension equity formula. The pension equity formula is based on their final average compensation times 6% and service credits. Participants in the pension equity formula can elect to receive their benefit in a single lump-sum.

(e) Survivor Benefits

Eligible participants shall be deemed to have automatically elected the joint and 50% survivor benefit option which provides for reduced benefits for the life of the participant and for the life of the surviving spouse unless a 75% or 100% joint and survivor, single life annuity, or other allowable option is elected. Benefit options are determined actuarially.

(f) Death Benefits

If a participant dies during active employment, the surviving spouse may be entitled to death benefits during the spouse's remaining lifetime in accordance with the plan document.

(g) Disability Benefits

Employees who become permanently and totally disabled are eligible to receive disability benefits upon meeting the age and service requirements of the Plan.

(h) Administration

The Plan is administered by a delegate appointed by the Company. The delegate oversees the administration of the Plan including determining administrative actions and interpreting and applying the plan provisions. The delegate is responsible for advising The Northern Trust Company (Trustee) regarding benefits as they become payable or cease.

(i) Expenses

Qualified expenses relating to the Plan are paid by the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Use of Estimates

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

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

Notes to Financial Statements

December 31, 2010 and 2009

(c) *Investment Valuation and Income Recognition*

The Plan's interest in the Bendix Commercial Vehicle Systems LLC Master Retirement Trust (Investment Trust) represents the Plan's allocable portion of Investment Trust assets pertaining to the Plan. Investment Trust assets are stated 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.

From time to time, investment managers may use derivative financial instruments including forward exchange contracts and futures contracts. Derivative instruments are used primarily to mitigate exposure to foreign exchange rate and interest rate fluctuations as well as manage the investment mix in the portfolio. There were no derivative financial instruments held in the Investment Trust at December 31, 2010 or 2009.

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

(d) *Actuarial Present Value of Accumulated Plan Benefits*

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

(e) *Payment of Benefits*

Benefit payments to participants are recorded upon distribution.

(3) *Information Certified by Trustee*

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, all information summarized in the accompanying financial statements and notes to financial statements relating to the Plan's interest in the Investment Trust, the Investment Trust assets, the Investment Trust interest and dividends and the Investment Trust net appreciation (depreciation) in fair value of investments were certified by the Northern Trust Company, the trustee of the Plan, as being complete and accurate. Amounts certified by the Trustee have not been subjected to auditing procedures.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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(4) Interest in the Investment Trust

The Plan's investments are held in the Investment Trust, which consists of the assets of three pension plans of the Company. Each participating plan has an undivided interest in the Investment Trust. At December 31, 2010 and 2009, the Plan's interest in the Investment Trust was 76.3% and 79.5%, respectively. Company contributions, benefit payments, and administrative expenses are identified with each participating plan whereas earnings, trustee fees, and expenses for the investment management of the Investment Trust are allocated proportionately to the participating plans by the Trustee on a basis equivalent to the proportionate units of participation. The Investment Trust assets consist of collective trust funds. The fair value of assets in the Investment Trust was \$137,440,067 and \$106,455,921 at December 31, 2010 and 2009, respectively.

The following table presents the investment income for the Investment Trust:

	<u>2010</u>	<u>2009</u>
Investment income:		
Net appreciation in fair value of collective trust funds	\$ 13,841,300	18,214,076
Interest and dividends	2,035	3,728
Net investment income	<u>\$ 13,843,335</u>	<u>18,217,804</u>
Net investment income allocated to the Plan	<u>\$ 10,863,161</u>	<u>14,479,240</u>

(5) Fair Value Measurements

The Plan has adopted the guidance in Accounting Standard Codification (ASC) 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 includes 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) and the lowest priority to unobservable inputs (Level 3). Financial assets and liabilities are measured at fair value and categorized in three levels based on the inputs used to value assets. The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.
- Level 2 – Inputs to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in inactive markets; or other inputs that are observable, or can be corroborated by observable market data for substantially the full terms of the assets or liabilities.

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 liability.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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- Level 3 – Inputs to the valuation methodology that are unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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. The valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The collective trust funds are valued based on quoted redemption values on the last day of the Plan year, as determined by the fair value of the underlying assets of the fund. There are no restrictions or redemptions that would impact the liquidity of the fund, and funds are valued and traded at the net asset value on a daily basis.

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

The following table sets forth by level, within the fair value hierarchy, the Investment Trust's net assets at fair value as of December 31, 2010:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 955,122	—	—	955,122
MFB NT Collective Emerging Markets Index Fund-Lending	—	10,727,137 *	—	10,727,137
MFB NT Collective MSCI Emerging Markets Fund-Non Lending	—	1,083,260	—	1,083,260
MFB NT Collective EAFE Index Fund Non-Lendings	—	9,928,595 *	—	9,928,595
NTCC International Equity Fund FEBT	—	13,092,337 *	—	13,092,337
MFB NT Collective Russell 2000 Index Fund-Lending	—	2,495,820	—	2,495,820
NTCC Large Cap Non-Lending Fund	—	24,060,406 *	—	24,060,406
NTCC Mid Cap Non-Lending Fund	—	6,625,886	—	6,625,886
MFB NT Collective Long Term Credit Bond Index Fund- Non-Lending	—	69,190,886 *	—	69,190,886
Other payables	(719,382)	—	—	(719,382)
Total assets at fair value	\$ <u>235,740</u>	<u>137,204,327</u>	<u>—</u>	<u>137,440,067</u>

* – Investment has a fair value representing 5% or more of net assets in the Investment Trust.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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The following table sets forth by level, within the fair value hierarchy, the Investment Trust's net assets at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 1,000,217	—	—	1,000,217
MFB NT Collective Emerging Markets Index Fund	—	7,793,196 *	—	7,793,196
NTGI-QM Collective Daily MSCI Emerging Markets Funds	—	915,600	—	915,600
MFB NT Collective EAFE Index Fund	—	401,683	—	401,683
NTCC International Equity Fund FEBT	—	9,135,838 *	—	9,135,838
NTGI-QM Collective Daily Russell 2000 Equity Index Fund	—	2,243,275	—	2,243,275
NTGI-QM Collective Daily S&P 500 Equity Index Fund	—	17,430,078 *	—	17,430,078
NTCC Large Cap Fund FEBT	—	12,904,828 *	—	12,904,828
NTCC FEBT Mid Cap Fund	—	6,221,989 *	—	6,221,989
NTGI-QM Collective Daily Aggregate Bond Index Fund	—	38,345,764 *	—	38,345,764
NTGI-QM Collective Daily Mortgage-backed Securities Index Fund	—	8,977,610 *	—	8,977,610
Collective Short Term Investment Fund	—	1,085,843	—	1,085,843
	<u>\$ 1,000,217</u>	<u>105,455,704</u>	<u>—</u>	<u>106,455,921</u>

* - Investment has a fair value representing 5% or more of the net assets in the Investment Trust.

Individual funds within the Investment Trust as noted above as of December 31, 2010 and 2009 invest in U.S. and non-U.S. equity markets and fixed income securities markets directly or through funds including, but not limited to, collective funds, using one or more advisors to recommend specific investments. Note that the above funds may invest in other asset classes from time to time, including, but not limited to, short-term investment funds and cash equivalents, and may be highly concentrated in specific sectors or securities.

Cash is composed of high-grade money market instruments with short maturities, which serve to provide an investment vehicle for cash reserves while offering a competitive rate of return.

Other payables represent expenses incurred by the Plans and paid by the Plan Sponsor on behalf of the Plans in the respective year that have not yet been reimbursed to the Plan Sponsor. As such, they represent liabilities of the Plans at year-end.

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We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2010, there were no significant transfers between levels 1, 2 or 3.

(6) Funding Policy

Contributions to the Plan from the Company, when necessary, are based on annual actuarial valuations performed by an actuarial consulting firm. All contributions are made in cash by the Company in amounts at least sufficient to fund the minimum funding requirements under ERISA. It is the policy of the Company to fund current service cost, if applicable, on a current basis and to amortize unfunded actuarial liabilities, including actuarial gains and losses, if any, over a five to thirty year period. Favorable yield from interest, dividends and net realized and unrealized gains, and losses on investments of the Investment Trust serves to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Plan. Contributions of \$17,409,000 and \$5,536,000 were made for the 2010 and 2009 plan year, respectively.

(7) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions set forth in ERISA. The Company reserves the right to modify, amend, or terminate the Plan at any time. In the event of termination, accrued benefits up to the date of such termination will become nonforfeitable. After providing for plan expenses, any assets remaining will be distributed in accordance with ERISA. Any residual assets may be distributed to the Company if all liabilities with respect to retired members, surviving spouses, active members and vested members have been satisfied.

The Plan is insured by the Pension Benefit Guaranty Corporation (PBGC). In the event of termination, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor pensions; however, the PBGC does not guarantee all types of plan benefits and the amount of the benefit protection is subject to certain limitations. Should the Plan terminate, the payment of certain benefits not covered by the PBGC will depend on the sufficiency of the Plan's assets.

(8) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated February 6, 2004 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (Code). The Plan has been amended since receiving the determination letter. The Company has applied to the Internal Revenue Service for determination that the Plan and related trust are designed in accordance with applicable sections of the Code, however, the Company has not received such determination to date. The plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the Code.

The Department of Labor (DOL) issued communications dated August 18, 2011 with respect to certain ERISA violations related to allocation and reimbursement of administrative expenses for the period under review of 2005 to 2011. Actuarial, third-party administration, legal expenses, and PBGC premiums were separately incurred for certain plans of the Company and paid via lump sum payments from an Investment Trust. However, such expenses were not allocated among Investment Trust accounts consistent with the

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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separately incurred expenses. As a result of these allocations, there may have been inadvertent prohibited transactions. Accordingly, the allocations were voluntarily corrected in 2011 and reflected as a receivable/payable within the 12/31/2010 financial statements. In addition, certain administrative expenses were improperly reimbursed to the Plan Sponsor, which are in the process of being corrected in a manner which the Company believes is acceptable to the DOL, and are reflected as a receivable within the 12/31/2010 financial statements. The Plan Sponsor will file a Form 5330 with respect to excise taxes. The plan administrator and counsel for the Plan Sponsor expect that the final outcome of this process will not have any material effect on the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would 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. 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 the Plan is no longer subject to income tax examinations for years prior to 2007.

(9) Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits at December 31, 2009 were determined by actuaries of Mercer Human Resource Consulting and it is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the probability of payment and the time value of money between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of December 31, 2009, include:

- Interest rate of 7.75%;
- Rates of mortality and disability based on the RP2000 Mortality and 1985 Pension Disability Tables, respectively;
- 85% (65% of females) of male participants are married, with males having spouses who are three years younger and females having spouses who are three years older; and
- Retirement based on a probability for a range of ages.

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

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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The total actuarial present value of accumulated plan benefits as of December 31, 2009 and 2008, respectively, is as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 53,975,993	51,133,607
Other participants	<u>39,587,062</u>	<u>41,493,535</u>
	93,563,055	92,627,142
Nonvested benefits	<u>1,241,712</u>	<u>1,829,432</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 94,804,767</u>	<u>94,456,574</u>

The change in the actuarial present value of accumulated plan benefits from the previous benefit information date is as follows:

Actuarial present value of accumulated plan benefits at December 31, 2008	\$ 94,456,574
Increase (decrease) during the year attributable to:	
Benefits accumulated and actuarial gains and losses	(458,996)
Increase for interest due to decrease in the discount period	7,078,418
Benefits paid	(6,244,286)
Change in actuarial assumptions	<u>(26,943)</u>
Net increase	<u>348,193</u>
Actuarial present value of accumulated plan benefits at December 31, 2009	<u>\$ 94,804,767</u>

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
RETIREMENT EARNINGS PLAN**

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(10) Risks and Uncertainties

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

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

(11) Parties-in-Interest Transactions

The Plan invests in shares of common collective trusts managed by an affiliate of the trustee and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees paid by the Plan for investment management services for the years ended December 31, 2010 and December 31, 2009 were \$311,459 and \$294,336, respectively.

(12) Subsequent Events

The Plan has evaluated subsequent events through October 17, 2011, the date these financial statements were available for issuance. Except as otherwise noted throughout the notes to the financial statements, there are no material subsequent events to report.

Schedule SB, Line 26 — Schedule of Active Participant Data

Years of benefit service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +
Under 25										
25 - 29		5								
30 - 34		9	18	3						
35 - 39		11	20	12						
40 – 44		24	24	14	11	2				
45 – 49		12	13	14	11	15	4			
50 – 54		10	12	10	10	10	20	3		
55 – 59		7	7	6	6	10	10	9		
60 - 64		5	5	2	1	3	7	7	4	
65 – 69			2				2		1	
70+										

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions****Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment rates
▪ Look-back months	0
▪ First 5 years	4.60%
▪ Next 15 years	6.65%
▪ Over 20 years	6.76%

Mortality sponsor elections

▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995
▪ Post-1994 disabilities	Same as Healthy participants

Non-417(e) lump sums

▪ Mortality table	417(e) Mortality for the current plan year.
▪ Interest rate	5.00% per year

Other economic assumptions

▪ Salary increases	Not applicable
▪ Flat-dollar benefit increases	Not applicable
▪ Social Security wage base	Not applicable
▪ Inflation	Not applicable
▪ Expected investment return	7.75%
▪ Expenses	\$380,000 added to current year normal cost (prior year was \$377,000). The expense load is based on actual administrative expenses incurred during the prior plan year on behalf of the Retirement Earnings plan for actuarial, administration, legal, and audit services as well as PBGC premiums as reported by Bendix with adjustments for expenses that are believed to not be recurring.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions			
Withdrawal	75% of the 2003 SOA age table (see table of sample rates for prior year's assumption)		
Disability incidence	1985 Pension Disability Table for males and females - Class 1		
Retirement age	Percentage		
	Attained age	Grandfathered	Retirement Earnings
	49	1.0%	2.0%
	50	2.0%	2.0%
	51	3.0%	2.0%
	52	4.0%	2.0%
	53	5.0%	2.0%
	54	8.0%	2.0%
	55	13.0%	2.0%
	56	10.5%	3.0%
	57	11.5%	4.0%
	58	12.5%	5.0%
	59	15.0%	6.0%
	60	20.0%	10.0%
	61	25.0%	15.0%
	62	30.0%	40.0%
	63	25.0%	25.0%
	64	30.0%	35.0%
	65	45.0%	50.0%
	66	35.0%	45.0%
	67-69	40.0%	40.0%
	70	100.0%	100.0%
Benefit commencement age for			
▪ Future vested deferred	65		
▪ Current vested deferred	65		
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
	Percentage married	85%	65%
	Spouse age difference	3 years younger	3 years older

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Form of payment	<u>PEP group lump sum</u>	<u>Grandfathered single life</u>	<u>Grandfathered 100% J&S</u>
▪ Active retirements	100%	70%	30%
▪ Future vested deferred	100%	70%	30%
▪ Future disabilities	100%	70%	30%
▪ Future deaths	100%	100%	N/A
▪ Current vested deferred	N/A	70%	30%
Unpredictable contingent event assumptions Not applicable			

Table of sample rates***Disability Mortality and Incidence***

Attained age	Percentage			
	Disability mortality		Disability incidence	
	Male	Female	Male	Female
20	2.054%	1.709%	.029%	.030%
25	1.813	1.853	.038	.047
30	1.794	1.984	.048	.080
35	2.135	2.169	.069	.136
40	2.676	2.398	.117	.211
45	3.469	2.886	.202	.323
50	4.537	3.363	.358	.533
55	5.690	3.701	.722	.952
60	6.922	4.122	1.256	1.159
65	8.219	4.527	1.753	1.358

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Probability of Withdrawal – 2010 plan year***

Age	
20	13.1%
25	13.9
30	9.1
35	6.6
40	5.3
45	4.7
50	4.2
55	2.2
60	1.7

Probability of Withdrawal – 2009 plan year

Age	Years of Service					
	0	1	2	3	4	5+
20	25.0%	25.0%	25.0%	20.0%	15.0%	15.0%
25	22.0	22.0	22.0	20.0	15.0	13.5
30	18.5	18.5	18.5	18.5	15.0	11.0
35	16.0	16.0	16.0	16.0	13.5	8.8
40	15.0	15.0	15.0	13.5	11.0	6.8
45	15.0	15.0	15.0	12.5	10.0	5.4
50	15.0	15.0	15.0	12.5	10.0	4.4
55	15.0	15.0	15.0	12.5	10.0	3.5
60	15.0	15.0	15.0	12.5	10.0	0.0

Actuarial methods**Asset methods**

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

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

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on plan participants as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan provides a Medicare supplement benefit and a Social Security supplement as part of the minimum benefit which are not based on service at retirement. These benefits are allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Maximum deductible contribution method

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

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

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

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

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

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of planBENDIX COMMERCIAL VEHICLE SYSTEMS LLC RETIREMENT EARNINGS PLAN**B** Three-digit

plan number (PN) ▶

001**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SFBENDIX COMMERCIAL VEHICLE SYSTEMS LLC**D** Employer Identification Number (EIN)26-3792367**E** Type of plan:☒ Single☐ Multiple-A☐ Multiple-B**F** Prior year plan size:☐ 100 or fewer☐ 101-500☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2010**2** Assets:

	2a	2b
a Market value.....		84,360,200
b Actuarial value.....		85,387,565

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 531	59,194,125
b For terminated vested participants.....	3b 281	11,842,915
c For active participants:		
(1) Non-vested benefits.....	3c(1)	1,545,312
(2) Vested benefits.....	3c(2)	33,008,062
(3) Total active.....	3c(3) 391	34,553,374
d Total.....	3d 1,203	105,590,414

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

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

5 Effective interest rate..... **5** 6.54 %**6** Target normal cost..... **6** 383,786**Statement by Enrolled Actuary**

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

**SIGN
HERE**MARK A. HENDRICKSMAH

Signature of actuary

MARK A. HENDRICKS, FSA MAAA

Type or print name of actuary

MERCER2405 GRAND BLVD., SUITE 900

Firm name

KANSAS CITYMO 64108

Address of the firm

9-21-2011

Date

11-05452

Most recent enrollment number

(816) 556-4821

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2010
v.092308.1**

EARNINGS PLAN

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1,349	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	1,349	0
10 Interest on item 9 using prior year's actual return of <u>20.79</u> %	280	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		2,469,828
b Interest on (a) using prior year's effective rate of <u>8.23</u> %		203,267
c Total available at beginning of current plan year to add to prefunding balance		2,673,095
d Portion of (c) to be added to prefunding balance		913,603
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	1,629	913,603

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/13/2010	424,000				
10/13/2010	680,000				
12/23/2010	16,305,000				
Totals ▶			18(b)	17,409,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 16,385,250

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

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

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
4.60 %2nd segment:
6.65 %3rd segment:
6.76 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

0

22 Weighted average retirement age**22**

60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. **27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)**29**

0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions)**31**

383,786

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

21,118,081

4,149,827

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)**34**

4,533,613

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

1,629

913,603

915,232

36 Additional cash requirement (item 34 minus item 35)**36**

3,618,381

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)**37**

16,385,250

38 Interest-adjusted excess contributions for current year (see instructions)**38**

12,766,869

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated and amended through December 17, 2009, are included in this valuation.

- **Most recent plan amendments included:** All plan amendments have been included
- **Plan amendments excluded:** No plan amendments have been excluded
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* The plan does not provide unpredictable contingent event benefits.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** The plan is frozen. Therefore, there are no scheduled benefit increases.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. There are no active participants over age 70½, therefore we have not reflected the actuarial increase.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **Benefit restrictions:** Benefit restrictions are not applicable in this valuation.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: November 1, 1993 Restated plan: January 1, 2000 Plan year: The 12-month period commencing on January 1 and ending on December 31.
Most recent amendment	December 17, 2009
Status of the plan	Amended to freeze membership as of October 1, 2004 for new entrants. Effective April 30, 2007, the Plan's accruals were frozen and all active participants were vested.
Significant events that occurred during the year	None

Definitions

▪ Covered employees	Salaried employees of BCVS are eligible for the plan.
▪ Participation	Employees hired before 2000 who were active on October 1, 2000 had the one-time option of electing the retirement earnings formula or remaining covered under the "old formula" / grandfathered plan. Employees hired after 1999 participate in the retirement earnings formula.
▪ Employee contributions	Not applicable
▪ Pensionable earnings	The base rate of compensation plus incentive compensation, plus other qualifying payments as specified by the plan administrator.
▪ Normal Retirement Age	Age 65, or 5 years of vesting service.

Miscellaneous

▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2010, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions

Plan provision changes since prior valuation

- Maximum compensation and maximum benefits were updated from 2009 to 2010.
- Plan has been amended to include a 75% Qualified joint and survivor optional form of payment election for REP participants to comply with PPA.

Schedule SB, Part V — Summary of Plan Provisions***Retirement Earnings formula*****Definitions**

- | | |
|------------------------------|--|
| ▪ Accrued benefit | A lump sum equal to final average earnings times 6% for each year of credited service.
Benefits were frozen April 30, 2007 and converted to an annuity payable at age 65. |
| ▪ Final average compensation | Average of the 5 highest years of earnings in the last 10 years of employment.
Benefits were frozen April 30, 2007. |
| ▪ Vesting service | The completed years and days since the latter of January 1, 2000 or the date on which the employee completes an hour of service, plus the number of years, months, and days of vesting service an employee had in effect on December 31, 1999. |
| ▪ Credited service | For employment before January 1, 2000, each Participant shall receive credit for Credited service equal to the Credited service earned under the Plan as in effect on December 31, 1999.
For employment after December 31, 1999, Credited service equals Vesting service. |

Deferred vested

- | | |
|---------------|---|
| ▪ Eligibility | Five years of vesting service. |
| ▪ Benefit | The accrued benefit under the plan as of the date of termination.
Benefits were frozen April 30, 2007. |

Disability

- | | |
|---------------|---|
| ▪ Eligibility | Immediate eligibility following a qualifying disability. |
| ▪ Benefit | Disabled participant accrues service for purposes of determining a retirement benefit. Benefits were frozen April 30, 2007. |

Pre-retirement death

- | | |
|---------------|--|
| ▪ Eligibility | Five years of vesting service |
| ▪ Benefit | Death benefits actuarially equivalent to the participants accrued benefit.
Benefits were frozen April 30, 2007. |

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
▪ Automatic form for unmarried participants	Single Life Annuity
▪ Automatic form for married participants	50% Joint and Survivor Annuity
▪ Optional forms	▪ Single Life Annuity ▪ 50% Joint and Survivor Annuity ▪ 75% Joint and Survivor Annuity ▪ 100% Joint and Survivor Annuity
▪ Optional form conversion factors (other than lump sums)	50% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 11% plus 0.25% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 16%. Single life annuity as of benefit commencement age reduced by 11% minus 0.25% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 8.5%. 75% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 15% plus 0.375% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 25%. Single life annuity as of benefit commencement age reduced by 15% minus 0.375% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 11.25%. 100% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 19% plus 0.5% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 29%. Single life annuity as of benefit commencement age reduced by 19% minus 0.5% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 14%.

Schedule SB, Part V — Summary of Plan Provisions

▪ Lump Sums	The lump sum value of the participant's frozen Normal Retirement Benefit is determined using the 417(e) mortality table for the current plan year and the lessor of 5% or the 417(e) interest for the month of October preceding the plan year. The lump sum is calculated as of the participant's termination date assuming the benefit is deferred to Normal Retirement age.
-------------	--

Schedule SB, Part V — Summary of Plan Provisions***Grandfathered Group of Supplement A formula*****Definitions**

▪ Final average earnings	Average of the 60 highest consecutive months of earnings in the last 120 months of employment. Benefits were frozen April 30, 2007.
▪ Primary Social Security benefit	Estimated benefit available at age 65 under the Social Security Act in effect on the date of termination - For participants eligible to retire, zero future earnings are assumed; for others, level future earnings are assumed. Benefits were frozen April 30, 2007.
▪ Accrued benefit	The <i>basic benefit</i> is the difference between 1) and 2) : – 2% of Final average earnings for each year of service up to 25 years, plus 1/2% for each year in excess of 25. – 2% of the Primary Social Security Benefit for each year of service up to 25 years. The <i>alternative minimum benefit</i> is 3/4% of Final average earnings plus \$8, for each year of service up to 30. Benefits were frozen April 30, 2007. In addition, a <i>Medicare Part B Premium supplement</i> of \$8.20 per month is payable to any retiree (except terminated vested retirees) or eligible surviving spouse age 65 or older.
▪ Vesting service	The completed years and months since the latter of October 17, 1993 or the date on which the employee completes an hour of service, plus the number of years, months, and days of vesting service an employee had in effect on October 16, 1993. An employee shall be credited with one full month of vesting service if they are hired in the first 15 days of a month or terminate after the first 15 days of a month. Vesting service can be no less than the Credited service.
▪ Credited service	For employment before October 17, 1993, each Participant shall receive credit for Credited service equal to the Credited service earned under the Plan as in effect on October 16, 1993. For employment after December 31, 1999, Credited service equals Vesting service.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement

- | | |
|---------------|--|
| ▪ Eligibility | Age 55 with 5 years of vesting service, or age plus vesting service at least 80 years. |
| ▪ Benefit | <p>The benefit is computed as for normal retirement with the following reductions for early commencement:</p> <p><i>Basic Benefit</i></p> <p>Part 1) is reduced by 2% for each of the first five years plus 4% for each year in excess of five by which retirement date precedes age 65, subject to a maximum reduction of 25% if the employee has 80 points.</p> <p>The Social Security offset is applied only when Social Security is actually available (currently age 62) and is then reduced 6-2/3% per year for the first three years by which the later of retirement date and age 62 precedes the age for unreduced Social Security benefits. If the age for unreduced Social Security benefits is greater than age 65, the offset is further reduced 5% per year for up to another two years.</p> <p><i>Alternative Minimum Benefit</i></p> <p>Reduced by 7.2% for each of the first five years plus 4.8% for each year in excess of five by which retirement date precedes age 65, except that if the employee has at least 80 points, this reduction does not apply and a \$385 monthly supplement is added prior to eligibility for Social Security (currently age 62). Benefits were frozen April 30, 2007.</p> |
-

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
▪ Eligibility	Five years of vesting service.
▪ Benefit	Projected monthly pension, commencing at age 65, based on average salary prior to termination and on a projected service to age 65, multiplied by the ratio of service at termination to projected service at age 65; assumed payable at age 65. Benefits were frozen April 30, 2007. <i>Reductions for Commencement before Age 65</i> General Rule: Monthly benefit described above reduced by 6/10 of 1% for each of the first 60 months by which the first payment precedes the Normal Retirement Date, ½ of 1% for the next 60 months and 1/6 of 1% for each month over 120 months. Termination after age 50: Monthly benefit reduced by 1/6 of 1% for each of the first 60 months by which the first payment precedes the Normal Retirement Date and 1/3 of 1% for each such month in excess of 60.
Disability	
▪ Eligibility	Eligible five months after a qualifying disability.
▪ Benefit	Disabled participant accrues service up to an overall maximum of 25 years, for purposes of determining normal or early retirement benefit when eligible to retire.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
▪ Eligibility	Five years of vesting service.
▪ Benefit	If death occurs before age 50, spouse's benefit is equal to the <i>minimum benefit</i>. Otherwise benefit is the larger of the <i>minimum benefit</i> and the <i>basic benefit</i>. <i>Minimum benefit</i> - Standard 50% QJSA payable at later of employee's death and earliest retirement date, reduced for early commencement and survivorship option. <i>Basic benefit</i> – 20% of final monthly compensation, payable immediately. The plan also provides dependent child survivor benefits and residual dependent/spouse benefits that are considered de minimis and are not valued. Benefits were frozen April 30, 2007.
▪ Benefit after normal retirement	Benefit based on participant election at retirement, plus a lump-sum benefit equal to 15% of average salary (prorated for service less than 10 years at retirement), with a minimum of \$2,000. Benefits were frozen April 30, 2007.
Form of benefits	
▪ Automatic form for unmarried participants	Single Life Annuity
▪ Automatic form for married participants	50% Joint and Survivor Annuity
▪ Optional forms	▪ Single life annuity ▪ 10-year certain and continuous ▪ Level income ▪ 50% Joint and Survivor annuity ▪ 75% Joint and Survivor annuity ▪ 100% Joint and Survivor annuity

Schedule SB, Part V — Summary of Plan Provisions

▪ Actuarial Equivalence for Alternative Forms of Payment (other than lump sum)	50% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 11% plus 0.25% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 16%. Single life annuity as of benefit commencement age reduced by 11% minus 0.25% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 8.5%. 100% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 19% plus 0.5% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 29%. Single life annuity as of benefit commencement age reduced by 19% minus 0.5% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 14%. 75% Joint and Survivor annuity: Single life annuity as of benefit commencement age reduced by 15% plus 0.375% for each full year over three that the participant's age exceeds the spouse's age. Maximum reduction is 22.5%. Single life annuity as of benefit commencement age reduced by 15% minus 0.375% for each full year over three that the spouse's age exceeds the participant's age. Reduction must be at least 11.25%. 10-year Certain & Life annuity: Single life annuity as of normal retirement date reduced by 5%.
--	--

Schedule SB, Part V — Summary of Plan Provisions

- Actuarial Equivalence for Alternative Forms of Payment (other than lump sum)

Level Income annuity:

The level income annuity provides a larger benefit before the participant reaches age 62 (the age at which participants can begin receiving Social Security retirement benefits), and then automatically reduce the benefit once the participant reaches age 62.

The increase to the benefit payable before age 62 shall equal (i) minus (ii), multiplied by (iii) where:

(i) is the Social Security benefit payable at age 62

(ii) is the difference in the monthly benefit payable to the participant before age 62 and the monthly benefit payable to the participant after age 62, calculated as a single life annuity, and

(iii) is the level income factor determined from the following table:

Years Early Retirement Date Precedes Normal Retirement Date	Level Income Factor
3	1.0000
4	.8900
5	.7900
6	.7100
7	.6300
8	.5600
9	.5100
10	.4600
11	.4100
12	.3700
13	.3300
14	.3000
15	.2700
16	.2500
17	.2200

- Lump Sums

The lump sum value of the participant's frozen Normal Retirement Benefit is determined using the 417(e) mortality table for the current plan year and the lessor of 5% or the 417(e) interest for the month of October preceding the plan year. The lump sum is calculated as of the participant's termination date assuming the benefit is deferred to Normal Retirement age.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2008	\$	13,405,063	5	\$ 2,927,413
2009		(3,111,984)	6	(586,734)
2010		10,825,002	7	1,809,148
Total	\$	21,118,081		\$ 4,149,827

Schedule SB, Line 25 — Change in Method

As required by the final Section 430 regulations, we changed the allocation of the Medicare supplement benefit and the Social Security supplement benefit costs to funding target and target normal cost from the ratio of the participant's service to their service at first eligibility to the ratio of the participant's service to their service at each decrement age.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Withdrawal rates were updated to 75% of the 2003 SOA age table to better reflect future plan experience.
- Retirement rates were extended back to age 49 for Retirement Earnings formula participants to better reflect future plan experience.
- Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from the full yield curve with a two month look-back to segment rates with no look-back.
- The Administrative Expense load to normal cost increased from \$377,000 to \$380,000 to reflect our expectations for the current plan year.

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 60.

A. Grandfathered Benefit Formula

(A) Retirement Age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
49	1.0%	10,000	100	4,900
50	2.0%	9,900	198	9,900
51	3.0%	9,702	291	14,844
52	4.0%	9,411	376	19,575
53	5.0%	9,035	452	23,941
54	8.0%	8,583	687	37,078
55	13.0%	7,896	1,027	56,458
56	10.5%	6,870	721	40,394
57	11.5%	6,148	707	40,302
58	12.5%	5,441	680	39,449
59	15.0%	4,761	714	42,136
60	20.0%	4,047	809	48,563
61	25.0%	3,238	809	49,373
62	30.0%	2,428	728	45,164
63	25.0%	1,700	425	26,771
64	30.0%	1,275	382	24,476
65	45.0%	892	402	26,101
66	35.0%	491	172	11,337
67	40.0%	319	128	8,550
68	40.0%	191	77	5,206
69	40.0%	115	46	3,170
70	100.0%	69	69	4,824
Total			10,000	582,511
Average				58.25

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

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**B. Retirement Earnings Formula**

(A) Retirement Age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
49	2.0%	10,000	200	9,800
50	2.0%	9,800	196	9,800
51	2.0%	9,604	192	9,796
52	2.0%	9,412	188	9,788
53	2.0%	9,224	184	9,777
54	2.0%	9,039	181	9,762
55	2.0%	8,858	177	9,744
56	3.0%	8,681	260	14,585
57	4.0%	8,421	337	19,199
58	5.0%	8,084	404	23,444
59	6.0%	7,680	461	27,186
60	10.0%	7,219	722	43,314
61	15.0%	6,497	975	59,448
62	40.0%	5,523	2,209	136,959
63	25.0%	3,314	828	52,188
64	35.0%	2,485	870	55,667
65	50.0%	1,615	808	52,499
66	45.0%	808	363	23,988
67	40.0%	444	178	11,905
68	40.0%	267	107	7,250
69	40.0%	160	64	4,414
70	100.0%	96	96	6,717
Total			10,000	607,230
Average				60.72

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

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

(A) Formula	(B) Number of Employees	(C) Average Retirement Age	(D) (B) x (C)
A	169	58.25	9,844.44
B	222	60.72	13,480.51
Total	391		22,324.95
Average			59.65