

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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 THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td>003</td> </tr> <tr> <td>1c Effective date of plan</td> <td>01/01/1999</td> </tr> </table>	1b Three-digit plan number (PN) ►	003	1c Effective date of plan	01/01/1999		
1b Three-digit plan number (PN) ►	003						
1c Effective date of plan	01/01/1999						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) MAHLE INDUSTRIES, INCORPORATED FRANK KOHLER ONE MAHLE DRIVE MORRISTOWN, TN 37814	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td>58-2431334</td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td>423-317-3038</td> </tr> <tr> <td>2d Business code (see instructions)</td> <td>336300</td> </tr> </table>	2b Employer Identification Number (EIN)	58-2431334	2c Sponsor's telephone number	423-317-3038	2d Business code (see instructions)	336300
2b Employer Identification Number (EIN)	58-2431334						
2c Sponsor's telephone number	423-317-3038						
2d Business code (see instructions)	336300						

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	FRANK KOHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	FRANK KOHLER
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") MAHLE INDUSTRIES, INCORPORATED ONE MAHLE DRIVE MORRISTOWN, TN 37814	3b Administrator's EIN 58-2431334 3c Administrator's telephone number 423-317-3038
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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	198
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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:

1B 1G

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>04-1590850</u>	<u>65935</u>	<u>12775</u>	<u>91</u>	<u>01/01/2011</u>	<u>12/31/2011</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid <u>0</u>	(b) Total amount of fees paid <u>0</u>
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	851480

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY**

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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>THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION</u> <u>CAST IRON PLANT IN FRANKLIN, KENTUCKY</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</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>2011</u>
2	Assets:
a	Market value 2a <u>5191524</u>
b	Actuarial value 2b <u>4790159</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>48</u> <u>1644876</u>
b	For terminated vested participants 3b <u>57</u> <u>640997</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>45954</u>
(2)	Vested benefits 3c(2) <u>2818250</u>
(3)	Total active 3c(3) <u>93</u> <u>2864204</u>
d	Total 3d <u>198</u> <u>5150077</u>
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.26 %</u>
6	Target normal cost 6 <u>122619</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/09/2012</u>
Signature of actuary	Date
<u>THOMAS CHES</u>	<u>11-03969</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>248-936-7700</u>
Firm name	Telephone number (including area code)
<u>28411 NORTHWESTERN HIGHWAY, STE 500</u> <u>SOUTHFIELD, MI 48034</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) 2011
v.012611

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 (line 13 from prior year)	191226	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	94942	0
9	Amount remaining (line 7 minus line 8)	96284	0
10	Interest on line 9 using prior year's actual return of <u>12.25</u> %	11795	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.61</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	108079	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	90.91 %
15	Adjusted funding target attainment percentage	15	90.91 %
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	98.62 %
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
09/14/2012	101528				
			Totals ▶	18(b)	101528
				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 contributions 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 91555
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
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 64
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	122619	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	467997		76999
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	199618	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	108079	0	108079
36 Additional cash requirement (line 34 minus line 35)	36	91539	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	91555	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	16	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE</u> <u>DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

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

TOWERS WATSON DELAWARE INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50 99	NONE	57377	Yes ☒ No ☐	Yes ☐ No ☒	660	Yes ☐ No ☒

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

ERNST & YOUNG, LLP

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50 99	NONE	10627	Yes ☒ No ☐	Yes ☐ No ☒	1227	Yes ☐ No ☒

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

HELEN CLEVELAND PC

11-3672269

(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 50	NONE	7449	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

WELLS FARGO ADVISORS

48-1305000

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	5625	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 52 60 63 68 72	NONE	206	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WELLS FARGO ADVISORS LLC

34-1542819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 99	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	7850	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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BOND INDEX (NORTHERN)</p> <p>20-1524639</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EXTENDED DURATION BOND (DELAWARE)</p> <p>23-2973929</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">72</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PREM SHROT-DURATION BOND (BABSON)</p> <p>04-3212057</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p> </div> </div>		

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER MONEY MARKET (BABSON) 04-3212059	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT PIMCO TOTAL RETURN 27-2377446	BASIS POINTS*PLAN ASSETS

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-SK</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-174</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-F</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-042</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>57782</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-G</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-043</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22918</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-MM</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>90-0342299-073</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-OM</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>90-0342299-040</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-PG</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-442</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>196449</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-SC</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-105</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ZX**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-189	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TZ**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-362	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 170467
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-UB**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-083	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WF**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-126	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WW**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-235	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PX**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-109	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KE**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-107	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 403865
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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)
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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)
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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)
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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
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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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 MAHLE INDUSTRIES, INCORPORATED	D Employer Identification Number (EIN) 58-2431334	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	4905307	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	286218	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5191525	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5191525	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	22054	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		22054
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		382063
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-33832
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		370285

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4612920	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4612920
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	90480	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6930	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		97410
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4710330

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4340045
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		851480

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG, LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
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.			
4n			

- 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)

MAHLE INDUSTRIES, INC. RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
58-2431334	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>THE MAHLE-UAW PENSION PLAN FOR EMPLOYEES AT THE PERFECT CIRCLE DIVISION CAST IRON PLANT IN FRANKLIN, KENTUCKY</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</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>04-1590850</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>107</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)
----------------	--

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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

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

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

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

Schedule R (Form 5500) 2011
v.012611

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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www.ey.com

Report of Independent Auditors

The Board of Directors
The MAHLE – UAW Pension Agreement for Hourly Employees at the Perfect
Circle Division Cast Iron Plant in Franklin, Kentucky

We were engaged to audit the accompanying statements of assets available for benefits (modified cash basis) of the MAHLE – UAW Pension Agreement for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky as of December 31, 2011 and 2010, and the related statements of changes in assets available for benefits (modified cash basis) for the years then ended, and the supplemental schedules of assets (held at end of year) (modified cash basis) as of December 31, 2011, and reportable transactions (modified cash basis) for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by Massachusetts Mutual Life Insurance Company and State Street Bank and Trust Company, the custodian and trustee, respectively, of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Massachusetts Mutual Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2011 and 2010, and for the years then ended and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions for the period from January 1, 2011 to November 10, 2011, and as of December 31, 2010, and for the period from January 13, 2010 to December 31, 2010. The plan administrator has obtained certifications from the trustee and the custodian as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee and the custodian 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 these accompanying financial statements and supplemental schedules as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee and the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 10, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	MAHLE Industries, Incorporated
EIN/PN	58-2431334/003
Plan Name	The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky
Valuation Date	January 1, 2011
Enrolled Actuary	Thomas Ches
Enrollment Number	11-03969

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

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

**SCHEDULE SB
(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

2011**This Form Is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

003

MAHLE-UAW Pension Plan for Hrly Ees Perfect Circle Div

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF**D** Employer Identification Number (EIN)

MAHLE Industries, Incorporated

58-2431334

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 2011**2** Assets:**a** Market value **2a** 5,191,524**b** Actuarial value **2b** 4,790,159**3** Funding target/participant count breakdown:**a** For retired participants and beneficiaries receiving payment..... **3a** (1) Number of participants 48 (2) Funding Target 1,644,876**b** For terminated vested participants..... **3b** 57 640,997**c** For active participants:(1) Non-vested benefits..... **3c(1)** 45,954(2) Vested benefits..... **3c(2)** 2,818,250(3) Total active..... **3c(3)** 93 2,864,204**d** Total..... **3d** 198 5,150,077**4** If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate **5** 6.26 %**6** Target normal cost **6** 122,619**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

10/09/2012

Date

Thomas Ches

11-03969

Type or print name of actuary

Most recent enrollment number

Towers Watson Delaware Inc.

(248) 936-7700

28411 Northwestern Highway, Ste 500

Telephone number (including area code)

Southfield

MI 48034

Address of the firm

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

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

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year).....	191,226	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	94,942	0
9 Amount remaining (line 7 minus line 8).....	96,284	0
10 Interest on line 9 using prior year's actual return of <u>12.25</u> %.....	11,795	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.61</u> % except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	108,079	0

Part III Funding percentages

14 Funding target attainment percentage	14	90.91 %
15 Adjusted funding target attainment percentage	15	90.91 %
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	98.62 %
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
09/14/2012	101,528				
Totals •			18(b)	101,528	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 contributions 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	91,555

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:
3.78 %2nd segment:
6.31 %3rd segment:
6.57 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

64

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 contributions for all prior years**28**

0

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

0

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

0

Part VIII Minimum required contribution for current year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

122,619

b Excess assets, if applicable, but not greater than 31a**31b**

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

467,997

76,999

b Waiver amortization installment.....

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...**34**

199,618

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

108,079

0

108,079

36 Additional cash requirement (line 34 minus line 35).....**36**

91,539

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

91,555

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

16

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

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

0

40 Unpaid minimum required contributions for all years.....**40**

0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**41** If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:**a** Schedule elected☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment**42**

0

43 Excess installment acceleration amount to be carried over to future plan years**43**

0

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2011

For participants eligible to retire, the rates at which participants retire at each age are shown below:

Attained Age	Annual Retirement Rate
60-61	15%
62	30%
63-64	15%
65	75%
66-69	50%
70	100%

All employees eligible to retire at January 1, 2012 are assumed to do so at that date.

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle Division Cast
Iron Plant in Franklin, Kentucky
EIN / PN: 58-2431334/003
Plan Sponsor: MAHLE Industries, Incorporated

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

Plan Name

The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Plan Sponsor

MAHLE Industries, Incorporated

EIN/PN

58-2431334/003

Discount Rates

Interest rate basis:

- Applicable month: September
- Yield curve basis: 3-segment rates

Interest rates:

- First segment rate: 3.78%
- Second segment rate: 6.31%
- Third segment rate: 6.57%
- Effective interest rate: 6.26%
- ASC 960 interest rate: 6.50%

Assumed Cost of Living Adjustments

Not applicable.

Plan Name: The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle
Division Cast Iron Plant in Franklin, Kentucky
EIN / PN: 58-2431334/003
Plan Sponsor: MAHLE Industries, Incorporated

TOWERS WATSON 

SCHEDULE SB ATTACHMENTS

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Inclusion Date

The valuation date coincident with or next following the date on which the employee is hired.

Plan-related Expenses

The amount included this year for plan-related expenses is \$30,000.

Mortality

Target liabilities: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

ASC 960 liabilities: The RP-2000 Combined Healthy Blue Collar Mortality Table with mortality rates projected to 2010 using Scale AA for males and females respectively.

Retirement (per 1,000 employees)

For participants eligible to retire, the rates at which participants retire by age are shown below.

Attained Age	Annual Rate
60-61	150
62	300
63-64	150
65	750
66-69	500
70	1000

All employees eligible to retire at January 1, 2012 are assumed to do so at that date.

The weighted average retirement age is 64, calculated by determining the average age at retirement for those active participants expected to reach retirement, based on all current decrements assumed.

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

Disability Rates (per 1,000 employees)

Sample rates at which participants become disabled by age and gender are shown below:

Plan Name: The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle
Division Cast Iron Plant in Franklin, Kentucky
EIN / PN: 58-2431334/003
Plan Sponsor: MAHLE Industries, Incorporated

TOWERS WATSON



SCHEDULE SB ATTACHMENTS

8

Attained Age	Rate of Disability	
	Males	Females
25	0.85	1.09
35	1.24	2.01
45	2.94	4.00
55	9.77	9.32
65	0.00	0.00

No disability decrements are assumed after December 31, 2011.

Disabled Mortality (per 1,000 employees)

Target liabilities: The prescribed mortality assumptions under section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non annuitants.

ASC 960 liabilities: Sample mortality rates for disabled participants are shown below:

Attained Age	Annual Rate
30	26.0
35	26.0
40	26.0
45	27.0
50	31.0
55	49.0
60	62.0
65	73.0
70	89.0
75	106.0
80	144.0

Representative Termination Rates (per 1,000 employees) not Due to Disability, Retirement or Mortality:

Sample termination rates are shown below:

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Service	Rate
2	135.2
7	55.8
12	37.4
17	33.9
22	25.2
27	13.6
30+	0.0

No withdrawal is assumed to occur after satisfying eligibility conditions for retirement or after attaining age 61.

All employees not eligible to retire on January 1, 2012 are assumed to terminate employment at that date.

Form of Payment

All active participants are assumed to take a lump sum value as of January 1, 2012 as a result of the plant closure. Terminated vested participants are assumed to elect a life annuity.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Cost Method

Traditional Unit Credit Cost Method.

Asset Method

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

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including the present value of receivable contributions. The algebraically equivalent development of this method is shown in this report.

Participant Data

Employee data was supplied by Mass Mutual as of the valuation date January 1, 2011.

Tax Policy

The actuarial valuation performed for the plan year ending December 31, 2011 is used to determine the maximum deductible contribution for the tax year ending December 31, 2011.

Benefits not Included in Valuation

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

PBGC Premium Funding Target

For purposes of determining the PBGC Premium Funding Target, the Alternative Premium Funding Target was determined using the assumptions described above.

Changes in Assumptions and Methods Since Last Actuarial Valuation

- The mortality table used to determine the funding target was updated to project mortality an additional year, as prescribed by the IRC.
- The discount rate was changed from the January 3-segment rates to the September 3-segment rates. This change is being made as elected by the plan sponsor and is deemed to be automatically approved by the IRS.
- Plan-related expenses assumed payable from the pension trust were increased from \$643 for the 2010 plan year to \$30,000 for the 2011 plan year to better reflect changes in how expenses are currently being paid.
- The demographic decrements were changed to provide a 100% retirement decrement at the end of 2011 for participants eligible for retirement and a 100% withdrawal decrement for all other active participants. The change was made to value the impact of a 2011 anticipated plan closing. The change in these demographic assumptions decreased the funding target by \$247,037.

Plan Name: The MAHLE-UAW Pension Plan for Hourly Employees at the Perfect Circle
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Schedule SB, Part V - Summary of Plan Provisions

Plan Sponsor

MAHLE Industries, Incorporated

Plan

MAHLE – UAW Pension Plan for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Effective Date and Most Recent Amendment

The plan was originally effective January 1, 1999 and later amended and restated effective January 25, 2004 and further amended effective September 2, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

All employees working for the Company at the Cast Iron Plant in Franklin, Kentucky, who are covered by the collective bargaining agreement between the Company and the Union (UAW Local 2370).

Credited Service

Prior to February 7, 1997: As earned under the SPX Franklin Plan.

On or after February 7, 1997 and on or before December 31, 1998: Each year during which any employee completed 1,000 hours of service under the Savings Plan.

On or after January 1, 1989: Employee will receive 1/12 of a year for each month the employee is on the active payroll and has at least one hour of service.

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Vesting Service

All service with the Corporation.

Accrued Benefit

Monthly accrued benefit is the product of \$19.00 and years of credited service less the product of \$10.00 and years of credited service earned prior to January 1, 1999.

Normal Retirement Benefit

Eligibility: Age 65.

Benefit: Accrued benefit determined at normal retirement date.

Late Retirement Benefit

Eligibility: Retirement after normal retirement date.

Monthly Benefit: Accrued benefit determined at the date of postponed retirement (actuarially increased after April 1st of calendar year following attainment of age 70.5, while benefits suspended).

Early Retirement Benefit

Eligibility: Age 60 and 10 years of credited service.

Monthly Benefit: Accrued benefit determined at early retirement, reduced by 0.5% per month for commencement prior to age 62. After age 62, an unreduced benefit is payable (i.e., benefit "pops up" to an unreduced benefit at age 62).

Special Early Retirement: Effective May 1, 2001, if an employee is eligible for early retirement, he will receive a temporary benefit of \$400 per month, until he attains age 62.

Disability Benefit

There are no explicit disability benefits provided under this plan. Employees who terminate employment may receive early retirement or vested termination benefits, if eligible.

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Vested Benefits Upon Termination of Service

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

Early Commencement of Benefit: Eligible after attaining age 60 and completing 10 years of credited service. Accrued benefit is reduced by 0.5% per month for commencement prior to the normal retirement date.

Medicare Part B Benefit

Eligibility: Retiree or surviving spouse receiving benefits following normal, early or late (but not deferred vested) retirement, who is age 65 or over or otherwise eligible for Medicare Part B.

Monthly Benefit: Effective on or after January 1, 2003, \$60.00 per month after age 65, or earlier eligibility for Medicare Part B.

Pre-Retirement Death Benefits

Eligibility: Former and active vested employees and retirees who have elected the normal form of the survivor benefit and who have been married at least one year.

Amount of Benefit:

1. **Active Vested and Terminated Vested Employees Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 60% of the accrued benefit the employee would have received had he retired the day before his death. Benefit payment begins on the first day of the month following the date of death.

2. **Active Vested and Terminated Vested Employees Not Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 50% for which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived to early retirement date and had begun receiving benefits that day, and died the next day. Benefit payment begins on early retirement date.

3. **Retired Employees:**

Monthly survivor benefit shall be equal to 60% for which retiree was eligible. Benefit payment begins on the first day of the month following the date of death.

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Reduction: An employee who elects the survivor's benefit receives 90% of accrued benefit during his lifetime in order to provide for the surviving spouse. This percentage (90%) shall be reduced 0.5% for each year that the spouse's age is younger than the employee's age by more than 10 years.

Duplication Clause: Survivor benefit not payable concurrently with group insurance transition or bridge benefits.

Normal Form of Retirement Income

Single Employees and Employees Married Less than One Year: Life annuity.

All Others: 90% of the retirement income payable to the employee during his lifetime (adjusted if the spouse's age differs more than 10 years from the employee's) with 60% of such reduced amount payable to his surviving spouse after his death. If the QJSA is in effect and the spouse predeceases the retiree the basic pension benefit shall be restored to the amount payable without the QJSA election on the first day of the 3rd month after the Company receives evidence of the spouse's death.

Optional Forms of Retirement Income in Lieu of Normal Form

1. Life only
2. 60% joint and survivor and 75% joint and survivor
3. Lump sum is automatically payable if amount is less than \$1,000. Lump sums between \$1,000 and \$5,000 are payable upon the participant's election, with spousal consent.
4. Lump sums in excess of \$5,000 are available to active employees who are terminated due to the plant closing, as described below.

Actuarial Equivalence

Lump Sum:

Participant shall receive the larger of the benefits calculated using the following actuarial factors:

1. The applicable segment rates for the November before the beginning of the plan year and the mortality table described in RR 2001-62.
2. The applicable segment rates for the November before the beginning of the plan year and applicable mortality table described in IRC section 417(e)(3).

Others: 7.00% interest rate and Applicable Mortality Table (RR 2001-62).

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Schedule SB, Line 24 Change in Assumptions

- The mortality table used to determine the funding target was updated to project mortality an additional year, as prescribed by the IRC.
- The discount rate was changed from the January 3-segment rates to the September 3-segment rates. This change is being made as elected by the plan sponsor and is deemed to be automatically approved by the IRS.
- Plan-related expenses assumed payable from the pension trust were increased from \$643 for the 2010 plan year to \$30,000 for the 2011 plan year to better reflect changes in how expenses are currently being paid.
- The demographic decrements were changed to provide a 100% retirement decrement at the end of 2011 for participants eligible for retirement and a 100% withdrawal decrement for all other active participants. The change was made to value the impact of a 2011 anticipated plan closing. The change in these demographic assumptions decreased the funding target by \$247,037.

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Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2011

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		1		0		0		0		0		0		0		0	
30 - 34	0		0		0		1		0		0		0		0		0		0	
35 - 39	0		0		2		3		0		0		0		0		0		0	
40 - 44	0		0		0		3		2		2		0		0		0		0	
45 - 49	0		0		1		0		2		4		5		0		0		0	
50 - 54	0		0		1		6		4		4		5		5		0		0	
55 - 59	0		0		0		3		1		0		3		2		12		0	
60 - 64	0		0		0		0		1		3		0		1		9		0	
65 - 69	0		0		1		0		0		0		0		0		5		0	
70 & Over	0		0		0		0		0		1		0		0		0		0	

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Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2011

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2011	467,997	7	467,997	76,999
Total					467,997	76,999

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The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Statements of Assets Available for Benefits
(Modified Cash Basis)

	December 31	
	2011	2010
Assets		
Investments:		
Pooled separate accounts	\$ 851,480	\$ 4,905,307
Registered investment companies	–	286,218
Assets available for benefits	<u>\$ 851,480</u>	<u>\$ 5,191,525</u>

See accompanying notes.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Statements of Changes in Assets Available for Benefits
(Modified Cash Basis)

	Year Ended December 31	
	2011	2010
Additions		
Investment income:		
Interest and dividends	\$ 22,054	\$ 723
Net realized and unrealized appreciation (depreciation):		
Pooled separate accounts	382,063	553,459
Registered investment companies	(33,832)	22,139
	<u>370,285</u>	<u>576,321</u>
 Contributions		
Employer	–	172
Total additions	<u>370,285</u>	<u>576,493</u>
 Deductions		
Benefits paid	4,612,920	151,652
Administrative fees and expenses	97,410	29,704
Total deductions	<u>4,710,330</u>	<u>181,356</u>
Net (decrease) increase	(4,340,045)	395,137
 Assets available for benefits:		
Beginning of year	5,191,525	4,796,388
End of year	<u>\$ 851,480</u>	<u>\$ 5,191,525</u>

See accompanying notes.

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis)

December 31, 2011

1. Description of Plan

The following description of the MAHLE – UAW Pension Agreement for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky (the Plan) provides general information about the Plan's provisions. MAHLE Engine Components USA, Inc. (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a defined benefit pension plan established to provide pension benefits to the Company employees who are members of the bargaining unit represented by International Union United Automobile, Aerospace, and Agriculture Implement Workers of America (UAW), Local 2370 (the Union) at the Franklin, Kentucky, facility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

During 2010, the Company announced intentions to close the Cast Iron Plant in Franklin, Kentucky, during late 2011. Refer to Note 10 for further information regarding the merger of the Plan into another related plan subsequent to December 31, 2011.

Eligibility and Vesting

Employees in the Franklin, Kentucky, Cast Iron Plant who are members of the bargaining unit represented by the Union are generally eligible to participate in the Plan upon commencement of employment. Participants are fully vested upon the completion of five years of service.

Benefits

In accordance with the Plan's provisions, employees are entitled to monthly pension benefits, which are equal to specified rates multiplied by total years of credited service, beginning at normal retirement age. The benefit is typically paid in the form of a spousal annuity; however, participants may elect to waive the survivor benefit option to provide a monthly survivor's benefit for a spouse.

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

1. Description of Plan (continued)

Employees are eligible for early retirement provided they have obtained age 60 but not age 65 and have 10 years or more of credited service. Any employee and surviving spouse receiving normal, early, or late retirement benefits, but not those receiving deferred vested benefits, are paid a monthly Medicare benefit in addition to the monthly pension benefit upon reaching the age of 65 or older.

At early retirement, a supplemental benefit of \$400 per month is paid to participants from their early retirement date until they reach age 62 and one month.

Funding

The Company contributes such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants and satisfy the ERISA minimum funding requirements based upon a valuation performed by an independent actuary. Contributions are recognized when received by the trustee or custodian. The Plan has met the ERISA minimum funding requirements for 2011 and 2010.

Plan Termination

Under the most recent collective bargaining agreement, the Plan was to remain in effect at least until January 28, 2012, the expiration date of the agreement with the Union. As a result of an amendment effective January 1, 2012, the Plan was merged into the MAHLE Industries, Inc. Retirement Plan. See Note 10 for further discussion.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and may also depend on the financial condition of the Company and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC), as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing assets of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

Administration

The Plan is administered by the Retirement Committee of the Company.

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

1. Description of Plan (continued)

Administrative Expenses

Administrative expenses relating to PBGC insurance premiums and services provided by investment managers and auditors are paid by the Company. Administrative expenses related to services provided by the trustee and custodian and other expenses are generally borne by the Plan.

2. Significant Accounting Policies

Basis of Accounting

The accounts of the Plan are maintained on a modified cash basis of accounting; consequently, certain revenue and the related assets are recognized when received rather than when earned and expenses are recognized when paid rather than when the obligation is incurred.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments are recorded when paid.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). See Note 4 for further discussion of fair value measurements.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Notes to Financial Statements (Modified Cash Basis) (continued)

2. Significant Accounting Policies (continued)

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

New Accounting Pronouncements

In January 2010, the Financial Accounting Standard Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's assets available for benefits or its changes in assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Actuarial Present Value of Accumulated Plan Benefits

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

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

3. Actuarial Present Value of Accumulated Plan Benefits (continued)

The Company uses the services of an independent actuary to determine the actuarial present value of accumulated plan benefits and to determine funding levels. The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the estimated date of payment. The Company's contributions are based upon the report of the actuary as to the amount that is estimated to provide for whatever benefits are not covered by the Plan's current assets and the estimated future earnings thereon. The accumulated plan benefit information is determined by the Plan's actuary as of the beginning of the Plan year.

The accumulated plan benefit information is as follows:

	December 31, 2010
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefits	\$ 1,527,260
Other participants	3,836,099
Total vested benefits	5,363,359
Nonvested benefits	50,318
Total actuarial present value of accumulated plan benefits	<u>\$ 5,413,677</u>

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Notes to Financial Statements (Modified Cash Basis) (continued)

3. Actuarial Present Value of Accumulated Plan Benefits (continued)

A reconciliation of the changes in the actuarial present value of accumulated plan benefits is summarized as follows:

	Year Ended December 31, 2010
Actuarial present value of accumulated plan benefits at beginning of year	\$ 4,514,894
Increase (decrease) during the year attributed to:	
Benefits accumulated	89,050
Actuarial losses	147,640
Increase in interest due to decrease in the discount period	294,328
Benefits paid	(151,652)
Assumption changes	(206,421)
Plan amendments*	725,838
Net increase	898,783
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,413,677</u>

*The Plan was amended to provide lump sums to participants who are expected to terminate employment due to plant closure.

Significant assumptions underlying the actuarial valuation are as follows:

Cost (actuarial) method – Projected Unit Credit Cost Method

Assumed rate of return on investments – 6.5%

Rate of mortality – Based upon the RP 2000 Combined Healthy Blue Collar Mortality Table, with mortality rates projected to 2010 using Scale AA for males and females

Retirement age – Various annual rates ranging from 15% at age 60 to 100% at age 70

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

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

4. Fair Value Measurements

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Notes to Financial Statements (Modified Cash Basis) (continued)

4. Fair Value Measurements (continued)

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value:

Pooled separate accounts – Pooled separate accounts are valued on a net unit value basis as determined by the account issuer on the last business day of the Plan year. The fair values of these investments are determined by reference to the respective fund's underlying assets, with the account issuer specifying the source(s) to use for underlying investment asset prices. The investments underlying the Plan's pooled separate accounts may be one or more mutual funds, a common collective trust, or a portfolio of securities. There are currently no redemption restrictions on these investments.

Registered investment companies – Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value:

Assets at Fair Value as of December 31, 2011						
	Level 1	Level 2	Level 3	Total		
Pooled separate accounts:						
U.S. equities	\$	–	\$ 170,466	\$	–	\$ 170,466
Bonds		–	658,096		–	658,096
Cash and cash equivalents		–	22,918		–	22,918
Total assets at fair value	\$	–	\$ 851,480	\$	–	\$ 851,480

Assets at Fair Value as of December 31, 2010							
	Level 1	Level 2	Level 3	Total			
Registered investment companies	\$	286,218	\$	–	\$	–	\$ 286,218
Pooled separate accounts:							
U.S. equities		–	1,069,433		–		1,069,433
Non-U.S. equities		–	416,752		–		416,752
Bonds		–	2,531,062		–		2,531,062
Cash and cash equivalents		–	888,060		–		888,060
Total assets at fair value	\$	286,218	\$ 4,905,307	\$	–	\$ 5,191,525	

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

5. Investments

All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2011 and 2010, and net realized and unrealized appreciation (depreciation), and interest and dividends for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Massachusetts Mutual Life Insurance Company, the custodian, as of December 31, 2011 and 2010, and for the years then ended, and by State Street Bank and Trust Company, the trustee, for the period from January 1, 2011, to November 10, 2011, and as of December 31, 2010, and for the period from January 13, 2010, to December 31, 2010.

The fair value of individual investments that represent 5% or more of the Plan's assets available for benefits is as follows:

	December 31	
	2011	2010
Mass Mutual Select PIMCO Total Return	\$ 170,466	\$ *
Mass Mutual Total Return Admin	*	754,960
Mass Mutual Premier Short Duration Bond	57,782	*
Mass Mutual Extended Duration Bond	403,865	1,539,445
Mass Mutual Bond Market Index	*	737,845
Mass Mutual Bond Market Index II	196,449	*
Mass Mutual EuroPacific Growth Fund	*	304,967
State Street Ivy Asset Strategy Fund	*	286,218

* Less than 5% of assets available for benefits.

**The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky**

Notes to Financial Statements (Modified Cash Basis) (continued)

6. Tax Status of the Plan

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated December 14, 2006, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

7. Related-Party Transactions

All of the Plan's assets are invested in funds managed by the trustee and the custodian of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 those changes could materially affect the amounts reported in the statements of assets available for benefits.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Notes to Financial Statements (Modified Cash Basis) (continued)

8. Risks and Uncertainties (continued)

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

9. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2011	2010
Assets available for benefits per the financial statements	\$ 851,480	\$ 5,191,525
Transfer to MAHLE Industries Inc. Retirement Plan	(851,480)	–
Assets available for benefits per the Form 5500	<u>\$ –</u>	<u>\$ 5,191,525</u>

Because the Plan will merge into another related plan effective January 1, 2012, the 2011 Form 5500 will be the final 5500 for the Plan.

10. Subsequent Events

Effective January 1, 2012, MAHLE Industries, Inc. merged the Plan into the MAHLE Industries, Inc. Retirement Plan (the MAHLE Plan). This merger will not affect participant pension benefits as the benefit provisions for the Plan will remain the same. As a result of the merger, all net assets and accumulated plan benefits were transferred to the MAHLE Plan on January 1, 2012.

Management evaluated subsequent events for the Plan through October 10, 2012 the date the financial statements were available to be issued.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

EIN 58-2431334 Plan #003

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

December 31, 2011

Identity of Issue, Borrower, Lessor, or Similar Party		Description of Investment	Cost	Current Value
*	Mass Mutual	Extended Duration Bond	\$ 219,347	\$ 403,865
*	Mass Mutual	Premier Money Market (Babson)	22,918	22,918
*	Mass Mutual	Bond Market Index II	146,511	196,449
*	Mass Mutual	Premier Short Duration Bond	53,028	57,782
*	Mass Mutual	Select PIMCO Total Return	179,268	170,466
			<u>\$ 621,072</u>	<u>\$ 851,480</u>

* Party-in-interest investment.

The MAHLE – UAW Pension Agreement for Hourly Employees
at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

Schedule H, Line 4j – Schedule of Reportable Transactions
(Modified Cash Basis)

Year Ended December 31, 2011

Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) – A single transaction, involving an amount in excess of 5% of the current value of plan assets.						
* Mass Mutual	Premier Money Market	\$ 1,593,516	\$ –	\$ 1,593,516	\$ 1,593,516	\$ –
* StateStreet	SSGA Institutional Monet Market Fund	–	1,593,515	1,593,515	1,593,515	–
* StateStreet	Blackrock Global Allocation Fund-I	260,103	–	260,103	260,103	–
* StateStreet	Blackrock Global Allocation Fund-I	350,000	–	350,000	350,000	–
* StateStreet	Blackrock Global Allocation Fund-I	–	586,562	615,536	586,562	(28,974)
* StateStreet	IVY Asset Strategy Fund I	–	289,822	264,078	289,822	25,744
* StateStreet	PIMCO All Asset Fund	400,000	–	400,000	400,000	–
* StateStreet	PIMCO All Asset Fund	308,971	–	308,971	308,971	–
* StateStreet	PIMCO All Asset Fund	–	717,130	725,593	717,130	(8,463)
Category (iii) – A series of transactions with securities of the same issue, which, when aggregated, involve an amount in excess of 5% of the current value of plan assets.						
* StateStreet	Blackrock Global Allocation Fund-I	\$ 610,103	\$ –	\$ 610,103	\$ 610,103	\$ –
* StateStreet	PIMCO All Asset Fund	708,971	–	708,971	708,971	–
* Mass Mutual	Bond Market Index	489,039	–	489,039	489,039	–

* Party-in-interest investment.

There were no category (ii), or (iv) reportable transactions during the year.